

PROFILE SOLUTIONS, INC.

9400 SW 49th Place
Cooper City, FL 33328
954-232-5363

PROFILE SOLUTIONS, INC.

COMPANY INFORMATION AND DISCLOSURE STATEMENT

Part A: General Company Information

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

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

Profile Solutions, Inc. is a Delaware corporation originally incorporated as YaFarm Technologies, Inc. on July 31, 2006. On May 29, 2014 after changing the corporate name to Integrative Stem Cell Holdings, Inc. with the State of Delaware, the Company entered into a Share Exchange Agreement ("Share Exchange Agreement") with Profile Solutions, Inc. a Florida corporation ("Profile Florida") incorporated on February 14, 2014 issuing an aggregate total of 42,500,000 shares in exchange of 100% ownership and assets of Profile Florida. As part of the transaction, the Company filed a certificate of amendment with the State of Delaware changing its name to Profile Solutions, Inc. (the "Company", "we", "us").

Formerly known as Integrated Stem Cell Holdings until July 11, 2014

Formerly known as Stem Cell Holdings, Inc. until May 29, 2014

YaFarm Technologies, Inc. until July 2, 2013

2) Address of the issuer's principal executive offices

Company Headquarters

Profile Solutions, Inc.

9400 SW 49th Place

Cooper City, FL 33328

Phone: 954-232-5363

Email: dperler@gmail.com

Website(s): www.ProfileSolutionsInc.com

www.psi-store.com

IR Contact

Dore S. Perler, CEO

9400 SW 49th Place

Cooper City, FL 33328

Phone: 954-232-5363

Email: dperler@gmail.com

Website(s): www.ProfileSolutionsInc.com

3) Security Information

Trading Symbol: PSIQ

CUSIP: 74317L106

Exact title and class of securities outstanding:

Common Stock

Par or Stated Value:

\$0.001

Total shares authorized:

500,000,000

as of: December 31, 2015

Total shares outstanding:

77,085,747

as of: December 31, 2015

Additional class of securities (if necessary):

None

Transfer Agent

Action Stock Transfer Corp

2469 E Fort Union Blvd

Salt Lake City, Utah 84121

Phone: (801) 274-1088

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security: None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

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

None

4) Issuance History

The following lists events, in chronological order, that resulted in changes in total shares outstanding by us in the past two fiscal years and any interim period.

On May 29, 2014 after changing the corporate name to Integrative Stem Cell Holdings, Inc. with the State of Delaware, the Company entered into a share exchange agreement with Profile Solutions, Inc. a Florida corporation issuing an aggregate total of 42,500,000 common shares in exchange of 100% ownership and assets of Profile Solutions, Inc.

During the period from May 29, 2014 to December 31, 2014, the Company issued 8,150,000 common shares for services rendered and services to be rendered. These shares were valued on the respective measurement date at \$85,000 using per share prices ranging from \$0.01 to \$0.03 based on recent sales of shares of common stock. For the year ended December 31, 2015 and for the period from May 29, 2014 to December 2014, in connection with the issuance of these shares, the Company recorded stock-based consulting fees of \$40,000 and \$13,853, respectively. At December 31, 2015 and 2014, prepaid expenses of \$31,147 and \$71,147 were reflected on the accompanying balance sheets and are being amortized over the respective service period.

On June 3, 2014, the Company entered into an asset purchase agreement with Pearl Group Advisors, Inc., a company wholly-owned by the Company's chief executive officer, to acquire patents, technology, customer lists, and other intellectual property in exchange for \$10,000 cash and 10,000,000 shares of common stock which were valued at par value of \$.001 or \$10,000.

During the period from May 29, 2014 to December 31, 2014, the Company issued 5,850,000 shares of common for net proceeds of \$104,000 in cash at prices ranging from \$0.01 per share to \$0.05 per share.

In January 2015, the Company issued 3,000,000 shares of common stock for net proceeds of \$50,000 in cash at \$0.01667 per share.

On January 20, 2015, pursuant to a two year consulting agreement, the Company issued 2,000,000 shares of common for services rendered and services to be rendered. These shares were valued on the measurement date at \$33,334 or \$.01667 per share based on recent sales of common stock. For the year ended December 31, 2015, the Company recorded consulting fees of \$14,354 and at December 31, 2015, the Company recorded prepaid expenses of \$18,980 which will be amortized over the remaining service period.

In June 2015, the Company issued 300,000 shares of common stock for net proceeds of \$5,000 in cash at \$0.01667 per share.

On July 15, 2015, the Company issued 300,000 shares of common for consulting services rendered. These shares were valued on the measurement date at \$.01667 per share based on recent sales of common stock. The Company recorded consulting fees of \$5,000.

Each of the above issuances were offered in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act") and none of the issuances were registered or qualified in any jurisdictions and were offered pursuant to applicable exemptions from registration. The shares, when issued, were restricted securities and contained a restrictive legend stating that the shares were not registered under the Securities Act.

5) Financial Statements

The unaudited consolidated financial statements for Profile Solutions, Inc. and Subsidiary as of December 31, 2015 and 2014, and for the year ended December 31, 2015 and for the period from February 14, 2014 (Inception) to December 31, 2014 have been prepared in accordance with accounting principles generally accepted in the United States of America (the "U.S.") and are attached hereto. The Company's consolidated financial statements include the financial statements of its wholly-owned subsidiary, Profile Solutions, Inc., a Florida corporation. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Share Exchange was accounted for as a reverse-merger and recapitalization since the stockholders of Profile Florida obtained voting and management control of the Company. Profile Florida was the acquirer for financial reporting purposes and Profile Solutions, Inc. was the acquired company. Consequently, the assets and liabilities and the operations reflected in the historical financial statements prior to the Exchange are those of Profile Florida and was recorded at the historical cost basis of Profile Florida, and the consolidated financial statements after completion of the Share Exchange included the assets and liabilities of both Profile Florida and the Company's consolidated operations from the closing date of the Share Exchange.

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

Profile Solutions, Inc. designs, develops, manufactures and sells security-based identification products and systems that incorporate state-of-art technology to verify a person's identity, or grant physical access. Our lead products include biometric or proximity-based access control and time and attendance solutions. The Company developed turnkey integrated applications that incorporate its proprietary Access-It hardware platform: The Company also integrates its applications with its patented biometric technology for additional security when required. The Company will target the Law enforcement, Cannabis Industry and Corporate America as its customer base. The Company has limited customers, products and revenues to date.

Through an Asset Purchase Agreement with Pearl Group Advisors, Inc., a company owned by Dore Perler, we acquired turnkey integrated applications that incorporate our proprietary Access-It hardware platform: We also integrate our applications with biometric technology for additional security when required and other third party hardware manufacturers and developers.

Our products include biometric or proximity based time & attendance and access control solutions, the Access-IT product line, targeting Recreational and Medical Marijuana Dispensaries, Retail Stores and Grow Operations, Prison/Work Release/Jail/treatment center fingerprint access solution, and transportation tracking. Our products can be used by a diverse base of clients in many technical areas and markets.

We also offer for sale, off the shelf security products including CCTV, Video surveillance cameras, DVR's and has created an E-Commerce website for future sale of security products and accessories.

On August 20, 2014, we entered into a one- year licensing agreement with Paladin Electronic Services, Inc. ("Paladin") for the license of security technologies. The United States Patent & Trademark Office granted US Patent # 7,424,618 to Paladin on September 9, 2008. Paladin granted us the exclusive worldwide license to market, use and sell Paladin's patented technologies including its fingerprint recognition process. Paladin created the Access-IT (AI) product line which incorporates this patented technology which can find a fingerprint match with a full 360 degree offset as well as being placed on the fingerprint sensor too high or too low. It is this auto-targeting feature, which allows Paladin to identify individuals with nothing more than a fingerprint where others fail. Additionally, we have the right to acquire the technologies while the agreement is in effect.

Many of our goods and services are customized to individual customer needs. We plan on marketing our systems to manufacturers, retailers and other businesses with at least 5 to 100 employees, to whom we market our smaller turnkey solution. We also plan on marketing to larger businesses, including Fortune 500 Companies that require full custom integration solutions. We offer for sale our systems through an in-house sales force as well as original equipment manufacturers ("OEMS") and independent sales representatives. We plan on engaging in direct marketing programs, trade show participation, and local, regional and national advertising campaigns to generate sales. Moreover, we have offered consulting and design services to specialized biometric development and deployment projects. By offering our expertise in the design and deployment of biometric systems we may gain additional revenues and create another marketing avenue.

Pursuant to the Exclusive License Agreement described above, the Company currently licenses the proprietary rights to its line of Access-IT Products based upon physical access control to restricted areas and the use of Biometrics as a means of identification. The Company has also acquired Worldwide Patent rights and the rights to purchase all the technology if so desired. This Agreement expires in August 2015 and the Company is currently in negotiations to extent and expects to extend the license for an additional one year term at no additional cost.

A. Date and State (or Jurisdiction) of Incorporation:

July 31, 2006, State of Delaware

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

SIC Code 5090

C. the issuer's fiscal year end date;

December 31, 2015

D. Principal products or services, and their markets;

- Our "**Profile A/C**" **Access-IT** systems are designed to permit access to locked buildings, offices or other secured areas only to selected individuals, targeting recreational and Medical Marijuana Dispensaries, Retail Stores and Grow Operations
- Our "**Profile W/R**" - Work Release solution is designed to help track work release individuals from secure facilities, with management software, reports and scheduling,
- Our "**Airline and Transportation monitoring system** for Cargo, Transport, secure check-in, reporting, and,
- Our "**Profile T/A**" systems are designed primarily for use by employers who need to verify the presence of employees at the workplace, and to monitor their time and attendance at work; and,
- **CannaVend** - OEM vending solution targeting the Cannabis Industry (Currently in development)
- **CannaSafe** – Secure Storage device with biometric access to store critical medications or valuables in a climate controlled environment.
- **CBD and Hemp Oil** - Marketed through our on-line store at [www. PSI-Store.com](http://www.PSI-Store.com)

Many of our goods and services are designed to be customized to individual customer needs. We intend to market our systems to manufacturers, retailers and other businesses with at least 5 to 100 employees, to whom we market our smaller turnkey solution. We also market to larger businesses, including Law Enforcement and Fortune 500 Companies that require full custom integration solutions. We intend to sell our systems through an in-house sales force and independent sales representatives. We engage in direct marketing programs, trade show participation, and local, regional and national advertising campaigns to generate sales. Moreover, we have offered consulting and design services to specialized biometric development and deployment projects. By offering our expertise in the design and deployment of biometric systems we may gain additional revenues and create another marketing avenue.

Our planned partner programs will deliver significant value by providing our partners a unique and competitive advantage in the delivery of their solutions and offerings. Our programs enable our partners and us to leverage one another's strengths and scopes to provide complete, robust biometric solutions and offerings to the marketplace.

7) Describe the Issuer's Facilities

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

8) Officers, Directors, and Control Persons

Names of Officers and Directors.

The directors and executive officers of Profile Solutions, Inc., as of December 31, 2015 include the following persons.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Dore Perler	55	President, Chief Executive Officer and Director
Adam Wasserman	51	Chief Financial Officer

Dore Scott Perler has served as our Chief Executive Officer, President and Chairman of our board of directors since January 2014. Mr. Perler is also the Founder and CEO of Pearl Group Advisors, Inc., an international representative firm helping publicly traded companies gain compliance, funding, exposure in the U.S. markets. From 1999 to 2009, Mr. Perler was the Chief Executive Officer for Sense Holdings, Inc., a publicly traded security technology company, eventually merging with a Chinese company. From May 1993 to July 1998, Mr. Perler was a founder, Director and Vice President of Sales covering the Southeast United States and Latin America, for Latinrep, Inc., a manufacturer's representative organization. He partnered in the formation of Latin Channels, an international trade show for Latin American distributors. Mr. Perler has extensive experience in publicly traded companies, raising capital, investor relations and sales and marketing. Mr. Perler attended The State University of New York College at Oneonta. Mr. Perler has lived in Cooper City, Florida for 18 years with his Jan and their two sons, Jake and Cole.

Adam Wasserman has served as our Chief Financial Officer since March 2015. He has been a majority shareholder and chief executive officer of CFO Oncall, Inc. since 1999. CFO Oncall provides chief financial officer services to a number of companies. Through CFO Oncall, Mr. Wasserman has served as the Chief Financial Officer of a number of private and publicly held companies including: Cleantech Solutions International, Inc. from December 2012 to February 2016, Point Capital, Inc, since July 2015, and Zoned Properties, Inc. since October 2015. Mr. Wasserman also served as chief financial officer for FAL Exploration Corp from January 2010 to December 2014, Pen Inc, from January 2015 to May 2016, and other companies, all under the terms of consulting agreements with CFO Oncall. Mr. Wasserman is a member of the American Institute of Certified Public Accountants. Mr. Wasserman holds a Bachelor of Science Degree from the State University of New York at Albany.

Names of Control Persons (5% shareholders)

Dore S. Perler 9400 SW 49 th Place Cooper City, FL 33328	CEO, Director and holder of over 5% of issuer's common stock
Gary Williams 23305 Flume Canyon Dr. Wrightwood, CA 92397	Holder of over 5% of issuer's common stock
Selma and Irving Ettenberg Foundation c/o Corey Levine 15300 Jog Road, Suite 208 Delray Beach, FL 33446	Holder of over 5% of issuer's common stock
Adam Wasserman 1643 Royal Grove Way Weston, FL 33327	Chief Financial Officer, holder of over 5% of issuer's common stock

B. Legal/Disciplinary History.

None of our officers, officers or control persons, in the last five years, have been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
 4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.
- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Shareholder Name	Common Shares Beneficially Owned	Percentage of Issued and Outstanding
Dore S. Perler (1) 9400 SW 49 th Place Cooper City, FL 33328	46,750,000	60.6%

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

9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
 Legal & Compliance, LLC
 330 Clematis Street, Suite 217
 West Palm Beach, FL. 33401 Office: 561-514-0936
 Fax: 561-514-0832
 Email: Lanthony@legalandcompliance.com

Accountant or Auditor
 None

Investor Relations Consultant None

Other Advisor: None

10) Issuer Certification

I, Dore Perler and Adam Wasserman, certify that:

1. I have reviewed this Annual Disclosure Statement as of December 31, 2015 of Profile Solutions, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

July 15, 2016

/s/ Dore Perler
Chief Executive Officer

/s/ Adam Wasserman Chief Financial Officer