# Part A General Company Information

## Item I The exact name of the issuer and its predecessor (if any).

IMD Companies, Inc. was formerly known as International Coastal Biofuels, Inc. The Corporate history of International Coastal Biofuels, Inc. is described below. The Company's current symbol is ICBU and it trades on the Pink Sheets Quotation System.

- The Company was originally named ADV Acquisition Corp. See Original Articles of Incorporation dated March 31, 1993.
- On June 16, 1993 the Company filed a Certificate of Amendment to change its name to Empire Capital Corp.
- On June 6, 1994, the Company filed a Certificate of Amendment authorizing the issue of 4,000 preferred shares.
- On June 17, 1998, the Company filed a Certificate of Amendment changing the authorized preferred shares to 4,000,000.
- On July 23, 1998, the Company filed a Certificate of Amendment changing its name from Empire Capital Corp. to Interfund Resources, Ltd., and raising the authorized Common Shares to 25,000,000 and effectuated a six to one (6:1) reverse stock split.
- On March 23, 1999 the Company filed a Certificate of Amendment changing its name from Interfund Resources, Ltd. to Interactive Technologies.com Inc.
- On January 31, 2000, the Company filed a Certificate of Amendment raising the authorized Common Shares to 40,000,000 and the authorized preferred shares to 10,000,000.
- On August 3, 2000, the Company filed a Certificate of Amendment raising the authorized Common Shares to 90,000,000.
- On August 4, 2000, the Company filed a Certificate of Correction to the Certificate of Amendment dated March 23, 1999 changing the Corporate Name to Interactive Technologies.com, Ltd.
- On February 15, 2008, the Company redomiciled to Florida and dissolved in Delaware, and changed its name to International Coastal Biofuels, Inc. The Company raised the Authorized Common Stock to 700,000,000 shares and lowered the Preferred Stock to 1,000,000 shares
- On April 9, 2008, The Company also effectuated a two hundred for one (200:1) reverse stock split.
- On September 23, 2010, the Company changed its name to iMD Companies, Inc. (Certificate filed September 17, 2010) and effectuated a five thousand for one (5000:1) reverse stock split (Certificate to be filed October 4, 2010).

#### Item II The address of the issuer's principal executive offices.

The Company's operates at 14310 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618

Phone number: 813-962-4181 Fax number: 866-518-2169

Website: http://imdcompanies.com

Contact person for investor relations: Saeb Jannoun, CEO, saebj@ix.netcom.com, N. Dale Mabry Highway, Suite 200, Tampa, FL 33618

# Item III The jurisdiction(s) and date of the issuer's incorporation or organization.

IMD Companies, Inc. is a Florida Corporation, originally incorporated in the State of Delaware, on March 31, 1993.

## Part B Share Structure

# Item IV The exact title and class of securities outstanding.

IMD Companies, Inc. has three classes of stock: Common Stock Preferred A Stock Preferred B Stock

#### Item V Par or stated value and description of the security.

- A. Par or Stated Value. The par value of Common Stock is \$0.001.
- B. Common or Preferred Stock.
  - 1. Common shares have one vote per share and are eligible to receive dividends.
  - 2. Preferred A Stock enjoy a conversion to common stock of 5,000 for one, Preferred A have no preference under a dissolution and are not entitled to receive dividends. There are 11 Preferred A Stock issued. The stock has no equity stand alone value.

There are a total of 100,000 shares of Preferred B Stocks authorized, issued and outstanding. Preferred B Stock have no equity stand alone value. Preferred B Stock enjoy special voting rights and receive no dividends. The Preferred B shares and holders are entitled to cast 5,000 votes, for each share held at all shareholders meetings or actions.

- 3. N/A.
- 4. N/A.

# Item VI The number of shares or total amount of the securities outstanding for <u>each class</u> of securities authorized.

In answering this item, provide the information below for <u>each class</u> of securities authorized.

Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

#### Preferred "A"

(i)	12/31/10	12/31/09
(ii)	1,000,000	7,333,333
(iii)	11	7,333,333

(iv)	0	0
(v)	2	2
(vi)	2	2

#### Preferred "B"

(i)	12/31/10	12/31/09
(ii)	100,000	19,000,000
(iii)	100,000	2,100,000
(iv)	0	0
(v)	2	12
(vi)	2	12

#### Common Stock

(i)	12/31/10	12/31/09
(ii)	700,000,000	700,000,000
(iii)	34,528,607	244,079,705
(iv)	10,100,274	8,077,705
(v)	796	742
(vi)	720	676

## Part C Business Information

# Item VII The name and address of the transfer agent\*.

OLDE MONMOUTH STOCK TRANSFER CO. 200 Memorial Parkway, Atlantic Highlands, NJ. 07716 \*Regulated under the Exchange Act by the Securities and Exchange Commission

#### Item VIII The nature of the issuer's business.

The issuer is a validly formed Florida corporation, originally incorporated in Delaware in 1993. The issuer has never been in bankruptcy, receivership or similar proceeding. The issuer is currently engaged in the medical diagnostics provider and nutraceutical industries. New management took over in August of 2010, after the issuer became engaged in the nutraceutical industry. The issuer has recently completed a 5000 for one reverse stock split and name change approved by FINRA in October, 2010. The issuer has never been delisted by any securities exchange. There are no past, pending, or threatened legal proceedings or administrative actions against the issuer.

#### Business of Issuer

The issuer had been engaged in the alternative energy source supply industry as of 2008. Over the course of its development and operations, management of the issuer discovered that the source supplies it had been developing, through affiliates, were better

suited for the nutraceutical industry. This opinion was developed and encouraged given two primary market factors. First, with the price of crude oil and fuels falling 100% and the increased cost of alternative fuels, alternative energy source supply ended up being relatively expensive to market, sell and use. In addition, during this time period, a glut occurred in the market as a deluge of competitive companies were created in the alternative energy industry.

The second major factor involved the exponential growth in the health and fitness nutraceutrical and supplements industry. There had begun a large-scale increase in the number and variation of base products for health and supplements, including krill oil and algae.

The issuer has never been a "shell" company, and has always maintained operations. New management has a great deal of experience in the medical, health and fitness, and diagnostics fields. The issuer, through its current business model to take advantage of its experience and extensive strategic relationship to expand on the issuer's newly engaged nutraceutical business with an emphasis on diversity and health and fitness for all with a target focused on improving the health and wellness of our Nations youth.

Specifically, new management is targeting joint ventures and acquisitions of companies engaged in newly developed health and fitness programs for obese youth. These programs focus upon education, creativity, fitness, activity, diet, nutrition and community support and reenforcement. The issuer will not target sales of nutraceuticals to children, but believes that there is a market for safe & healthy supplements for children.

The general supplement and nutraceutical model will target all age groups and health and fitness issues. These include high glucose issues, arthritis, cholesterol problems, decrease in energy and general vitaminic health.

The diagnostic division will continue to be the "bricks and mortar" of the company's business model. Specifically, new management has acquired a privately held Florida corporation known as Integrated Medical Diagnostics, Inc. and consolidates the latter as a wholly owned subsidiary. The subsidiary has been engaged in the delivery of diagnostic testing services for 8 years. It has developed new diagnostics tools and methods to bring to the market place. The primary focus for diagnostics services is the Western U.S. with an emphasis on Arizona and Utah.

The Issuer's fiscal year and date is December 31. The acquisition of Integrated Medical Diagnostics Inc. is a major asset acquisition. The issuer and the subsidiary have never defaulted on any loan, lease or other indebtedness or financing agreement. The issuer has secured private, non-affiliated third party cash investment to pay off existing vendor debt. The filings of Articles of Amendment, approved by the Secretary of State Division of

Corporations, stating the new management, constitutes a change of control. There has been no increase of 10 or more of the outstanding equity securities: the recently approved reverse split and name change was approved by FINRA effective October 12, 2010. There are no past, pending or threatened legal proceedings or administrative actions by or against the issuer, nor has the issuer's securities ever been delisted.

## B. <u>Business of Issuer</u>.:

- 1. The issuer's primary and secondary SIC Codes are 8071 and 514914;
- 2. The issuer is currently conducting operations in the nutraceutical and medical diagnostics industries.
- 3. The issuer has never been a "shell company".
- 4. The only subsidiary of the issuer is Integrated Medical Diagnostics, Inc., a Florida Corporation. There is no parent or affiliate of the issuer. The financials of Integrated Medical Diagnostics, Inc., are consolidated within the financials of the issuer.
- 5. The nutraceutical and medical diagnostics industries are heavily regulated by the State, local and federal agencies. The effect upon issuer is minimal because this has long been the standard, and the business plan and plans for expansion have already figured that factor in and have been developed accordingly.
- Research and development has encompassed a great deal of the overhead cost and operations of the issuer. A modern portion of the company's passthrough costs are borne directly by the customers.
- 7. There are very minimal costs and effects of compliance with local, state and federal environmental laws in issuer's industry.
- 8. Issuer has a total of 3 full-time and 7 part-time employees.

### Item IX The nature of products or services offered.

Issuer's primary products and services lie in the health and fitness nutraceutical and medical diagnostics services markets. The issuer further plans to expand into the weight-loss industry.

The issuer delivers its medical diagnostic services on-site participating

medical clinics and physician offices. The nutraceutical supplements, pills, bar and gels will be marketed and distributed through participating clinics and online web marketing retail methods. There currently are no publicly announced new products or services.

The health and fitness dietary supplements industry is a 35 billion dollar industry. Consumers have a choice of multiple providers. Current industry conditions find that the industry is growing. The "baby boom" generation possesses more disposable income then its predecessor for the purchase of health and fitness and dietary supplements. Competition exists but is one of the most robustly growing industries in the nation today. The issuer has been on the cutting edge of new methods of dealing with competition. The company has and will continue to engage in new and creative marketing methods. These include internet marketing and distribution, direct sales at participating clinics and social networking.

The medical diagnostics field is a physician-participation method of marketing and distribution of services. Competition is fierce. The company is actively engaged, through its subsidiary, to become Medicare compliant and insurance reimbursable in the near term.

The company does not manufacture at the raw materials level.

The issuers plan is geared to a national and diverse target market. This includes the ever expanding 35 billion dollar a year nutraceutical industry and the increasing user paradigm in the diagnostic testing and data base industries. Accordingly, there will not be any dependence upon one or a few customers.

The PCI-heartscan diagnostic test reading method is proprietary to IMD and is copyrighted. The company plans to engage into its weight loss centers through the use of licensing agreements. Accordingly there will be no franchise or royalty agreements or labor contracts. At this juncture, the company only markets health and fitness supplements not narcotics. Accordingly, there are no requirements for FDA approvals, although, this may be an area of potential expansion. The ever expanding internal data base may become the company's most valuable asset in the long term.

#### Item X The nature and extent of the issuer's facilities.

The issuer's executive offices are located at 14310 N. Dale Mabry Highway, Suite 200, Tampa, Florida. Primarily, the company operates its diagnostic services in the states of Utah and Arizona. The company plans to open its first weight loss clinic in southern California. The company does not need to hold a great deal of inventory for its nutraceuticals on-site. The diagnostic tools and machinery was originally purchased and owned. However, given the fact that the technological upgrades are now happening with such frequency, the issuer has decided to lease all of its new diagnostic tools and machinery. The single most valuable onset of the issuer is probably its ever-growing internal data base. The data base is storing both, commercially desirable consumer data, as well as medical data that will be very attractive for specific medical studies related to health programs and new illness treating medicines.

The issuer leases its executive office space in Tampa pursuant to a 2 year lease.

## Part D Management Structure and Financial Information

# Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.

 Saeb Jannoun – Chief Executive Officer, President, Director 14310 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618

For the past 5 years, President and Director of Integrated Medical Diagnostics, Inc., principal in Botonical Sciences, Inc. and manager of Interactive LLC. Responsible for the development and management of these medical and health and fitness companies. Compensation to be determined. Mr. Jannoun holds the following positions in the issuer:

- A) 8,900,003 shares of the common stock
- B) 10 shares of the Preferred A stock
- Bruce Collett Director, Vice President
  14310 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618

Founder, Officer and Director of Integrated Medical Diagnostics, Inc.. Compensation to be determined. Mr. Collett currently holds 7,516,666 common shares of the issuer.

3. <u>Mark E. Pena – Secretary</u> 334 South Hyde Park Ave., Suite 444 Tampa, FL. 33606

Principal: Law Office of Mark E. Pena, P.A.. Attorney, member of the Florida Bar, Federal Middle District of Florida, Orlando, 11<sup>th</sup> Federal Circuit Court of Appeals, Atlanta. Compensation to be determined. Mr. Pena holds 400,000 restricted common shares of the issuer.

Lior Segal - Chief Financial Officer / Treasurer
 13575 58th Street N. Suite 140, Clearwater, FL 33760

Mr. Segal has an Bachelor of Science in business administration with a concentration in accounting, an MbA, and a Juris Doctorate. Mr. Segal has been CFO of several public and private companies in the past 6 years.

Mr. Segal holds 400,000 restricted common shares of the issuer

- B. <u>Legal/Disciplinary History</u>. Please identify whether any of the foregoing persons have, in the last five years, been the subject of: N/A
- C. <u>Disclosure of Family Relationships</u>. Describe any family relationships<sup>4</sup> among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities: N/A
- D. <u>Disclosure of Related Party Transactions</u>. The acquisition of IMD and acquisition of Jelco may be viewed as related party transactions. The contracts and memorandum of understanding setting forth the full details of each transaction is incorporated by reference herein and has been posted to OTCMarkets.com
- <u>E.</u> <u>Disclosure of Conflicts of Interest</u>. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests: N/A

Item XII Financial information for the issuer's most recent fiscal period.

Financial statements for 2008, 2009, and the first 3 quarters of 2010 are incorporated by reference. The financial statements include:

- 1) balance sheet:
- 2) statement of income:
- statement of cash flows:
- 4) statement of changes in stockholders' equity; and
- 5) financial notes

The financial statements are prepared in accordance with generally accepted accounting principles (GAAP) by Lior Segal, the Company's Chief Financial Officer.

#### Item XIV Beneficial Owners.

- Saeb Jannoun Chief Executive Officer, President, Director 14310 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618
  - A) 8,900,003 shares of the common stock
  - B) 10 shares of the Preferred A stock
  - C) 50,000 shares of Preferred B stock
- Bruce Collette Vice President, Director
  14310 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618
  - A) 7,516,666 shares of the common stock
  - B) 50,000 shares of Preferred B stock
- Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:
  - 1. None.

Foreign private issuers that have furnished financial statements pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see http://cpaclass.com/gaap/gaap-us-01a.htm.

- 2. None.
- 3. Law Office of Mark E. Pena, PA, 334 S. Hyde Park Avenue, Tampa, FL 33606 Phone: 813-251-1289, Ipena001@tampabay.rr.com
- 4. Lior Segal is the Chief Financial Officer of the Company. 13575 58th Street N. Suite 140, Clearwater, FL 33760, Phone (727)824-5775 email lee@segalschuh.com. He is responsible for oversight of the preparation of the financial statements. Mr. Segal has an Bachelor of Science in business administration with a concentration in accounting, an MbA, and a Juris Doctorate. Mr. Segal has been CFO of several public and private companies in the past 6 years.

The Company is in the process of interviewing Auditors for the purposes of completing an Outside Audit.

- 5. None
- 6. None
- 7. None.

## Item XVI Management's Discussion and Analysis or Plan of Operation.

The issuer had been engaged in the alternative energy source supply industry as of 2008. Over the course of its development and operations, management of the issuer discovered that the source supplies it had been developing, through affiliates, were better suited for the nutraceutical industry. This opinion was developed and encouraged given two primary market factors. First, with the price of crude oil and fuels falling 100% and the increased cost of alternative fuels, alternative energy source supply ended up being relatively expensive to market, sell and use. In addition, during this time period, a glut occurred in the market as a deluge of competitive companies were created in the alternative energy industry.

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## C. Off-Balance Sheet Arrangements.

NONE.

# Part E Issuance History

# Item XVII List of securities offerings and shares issued for services in the past two years.

There have been no offerings of any of the Issuers securities, public or private in the last two years.

All certificates issued by the issuer contain a legend stating that 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.

The company issued the following restricted common shares to the following persons on the following dates:

08/09/2010 250,000,000 to John Moran for executive administrative services provided to the Company in 2009 - 2010.

11/23/2010 5,000,000 to Saeb Jannoun for executive administrative services provided to the Company in 2010

11/23/2010 5,000,000 to Bruce Collette for executive administrative services provided to the Company in 2010

11/23/2010 400,000 to Lior Segal for accounting services provided to the Company in 2010

11/23/2010 400,000 to Mark Pena for legal services provided to the Company in 2010

12/02/2010 250,000 to Tom Woods for executive administrative services provided to the Company in 2010

12/02/2010 250,000 to Elizabeth Woods for executive administrative services provided to the Company in 2010

12/02/2010 100,000 to Christiane Rivard for executive administrative services provided to the Company in 2010

12/02/2010 200,000 to Charlie Remmel for executive administrative services provided to the Company in 2010

12/02/2010 100,000 to Tyra Pounds for executive administrative services provided to the Company in 2010

12/02/2010 30,000 to Nickie Graybill for executive administrative services provided to the Company in 2010

12/02/2010 35,000 to Amanda Schumer for executive administrative services provided to the Company in 2010

12/02/2010 20,000 to Angelica Pannell for executive administrative services provided to the Company in 2010

12/02/2010 10,000 to Erin Gaughan for executive administrative services provided to the Company in 2010

12/02/2010 50,000 to Beth Braun for executive administrative services provided to the Company in 2010

12/02/2010 50,000 to Mike Meads for executive administrative services provided to the Company in 2010

## Part F Exhibits

Item XVIII Material Contracts.

The Contracts for the purchase of Jelco and IMD have been posted to OTCMarkets.com

Item XIX Articles of Incorporation and Bylaws.

The Articles of Incorporation and Bylaws have been uploaded to OTCMarkets.com

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

There have been no purchases of equity securities by the Issuer or any Affiliated Purchasers.

#### Item XXI Issuer's Certifications.

- I, Lior Segal, certify that:
- 1. I have reviewed this Initial disclosure statement and the accompanying financial statements for 2008, 2009 and the first 3 quarters of 2010 for IMD Companies, 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: 1/13/2011	
/s/ Lior Segal	
Lior Segal	
<u>CFO</u>	

- I, Saeb Jannoun, certify that:
- 1. I have reviewed this Initial disclosure statement and the accompanying financial statements for 2008, 2009 and the first 3 quarters of 2010 for IMD Companies, 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: 1/13/2011	
/s/ Saeb Jannoun	
Saeb Jannoun	
CEO	