OTC Markets

OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

Qualifications for the OTC Pink - Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or IFRS, but are *not required to be audited* to qualify for the OTC Pink Current Information tier.

Initial Qualification:

1. Subscribe to the OTC Disclosure & News Service on www.OTCIQ.com to publish your financial reports and material news.

2. Create the following documents, save them in PDF format and upload them via www.OTCIQ.com:
   - Annual Financial statements (Document must Include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the PCAOB registered audit firm. Each year's Annual Financial statements should be posted separately under the report type "Annual Report" in OTCIQ.
   - Any subsequent Quarterly Reports since the most recent Annual Report.
   - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.

3. If financial reports are not audited by a PCAOB registered audit firm:
   - Submit a signed Attorney Letter Agreement (first two pages of the Attorney Letter Guidelines).
   - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with Attorney Letter Guidelines through your otciq.com account.

Ongoing Qualification:

1. **For each Fiscal Quarter End**, upload a Quarterly Report via www.OTCIQ.com within **45** days of the quarter end. (A separate quarterly report is not required for the 4th quarter.) The Quarterly Report should include:
   - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
   - Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements).
   - No Audit Letter or Attorney Letter is required**.**

2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
   - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
   - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited).

3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via www.OTCIQ.com complying with the Attorney Letter Guidelines within **120 days** of the fiscal year end.

Qualifications for the OTC Pink - Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

1. Subscribe to the OTC Disclosure & News Service on www.OTCIQ.com to publish your financial reports and material news.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via www.OTCIQ.com. The Quarterly Report or Annual Report includes:
    - Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on www.otcmarkets.com)
    - A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

Current Reporting of Material Corporate Events

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Preferred Commerce, Inc.;
Previously Opencell Biomed, until 6/20/2014
Previously Grand Motion, Inc. until 7/17/2008

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 3260 Fairlane Farms Rd
Address 2: Suite 1
Address 3: Wellington, Fl. 33414
Phone: 561-752-2250
Email; mark@growums.com
Website(s): www.growums.com

IR Contact
Address 1: _____
Address 2: _____
Address 3: _____
Phone: _____
Email: _____
Website(s): _____

3) Security Information

Trading Symbol: OCBM
Exact title and class of securities outstanding: _____
CUSIP: 74039D101
Par or Stated Value: $0.0001
Total shares authorized: 150,000,000 as of: 08/31/2015
Total shares outstanding: 54,268,786 as of: 08/31/2015

Additional class of securities (if necessary):
Trading Symbol: N\A
Exact title and class of securities outstanding: Preferred Class A shares
CUSIP: N\A
Par or Stated Value: $0.0001
Total shares authorized: 5,000 Preferred Class A shares as of: 08/31/2015
Total shares outstanding: 5,000 Preferred Class A shares as of: 08/31/2015

Transfer Agent
Name: V Stock Transfer, LLC
Address 1: 18 Lafayette Place
Address 2: _____
Address 3: Woodmere, NY 11598
Phone: 212-828-8436
Is the Transfer Agent registered under the Exchange Act?* Yes: xx☐ 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.

NA

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

A reverse stock split on the Company's common shares (1 new for each 235 old shares) occurred on June 30, 2014

4) Issuance History

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

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

During the year 2012, the Company issued common shares as described below:

During the year 2013, the Company issued common shares as described below:

During the year 2014, the Company issued common shares as described below:

During the year 2015, the Company issued common shares as described below:

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

None

C. The number of shares offered;

52,394,336 common shares issued in 2014, 51,322,596 of which were issued in conjunction with the transaction In June 2014 with Preferred Commerce, Inc. The shareholders of Preferred Commerce, Inc. exchanged their 46,680,000 shares for 51,322,596 shares in the Company. The shares are not registered and carry a Rule 144 Restriction on trade. Share certificates have been issued stating the shares have not been registered under the Securities Act and setting forth the restrictions on transferability and sale of the shares under the Securities Act.

From Dec. 1 2014 thru Feb. 28, 2015 an additional 1,071,740 shares were issued In conjunction with consulting efforts to 21 shareholders and consultants at a share price of $0.0001 per share. The shares are not registered and carry a Rule 144 Restriction on trade. Share certificates have been issued stating the shares have not been registered under the Securities Act and setting forth the restrictions on transferability and sale of shares under the Securities Act.

From March 1 2015 thru May 31, 2015 an additional 1,025,000 shares were issued In conjunction with consulting efforts to 4 shareholders and consultants at a share price of $0.0001 per share. The shares are not registered and carry a Rule 144 Restriction on trade. Share certificates have been issued stating the shares have not been registered under the Securities Act and setting forth the restrictions on transferability and sale of shares under the Securities Act.

From June I, 2015 thru August 31, 2015 an additional 695,450 shares were issued in conjunction with consulting efforts to 20 shareholders and consultants at a share price of $0.0001 per share. The shares are not registered and carry a Rule 144 Restriction on trade. Share certificates have been issued stating the shares have not been registered under the Securities Act and setting forth the restrictions on transferability and sale of shares under the Securities Act.

The number of shares sold;
D. The price at which the shares were offered, and the amount actually paid to the issuer;

_____

E. The trading status of the shares; and

_____

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

_____

5) Financial Statements

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

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

The Issuer's Quarterly Financial Statements for the Period Ending 08/31/2015 and 08/31/2014 and accompanying Notes to Financial Statements, were both filed with OTC Markets on October 10, 2015 and are incorporated herein by reference.

The Notes Payable reflects a Twenty Five Thousand Dollar ($25,000) debt at a six percent (6%) interest rate which was incurred on November 30,2010 to Ragen Mangal for accounting and audit services (the "Debt"). On November 30,2011 the Company issued to Ragen Mangal a convertible promissory note by which the Debt was convertible into shares of common stock at a conversion rate of $.001. In February 2014, this Debt was purchased and assigned in full to various purchasers who currently own the Debt.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report.

To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

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

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

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

Preferred Commerce, Inc., d/b/a "Growums" is an innovative company that offers unique children's gardening products and online games designed to help combat childhood obesity and promote making good nutritional choices.

Growums aims to teach children and their families about the vital importance of fresh natural food, proper nutrition and the benefits of a healthy lifestyle through an innovative program that combines hands-on gardening and education with entertainment and online gaming. The one-of-kind experience is delivered through the Company's garden kits and a creative cast of online cartoon friends known as "the Growums." This Growums virtual world of fun garden characters, games and social activities for children is enhanced by the actual experience of helping children learn how to successfully grow their own vegetables to use in healthy, delicious meals.

Since the Company's recent launch, Growums has placed nearly 1 million garden kits into the hands of children and their families. The Growums system has become a fun and interactive educational experience that continues to empower children by showing them that delicious, healthy food comes from a seed- and they have the power to make it grow.

Preferred Commerce and its lovable Growums characters have sold products in national chains and are aggressively marketing its garden kits to schools across the nation as a fundraising program, in addition to pursuing strategic alliances with well- known organizations. To learn more about Preferred Commerce and its product line, visit www.growums.com, reach Growums on Facebook at www.facebook.com/growums and view its YouTube videos at www.youtube.com/growums.

Preferred Commerce also owns a premier destination that provides gardening information, instruction and ideas to home gardeners of all skill levels: www.Learn2Grow.com. Launched in 2006, Learn2Grow features helpful articles written by growing professionals and Master gardeners, as well as an extensive plant database to millions of users each year. Learn2Grow has more than 80,000 plant photos and planting ideas and is proud to have one of the most complete plant data bases In the world.

B. Date and State (or Jurisdiction) of Incorporation: Incorporated in the State of Nevada on July 7, 2006
C.
D.

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

Primary 8742

F. the issuer's fiscal year end date;

November 30

G. principal products or services, and their markets;

The Company sells its garden kits via its website at www.growums.com, and is currently marketing to schools and big box retailers such as Meijer, Bed Bath & Beyond and Target.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases office and warehouse space pursuant to a three (3) year lease executed in May, 2013. The required monthly payments of $3,800 in year 1, $3,914 in year 2 and $4,031 in year 3. The lease is renewable at the Company's option for an additional 2 year period. The Company entered into a 1 year lease for a call center beginning June 1, 2015 with a monthly payment of $1,635.

8) Officers, Directors, and Control Persons

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

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

Name	Position	Director/Officer Since
John Owens	Director	March 20, 2014
Michael Ferraro	Pres., Chairman, Dir.	March 20, 2014
Frank Ferraro	Director, Secretary	March 20, 2014
Mark Mikosz	Treasurer	March 20, 2014
Joseph Bartonek	Shareholder	December 1,2014

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

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

None

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;

None

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

None

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.

None

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.

Title of Class	Beneficial Owner	Common Stock	% of Class
Common Stock	Michael Ferraro	11,514,651	20.83%
Common Stock	Frank Ferraro	8,272,842	14.97%
Preferred Class A	**Ferraro Family Trust**	**5,000**	**100%**

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
Name: Gregg Jaclin
Firm: Szaferman,Lakind, Blumstein & Blader, PC
Address 1: 101 Grovers Mill Rd
Suite 200
Address 2: Lawrenceville, NJ 08648
Phone: 609-275-0400
Email: _____

Accountant or Auditor
Name: D.Brooks and Associates CPA, PC
Firm: _____
Address 1: 8918 Marlamoor Ln
Address 2: West Palm Beach, Fl. 33412
Phone: 561-429-6225
Email: _____

Investor Relations Consultant
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

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

The certifications shall follow the format below:

I, Michael Ferraro certify that:

1. I have reviewed this disclosure statement of Preferred Commerce, Inc. for the quarter ending August 31, 2015, along with the Financial Statements of Preferred Commerce, Inc. for the Quarter ending August 31, 2014.
2. of Preferred Commerce, 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.

10/08/15 [Date]

/s/ Michael Ferraro [CEO's Signature]

/s/ Mark Mikosz [CFO's Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

cfo [Title]