Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Neon Bloom, Inc.

(formerly Green Leaf Investment Funds, Inc.)

A Nevada Corporation

99 Wall Street, Suite 542
New York, NY 10005

SIC – 2833

Annual Report
For the Period Ending: December 31, 2018
(the "Reporting Period")

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

14,085,285

As of December 31, 2017, the number of shares outstanding of our Common Stock was:

14,085,285

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ **No:** ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ * No: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: ☒ No: ☐

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

Neon Bloom, Inc. herein referred to as "NBCO" or the "Company", formerly known as Phoenix International Ventures, Inc.

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

2) Security Information

Trading symbol:	NBCO
Exact title and class of securities outstanding:	Common Stock ("Common Stock")
CUSIP:	640503108
Par or stated value:	$0.001

Total shares authorized:	150,000,000	as of date: November 26, 2019
Total shares outstanding:	14,085,285	as of date: December 31, 2018
Number of shares in the public float:	4,122,126	as of date: December 31, 2017
Total number of shareholders of record:	75	as of date: December 31, 2017

Additional class of securities (if any):

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Series A Preferred Stock ("Series A Preferred")	
CUSIP:	N/A	
Par or stated value:	$0.001	
Total shares authorized:	5,000,000	as of date: November 26, 2019
Total shares outstanding:	200,000	as of date: December 31, 2018

Transfer Agent

Name:	Transfer Online
Address:	512 SE Salmon Street
Address 2:	Portland, OR 97214-3444
Phone:	+1 (503) 227-2950
Email:	info@transferonline.com

Is the Transfer Agent registered under the Exchange Act?

Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

N/A

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

On March 18, 2019, Phoenix International Ventures, Inc. completed a 50 to 1 Reverse Split of its common stock. Before the split the company had 14,085,285 common shares outstanding, post reverse split the outstanding stock was reduced to 281,719.

On March 20, 2019, Phoenix International Ventures, Inc. (the "Company") entered into a Share Exchange agreement with ("Neon"). Pursuant to the terms of the agreement in exchange for 100% of the Neon shares (50,053,124 shares) the Company will issue in the name of the Neon Stockholder a stock certificate for 50,053,124 shares of its common stock. The Merger will be accounted for as a "reverse acquisition" and recapitalization.

Item 3. Issuance History

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of 12/31/2016	Opening Balance: Common: 14,085,285 Preferred: 0	*Right-click the rows below and select "Insert" to add rows as needed.							
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
09/28/2018	**New Issuances**	**200,000**	**Series A Preferred Stock**	**$0.70**	**No**	**Doug DiSanti**	**Services**	**Restricted**	**144A**
Shares Outstanding on 12/31/2018:	Ending Balance: Common: 14,085,285 Preferred: 200,000								

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder**	**Reason for Issuance (e.g. Loan, Services, etc.)**

4) Financial Statements

A. **The following financial statements were prepared in accordance with:**

☒ U.S. GAAP
☐ IFRS

B. **The financial statements for this reporting period were prepared by (name of individual):**

Name:	Mario A. Beckles
Title:	Outside CPA, November 26, 2019 to present
Relationship to Issuer:	Independent, no relationship

The unaudited financial statements as of December 31, 2018 and December 31, 2017 and for the fiscal year ended December 31, 2018 and 2017, are included at the end of this report.

5) Issuer's Business, Products and Services

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company was incorporated on August 7, 2006 under the laws of the State of Nevada. Our fiscal year end is December 31. On December 1, 2006, the Company and Phoenix Aerospace, Inc. entered into a Share Exchange Agreement whereby Phoenix Aerospace, Inc. exchanged all of its issued and outstanding common shares for 3,000,000 of the Company's common shares. As a result of this transaction, Phoenix Aerospace, Inc. became a wholly owned subsidiary of the Company. The Company ceased operations in late 2011. The Company has fully impaired all assets since the shutdown of its operations in 2011 and has recorded the effects of this impairment as part of its discontinued operations.

On September 4, 2018 the Eighth District Court of Clark County, Nevada granted the Application for Appointment of Custodian as a result of the absence of a functioning board of directors and the revocation of the Company's charter. The order appointed Small Cap Compliance, LLC custodial with the right to appoint officers and directors, negotiate and compromise debt, execute contracts, issue stock and authorize new classes of stock. On September 7, 2018, the Company filed a Form 15 terminating the registration of its Common Stock under Section 12(g) of the Securities Exchange Act of 1934.

Small Cap Compliance, LLC performed the following actions in its capacity as custodian:

- funded any expenses of the company including paying off outstanding liabilities, incurred in 2018.
- brought the Company back into compliance with the Nevada Secretary of State, resident agent, transfer agent, OTC Markets Group
- Appointed officers and directors and held a shareholders meeting

Small Cap Compliance, LLC received $40,000 in 2018 from an investor on behalf of the Company in connection with performing its role as custodian of the Company and paying Company debt.

On September 6, 2018, Rhonda Keaveney was appointed officer and director; Ms. Keaveney is owner of Small Cap Compliance, LLC. She resigned all positions on September 25, 2018.

On September 26, 2018, the Company acquired Neon Bloom, Inc. f/k/a Green Leaf Investment Fund, Inc. (the "Subsidiary"). This acquisition was made by the issuance of shares at a one for one conversion rate with the existing shareholders of the Subsidiary.

On September 25, 2018, Douglas DiSanti was appointed the Company's sole officer and director.

On September 28, 2018, the Company amended its Articles of Incorporation to change its authorized common and preferred stock. Per the amendment the Company now has 150,000,000 common shares and 5,000,000 preferred shares authorized. In addition, the 5,000,000 preferred shares have been designated Series A.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference. N/A

Subsidiary Name	Domicile	Address	Officer/Director	% Owned	Owned By
N/A					

C. Describe the issuers' principal products or services, and their markets

NEON is a science-based company that uses plant science, innovative proprietary products and technology to promote wellness and remedies in the medical cannabis and hemp industries. In addition, we have expanded our business plan to include acquisition of evolving opportunities in the cannabis industry. In summary, NEON is focused on making strategic investments and providing consulting in both the cannabis and hemp industries. Subject to available capital, the Company intends to develop relationships, joint ventures of the following items:

- Owning land under cultivation
- Contract farming under cultivation
- Build platforms in the following areas:
  - Marketing and Social Media
  - Supply chain software
  - Mobile apps
- Extraction, processing and packaging
- Training and education
- B2B distribution
- B2C delivery Dispensaries

6) Issuers facilities

Neon Bloom, Inc. currently has no operating facility.

Item 7. Officers Directors and Control Persons

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Amit Barzeai	Owner of more than 5%	Tel Aviv Israel	1,000,000	Common Stock	7.10%	
Soula Harilaou	Owner of more than 5%	Nycosia 01075 Cyprus 5	1,151,400	Common Stock	8.17%	
Eliyahu Barzelai	Owner of more than 5%	Tel Aviv 6912707 Israel	711,566	Common Stock	5.05%	
Zvi Barnes Nissensohn	Owner of more than 5%	Tel Aviv 69641 Israel	857,473	Common Stock	6.09%	
Zahir Teja	Owner of more than 5%	Mound House, NV 89706	1,362,500	Common Stock	9.67%	
Uri Wittenberg	Owner of more than 5%	Modien 71700 Israel	1,066,667	Common Stock	7.6%	
Doug DiSanti	Chief Executive Officer	Lakeland, FL 33805	200,000	Preferred Stock	100%	

8) Legal/Disciplinary History

A. Criminal and legal proceedings of Officers, Directors and Control Persons.

Neither of the persons listed above have, in the past 10 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);

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.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject.

None.

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name:	Jonathan D Leinwand,
Firm:	Jonathan D Lienwand, P.A.
Address 1:	20900 NE 30th Avenue, 8th Floor
Address 2:	Aventura, FL 33180
Phone:	+1 954-903-7856
Email:	jonathan@jdlpa.com

Accountant:

Name:	Mario A. Beckles
Firm:	Beckles & Co
Address 1:	2001 Hollywood Blvd. Suite 208
Address 2:	Hollywood, FL 33020
Phone:	954-251-2005

Investor Relations Consultant: N/A

Other Service Providers: N/A

10) Issuer Certification

Principal Executive Officer:

I, Mr. Douglas Disanti certify that:

1. I have reviewed this annual statement of **Neon Bloom, 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.

Date: January 3, 2020
Signature: /s/ Douglas DiSanti
Name: Mr. Douglas Disanti
Title: President and CEO

NEON BLOOM, INC.
BALANCE SHEETS
(Unaudited)

	December 31, 2018	December 31, 2017
ASSETS		
CURRENT ASSETS:		
Cash	$ 270,280	$ 219,221
Prepaid and other current assets	455,000	450,000
Total current assets	725,280	669,221
Equity Investment	2,346,633	2,000,000
TOTAL ASSETS	$ 3,071,912	$ 2,669,221
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	-	-
Related party payable	716,752	-
Total current liabilities	716,752	-
Commitments and Contingencies		
STOCKHOLDERS' EQUITY		
Preferred stock, par value $0.001 per share: 5,000,000 shares authorized; 200,000 shares issued and outstanding at December 31, 2018 and 2017, respectively	200	-
Common stock, par value $0.001 per share; 150,000,000 shares authorized; 14,085,285 shares issued and outstanding at December 31, 2018 and 2017, respectively	14,085	14,085
Additional paid in capital	3,403,215	3,263,415
Accumulated Deficit	(1,062,340)	(608,279)
Total stockholders' equity	2,355,160	2,669,221
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 3,071,192	$ 2,669,221

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

NEON BLOOM, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For The Fiscal Year Ended December 31,	
	$ 2018	$ 2017
OPERATING EXPENSES:		
General and administrative expenses	284,492	98,679
Stock Compensation expenses	140,000	438,000
Professional fees	20,201	-
Total operating expenses	454,083	536,679
LOSS BEFORE OTHER INCOME	(454,083)	(536,679)
OTHER INCOME (EXPENSE)		
Interest income, Net	22	-
Gain on discontinued operations	-	-
Total other income (expense)	22	-
NET PROFIT (LOSS)	(454,061)	(536,679)
NET LOSS PER SHARE		
Basic and diluted	-	-
WEIGHTED AVERAGE SHARES OUSTANDING		
Basic and diluted	14,085,285	14,085,282

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

NEON BLOOM, INC.
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD DECEMBER 31, 2018 AND DECEMBER 31, 2017
(Unaudited)

	Common Stock: Shares	Common Stock: Amount	Preferred Stock: (A) Shares	Preferred Stock: Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Totals
Balance – December 31, 2016	14,085,285	14,085	-	-	3,153,095	(3,167,180)	-	-
Effect of reverse merger					110,320	3,095,580		3,205,900
Net loss	-	-	-	-	-	(536,679)	-	(536,679)
Balance – December 31. 2017	14,085,285	14,085	-	-	3,263,415	(608,279)	-	2,669,221
Preferred shares issued to founder			200,000	200	139,800			140,000
Net loss	-	-	-	-	-	(314,061)	-	(314,061)
Balance – December 31. 2018	14,085,285	$ 14,085	200,000	$ 200	$ 3,403,215	$ (1,062,340)	$ -	2,355,160

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

NEON BLOOM, INC.

STATEMENTS OF CASH FLOWS
FOR THE PERIOD
(Unaudited)

	For the Period December 31,	
	2018	2017
OPERATING ACTIVITIES:		
Net Profit (loss)	$ (454,061)	$ (536,679)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Shares issued for services	140,000	438,100
Changes in assets and liabilities		
Related party loan payable	376,752	(64,750)
Accounts payable and accrued expenses	-	-
NET CASH USED IN OPERATING ACTIVITIES	62,691	(163,329)
Investment in Holland Bioscience	(11,633)	-
NET CASH USED IN INVESTING ACTIVITIES	(11,633)	-
Proceeds for sale of common stock	-	382,550
Proceeds from preferred stock	-	-
NET CASH USED IN FINANCING ACTIVITIES	-	382,550
FOREIGN CURRENCY TRANSLATION		
NET (DECREASE) INCREASE IN CASH	51,059	219,221
CASH – BEGINNING OF PERIOD	219,221	-
CASH – END OF PERIOD	$ 270,280	$ 219,221
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Taxes	-	-
Interest	-	-
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued in equity swap	2,000,000	2,000,000
Prepaid stock compensation	140,000	450,000
Investment in Holland Bioscience	335,000	-

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

NEON BLOOM, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2018 and DECEMBER 31, 2017
(Unaudited)

Note 1 – Organization and basis of accounting

Basis of Presentation and Organization

This summary of significant accounting policies of NEON BLOOM, INC. (a development stage company) ("the Company") is presented to assist in understanding the Company's financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the accompanying financial statements. The Company has realized minimal revenues from its planned principal business purpose and, accordingly, is considered to be in its development stage in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 915 (SFAS No. 7). The Company has elected a fiscal year end of December 31.

Business Description

The Company was incorporated on August 7, 2006 under the laws of the State of Nevada. Our fiscal year end is December 31. On December 1, 2006, the Company and Phoenix Aerospace, Inc. entered into a Share Exchange Agreement whereby Phoenix Aerospace, Inc. exchanged all of its issued and outstanding common shares for 3,000,000 of the Company's common shares. As a result of this transaction, Phoenix Aerospace, Inc. became a wholly owned subsidiary of the Company. The Company ceased operations in late 2011. The Company has fully impaired all assets since the shutdown of its operations in 2011 and has recorded the effects of this impairment as part of its discontinued operations.

On September 4, 2018 the Eighth District Court of Clark County, Nevada granted the Application for Appointment of Custodian as a result of the absence of a functioning board of directors and the revocation of the Company's charter. The order appointed Small Cap Compliance, LLC custodial with the right to appoint officers and directors, negotiate and compromise debt, execute contracts, issue stock and authorize new classes of stock. On September 7, 2018, the Company filed a Form 15 terminating the registration of its Common Stock under Section 12(g) of the Securities Exchange Act of 1934.

Small Cap Compliance, LLC performed the following actions in its capacity as custodian:

- funded any expenses of the company including paying off outstanding liabilities, incurred in 2018.
- brought the Company back into compliance with the Nevada Secretary of State, resident agent, transfer agent, OTC Markets C
- Appointed officers and directors and held a shareholders meeting

Small Cap Compliance, LLC received $40,000 in 2018 from an investor on behalf of the Company in connection with performing its role as custodian of the Company and paying Company debt.

On September 6, 2018, Rhonda Keaveney was appointed officer and director; Ms. Keaveney is owner of Small Cap Compliance, LLC. She resigned all positions on September 25, 2018.

On September 07, 2019, a certificate of notice of termination of registration under section 12(g) of the Securities Exchange Act of 1934, Form 15-12G was filed on behalf of the Company.

On September 26, 2018, the Company acquired Neon Bloom, Inc. f/k/a Green Leaf Investment Fund, Inc. (the "Subsidiary"). This acquisition was made by the issuance of shares at a one for one conversion rate with the existing shareholders of the Subsidiary. Neon is a science-based company that uses plant science, innovative proprietary products and technology to promote wellness and remedies in the medical cannabis and hemp industries.

On September 25, 2018, Douglas DiSanti was appointed the Company's sole officer and director.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America ("GAAP"). The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company's product portfolio. The Company has not realized significant sales through since inception. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital, or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 2 – Summary of significant accounting policies

Cash and Cash Equivalents

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Income Taxes

The Company accounts for income taxes pursuant to FASB ASC Topic 740, *Income Taxes*. Under FASB ASC Topic 740, deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company’s financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carry-forward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the reliability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Employee Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718 Compensation - Stock Compensation (“ASC 718”). ASC 718 addresses all forms of share-based payment (“SBP”) awards including shares issued under employee stock purchase plans and stock incentive shares. Under ASC 718 awards result in a cost that is measured at fair value on the awards’ grant date, based on the estimated number of awards that are expected to vest and will result in a charge to operations.

Impairment of Long –Lived Assets

The Company reviews and evaluates its long-lived assets for impairment at each balance sheet date and documents such impairment testing. The tests include an evaluation of the assets and events or changes in circumstances that would indicate that the related carrying amounts may not be recoverable. Mineral properties in the exploration stage are monitored for impairment based on factors such as the Company's continued right to explore the area, exploration reports, assays, technical reports, drill results and the Company's continued plans to fund exploration programs on the property, whether sufficient work has been performed to indicate that the carrying amount of the mineral property cost carried forward as an asset will not be fully recovered, even though a viable mine has been discovered.

The tests for long-lived assets in the exploration, development or producing stage that would have a value beyond proven and probable reserves would be monitored for impairment based on factors such as current market value of the mineral property and results of exploration, future asset utilization, business climate, mineral prices and future undiscounted cash flows expected to result from the use of the related assets. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated future net undiscounted cash flows expected to be generated by the asset, including evaluating its reserves beyond proven and probable amounts.

The Company's policy is to record an impairment loss in the period when it is determined that the carrying amount of the asset may not be recoverable either by impairment or by abandonment of the property. The impairment loss is calculated as the amount by which the carrying amount of the assets exceeds its fair value.

Subsequent Event

The Company evaluated subsequent events through the date when financial statements are issued for disclosure consideration.

Adoption of Recent Accounting Pronouncements

As of December 31, 2015, the Company adopted guidance codified in ASU 2015-03, *Interest - Imputation of Interest (Subtopic 835-30), Simplifying the Presentation of Debt Issuance Costs.* The guidance simplifies the presentation of debt issuance costs by requiring debt issuance costs to be presented as a deduction from the corresponding liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs is not affected. Therefore, these costs will continue to be amortized as interest expense using the effective interest method pursuant to ASC 835-30-35-2 through 35-3. The Company has applied this guidance retrospectively to all prior periods presented in the Company's financial statements.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Recent Accounting Pronouncements

In February 2016, the FASB issued an accounting standards update for leases. The ASU introduces a lessee model that brings most leases on the balance sheet. The new standard also aligns many of the underlying principles of the new lessor model with those in the current accounting guidance as well as the FASB's new revenue recognition standard. However, the ASU eliminates the use of bright-line tests in determining lease classification as required in the current guidance. The ASU also requires additional qualitative disclosures along with specific quantitative disclosures to better enable users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The pronouncement is effective for annual reporting periods beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, for nonpublic entities using a modified retrospective approach. Early adoption is permitted. The Company is still evaluating the impact that the new accounting guidance will have on its consolidated financial statements and related disclosures and has not yet determined the method by which it will adopt the standard.

Note 3- Going Concern

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 4 – Discontinued Operations

The Company has fully impaired all assets since the shutdown of its operations in 2011 and has recorded the effects of this impairment as part of its discontinued operations. With the absence of a substantial amount of the old records and the passage of the statute of limitations the company has recorded a discontinued operations expense in 2011 the most current year since operations shutdown based on the accumulated records obtained to date through the third quarter 2019.

Note 5 – Related Party Transactions

As of December 31, 2018, the Company had a loan payable of $716,752 and $0, respectively to Doug DiSanti, Chief Executive Officer. This loan is unsecured, non-interest bearing, and has no specific terms for repayment.

Note 6 – Stockholders Equity

On September 28, 2018, the Company amended its Articles of Incorporation to change its authorized common and preferred stock. Per the amendment the Company now has 150,000,000 common shares and 5,000,000 preferred shares authorized. In addition, the 5,000,000 preferred shares have been designated Series A.

As of December 31, 2018, a total of 14,085,285 shares of common stock with par value $0.001 remain outstanding.

Preferred Stock

On September 28, 2018 the Company created 5,000,000 shares of Series A Preferred Stock. On that same date, the Company issued 200,000 shares of the Series C preferred stock to Doug DiSanti, Chief Executive Officer for services valued at $140,000.

Note 7 – Income taxes

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has evaluated Staff Accounting Bulletin No. 118 regarding the impact of the decreased tax rates of the Tax Cuts & Jobs Act. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% is being used due to the new tax law recently enacted.

Net deferred tax assets consist of the following components as of December 31:

		2018		2017
Deferred Tax Assets:				
NOL Carryover	$	108,102	$	37,500
Deferred tax liabilities:				
Less valuation allowance		(108,102)		(37,500)
Net deferred tax assets	$	–	$	–

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the period ended December 31, due to the following:

		2018		2017
Book loss	$	(95,400)	$	(112,700)
Other nondeductible expenses		29,400		92,000
Valuation allowance		66,000		20,700
	$	–	$	–

At December 31, 2018, the Company had net operating loss carry forwards of approximately $416,000 that maybe offset against future taxable income. No tax benefit has been reported in the December 31, 2018 or 2017 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount. The change in the valuation allowance for the year ended December 31, 2018 was an increase of $25,700.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cut and Jobs Act (the "Tax Act"). The Tax Act establishes new tax laws that affects 2018 and future years, including a reduction in the U.S. federal corporate income tax rate to 21% effective January 1, 2018.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

ASC Topic 740 provides guidance on the accounting for uncertainty in income taxes recognized in a company's financial statements. Topic 740 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operations in the provision for income taxes. As of December 31, 2018, the Company had no accrued interest or penalties related to uncertain tax positions.

Note 8 – Subsequent Event

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued, November 26, 2019, and has determined that it does not have any material subsequent events to disclose in these financial statements.

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