**OTC MARKETS GROUP**
**304 HUDSON STREET**
**New York, NY 10013**

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**ANNUAL COMPLIANCE FILING**

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ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

PURSUANT TO THE OTC MARKETS GUIDELINES FOR CURRENT REPORTING STATUS

For the Year-End Period Ended December 31, 2017

Commission file number: 333-186559

(Exact name of registrant as specified in its charter)

# Metrospaces, Inc.

| | |
|---|---|
| **Delaware** | **90-0817201** |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |
| **888 Brickell Key Dr., Unit 1102, Miami, FL** | **33131** |
| (Address of principal executive offices) | (zip code) |

**(305) 600-0407**
(Registrant's telephone number, including area code)

(Former Name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [ X ] No [ ]

Indicate by check mark whether the registrant has submitted

d electronically and posted on its corporate web site, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ ] No [ X ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | [ ] | Accelerated filer | [ ] |
| Non-accelerated filer | [ ] | Smaller reporting company | [X] |
| (Do not check if a smaller reporting company) | | Emerging Growth Company | [X] |

Indicate by check mark whether the issuer is a shell company (as defined in rule 12b-2 of the Exchange Act) Yes [ ] No [X]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required by Section 12, 13, or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

The Company's stock is traded on the OTC "Pinksheets" Markets under the trading symbol: MSPC. The Cusip number for the Company is: 59266V304. The following is true and correct, per our transfer agent, as of and at the period ending on March 24, 2018:

a. Total Common Stock Shares in issue as of March 24, 2018: 5,064,358,841
b. Above Shares Restricted from Sale: 104,500
c. Series "A" Preferred Shares: 0
d. Series "B" Preferred Shares: 1,200,000
e. Series "C" Preferred Shares: 45,354
f. Series "D" Preferred Shares: 2,000

TOTAL COMMON STOCK SHARES IN MARKET: 5,064,358,841

**The Transfer Agent for the Company's stock is:**
West Coast Stock Transfer, Inc.
721 N. Vulcan Ave. Ste. 205
Encinitas, CA 92024
619.664.4780 p|619.664.4783

**METROSPACES, INC.**

**Annual Financial Report on Form 10-K**

**For Year Ended December 31, 2017**

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**THIS REPORT CONTAINS FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES. SUCH STATEMENTS ARE BASED ON CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS ABOUT THE COMPANY AND ITS INDUSTRY. FORWARD-LOOKING STATEMENTS ARE SUBJECT TO KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE ACTUAL RESULTS, LEVELS OF ACTIVITY, PERFORMANCE, ACHIEVEMENTS AND PROSPECTS TO BE MATERIALLY DIFFERENT FROM THOSE EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE PUBLICLY ANY FORWARD-LOOKING STATEMENTS FOR ANY REASON EVEN IF NEW INFORMATION BECOMES AVAILABLE OR OTHER EVENTS OCCUR IN THE FUTURE.**

**METROSPACES, INC.**
**Consolidated Balance Sheets**
**(In USD)**

| | December 31, 2017 |
|---|---|
| **ASSETS** | |
| **Current Assets** | |
| **Checking/Savings** | |
| **Bofa #7766** | 630,93 |
| **Cash and cash equivalents** | 34.457,03 |
| **Bofa #3357** | -283,18 |
| **Total Checking/Savings** | 34.804,78 |
| **Accounts Receivable** | |
| **Accounts Receivable** | 1.350.936,24 |
| **Total Accounts Receivable** | 1.350.936,24 |
| **Other Current Assets** | |
| **Inventory** | 9.971,00 |
| **Prepaid and other current asset** | 105.996,00 |
| **Deferred Financing** | 843.942,00 |
| **Total Other Current Assets** | 959.909,00 |
| **Total Current Assets** | 2.345.650,02 |
| **Fixed Assets** | |
| **Accumulated Depreciation** | -90.854,00 |
| **Total Fixed Assets** | -90.854,00 |
| **Other Assets** | |
| **Investments in Subsidiary** | 0,00 |
| **Property and equipment, net** | 4.718.828,00 |
| **Total Other Assets** | 4.718.828,00 |
| **TOTAL ASSETS** | **6.973.624,02** |
| **LIABILITIES & EQUITY** | |
| **Liabilities** | |
| **Current Liabilities** | |
| **Accounts Payable** | |
| **Accounts Payable** | 854.330,23 |
| **Total Accounts Payable** | 854.330,23 |
| **Other Current Liabilities** | |
| **Accrued expenses** | -87.815,00 |
| **Accrued interest** | 198.984,00 |
| **Accrued Salaries** | 162.022,98 |
| **Derivative liability** | 5.685.608,00 |
| **Note payable** | 1.554.371,00 |
| **Notes payable - related parties** | 19.390,00 |
| **Sales deposit** | 561.241,00 |
| **Accrued dividend** | 331.042,00 |
| **Total Other Current Liabilities** | 8.424.843,98 |
| **Total Current Liabilities** | 9.279.174,21 |
| **Long Term Liabilities** | |

| | |
|---|---|
| **Convertible notes payable, net** | 135.262,00 |
| **Due to subsidiary** | 0,00 |
| **Total Long Term Liabilities** | 135.262,00 |
| **Total Liabilities** | 9.414.436,21 |
| **Equity** | |
| **Accum. other comprehensive loss** | 212.847,00 |
| **Accumulated Deficit** | -14.577.376,10 |
| **Additional paid in capital** | 7.791.070,00 |
| **Common Stock** | 52.332,00 |
| **Opening Balance Equity** | 145,06 |
| **Preferred stock** | 1,00 |
| **Net Income** | -937.659,88 |
| **Members Equity** | 4.945.179,74 |
| **Retained Earnings** | 72.648,99 |
| **Total Equity** | -2.440.812,19 |
| **TOTAL LIABILITIES & EQUITY** | **6.973.624,02** |

**METROSPACES, INC.**

**Consolidated Statement of Operations**
**(In USD)**

| | December 31, 2017 |
|---|---|
| **Ordinary Income/Expense** | |
| **Income** | |
| **Revenue, net of discounts** | 7.985.902,77 |
| **Total Income** | 7.985.902,77 |
| **Cost of Goods Sold** | |
| **Cost of revenue** | 6.937.099,09 |
| **Total COGS** | 6.937.099,09 |
| **Gross Profit** | 1.048.803,68 |
| **Expense** | |
| **Bank Service Charges** | 15.141,59 |
| **Depreciation Expense** | 55.859,00 |
| **General and admin expenses** | 425.915,21 |
| **Insurance Expense** | 20.762,00 |
| **Interest Expense** | 306.348,00 |
| **Payroll Expenses** | 251.319,81 |
| **Professional Fees** | 51.229,95 |
| **Professional, legal** | 550,00 |
| **Travel expense** | 28.588,00 |
| **Amortization** | 26.727,00 |
| **Total Expense** | 1.182.440,56 |
| **Net Ordinary Income** | -133.636,88 |
| **Other Income/Expense** | |
| **Other Income** | |
| **Gain/(loss) on ext. debt** | -597.788,00 |
| **Change in derivative** | -206.235,00 |
| **Total Other Income** | -804.023,00 |
| **Net Other Income** | -804.023,00 |
| **Net Income** | **-937.659,88** |

**METROSPACES, INC.**

**Consolidated Statements of Cash Flows**
**(In USD)**

| | December 31, 2017 |
|---|---|
| **OPERATING ACTIVITIES** | |
| **Net Income** | -937.659,88 |
| **Adjustments to reconcile Net Income to net cash provided by operations:** | |
| **Accounts Receivable** | -1.178.132,51 |
| **Prepaid and other current asset** | -105.988,00 |
| **Accounts Payable** | 767.750,66 |
| **Accrued expenses** | -268.446,00 |
| **Accrued interest** | -126.543,00 |

| | |
|---|---|
| **Accrued Salaries** | -6.198,02 |
| **Derivative liability** | 206.235,00 |
| **Note payable** | 1.544.371,00 |
| **Notes payable - related parties** | 2.400,00 |
| **Sales deposit** | 527.195,00 |
| **Deferred Financing** | -842.942,00 |
| **Net cash provided by Operating Activities** | -417.957,75 |
| **INVESTING ACTIVITIES** | |
| **Accumulated Depreciation** | 30.284,00 |
| **Investments in Subsidiary** | 0,00 |
| **Property and equipment, net** | -300.031,00 |
| **Net cash provided by Investing Activities** | -269.747,00 |
| **FINANCING ACTIVITIES** | |
| **Convertible notes payable, net** | -189.922,00 |
| **Due to subsidiary** | 0,00 |
| **Accum. other comprehensive loss** | 418.235,00 |
| **Accumulated Deficit** | -335.853,00 |
| **Additional paid in capital** | 755.515,00 |
| **Common Stock** | 47.769,00 |
| **Net cash provided by Financing Activities** | 695.744,00 |
| **Net cash increase for period** | 8.039,25 |
| **Cash at beginning of period** | 26.765,53 |
| **Cash at end of period** | **34.804,78** |

**Lárez, Méndez y Asociados**
Public Accountants
J-40016904-6

## INDEPENDENT AUDITORS' REPORT

To the shareholders of
Etelix.com USA LLC

We have audited the accompanying balance sheet of Etelix.com USA LLC at December 31, 2017, together with the corresponding statements of income and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted international auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a selective evidence basis, the evidence supporting the figures and disclosures in the financial statements. An audit also includes evaluating the accounting principles used and the significant estimates made by management, as well as the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017, the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Lic. Marialexandra Lárez
Lárez Méndez y Asoc.
Certified Public Accountants
January 29, 2018.

# ETELIX,COM USA LLC

## BALANCE SHEETS

## AS OF DECEMBER 31, 2017

| | | |
|---|---|---|
| **ASSETS** | | |
| **CURRENT ASSETS** | | |
| Cash and Banks | 23.266 | |
| Accounts Receivable Customers | 1.013.591 | |
| Advance Payment to Suppliers | 85.942 | |
| Prepaid Taxes | 600 | |
| Other Receivables | 136.975 | |
| **TOTAL CURRENTS ASSETS** | | 1.260.374 |
| **PROPERTY AND EQUIPMENT - Net** | | 300.031 |
| **OTHER ASSETS** | | |
| Contractual Obligations Fund | 105.388 | |
| **TOTAL ASSETS** | | 105.388 |
| **DEFERRED CHARGES** | | |
| Assignment of Contracts | 757.000 | |
| **TOTAL DEFERRED CHARGES** | | 757.000 |
| **TOTAL ASSETS** | | 2.422.793 |
| **LIABILITIES AND SHAREHOLDER´S EQUITY** | | |
| **LIABILITIES** | | |
| **CURRENT LIABILITIES** | | |
| Accounts Payable | 785.648 | |
| Receivable Outstanding Invoices | 105.618 | |
| Financing Loans | 318.795 | |
| Other Accounts Payables | 45.200 | |
| Prepaid Telecommunications | 115.667 | |
| Other Payables - Temporary | 259.209 | |
| **TOTAL CURRENT LIABILITIES** | | 1.630.137 |
| **TOTAL LIABILITIES** | | 1.630.137 |
| **SHAREHOLDER´S EQUITY** | | |
| Capital Stock | | 1.000 |
| Additional Paid in Capital | | 747.515 |
| Retained Earnings | | 138.573 |
| Result of The Period | | ( 94.432 ) |
| **TOTAL SHAREHOLDER´S EQUITY** | | 792.656 |
| **TOTAL LIABILITIES AND SHAREHOLDER´S EQUITY** | | 2.422.793 |

# ETELIX,COM USA LLC

## STATEMENTS OF INCOME

## AS OF DECEMBER 31, 2017

| | | |
|---|---|---|
| Sales Revenue | | 7.741.566 |
| Return and Discounts | | 125.747 |
| **INCOME SALES** | | 7.615.819 |
| **COST OF SERVICES** | | 6.896.806 |
| **GROSS PROFIT** | | 719.013 |
| **OPERATING EXPENSES** | | |
| Salaries and Wages | 189.659 | |
| Depreciation Expense | 25.575 | |
| Sales Commission | 37.163 | |
| Amortizacion Expense | 26.727 | |
| Bank service Changes | 13.502 | |
| Financial Interest Expenses | 281.702 | |
| Professional Fees | 27.231 | |
| Technology Expense | 145.081 | |
| Trade Insurance | 20.762 | |
| Travel Expense | 28.588 | |
| Other Expense | 6.264 | |
| **TOTAL OPERATING EXPENSES** | | 802.252 |
| **OTHER INCOME AND EXPENDES** | | |
| Other Income | 0 | |
| Federal Tax Prior Year | 11.193 | |
| **TOTAL OTHER INCOME AND EXPENDES** | | 11.193 |
| **RESULT OF THE PERIOD** | | ( 94.432 ) |
| **EBITDA** | | 239.571 |

# ETELIX,COM USA LLC
## STATEMENTS OF SHAREHOLDERS' EQUITY
## STATEMENTS OF INCOME

| | COMMON STOCK | ADDITIONAL PAID-IN SHARE | RETAINED EARNINGS | TOTAL |
|---|---|---|---|---|
| BALANCE - DECEMBER 31, 2015 | 1.000 | 550.515 | 82.529 | 634.044 |
| NET INCOME 2016 | 0 | 197.000 | 56.044 | 253.044 |
| BALANCE - DECEMBER 31,2016 | 1.000 | 747.515 | 138.573 | 887.088 |
| RESULT OF THE PERIOD DECEMBER 31,2017 | 0 | 0 | ( 94.432 ) | ( 94.432 ) |
| BALANCE - DECEMBER 31,2017 | 1.000 | 747.515 | 44.141 | 792.656 |

# ETELIX,COM USA LLC

## STATEMENTS OF CASH FLOW

## STATEMENTS OF INCOME

| | |
|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES:** | |
| **NET RESULT** | ( 94.432 ) |
| **Adjustments to reconcile net income to net cash provided by operating activities:** | |
| Depreciation and Amortization | 52.302 |
| **Changes in working capital:** | |
| Accounts Receivable | 1.896.180 |
| Accounts Receivable Employees | 0 |
| Other Accounts Receivable | 613.069 |
| Advance Payment to Suppliers | -85.942 |
| Intercompany Accounts Receivable | 0 |
| Prepaid Taxes | -600 |
| Cession of Contracts | -757.000 |
| Accounts Payable to Suppliers | -1.941.700 |
| Receivable Outstanding Invoices | 0 |
| Financing Loans | 318.795 |
| Other Payables - Temporary | 69.456 |
| Receivable Outstanding Invoices | -216.837 |
| Prepaid Telecommunications | 107.091 |
| Intercompany Payables | 0 |
| Other Accounts Payables | 45.000 |
| **Net cash provided by operating activities** | **99.813** |
| **CASH FLOWS FROM INVESTING ACTIVITIES:** | |
| Additional Paid in Capital | 0 |
| Net Fixed Assets | 0 |
| **Net cash used in investing activities** | **0** |
| **CASH FLOWS FROM FINANCING ACTIVITY:** | |
| Sales Tax | 0 |
| **Net cash used in financing activity** | **0** |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS** | **5.381** |
| Cash and cash equivalents - Beginning of period | 17.885 |
| Cash and Cash Equivalents - end of Period | 23.266 |

Etelix.com USA LLC
Notes to Financial Statements
As of The Year December 31, 2017.

## 1-. CONSTITUTION AND OPERATIONS:

The company was registered on September 30, 2008, at the Florida Department of State in the Division of Corporations. Under the registration number Nº 08000092741. It is a Limited Liability Company. The purpose for which this limited liability company is organized is any and all lawful business.

## 2-. PRESENTATION OF THE FINANCIAL STATEMENTS:

The accompanying financial statements have been prepared in historical values, based on the Original Financial Statements in US dollars.

## 3-. SUMMARY, MEANING AND POLICY OF THE ACCOUNTS:

**Cash and Cash Equivalents:** Refers to available and demand deposits at banks; That is, any item that allows the entity, at any time, to deposit or withdraw funds.

**Accounts Receivable Customers:** The Company recognizes as accounts receivable all transactions invoices that have actually been individually reviewed and issued within the established periods and crossed with the counterparts of service provision. During the year 2017, the balances of client and supplier operators generated by the bilateral agreements were compensated.

**Invoices Pending Issue:** The Company recognizes as accounts receivable the pending invoices to be issued at the cut-off date in the period.

**Prepaid Taxes:** The Company recognizes as prepaid taxes the amount of the estimated year 2018.

**Other Receivable:** The company recognizes in this item the Telecommunications Pre-paid for provisions to be made that will become invoices and Short Term Loans of New Life Omega Service and Caribe Telecom, as an investment in fixed assets to be made.

**Tangible and intangible Fixed Assets:** These are recorded at cost from the date of purchase. Depreciation and amortization is calculated based on the straight-line method over the estimated useful life of the asset and the use of the asset. Depreciation and amortization expenses for the period are those corresponding to a normal period, based on the value of the asset divided by the estimated useful life.

## 4 -. PROPERTY AND EQUIPMENT

Property and Equipment consisted of the following at December 31, 2017

| **Description** | **$** |
|---|---|
| Telecommunication Equipment | 229.532 |
| Telecommunication software | 405.903 |
| Computer equipment | 5.000 |
| Less: Depreciation and amortization | 341.132 |
| **Total** | **300.031** |

**Assignment of contracts:** The Company during the last quarter of 2017 closes the obtaining of a portfolio of active interconnection in the amount of $ 814,000. In the negotiation of the contract, the following conditions are established:

-. Advance of $ 100,000, paying $ 57,000 at the time of having the portfolio, as a guarantee of acceptance, paid in 2017, the remaining amount will be paid after checking the operation of the portfolio.
-. Test period of six (6) months, to check operability. This period expires in December 2017.
-. The amortization of the negotiation of the portfolio (Assignment of the contract) is established for sixty (60) months, starting in January 2018.

**Contract Obligations Fund:** The Company recognizes in this account the amounts per employee established according to contract at the beginning of their activities with the company.

**Accounts Payable Suppliers and Invoices to be received**: The company recognizes as accounts payable, all invoiced transactions that have actually been reviewed individually and issued within the established deadlines and crossed with the counterparts of service provision. During the year 2017, the balances of client and supplier operators generated by the bilateral agreements were compensated.

**Others Accounts Payable:** The company recognizes as other accounts payable the accumulated expenses pending to date.

**Financing Loans:** This account reflects the financial alternative company decided to look for, to grow within the business sector and at the same time have the level of credit necessary to opt for other financing alternatives.

| Lender | Date funding | Amount | Status |
|---|---|---|---|
| **Pearl Capital** | February 06, 2017 | **40,135.00** | Closed |
| **Unique Funding Solutions** | March 16, 2017 | **27,500.00** | Closed |
| **Fusion Capital** | March 16, 2017 | **15,000.00** | Closed |
| **Midnight Advance** | April 21, 2017 | **30,000.00** | Closed |
| **Yellowstone Capital** | May 19, 2017 | **30,000.00** | Closed |
| **APP Group Inter** | June 28, 2017 | **97,905.00** | Closed |
| **Complete Business Solutions** | July 27, 2017 | **47,095.00** | Closed |
| **APP Group Inter_2** | September 21, 2017 | **150,000.00** | Closed |
| **Alonzo Van Der Biest** | September 21, 2016 | **90,637.00** | In process |
| **Complete Business Solutions** | November 14, 2017 | **48,932.00** | In process |
| **APP Group Inter_3** | December 19, 2017 | **200,000.00** | In process |
| **Total Capital** | | **777,204.50** | |
| **Loans Payable December 31, 2017** | | **318,794.97** | |
| **Total Paid Financial Expenses December 31, 2017** | | **281,701.96** | |

It is important to highlight that the company had to resort to financing from third parties in order to expand the telecommunications market and acquire new routes and contracts with operators.

**Income from services:** The company´s income is the result of the service of selling minutes for long-distance telecommunications, with the use of the network and the administration of funds for the collection and payment of service products.

**Cost of the Service:** The service costs represent the purchase of minutes for telecommunications to the different operators with which the activity is handled and the exchange of service provision is made.

## 5-. COMMITMENTS - SHAREHOLDER´S EQUITY

The company's result as of December 31, 2017, shows a loss of $ 94,432.17, as a result of the decision to resort to the financing market with third parties, in order to achieve new investments in the telecommunications market and increase future income. The accumulated result for the year 2017 undistributed profits $ 44,141. The capital stock consists of $ 1,000 and the unrealized capital of $ 747,515., For the acquisition of the assets.

## 6-. INCOME TAX:

The company from the moment it decides to start operations in 2013, has submitted all the corresponding declarations to the ISR for each period 2013, 2014 and 2015, with legal extensions, as established in the IRS, by the year 2016 already stabilizes with the timely fulfillment of their fiscal commitments.

# Etelix.com USA LLC

Financial Statements of and for The Years
and  December 31, 2017 and 2016.

# ETELIX,COM USA LLC

## BALANCE SHEETS

### December 31, 2017 and 2016

| ASSETS | 2.017 | 2.016 |
|---|---|---|
| **CURRENT ASSETS** | | |
| Cash and Banks | 23.266 | 17.885 |
| Accounts Receivable Customers | 1.013.591 | 2.909.771 |
| Advance Payment to Suppliers | 85.942 | 0 |
| Prepaid Taxes | 600 | 0 |
| Other Receivables | 136.975 | 750.044 |
| Prepaid Telecommunications | 0 | 0 |
| **Total current assets** | 1.260.374 | 3.677.700 |
| **INVESTMENTS** | | |
| Unconsolidated Businesses | 0 | 0 |
| **Total investments** | 0 | 0 |
| **PROPERTY AND EQUIPMENT - Net** | 300.031 | 352.332 |
| **OTHER ASSETS** | | |
| Accounts Receivable Shareholders | 0 | 0 |
| Intercompany Accounts Receivable | 0 | 0 |
| Temporary Accounts Receivable | 0 | 0 |
| **Total Other assets** | 0 | 0 |
| **DEFERRED CHARGES** | | |
| Cession of Contracts | 757.000 | 0 |
| **Total Deferred charges** | 757.000 | 0 |
| **TOTAL ASSETS** | 2.317.405 | 4.030.032 |

# ETELIX,COM USA LLC
## STATEMENTS OF INCOME
## December 31, 2017 and 2016

| | 2.017 | 2.016 |
|---|---|---|
| **REVENUES** | 7.615.819 | 4.067.807 |
| **COST OF SERVICES** | 6.896.806 | 3.484.741 |
| **GROSS PROFIT** | 719.013 | 583.066 |
| **OPERATING EXPENSES** | | |
| Salaries and Wages | 189.659 | 134.299 |
| Sales Commission | 37.163 | 36.123 |
| Amortization Expense | 26.727 | 67.824 |
| Bank Service Changes | 13.502 | 26.727 |
| Financial Interest Expenses | 281.702 | 18.517 |
| Depreciation Expense | 25.575 | 12.334 |
| Professional Fees | 27.231 | 46.349 |
| Technology Expense | 145.081 | 156.453 |
| Trade Insurance | 20.762 | 15.314 |
| Travel Expense | 28.588 | 16.661 |
| Other Expense | 6.264 | 13.200 |
| **TOTAL OPERATING EXPENSES** | 802.252 | 544.630 |
| **OTHER INCOME AND EXPENDES** | | |
| Other Income and Expenses | 11.193 | 12.652 |
| **TOTAL OTHER INCOME AND EXPENDES** | 11.193 | 12.652 |
| **RESULT OF THE PERIOD - DECEMBER 2017 / 2016** | ( 94.432 ) | 51.089 |
| **EBITDA** | 239.571 | 149.764 |

**Note 1 – Business**

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial statements and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the United States Securities and Exchange Commission (the "SEC"). Accordingly, they do not contain all information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of the Company's management, the accompanying unaudited financial statements contain all the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of the Company as of September 30, 2016, and the results of operations and cash flows for the periods presented. The results of operations for the three months ended September 30, 2016, are not necessarily indicative of the operating results for the full fiscal year or any future period. These unaudited financial statements should be read in conjunction with the financial statements and related notes thereto included in the Company's Amended Annual Report on Form 10-Q for the period ended March 31, 2016, filed with the SEC on October 30, 2017.

Metrospaces, Inc. (the "Company") was incorporated as "Strata Capital Corporation" on December 10, 2007, under the laws of the State of Delaware. Urban Spaces, Inc. ("Urban Spaces") was incorporated on April 3, 2012, under the laws of the State of Nevada and thereafter formed Urban Properties LLC, a Delaware limited liability company as its 99.9% owned subsidiary ("UPLLC"). Through Urban Spaces and its subsidiaries, the Company builds, sells and manages condominium properties located in Argentina and Venezuela. On January 13, 2015, the Company acquired all of the outstanding shares of stock of Bodega IKAL, S.A., an Argentine corporation ("IKAL"), and Bodega Silva Valent S.A., an Argentinian corporation, which collectively own 185 acres of vineyards, from which they currently sell grapes to local wineries. As of April 2016, the company has made a refocusing of its business activities, concreting it invesments and acquisitions in the U.S. This is due to political uncertainly that both Argentina and Venezuela have undergone since mid 2014 which has led to a constant downward spiral in encomic activity. The company has written down the value of its Venezuelan and Argentinean assets to $0 with the exception of the Ikal Wine and Lodge, which is still at acquisition value due to its constant revenue generated from the sale of whole sale grapes and international wine sales.

On April 10, 2017, the Registrant and Leandro Jose Iglesias in representation of all of the members of Etelix.Com USA LLC ("Etelix"), and its members, entered into a Transaction Agreement under which the Registrant agreed to acquire 51% of the membership units in Etelix and the members of Etelix agreement agreed to transfer certain property owned by them (the "Additional Assets") to Etelix for $240,000 in cash to be paid to them by the Registrant and the issuance to them of an unspecified number of shares of Registant's Series D PIK Convertible Preferred Stock having a value of $1,800,000. The Seller agreed to reinvest in the Registrant 38.89% of the proceeds of the sale of shares of common stock received upon conversion of the preferred stock, up to $700,000. The Seller and certain of its members have the option to convert any part or all of their remining membership units into stock of the Registrant. The value for the conversion of the stock will be a function of a conversion factor multiplied by Etelix' EBITDA during the 12 months immediately prior to the date on which the conversion is requested. The conversion factor will be determined by dividing $4,000,000 into Etelix' accumulated EBITDA for its 2016 fiscal year.

On April 25, 2017, the Transaction Agreement was amended to provide that the purchase price would remain $240,000, of which $10,000 was to be payable on the Closing Date by check or wire transfer upon the transfer of 51% of the membership units in Etelix and the Additional Assets to Etelix in accordance with the terms of the Transaction Agreement and $230,000 of which was to be payable 90 days after the Closing Date and 18,000 shares of the Registrant's Series D PIK Convertible Preferred Stock.

The assets transferred under the Transaction Agreement do not include New Life Omega Services, Inc., a company created under the laws of the Republic of Panama; NL Omega Services, LLC, a company incorporated under the laws of the State of Florida; Etelix Net Communications Services, Corp., a company created under the laws of the British Virgin Islands; or any of its local and retail businesses including: Future Voyze LLC; Perfect Voyze LLC; Soluciones Latincom C.A.; Mitelco LLC; Etelix.com Peru; Etelix Group SL; and Etelix.com UK.

With respect to Future Voyze LLC and Perfect Voyze LLC, these companies and Etelix have entered into an agreement under which Etelix will receive all assets resulting from the liquidation of Future Voyze LLC and all of those assets are to be transferred from Etelix.com USA LLC to Perfect Voyze LLC once it had been granted a telecommunications license by the Federal Communications Commission.

Etelix is a Miami-based, FCC-licensed voice, SMS and data carrier. The company's principal products and services are international voice wholesale operations and distribution, residential and commercial data and voice services and data hosting services. Etelix is planning to develop and construct build-to-suit data hosting centers in secondary markets across the United States.

Incorporated in the State of Florida on September 30, 2008 and based in Miami; Etelix.com USA, LLC is an international telecom carrier that provides telecom and technology solutions worldwide; with commercial presence in seven countries among North America, Latin America and Europe.

Due to its 214-license granted by the Federal Communications Commission (FCC), Etelix provide International Long-Distance voice termination in the wholesale market through over 150 interconnections with PSTN (Public Switched Telephone Networks), Mobile and MVNO (Mobile Virtual Networks Operators) World-Wide.

Company provides 7x24 network monitoring through two Network Operation Centers (NOCs), one located in America and another one in Europe, with bilingual staff (English- Spanish). All network platform (switches, billing platform, router engines, session border controllers, DB servers, ERP platform) are located in Miami Downtown, FL. and are accessed remotely from all employees around the world using a secure data connection.

Our customers are located all over the World, with a stronger presence in North America, Latina America, the Caribbean and Europe. However, in the last year we have increased our presence in Asia through our interconnection agreements with China Telecom, PCCW, Hutchison Global Communications and China Unicom.

International Long Distance traffic market size is estimated in 13 Billion US$ in revenue per year, and 552 Billion Minutes per year. It is estimated that Wholesale Carriers has a 68% share of the total market, carrying over 375 Billion Minutes per year. The number of minutes carried by wholesale carriers has been increasing during the last years since most retail service providers, such as mobile operators, calling-card providers, and new VoIP-based market entrants, rely heavily on wholesale carriers to transport and terminate their customers' international calls.

Since year 2013 the market of international long distance calls has been reducing its size in about 2-3%. This recent decline comes to the hands of over-the-top (OTT) communication and app services. Consumers can choose from a broad range of smartphone based communications apps, including WhatsApp, Facebook Messenger, WeChat, Viber, and Apple's Facetime, among others.

However, the market is not experiencing a total migration of users to the new communication solutions; since the numbers reveal that the existence of these new services has increased the total number of international calls. In fact, it is estimated that today OTT applications account for a volume slightly higher than 550 million minutes per year on cross-border communications. Which means that the market has doubled its total numbers to the existing ones before the appearance of these new solutions.

Our current market share is less than 0.1%; consequently, our space to grow is several times our current size. With a methodical execution of our action plan and an adequate level of capitalization, we can maintain a steady growth rate (>45% year over year) beyond 2018.

Financial reports are prepared quarterly and at the end of our fiscal year (December 31$^{st}$.)

**Description of Etelix Facilities**

All offices where company operates are rented. One of them is located in the city of Miami, Florida and another one located in La Coruña, Spain.

| Description | Date in Service | Cost in US$ |
|---|---|---|
| TELECOMMUNICATION EQUIPMENT | 2/31/13 | 157,184 |
| COMPUTER EQUIPMENT | 12/31/13 | 5,728 |
| Equip (Telecom) | 1/01/14 | 32,735 |
| EQUIPMENT/SOFTWARE | 2/01/15 | 33,500 |
| TELECOMUNICATION EQUIPMENT | 1/01/16 | 6,113 |
| Software Telecommunication | 6/01/15 | 5,000 |
| TELECOMMUNICATION SOFTWARE | 12/31/13 | 387,603 |

**Officers, Directors, and Control Persons**

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

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

| Officer´s Name | Age | When Appointed | Position |
|---|---|---|---|
| Leandro Iglesias | 52 | 2008 | CEO |
| Alvaro Quintana Cardona | 46 | 2013 | COO/CFO |
| Juan Carlos López | 49 | 2011 | VP Sales |
| Eykis Sambrano | 30 | 2009 | Director Operations |

| Director´s Name | Age | When Appointed |
|---|---|---|
| Leandro Iglesias | 52 | 2008 |
| Alvaro Quintana Cardona | 46 | 2014 |
| Juan Carlos López | 49 | 2017 |
| Alonso Van der Biest | 74 | 2014 |
| Oscar Brito | 45 | 2017 |

B. 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.

| Shareholders Name | % |
|---|---|
| Metrospaces, Inc. | 51% |
| Leandro Iglesias | 27% |
| Alvaro Quintana | 8% |
| Juan Carlos Lopez | 8% |
| Alonso Van Der Biest | 4% |
| Eykis Sambrano | 2% |
| | 100% |

On June 7, 2017, the transaction described in Item 1.01 was closed.

Etelix was founded in 2007. Its revenue and net loss for the 12-month period ended December 31, 2017, were approximately $7.8 million and $181,000, respectively; for the like period in 2016, Etelix had revenue and net income of approximately $4.1 million and $56,000, respectively.

Attached to this Report as Exhibits 99.1 and 99.2 are Etelix' audited financial statements for its 9-month period ended September 30, 2017, and for its fiscal year ended December 31, 2016, and pro forma financial information, respectively.

**Note 2 – Significant accounting policies**

*Basis of Consolidation*

The financial statements have been prepared on a consolidated basis, with the Company's subsidiaries IKAL and Bodega Silva Valent S.A. No intercompany balances or transactions exist during the period presented.

*Use of Estimates*

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") 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 dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

*Cash and Cash Equivalents*

The Company considers all highly liquid investments with original maturity of three months or less to be cash equivalents.

*Real Property*

Real property is stated at cost less accumulated depreciation. Depreciation is provided for on a straight-line basis over the useful lives of the assets. Expenditures for additions and improvements are capitalized; repairs and maintenance are expensed as incurred.

*Investments in non-consolidated subsidiaries*

Investments in non-consolidated entities are accounted for using the equity method or cost basis depending upon the level of ownership and/or the Company's ability to exercise significant influence over the operating and financial policies of the investee. When the equity method is used, investments are recorded at original cost and adjusted periodically to recognize the Company's proportionate share of the investees' net income or losses after the date of investment. When net losses from an investment accounted for under the equity method exceed its carrying amount, the investment balance is reduced to zero and additional losses are not provided for. The Company resumes accounting for the investment under the equity method if the entity subsequently reports net income and the Company's share of that net income exceeds the share of net losses not recognized during the period the equity method was suspended. Investments are written down only when there is clear evidence that a decline in value that is other than temporary has occurred.

*Business Combinations*

The Company allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired users, acquired technology and trade names from a market participant perspective, useful lives and discount rates.

Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

*Long-Lived Assets, Including Goodwill and Other Acquired Intangible Assets*

The Company evaluates the recoverability of property and equipment and finite-lived intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any significant impairment charge during the years presented.

The Company reviews goodwill for impairment at least annually or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. The Company has elected to first assess the qualitative factors to determine whether it is more likely than not that the fair value of our single reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment under Accounting Standards Update (ASU) No. 2011-08, *Goodwill and Other (Topic 350): Testing Goodwill for Impairment*, issued by the Financial Accounting Standards Board (FASB). If it is determined that it is more likely than not that its fair value is less than its carrying amount, then the two-step goodwill impairment test is performed. The first step, identifying a potential impairment, compares the fair value of the reporting unit with its carrying amount. If the carrying amount exceeds its fair value, the second step would need to be performed; otherwise, no further step is required. The second step, measuring the impairment loss, compares the implied fair value of the goodwill with the carrying amount of the goodwill. Any excess of the goodwill carrying amount over the applied fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value.

In addition to the recoverability assessment, the Company routinely reviews the remaining estimated useful lives of property and equipment and finite-lived intangible assets. If we reduce the estimated useful life assumption for any asset, the remaining unamortized balance would be amortized or depreciated over the revised estimated useful life.

*Revenue Recognition*

The Company follows the guidance of the Accounting Standards Codification ("ASC") Topic 605, *Revenue Recognition.* We record revenue when persuasive evidence of an arrangement exists, product delivery has occurred, the selling price to the customer is fixed or determinable and collectability of the revenue is reasonably assured.

The Company generally recognizes revenue from grape sales upon delivery to the customer. The Company does not have any allowance for returns because grapes are accepted upon delivery.

*Income Taxes*

The Company uses the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, *Income Taxes* . Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

*Fair Value Measurement*

The Company adopted the provisions of ASC Topic 820, *Fair Value Measurements and Disclosures,* which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

The estimated fair value of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments. The carrying amounts of our short and long term credit obligations approximate fair value because the effective yields on these obligations, which include contractual interest rates taken together with other features such as concurrent issuances of warrants and/or embedded conversion options, are comparable to rates of returns for instruments of similar credit risk.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

*Convertible Instruments*

The Company evaluates and account for conversion options embedded in convertible instruments in accordance with ASC 815, *Derivatives and Hedging Activities.*

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when we have determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: We record when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

The Company accounts for the conversion of convertible debt when a conversion option has been bifurcated using the general extinguishment standards. The debt and equity linked derivatives are removed at their carrying amounts and the shares issued are measured at their then-current fair value, with any difference recorded as a gain or loss on extinguishment of the two separate accounting liabilities. During the three months ended March 31, 2016, the Company recognized a gain on extinguishment of $2,109,410 from the conversion of convertible debt with a bifurcated conversion option.

*Foreign Currency Translation*

The functional currency of Bodega IKAL, S.A and Bodega Silva Valent S.A. is denominated in Argentine peso. Assets and liabilities of these operations are translated into United States dollar equivalents using the exchange rates in effect at the balance sheet date. Revenues and expenses are translated using the average exchange rates during each period. Adjustments resulting from the process of translating foreign functional currency financial statements into U.S. dollars are included in accumulated other comprehensive income in shareholders' deficit.

**Note 3 – Going Concern**

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has generated minimal revenues, has an accumulated deficit of $14,577,376, and stockholders' deficit of $2,440,812, as of December 31, 2017. The continuation of the Company as a going concern is dependent upon, among other things, continued financial support from its stockholders and the attainment of profitable operations. These factors, among others, raise substantial doubt regarding the Company's ability to continue as a going concern. There is no assurance that the Company will be able to generate revenues in the future. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to continue as a going concern.

Management plans to alleviate the going concern issues through future equity and debt financing opportunities currently being pursued.

**Note 4 – Acquisition**

Ikal Wine and Lodge:

On January 13, 2015, the Company acquired all of the outstanding shares of common stock of Bodega IKAL, S.A., and all of the outstanding shares of common stock of Bodega Silva Valent S.A., both of which are Argentine corporations that collectively own 75 hectares of vineyards that produce grapes that they sell to local wineries. The consideration for these shares was a convertible promissory note in the principal amount of $4,500,000. On May 29th, 2015 the company entered into an Exchange Agreement ("Exchange Agreement") where the company exchanged the issued promissory note for $4,500,000 for 45,354 of the newly designated Series C PIK Convertible Preferred Stock. The acquisitions have been recorded in accordance with the acquisition method of accounting and have included the financial results of the acquired companies from the date of acquisition. Pro forma historical results of operations have not been presented because they are not material to the consolidated statement of operations.

The Company has estimated the fair value assets acquired and liabilities assumed as part of the acquisition and is currently undergoing a formal valuation and will adjust these estimates accordingly within the one year measurement period.

The following table summarizes the estimated fair values assigned to the assets acquired and liabilities assumed:

| | | |
|---|---|---|
| Net current assets | $ | 376,514 |
| Land | | 3,911,486 |
| Equipment | | 212,000 |
| Net Assets Acquired | | 4,500,000 |
| Consideration | | 4,500,000 |

Etelix USA.com, LLC:

On June 2017, Metropsaces acquired a 51% majority control position of the common units. The acquisition price was $2,040,000 in cash, backed by a Preferred PIK. The transaction was executed completely and in form, however, the Preferred PIK is yet to be designated. This debt is currently reflected as short-term debt on our balance sheet.

| | | |
|---|---|---|
| Net current assets | $ | (369,763) |
| Other Assets (Net) | | 862,0000 |
| Equipment and software (Net of Depreciation) | | 300.031 |
| Net Assets Acquired | | 2,040,000 |
| Consideration | | 2,040,000 |

**Note 5 – Advance payment for Real Property**

The Company purchased from GBS Capital Partners, Inc. ("GBS"), a related party, the right to receive 9 loft-type condominium units from their builder upon the completion of these units (See note 9). As consideration for this purchase, the Company agreed to pay $750,000 to GBS, without interest (See note 6). The Company has imputed interest on this obligation at the rate of 8% per annum and has recorded the advance payment net of such imputed interest at a cost of $665,984. However, in April of 2016 the Company received notification that the project had run out of funds and that the Company would have to put up the amount of $45,000 per unit to guarantee payment. On December 5, 2014, the Company entered into an agreement with GBS to return 4 of the 9 loft-type condominium units in exchange for $350,000 of the debt. The value assigned to the units returned was $295,993 which after the exchange of the debt resulted in a gain of $54,007, which has been recorded as an equity transaction with related parties. The remaining 5 units will be offered for sale upon their acquisition. However, the Company decided to not to make this capital investment since at the time economic activity in Argentina were very uncertain. Additionally, the Company was refocusing its business operations and investment into the U.S. market, therefore the Company took a charge of 100% of the value of these assets, thus writing the complete investment a loss to the Company.

**Note 6 – Investment in non-consolidated subsidiary**

On December 3, 2012, UPLLC assigned to GBS Fund I, LLC, a Florida limited liability company (the "Fund"), UPLLC's rights to acquire all of the outstanding shares of Promotora Alon-Bell, C.A., a Venezuelan corporation which owns vacant land located in Venezuela upon which a condominium project is to be constructed. UPLLC had acquired such rights from a stockholder of the Company in exchange for a promissory note in the principal amount of $150,000. (See note 7.) This stockholder had acquired his rights to acquire these shares under an agreement with their holders, pursuant to which he paid them $150,000 in cash. This investment, which represents an interest of 26.32% in the Fund, is being accounted for under the cost method of accounting due to the Company not having any significant influence. The Fund acquired the shares in Promotora Alon-Bell, C.A. on December 16, 2012. This investment was also told that needed additional funding for completion as the Venezulan economy was in a downward spiral. This project was eventually completed, but the investment in the project was charge off since it required more funds from new investors. This was an investment the company decided not do due the dire economic situation in Venezuela a re-focusing of the Company's investments and economic activity in the U.S.

**Note 7 – Long Term Debt – Related Party**

On April 13, 2012, the Company entered into an agreement to purchase nine condominium units from GBS Capital Partners ("GBS"), a related party of the Company, in exchange for a two-year non-interest bearing note payable. Interest has been imputed at the rate of 8% per annum.

The Company has recorded an initial debt discount of $84,016 related to the imputed interest which was amortized on the effective interest rate method over the term of the note, which was fully amortized as of December 31, 2014.

On December 5, 2014, the Company entered into an agreement with GBS to return 4 of the 9 loft-type condominium units in exchange for $350,000 of the debt leaving a remaining balance of $400,000 on December 31, 2014, which was past due.

On February 19, 2015, the Company exchanged the remaining $400,000 of debt to GBS in exchange for 450,000 shares of newly designated shares of Series B Preferred Stock.

**Note 8 – Notes Payable – Related Parties**

*Notes Payable – related party*

(a) $150,000 promissory note payable to a shareholder of the Company incurred for the transfer of an option to purchase the outstanding shares of Promotora Alon-Bell, C.A. (See Note 6), which was due April 20, 2014, and bears interest at the rate of 11% per annum. Interest expense for the year ended December 31, 2014 charged to the statement of operations was $16,500.

On February 19, 2015, the Company exchanged the $150,000 of debt in exchange for 150,000 shares of newly designated shares of series B preferred stock.

*Convertible Note Payable – related party*

The Company issued a Convertible Promissory Note, dated May 1, 2014, in the principal amount of $66,944 and bearing interest at the rate of 0.33% per annum, to the prior president and sole director of the Company (the "Existing Note"). The Existing Note is subject to and entitled to the benefits of the Convertible Note Exchange Agreement, dated May 1, 2014, between MSPC and prior president and sole director (the "Existing Note Exchange Agreement"), as amended by an Agreement of Amendment and Rescission, dated as of July 11, 2014, by and among the Company, the former officer and director and one of his affiliates. (the "Rescission Agreement"), including, without limitation, its provisions in respect of the conversion of the principal amount thereof and interests thereon into shares of Common Stock. The Existing Note was issued pursuant to the Existing Note Exchange Agreement solely in exchange for a Convertible Promissory Note, dated February 19, 2014, and maturing 1 year later, in the original principal amount of $260,000, the outstanding principal of which and interest accrued thereon at the time of the exchange, was $66,944 (the "First Exchange Note"). The Existing Note Exchange Agreement was amended by the Rescission Agreement to increase the conversion price from the par value of the Common Stock ($0.000001 per share), as provided in the Existing Note Exchange Agreement, to 2.5% of its Current Market Value, as that term is defined therein.

The First Exchange Note was acquired by the prior president and sole director pursuant to a Promissory Note Exchange Agreement, dated February 19, 2014, between the Company and him (the "First Exchange Agreement") solely in exchange for a promissory note, dated August 13, 2012, and maturing one year later, made by the Company and him in the principal amount of $260,000 and bearing interest at the rate of 0.24% per annum, which was amended on August 12, 2013, by a letter agreement between the Company and him (the "Letter Agreement") to extend its maturity date to April 14, 2014 (as so amended, the "Original Note").

The prior president and sole director was issued the Original Note pursuant to an Exchange Agreement, dated August 13, 2012 (the "Original Note Exchange Agreement"), under which he surrendered to the Company for cancellation a certificate representing 10,000,000 shares of its Series A Preferred Stock and extinguished $170,146 of the Company's indebtedness to him as consideration for the Original Note.

The Company has determined that the conversion feature embedded in the notes constitutes a derivative and has been bifurcated from the note and recorded as a derivative liability, with a corresponding discount recorded to the associated debt, on the accompanying balance sheet, and revalued to fair market value at each reporting period.

**Note 9 – Acquisition note payable**

In connection with the acquisition referred to in note 4, the Company issued a convertible promissory note in the principal amount of $4,500,000. The note was convertible at, at any time at the option of the holder, into shares of Common Stock, as provided therein. The Company has determined that the conversion feature embedded in the note constituted a derivative and it has been bifurcated from the note and recorded as a derivative liability, with a corresponding discount recorded to the associated debt or a charge to interest expense where the derivative exceeds the carrying value of the note, on the accompany balance sheet, and revalued to fair market value at each reporting period. During the year ended December 31, 2015, the Company made principal payments aggregating $56,100. On May 29, 2015, the Company exchanged the unpaid $4,443,900 of the note for 45,354 shares of newly designated shares of Series C Preferred Stock.

**Note 10 – Notes Payable**

On August 28, 2013, the Company received a $10,000 bridge loan from a nonrelated party. The loan bears interest at 15% per annum and matured on February 14, 2014. The loan remains past due and the Company has continued to accrue interest on the note until an agreement with the lender for repayment has been reached.

**Note 11 – Convertible Note Payable**

At June 30, 2016, convertible notes payable consisted of the following:

| Loan Holder | Principal Amount | Issue Date |
|---|---|---|
| LG #1 | 32.000 | 08-10-2015 |
| Astrom | 45.393 | 15-02-2015 |
| Blackbridge (included in Astrom) | 8.000 | 26-02-2015 |
| Apollo (originally LG) #1 | 186.000 | 06-02-2015 |
| Sugar Daddy #1 | 7.000 | 08-05-2015 |
| Sugar Daddy #2 | 25.000 | 29-05-2015 |
| Sugar Daddy #3 | 10.000 | 08-07-2015 |
| Sugar Daddy #4 | 16.000 | 28-07-2015 |
| Sugar Daddy #5 | 8.000 | 11-08-2015 |
| Sugar Daddy #6 | 17.600 | 25-08-2015 |
| Sugar Daddy #7 | 6.000 | 24-09-2015 |
| Sugar Daddy #8 | 12.000 | 23-10-2015 |
| Sugar Daddy #9 | 4.500 | 03-11-2015 |
| Sugar Daddy #10 | 13.000 | 19-11-2015 |
| Sugar Daddy #11 | 2.000 | 24-11-2015 |
| Dixie Assets #1 | 29.000 | 23-03-2015 |
| Dixie Assets #2 | 37.000 | 08-04-2015 |
| Dixie Assets #3 | 21.936 | 17-04-2015 |
| Dixie Assets #4 | 9.800 | 29-04-2015 |
| Apollo #2 | 25.000 | 28-07-2015 |
| EMA | 30.000 | 02-02-2016 |

| | | |
|---|---|---|
| Apollo #3 | 20.000 | 19-02-2016 |
| Sugar Daddy #12 | 16.000 | 03-03-2016 |
| Dixie Assets #5 | 21.000 | 03-03-2016 |
| Sugar Daddy #13 | 4.440 | 04-03-2016 |
| Dixie Assets #6 | 4.000 | 04-03-2016 |
| Dixie Assets #7 | 16.735 | 15-03-2016 |
| LG Capital | 15.000 | 03-06-2016 |
| Max Saas | 5.000 | 12-06-2016 |
| Apollo Capital | 31.000 | 02-25-2017 |
| Apollo Capital | 66.000 | 08-14-2017 |
| Apollo Capital | 20.000 | 10-12-2017 |
| Apollo Capital | 68.200 | 12-01-2017 |

**Note 12 – Related Party Transactions**

A stockholder is a 33% partner in GBS Capital Partners (see Note 4), the entity from which the Company acquired the deposit of nine condominium units.

The stockholder referred to above is entitled to receive a monthly salary of $1,250. The Company has accrued an amount of $3,750 for the three months ended March 31, 2016, and $9,970 for the years ended December 31, 2015, for salary. The Company has accrued an aggregate amount of $56,970 since inception which is reflected in accrued expenses in the accompanying Balance Sheet at March 31, 2016.

On February 19, 2015, the Company issued 600,000 shares of newly designated shares of Series B Preferred Stock to the Company's executive officer as payment under his employment agreement.

See Notes 4 and 6 regarding the assignment of the right to acquire 9 condominium units from an entity in which a stockholder of the Company has an interest.

**Note 14 – Stockholders Equity**

*Common stock*

The Company is authorized to issue 10,000,000,000 shares of common stock, par value of $0.000001 per share.

On September 11, 2015, the Company amended its Certificate of Incorporation, as amended, to effect a 1-for-1000 reverse stock split of its issued and outstanding shares of common stock. All relevant information relating to numbers of shares and per share information have been retrospectively adjusted to reflect the reverse stock split for all periods presented.

During the three months ended September 30, 2016, there were no conversions of convertible notes payable into common stock.

As of December 31, 2017, there were 4,369,712,186. A total of 2,028,936,423 shares we issued in 2017. All issued shares were in connection with promissory notes held by Apollo Capital and LG Capital.

*Preferred Stock*

The Company is authorized to issue 8,000,000 shares of preferred stock at a par value of $0.000001 per share in series. As of December 31, 2015 and, 2014, no shares of preferred stock were issued and outstanding.

*Series B Preferred Stock*

The Board of Directors of the Company has designated 2,000,000 shares of preferred stock as Series B PIK Convertible Preferred Stock ("Series B Preferred Stock").

On February 19, 2015, the Company exchanged the $400,000 of debt to GBS referred to in Note 7 for 450,000 shares of Series B Preferred Stock and the $150,000 of debt to the Company's shareholder referred to in note 8 for 150,000 shares of Series B Preferred Stock and issued 600,000 shares of newly designated shares of Series B Preferred Stock to the Company's executive officer for the $50,000 of compensation.

As of December 31, 2016, and December 31, 2015, 1,200,000 shares of Series B Preferred Stock were issued and outstanding.

*Series C Preferred Stock*

The Board of Directors of the Company has designated 100,000 shares of preferred stock as Series C PIK Convertible Preferred Stock ("Series C Preferred Stock").

On May 29, 2015, the Company exchanged the unpaid $4,443,900 of acquisition note payable referred to in Note 9 for 45,354 shares of newly designated shares of Series C Preferred Stock. The Company accounted for the conversion as an extinguishment of debt, whereby it recorded the fair value of the Series C Preferred Stock, based on a third party valuation of the Series C, and recorded the difference between the fair value, the carrying value of the debt (net of discount) and the bifurcated conversion option, which aggregated $1,687,807 and recorded as a gain on extinguishment of debt.

As of March 31, 2016, and December 31, 2015, 100,000 shares of series C preferred stock were issued and outstanding.

**Note 15 – Stock-Based Compensation**

On November 4, 2014, the Board of Directors adopted the Metrospaces, Inc. Restricted Stock Plan. The plan is administered by the board's compensation committee. Also on November 4, 2014, the compensation committee granted an award of 800,000 shares of common stock (800,000,000 shares prior to the reverse split referred to in note 14) under the plan to Oscar Brito, who was then the Company's principal executive officer and a director. The shares awarded shall vest as follows:

1. After the Corporation publishes its audited annual financial statement for the year ended December 31, 2019, the Grantee shall receive a number of shares (subject to the Base Amount and Additional Annual Amount), free of all restrictions, equal to the market value on the date of such publication, determined on the basis of the Last Price, of twenty percent (20%) of the sum of the amounts, if any, shown as net income on the Corporation's statement of operations for the years ended December 31, 2019, 2018, 2017, 2016 and 2015.
2. For each of the years ended December 31, 2020, 2021, 2022, 2023 and 2024, when the Corporation publishes its audited annual financial statements with respect to such year, the Grantee shall receive a number of shares (subject to the Base Amount and Additional Annual Amount), free of all restrictions, equal to the market value on the date of such publication, determined on the basis of the Last Price, of twenty percent (20%) of the amount, if any, shown as net income on the Corporation's statement of operations for such year.
3. Shares of Restricted Stock that have not Vested on the date of the publication of the Corporation's audited annual financial statements for the year ended December 31, 2024, shall never Vest and the Grantee shall have no further rights with respect to them.

As of March 31, 2016, none of the awards had vested and no compensation cost had been recorded in the Company's financial statements.

**Note 16 – Subsequent Events**

Subsequent to December 31, 2017, the Company issued 2,293,844,645 shares of common stock upon the conversion of $84,439 of principal amount of convertible promissory notes and $27,335 of interest accrued thereon. However, management cancelled a total of 1,599,200,000 of restricted management shares for a net increase of 694,644,645. Total issued shares as of March 24, 2018 was 5,064,358,841. The 1,599,200,000 shares cancelled were compensation common shares issued to management as per Note 15.

On March 14, 2018 Mr. Oscar Brito was appointed President and Interim-CFO.

In March 2018, Etelix executed a network interconnection contract with Vodafone India. This contract gives Etelix access to the 212 million subscribers of Vodafone in India, which complement that Etelix contracts already had in India, as Airtel (386 Million subscribers), Reliance Communication (33 Million subscribers), and TATA Communications, will allow an Etelix to position itself as one of the most important players in the Indian Subcontinent (India, Pakistan, Bangladesh, Nepal), having access to 650 million subscribers directly.

The Vodafone India contract is of strategic importance for Etelix, since Vodafone India is part of Vodafone Group, it is the second largest operator worldwide with the most subscribers (470 Million Subscribers), only exceeded by China Mobile. The Vodafone group serves in 26 countries across 4 continents in Asia, Africa, Europe and Oceania.

Etelix's contract with Vodafone India, allows the reciprocal commercial exchange between Etelix and Vodafone India, for voice services as international long distance and international roaming calls, allowing both companies benefit from mutual international connectivity, Etelix offering their access in America, and Vodafone India in Asia. This contract also serves as a preamble to new mutual business in the future, and is an important opportunity to grow for Etelix.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**THE FOLLOWING DISCUSSION SHOULD BE READ IN CONJUNCTION WITH THE COMPANY'S FINANCIAL STATEMENTS AND THE NOTES TO THOSE STATEMENTS AND OTHER FINANCIAL INFORMATION APPEARING ELSEWHERE IN THIS REPORT.**

**General**

We acquire land and design, build, develop and resell condominiums on it, principally in urban areas in the United States and Latin America. We additionally invest in, or acquire operating companies that have strong real estate components to their business operations. This is done, alone or together with investors; we are also acquiring condominiums that are under construction for resale, but do not intend to conduct business in this manner after these condominiums have been sold. We sell condominiums at different prices, depending principally on their location, size and level of options and amenities to customers who are able to make substantial payments upon signing purchase agreements and at agreed time as construction progresses. As of Year End 2015, the Company had 2 residential construction projects in Venezuela, and one wine-based real estate project in Mendoza Argentina. Due to catastrophic economic situations in Venezuela, the company made the decision of wrting the value of those assets down to $0, and discontinued further investment and operations in these projects. Additionally, the company wrote the value of the Buenos Aires, Argentina Chacabuco 1353 project down to $0. At the end of June 30, 2016 the Company had no operations in Venezuela and only had the Ikal Wine and Lodge project in Mendoza, Argentina ("Ikal"). The Ikal project is cash flow positive from the wholesale grape sale and wine line "Ikal 1150". However, the main business it Argentinian companies collectively called "IKAL," which we acquired on January 13, 2015, we operate vineyards and plan to develop a hotel and time share villas.

## RESULTS OF OPERATIONS FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2017 AS COMPARED WITH THE YEAR ENDED DECEMBER 31, 2016

### Revenues

We had revenues of $7,985,902 for the twleve months ended December 31, 2017, as compared with revenues of 214,171 for the twelve-months ended December 31, 2016. Revenues increase responds the fact that 2016 we were able to have increased grape yield and better pricing on wholesale grapes in comparison to Year-End 2016, but most due to the fact that in 2017 we consolidated revenue for the Etelix acquisition.

General and Administrative Expenses

General and administrative expenses for the twelve months ended December 31, 2017, were $425,915, of which $65,000 was for salary and most of the remainder for administrative costs, transfer agent fees and accounting fees and general operations of the wholesale wine grape harvesting. General and administrative expenses for the twelve months ended December 31, 2016, were $703,807, of which $65,000 was for salary and most of the remainder for administrative costs, transfer agent fees and accounting fees. General and administrative expenses increased for the twelve months ended December 31, 2015, because of increased payroll, and legal costs.

### Gain/Loss from Operations

We had $1,048,803 in operating gain for the twelve-month period ended December 31, 2017 in comparison to a loss of $414,463. The difference between these periods was due to the decrease in revenues described above, as well as the increase general and administrative expenses.

### Other Expense

### Interest

During the twelve month periods ending December 31, 2017 and 2016, we incurred interest expense of $306,348, and $44,852 respectively.

### Loss on change in fair value of derivative

During the year-end period of December 31, 2016, we recorded a loss on fair value of derivative of $-4,319,729, compared to a gain on change in fair value of derivative of $749,974 for the twelve-month period ended December 31, 2015.

### Gain on extinguishment of debt

During the twelve-month period ended December 31, 2017, we recorded $0 gain on extinguishment, compared to a gain on extinguishment of debt of $1,88,323 for the twelve-month period ended December 31, 2016.

## LIQUIDITY AND CAPITAL RESOURCES

Our net loss for the year ended at December 31, 2017, was $937,659 and our accumulated deficit at that date was $14,577,376. We had cash and cash and receiveblas at that date of $1,350,936. We financed our operations during this period through additional accrued expenses, short term borrowings and issuance of promissory notes. During the year-month period then ended, Mr. Oscar Brito, our president, earned $15,000 in salary from Urban Spaces and our CEO Daniel Sivla $50,000. We were unable to pay this obligation and it has been accrued in our financial statements. We will be able to pay this obligation only from revenues from our operations and/or financing. Given our current financial condition and prospects, we can give no assurance as to whether or when we will be able to do so.

Net cash generated in operating activities for the twelve months ended December 31, 2017, was 176,605 comparing to a net cash used of $11,463 in year ending in December 31, 2016,.

## Cash Requirements

At December 31, 2017, we had a stockholders' deficit of $2,440,812. The report of our independent registered public accounting firm on our audited financial statements at December 31, 2016, contains a paragraph regarding doubt as to our ability to continue as a going concern. We do not have sufficient working capital to pay our operating costs for the next 12 months and we will require additional funds to pay our legal, accounting and other fees associated with our company and its filing obligations under federal securities laws, as well as to pay our other accounts payable generated in the ordinary course of our business. Our cash flow needs will be of approximately $250,000 which we expect to raise by selling convertible promissory notes and business lines of credit.

As of December 31, 2017 the Company had written down to $0 the value of its assets in Venezuela and the Chacabuco 1353 project in Buenos Aires Argentina. The focus of the Company is at this time, the sourcing of funds to develop the Ikal Wine and Lodge real estate project in Mendoza, Argentina (www.ikal1150.com). This project is cash-flow positive since it generates annual sales of approximately $350,000 with EBITDA margin of approximately $86,000. This amount is used mostly to fund local operations, including salary of our executives in Argentina. The real estate development of this project consists of the development of a 25-Suite Luxury boutique hotel, a winery, a 5-Star restaurant and 29 luxury villas that will be sold under fractional ownership. The total cost of development is approximately For the full development of this project, the company need a total of approximately $12 million. However, we believe that with $5 million we can build the hotel, winery, and one model Villa and then rely of pre-sales of the Luxury Villas to build and deliver the Villas. The market in Mendoza for high-end luxury villas in wine country have been very strong since 2013.

The amount of the funds required for the Company to pay its outstanding the promissory notes, including promissory notes that are due and unpaid in the principal amount of $41,933, is included in the approximately $5,00,000 that the Company will require to finance the construction of the Ikal project for the next 12 months. The Company plans to obtain such funds through the sale of debt or equity securities and from joint venture private investors in the Ikal Wine and Lodge project. In the event that we are unable to pay our outstanding promissory notes when due, we intend to ask for extensions of their due date, as well as for extensions of the above mentioned notes that are due and unpaid, but none of the holders is obligated to do so. Further, the Company has no information as to whether or on what terms any such extension would be granted.

On April 13, 2012, UPLLC entered into an agreement with GBS under which GBS assigned to UPLLC the right to receive 9 condominium units being constructed in Buenos Aires and UPLLC agreed to pay $750,000 to GBS for these units. The obligation of UPLLC to pay GBS was secured by a Pledge Agreement, dated April 13, 2012, between Urban Spaces and GBS, under which Urban Spaces pledged its membership interests in UPLLC to GBS. Installments of $350,000 and $400,000 were due under this agreement on April 15, 2013, and April 15, 2014, respectively. Because the units were not timely delivered, the parties agreed that these dates would be extended to October 15, 2013, and 2014, respectively and that the new dates would be further extended by the number of days after May 30, 2013, that elapse until delivery. As of the date of this report, the Company had decided to write down the value of these assets to $0 since consistant delays in the delivery of the units made the project run over budget, to the point were the developer required all unit holders to make additional contributions of $45,000 per units to finish the project. At that time, the company decided to reallocate resources to the US market and thus returned the units to the developer for a nominal price. The Company's current value of this investment is $0 and does not expect to continue to fund it or deploy andy capital or human resources to this project.

We can give no assurance that any of the funding described above will be available on acceptable terms, or available at all. If we are unable to raise funds in sufficient amount, when required or on acceptable terms, we may have to significantly reduce, or discontinue, our operations. To the extent that we raise additional funds by issuing equity securities or securities that are convertible into the Company's equity securities, its stockholders may experience significant dilution.

## Off-Balance Sheet Arrangements

None.

## Risks and Uncertainties

We operate in an industry that is subject to rapid and sometimes unpredictable change. Our operations will be subject to significant risk and uncertainties, including financial, operational and other risks, including the risk of business failure. Further, as noted in this report, in order to develop its business, the Company will require substantial capital resources.

We currently do not have any off-balance sheet arrangements.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide information under this item.

## ITEM 4. CONTROLS AND PROCEDURES

## Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act as of March 31, 2016. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were not effective as of such date, at a reasonable level of assurance, in ensuring that the information required to be disclosed by our company in the reports we file or submit under the Exchange Act is: (i) accumulated and communicated to our management (including the Chief Executive Officer and Chief Financial Officer) in a timely manner, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

**Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. Generally Accepted Accounting Principles ("GAAP").

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, management has concluded that our internal control over financial reporting was not effective as of March 31, 2016. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. This report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting pursuant to temporary rules of the Commission.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. In connection with our assessment of our internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act of 2002, we identified the following material weaknesses in our internal control over financial reporting as of March 31, 2016:

- We have difficulty in accounting for complex accounting transactions particularly in relation to complex equity transactions.

- Documented processes do not exist for several key processes.

Because of the material weaknesses noted above, we have concluded that we did not maintain effective internal control over financial reporting as of March 31, 2015, based on *Internal Control over Financial Reporting – Guidance for Smaller Public Companies issued by COSO* .

## ITEM 5. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

**Security Ownership of Persons Other than Management**

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of December 31, 2015, for each person, other than directors and executive officers, who is known by us to own beneficially five percent (5%) or more of our outstanding Common Stock.

**Security Ownership of Five Percent (5%) Stockholders**

| Title of class | Name and address of beneficial owner | Amount and nature of beneficial ownership | Percent of class |
|---|---|---|---|
| Common Stock | None | ---- | ---- |

**Security Ownership of Management**

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of December 31, 2015, for the following: (1) each of our directors and executive officers and (2) our directors and executive officers as a group.

**Security Ownership of Management**

| Title of class | Name of Beneficial Owner | Amount and nature of Beneficial Ownership (1) | Percent of class | |
|---|---|---|---|---|
| Common Stock | Carlos Daniel Silva | 800,000,000 | 44.8 | %(1) |
| | Oscar Brito | 800,004,000 | 44.8 | %(1) |
| | Alexander Victor Batallés | ---- | ---- | |

| | | | | | |
|---|---|---|---|---|---|
| Series B Convertible Preferred Stock | Carlos Daniel Silva | 600,000 | | 50.0 | %(2) |
| | Oscar Brito | 150,000 | | 12.5 | %(2)(3) |
| Directors and Executive officers as a group (2 persons) (1) | Common Stock | 1,600,004,000 | | 89.7.7 | % |
| | Series B Convertible Preferred Stock | 750,000 | (2) | 62.5 | %(2) |

(1) Based upon 1,784,461,982 shares of Common Stock outstanding as of December 31, 2015.

(2) The Series B Convertible Preferred Stock was not convertible into Common Stock on, or within 60 days after, December 31, 2015.

(3) In addition, GBS, in which Mr. Brito holds a 33.33% interest, beneficially owns 450,000 shares of Series B Convertible Preferred Stock, constituting 37.5% of the class may not represent actual transactions

**ITEM 6. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is quoted on the OTC Pink tier maintained by OTC Markets Group Inc. under the symbol "MSPC."

**ITEM 7. THIRD PARTY PROVIDERS**

**Securities Legal Counsel**:

Waller Landsen Dortch & Davis, LLP

511 Union Street, Suite 2700

Nashville, TN 37219

**Accounting Firm:**
DCC Accounting
300 Aragon Ave, Suite 375
Coral Gables, FL 33134

**Audit Firm**:
Paritz & Company, P.A.
15 Warren St.
Suite 25
Hackensack, NJ 07601

**Transfer Agent**:
West Coast Stock Transfer, Inc.
721 N. Vulcan Ave. Ste. 205
Encinitas, CA 92024
619.664.4780 p|619.664.4783

**PART II - OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

In August and September 2017, CF3 Enterprises, LLC ("CF3") acquired claims against the Registrant for failure to pay promissory notes and breach of contracts, which totaled $1,037,238.88, from several persons (the "Claimants") pursuant to claim purchase agreements, under which CF3 agreed with them that it would bring legal action against the Company seeking a judgment for that amount and would attempt to settle these claims pursuant to a judicially approved Settlement Agreement (the "Settlement Agreement") and, if successful in so settling, would pay each of the Claimants a specified amount each month for seven months; the aggregate amounts to be paid each month vary from $1.00 to approximately $230,000.

Under the Settlement Agreement, the Registrant would be required monthly issue to CF3 a number of shares of the Registrant's Common Stock ("Common Stock") determined by dividing the aggregate amount of the payment that CF3 is obligated to pay to the Claimants for that month by the lowest price at which such common stock has sold during the previous 30 days, multiplied by discount rate of 50 percent, which is subject to adjustment in certain events. The number of shares of Common Stock that the Registrant may issue to CF3 on any date is limited by a provision in the Settlement Agreement to the effect that CF3 may not be the holder of more than 9.99% of Common Stock after such issuance. Because the number of shares to be issued is based upon the market price of the Common Stock, the total number of shares to be issued under the Settlement Agreement is indeterminable. The provisions of the Settlement Agreement require the Registrant to take action to increase the number of shares of its authorized common stock from 10,000,000,000 to 20,000,000,000 and the Registrant intends to take action so to do as quickly as practicable.

On September 26, 2017, in compliance with the claim purchase agreements, CF3 filed a complaint against the Registrant in respect of the above mentioned claims in the Seventeenth Circuit Count in and for Broward County, Florida, seeking a judgment against the Company for $1,037,238.88, plus interest and attorney's fees, under the caption "CF3 Enterprises, LLC v. Metrospaces, Inc." The lawsuit was assigned Case No. CACE17017866. On October 4, 2017, the Registrant filed an answer to the complaint, admitting each and every one of the allegations set forth in the complaint, acknowledging and accepting informal service of process and waiving all objections to service thereof, and asserting as an affirmative defense, the facts that the parties entered into the Settlement Agreement on the terms described above, and that the Registrant and CF3 had agreed therein to resolve all of the claims set forth in the complaint in accordance therewith. On October 4, 2017, the parties filed a joint motion seeking an order approving the Settlement Agreement, stating that there would be submitted to the court an agreed proposed order approving the Settlement Agreement and the fairness thereof and a stipulation and order of dismissal.

On November 1, 2017, a hearing on the joint motion was held, at which the full terms of the Settlement Agreement were disclosed and at which the court entered an order, dated November 1, 2017, approving the Settlement Agreement and ordering the Registrant and CF3 to comply with its terms.

On November 14, 2017, CF3 submitted a request for the issuance of 460,000,000 shares of Common Stock in respect of the first monthly issuance under the Settlement Agreement and by virtue thereof, became the holder of these shares on that date. After the issuance of these shares, the Registrant has 4,609,712,186 shares of its common stock issued and outstanding of which the shares issued to CF3 constitute approximately 9.99%. However, these shares were never issued and the Company has since retained the legal services of Pryor and Cashman to seek a resolution to this 3(a)10 settlement that does not implicate the issuance of common shares for payment.

**ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide information under this item.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

**ITEM 4. (REMOVED AND RESERVED).**

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS**

**NOT APPLICABLE**

## PART III

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

The following persons were serving as an executive officers in the following positions on December 31, 2016:

| Name | Age | Position |
|---|---|---|
| Carlos Daniel Silva | 56 | CEO and Director |
| Oscar Brito | 45 | President CFO and Director |
| Alexander Victor Batallés | 39 | Director |

*Carlos Daniel Silva* (56). Mr. Silva has served as the Company's chief executive officer and one of its directors since January 2015. He was admitted to practice as an attorney in Argentina in 1986, and in 2011 obtained an MBA from Universidad Di Tella in Buenos Aires, Argentina. From 1986 to 1998, as a consultant, he served in various international and multilateral agencies including, World Bank, Inter-American

Development Bank, the United Nations Program for Environment, United Nations Development Programme, German Technical Cooperation Agency, the Latin American Parliament. During those years, he provided professional services as a private consultant to several private and public international consulting firms, including Radian International (USA), Tetra Tech (USA), PRC EMInc (USA), AG (Spain), ERM (UK). Between 1998 and 2000 he was Vice President of ERM (UK) in Argentina. Between 2000 and 2006, he served as chairman of Deloitte & Touche Argentina Environmental, a Deloitte & Touche Tohmatsu company. He founded and became CEO of Ikal Winery & Lodge (Argentina) in 2007. Ikal Winery and Lodge is a world-class 75-hectare vineyard in Mendoza, Argentina. In 2008, he became Vice President of Prohotel International (Houston, USA) in South America, and owner of several hotels, including *Ikal del Mar* and *Esencia* , both in Riviera Maya, Mexico. Mr. Silva is a recognized hotel entrepreneur having developed and sold the Hotel Esencia and Ikal del Mar (now Viceroy) in Playa del Carmen. In the academic field, he has been a professor at the University of Buenos Aires, Argentina Catholic University, the University of Belgrano and the School of Business at the University of San Andrés, having published more than 10 books in his field.

*Oscar Brito* (45). Mr. Brito founded Urban Spaces in April 2012 and has been its president since that time. On August 13, 2012, he was elected as Director, President, and Acting Chief Financial Officer of the Company. He ceased to be president of the Company and became its Senior Vice President on June 17, 2014. He also co-founded GBS in 1997, and has served as its Managing Partner since its founding. Since April 2012, Mr. Brito has been inactive in GBS' business and management, but GBS has not formally replaced him as its president. GBS is in the business of assisting its clients in raising capital and providing them with business advice and in investing in real estate and other project projects for its own account. Since its inception, GBS has assisted its clients in raising approximately $350 million in several financial transactions, of which approximately $200 million involved real estate, and has made investments of approximately $8 million on its own account in several projects, including the Bulgari Hotel in London, England. In 1995, Mr. Brito received a law degree from Universidad Catolica Andres Bello in Caracas, Venezuela, and in 2005, received an MBA from Duke University in Durham, North Carolina.

*Alexander Victor Batallés* (38). Mr. Batallés has served as president and chief executive officer of Raul V. Batallés S.A., a fire extinguisher business located in Buenos Aires, Argentina, since 2008. He received the degree of Masters in Business Administration from Universidad Torcuato di Tella in Buenos Aires in 2012 and the degree of Bachelor of Science (Economics) from the Massachusetts Institute of Technology in Cambridge, Massachusetts, in 2004.

Messrs. Silva, Brito and Batallés will serve as directors until the next annual meeting of the Company's stockholders or until their successors have been elected and duly qualified. Officers hold their positions at the pleasure of the board of directors, absent any employment agreement. There was and is no arrangement or understanding between any director or officer of the Company and any other person pursuant to which any director or officer was or is to be selected as a director or officer, and, to the Company's knowledge, there is no arrangement, agreement, plan or understanding (a) as to whether non-management stockholders will exercise their voting rights to continue to elect the current directors to the Company's board and or (b) between non-management stockholders and management under which non-management stockholders may directly or indirectly participate in or influence the management of the Company's affairs.

The prior general business experience of our directors and, in the case of Messrs. Silva and Brito, their experience in real estate, as well as their financial interest in the Company, led to the conclusion that they were desirable persons to serve as directors.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**METROSPACES, INC.** October 30, 2017

By: /s/ Carlos Daniel Silva
Carlos Daniel Silva
Principal executive officer

By: /s/ Oscar Brito
Oscar Brito
Principal accounting officer

**Officer of Metrospaces, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Carlos Daniel Silva, certify that:

1. I have reviewed this Form 10-Q of Metrospaces, Inc. for the quarter ended June 30, 2016;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: October 30, 2017

/s/ Carlos Daniel Silva
Carlos Daniel Silva
Principal executive officer

**Exhibit 31.2 Certification of the Principal Accounting Officer of Metrospaces, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Oscar Brito, certify that:

1. I have reviewed this Form 10-Q of Metrospaces, Inc. for the quarter ended June 30, 2016;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: October 30, 2017

/s/ Oscar Brito
Oscar Brito
Principal executive officer

**Exhibit 32.1 Certification of the Principal Executive Officer of Metrospaces, Inc. pursuant to Section 906 of the Sarbanes Oxley Act of 2002**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Metrospaces, Inc. (the "Company") for the fiscal quarter ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Carlos Daniel Silva, Principal Executive Officer of Metrospaces, Inc., certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2017

/s/ Carlos Daniel Silva
Carlos Daniel Silva
Principal executive officer

**Exhibit 32.1 Certification of the Principal Accounting Officer of Metrospaces, Inc. pursuant to Section 906 of the Sarbanes Oxley Act of 2002**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Metrospaces, Inc. (the "Company") for the fiscal quarter ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Oscar Brito, Principal Accounting Officer of Metrospaces, Inc., certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2017

/s/ Oscar Brito
Oscar Brito
Principal accounting officer