PROFILE SOLUTIONS, INC.
9400 SW 49th Place
Cooper City, FL 33328
954-232-5363

PROFILE SOLUTIONS, INC.
COMPANY INFORMATION AND DISCLOSURE STATEMENT

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

Item 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

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

Company Headquarters
Profile Solutions, Inc.
9400 SW 49th Place
Cooper City, FL 33328
Phone: 954-232-5363
Email: dperler@gmail.com
Website(s): www.Profilesolutionsinc.com

IR Contact
Dore S. Perler, CEO
9400 SW 49th Place
Cooper City, FL 33328
Phone: 954-232-5363
Email: dperler@gmail.com
Website(s): www.Profilesolutionsinc.com

Item 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: March 31, 2016
Total shares outstanding:	102,085,747	As of: March 31, 2016

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:

None

Item 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, we 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, we 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, we 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, we 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, we 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, we 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. We recorded prepaid expenses of $33,334 which will be amortized over the service period.

On June 18, 2015, we issued 300,000 shares of common stock for net proceeds of $5,000 in cash at $0.01667 per share.

On July 15, 2015, we issued 300,000 shares of common stock as service performed to a consultant of the Company. These shares were valued on the measurement date at $.01667 per share based on recent sales of common stock. The Company recorded consulting expense of $5,000.

On February 1, 2016, we issued 20,000,000 and 5,000,000 shares of common stock to our chief executive and chief financial officer, respectively, for services rendered. These common shares were valued on the measurement date at $125,000 or $.005 per share based on estimated fair value of services rendered and recorded compensation expense of $125,000.

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.

Item 5: Financial Statements

The issuer's quarterly report for the period ending March 31, 2016 has been posted through the OTC Disclosure & News Service and is included herein or incorporated by reference.

Item 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 security products, accessories and health products for the MMJ and security industry and consulting advisory services for the MMJ industry.

Our lead products include our patented proprietary biometric or proximity based access control solutions, the Access-it product line, targeting Recreational and Medical Marijuana Dispensaries, Retail Stores and Grow Operations.

We are developing a fingerprint / FOB based access control security storage device that can store important valuables and/or critical medications in a climate controlled environment. The storage device will have secure user access.

Since we create the entire product line, we can customize products for a specific marketplace or business. We can engineer products for a diverse base of clients in many technical areas and markets.

On August 20, 2014, 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 licensed 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. We also acquired Worldwide Patent rights and the rights to purchase all the technology if so desired. This Agreement expired in August 2015 and we are currently in negotiations to extent and expect 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, 2016

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)

- **CannaSafe –** Secure Storage device with biometric access to store critical medications or valuables in a climate controlled environment.

- **CBD and Hemp Oil** - Marketed through our on-line store at www. PSI-Store.com
  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.

Item 7: Describe the Issuer's Facilities

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

Item 8: Officers, Directors, and Control Persons

A. . Names of Officers, Directors, and Control Persons.

The directors and executive officers of Profile Solutions, Inc., as of September 30, 2015 include the following persons.

Name	Age	Position
Dore Perler	55	President, Chief Executive Officer and Director
Adam Wasserman	52	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. from December 2012 to February 2016, Point Capital, Inc, since July 2015, and Zoned Properties, Inc. since October 2015. Mr. Wasserman also served as chief financial officer for Pen Inc, from January 2015 to May 2016, and other companies, all under the terms of consulting agreements with CFO Oncall. 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	Holder of over 5% of issuer's common stock
Selma and Irving Ettenberg Foundation c/o Corey Levine 15300 Jog Road, Suite 208 Delray Beach, FL 33446	Holder of over 5% of issuer's common stock
Adam Wasserman 1643 Royal Grove Way Weston, FL 33327	Chief Financial Officer, holder of over 5% of issuer's common stock

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		66,750,000		65.4%

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

Item 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
None

Investor Relations Consultant
None

Other Advisor:
None

Item 10: Issuer Certification

I, Dore Perler and Adam Wasserman, certify that:

1. We have reviewed this Information and Disclosure Statement of Profile Solutions, Inc. for the quarter ended March 31, 2016;

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

Date: August 26, 2016

/s/ Dore Perler
Chief executive officer, principal executive officer

/s/ Adam Wasserman
Chief financial officer, principal accounting officer

PROFILE SOLUTIONS, INC. AND SUBSIDIARY

Consolidated Financial Statements

March 31, 2016

(Unaudited)

PROFIT SOLUTIONS, INC. AND SUBSIDIARY
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2016
(Unaudited)

CONTENTS

Consolidated Financial Statements (Unaudited):

Consolidated Balance Sheet - As of March 31, 2016 and December 31, 2015 ..... F-2

Consolidated Statement of Operations -
For the Three Months Ended March 31, 2016 and 2015 ..... F-3

Consolidated Statement of Cash Flows –
For the Three Months Ended March 31, 2016 and 2015 ..... F-4

Notes to Unaudited Consolidated Financial Statements ..... F-5 to F-9

PROFILE SOLUTIONS, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2016	December 31, 2015
ASSETS		
Current Assets:		
Cash	$ 785	$ 710
Inventory	3,035	3,035
Prepaid expenses	35,961	50,127
Total Current Assets	39,781	53,872
Total Assets	$ 39,781	$ 53,872
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued liabilities	$ 1,343	$ 12
Due to related party	17,733	17,137
Acquisition payable	15,000	15,000
Total Current Liabilities	34,076	32,149
Total Liabilities	34,076	32,149
Stockholders' Equity:		
Preferred stock; 10,000,000 shares authorized at $0.001 par value; -0- and -0- issued and outstanding at March 31, 2016 and December 31, 2015, respectively	-	-
Common stock; 500,000,000 shares authorized at $0.001 par value; 102,085,747 and 77,085,747 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively	102,086	77,086
Additional paid-in capital	250,748	150,748
Accumulated deficit	(347,129)	(206,111)
Total Stockholders' Equity	5,705	21,723
Total Liabilities and Stockholders' Equity	$ 39,781	$ 53,872

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

PROFILE SOLUTIONS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31,	
	2016	2015
REVENUE	$ -	$ -
OPERATING EXPENSES		
Compensation	125,000	21,479
Professional fees	15,497	21,968
General and administrative	521	9,572
Total Operating Expenses	141,018	53,019
LOSS FROM OPERATIONS	(141,018)	(53,019)
LOSS BEFORE INCOME TAXES	(141,018)	(53,019)
PROVISION FOR INCOME TAX	-	-
NET LOSS	$ (141,018)	$ (53,019)
NET LOSS PER COMMON SHARE - Basic and Diluted	$ (0.00)	$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES - Basic and Diluted	93,294,538	75,307,969

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

PROFILE SOLUTIONS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (141,018)	$ (53,019)
Adjustments to reconcile net loss to net cash used in operations:		
Amortization expense	-	375
Shares issued for services	139,166	11,854
Change in operating assets and liabilities:		
Accounts payable	1,331	527
Net cash used in operating activities	(521)	(40,263)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	-	50,000
Proceeds from related party advances	596	-
Payment of acquisition payable	-	(6,000)
Net cash provided by financing activities	596	44,000
NET (DECREASE) INCREASE IN CASH	75	3,737
CASH - BEGINNING OF PERIOD	710	2,083
CASH - END OF PERIOD	$ 785	$ 5,820
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	$ -	$ -
Cash paid for taxes	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued for future services	$ -	$ 33,334

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."). In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. 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 $141,018 and $521, respectively, for the three months ended March 31, 2016 and stockholders' equity and an accumulated deficit of $5,705 and $(347,129), respectively, at March 31, 2016. From inception through March 31, 2016, 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, 2016. 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 March 31, 2016 and December 31, 2015.

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 periods ended March 31, 2016 and 2015.

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 March 31, 2016, 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 three months ended March 31, 2016 and 2015, advertising expenses totaled $0 and $0, respectively.

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 March 31, 2016 and 2015, 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 March 31, 2016. There were no balances in excess of FDIC insured levels as of March 31, 2016.

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 – ACQUISITION PAYABLE

In connection with the Share Exchange Agreement, the Company agreed to $46,000 to the former major shareholder of the Company. Through December 31, 2015, the Company paid $31,000 to the former shareholder. At March 31, 2016 and December 31, 2015, the Company has reflected an acquisition payable of $15,000 and $15,000, respectively.

NOTE 5 – 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 March 31, 2016 and December 31, 2015. There are no specific privileges and voting rights have been assigned to these shares as of March 31, 2016.

Common Stock

The Company has 500,000,000 common shares authorized with a par value of $0.001 per share with 102,085,747 and 77,085,747 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively.

On February 1, 2016, the Company issued 20,000,000 and 5,000,000 shares of common stock to its chief executive and chief financial officer, respectively, for services rendered. These common shares were valued on the measurement date at $125,000 or $.005 per share based on estimated fair value of services rendered and recorded compensation expense of $125,000.

NOTE 6 – RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2016, Dore Perler, President, CEO, director and shareholder of the Company, advanced $1,000 to the Company for working capital purposes and the Company repaid Mr. Perler $403. At March 31, 2016 and December 31, 2015, net working capital advances of $17,733 and $17,137 are payable on demand and are reflected as due to related party on the accompanying balance sheets, respectively.