Strategic Global Investments, Inc.

Company Information and

Disclosure Statement

For the Year ended

December 31, 2014

We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

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Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any): Strategic Growth Investments, Inc. (the "issuer") was originally incorporated as American Consolidated Lab-oratories, Inc. in Delaware on July 22, 2008. The issuer's name was changed to Strategic Growth Investments, Inc. on May 18, 2010. The Company was originally founded as American Consolidated Laboratories, Inc. in 1985 in Florida.

Item 2 The address of the issuer's principal executive offices:

8451 Miralani Drive, Suite D
San Diego, California 92126
(760) 685-7171
www.StrategicGlobalInvestments.com

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization: The Company was incorporated in Delaware on July 22, 2008.

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

Common Stock: 39,800,341,754
Trading Symbol: STBV
CUSIP Number: 862720109

Class A Preferred Stock: 2,140,000

Item 5 Par or stated value and description of the security.

A. *Par Value:* $.001

B. *Common:* The common stock (of which 100,000,000,000 shares are authorized) has no:

- Cumulative voting rights
- Other special voting rights
- Preemptive rights to purchase in new issues of shares

C. *Preferred Stock*: 10,000,000 authorized preferred shares, of which 2,140,000 shares have been designated by the Board as Class A Preferred Stock. These shares have 150 votes per share on any matter on which stockholders generally may vote. They have no fixed dividend, but do have a liquidation preference over the common stock of $0.05 per share.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

A. Common: Provided below is information below for each class of securities authorized (i) as of the end of the issuer's most recent fiscal quarter and (ii**)** as of the end of the issuer's last two fiscal years**. (See footnotes following same.)**

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1. Period end date: **December 31, 2014**
2. Number of shares authorized: 100,000,000,000
3. Number of shares outstanding: 39,800,341,754
4. Freely tradable shares (public float): 1,804,526
5. Total number of beneficial shareholders: 423
6. Total number of shareholders of record: 423

1. **Period end date: December 31, 2013**
2. Number of shares authorized: 1,000,000,000
3. Number of shares outstanding: 212,341,754
4. Freely tradable shares (public float): 1,804,526
5. Total number of beneficial shareholders: 423
6. Total number of shareholders of record: 423

B. Preferred: Provided below is information below for <u>each class</u> of securities authorized (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years. **(See footnotes following same.)**

1. Period end date: **December 31, 2014**
2. Number of shares authorized: 10,000,000
3. Number of shares outstanding: 2,140,000
4. Freely tradable shares (public float): 0
5. Total number of beneficial shareholders: 1
6. Total number of shareholders of record: 1

1. Period end date: **December 31, 2013**
2. Number of shares authorized: 10,000,000
3. Number of shares outstanding: 2,140,000
4. Freely tradable shares (public float): 0
5. Total number of beneficial shareholders: 0
6. Total number of shareholders of record: 0

Item 7 The name and address of the transfer agent:

ClearTrust, LLC
16540 Pointe Village Drive, Suite 201
Lutz, Florida 33558
(813) 235-4490
The transfer agent is registered under the Securities Exchange Act of the 1934 and subject to the regulatory authority of the Securities and Exchange Commission (the "SEC").

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Part C Business Information

Item 8 The nature of the issuer's business:

In describing the issuer's business, please provide the following information:

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.): **corporation**
2. the year that the issuer (or any predecessor) was organized: **1985**
3. the issuer's fiscal year end date: **December 31**
4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding: **No**
5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:

   On June 1, 2010, the issuer purchased 99% of the issued and outstanding shares of Punta Perfecta S.A. de C.V., a Mexican corporation that owns the Punta Perfecta project, and that had an appraised unaudited value of approximately $5MM. Appraisal filed with the issuer's Initial Information and Disclosure Statement.

   On January 1, 2011, the issuer purchased all of the issued and outstanding shares of Wazuu, Inc., a Florida corporation, in exchange for 800,000 shares of its common stock.

   On February 21, 2011, the issuer purchased certain assets of 3D Live, Inc., a Minnesota corporation, for 750,000 shares of its common stock.

   On March 18, 2013, 5,000,000 shares were sold to Tuvozonline for substantially all of its assets, including computer equipment, office equipment, advertising material, client lists and Gateways to countries in Europe and Asia.

   In February 2014, the Company purchased Bearpot Inc., a Colorado corporation, which proposed to grow and sell marijuana in the state of Colorado for $50,000 in cash. The Company has discontinued these operations and is no longer operating the Bearpot, Inc. business

6. any default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the issuer to make payments: **No**
7. any change of control: **Andrew Fellner acquired the controlling interest of 100,000,000 shares of common stock in a cash transaction dated May 10, 2010. During 2014, the Company sold 39,600,000,000 shares of common stock in a Regulation A offering, which resulted in Mr. Fellner no longer having a controlling interest in the Company, although he remains its largest stockholder.**

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8. Increase of 10% or more: **On June 1, 2010, the Company issued 55,000,000 shares to effect the acquisition of 99% of the issued and outstanding shares of Punta Perfecta S.A. de C.V, a Mexican corporation which owns certain real estate in Baja, Mexico. In June 2010, the Company issued 5,000,000 shares of common stock pursuant to a Rule 504 offering in New York. During 2014, the Company sold 39,600,000,000 shares of common stock in a Regulation A offering.**
9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization: **On May 17, 2010, the Company authorized a 1-for-1,000 reverse split of the then issued and outstanding common stock.**
10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board: **No**
11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved: **No**

B. Business of Issuer.

General

Strategic Global Investments, Inc. is a development stage company that was formed on as American Consolidated Laboratories, Inc. in Delaware on July 22, 2008. Andrew Fellner acquired the controlling interest in the Company in May 10, 2010, and we changed our name to Strategic Global Investments, Inc. on May 18, 2010. Our executive offices are located at 8451 Miralani Drive, Suite D, San Diego, CA 92126, (858) 384-9628. We are engaged in proving our customers with various opportunities to use the internet to provide on demand information or advertising to targeted audiences. We have a limited operating history and have generated limited revenue.

Andrew Fellner, our sole Director and Officer, owns a majority of the shares of our Common Stock and all of the shares of our Class A Preferred Stock, which has super voting rights, thus giving him control over the management of the Company and its business.

The Business Plan

We are a development stage company engaged in providing our customers with various opportunities to use the internet to provide on demand information or advertising to targeted audiences. We do this in three ways: we produce informational content videos for customers, we permit customers to use our studios to produce their own informational content videos and we provide a website where our subscribers can make available live, streaming video for their potential customers or others they wish to reach. We produce internet content, largely taped video shows, in our studios in San Diego, California and utilize our content management system ("CMS"). This content is then made available to the target audience directly through our internet website **WaZilloMedia.**com (the "Media Site") or through a link on our customer's website.

We also have the ability, through our **Wazillo**.com website (the "Streaming Site"), to show potential customers of our subscribers an online network of streaming video from webcams located at restaurants, bars, nightclubs and similar venues, which shows these potential customers what is happening in those venues on a real time basis.

Our Media Site

We are making use of these capabilities by offering our customers the opportunity to get information to their target audiences at the time that those audiences want to see or hear it. With conventional media, information providers or advertisers can only make information available to their target audiences when the media itself is available to those audiences, that is, when the newspaper or magazine is read or the radio is listened to or tv watched. This may or may not be a time when the audience is really interested in getting the information. With these media, the informational or advertising content will only randomly reach the target audience at the time the audience is interested in learning the information or thinking of buying any specific kind of good or service. The advantage of our services is that they make information or advertisements immediately available to anyone in the target audience who is interested enough in learning the information to go look for it. This is a much more efficient way to provide this information for both the information provider and the potential consumer of that information.

In developing our business, we have built what we believe to be a state-of-the-art studio in our offices in San Diego, California where we can produce information videos and live shows. This studio can be run by one person because of our use of robotics in the studio. In addition, we have developed proprietary software which we use to produce information videos, store them on our CMS and play them on the internet. We have also built and maintain our Media Site and our Streaming Site. Using a network of independent contractors, we are able to assist our customers in planning and writing the customer's information content, making the video itself at the studio in our officers or in a studio chosen by the customer, storing the video in our CMS and playing the video on demand through direct access to our Media Site or through a link from the customer's site. Access to the video may be limited to those with proper logins and passwords, if the customer desires. Depending on the requirements of the customer, it may use all or only some of our production services.

Our Streaming Site

Our Streaming Site provides venue operators with the ability to present their venue, such as restaurants, nightclubs, bars and similar places to potential customers at precisely the time when they are deciding where they will go to spend their time and money. By providing live video of multiple venues, our Streaming Site helps people in their decision-making process of where to go on a night out. People seek restaurants, nightclubs and bars with a specific atmosphere and crowd. They understand that because the atmosphere in venues is constantly changing on any given night, the information provided on the Streaming Site will, hopefully, help them avoid spending time and money in going to a venue where, they will realize upon arrival, they don't want to be. Thus, our Streaming Site helps the venue operators to attract the kinds of customers that they are targeting.

Also, our Streaming Site provides venue operators with a creative way to advertise specials of goods or services for, or events occurring on, that or future evenings. In addition, the venues will be able to directly email, tweet or text customers in their data base about specials, coupons, gift cards and events that customers can take advantage of by using the Streaming Site. This capability provides venue operators with an opportunity to narrowly target advertisements to people who are in the process of deciding where to spend their money that evening and to target specials to any needs or desires of the venue operator. Venues and their suppliers realize that traditional forms of advertising, such as print, mail and radio, are becoming increasingly expensive and obsolete because they do not provide real-time information. As a result, they are filtered out by the 21-40 year olds who have come to expect real-time information delivered digitally. Live streaming video provides venue owners with real-time visibility and advertising capabilities that are unavailable from any other advertising medium.

History

We were originally incorporated as American Consolidated Laboratories, Inc. in Delaware on July 22, 2008. Andrew Fellner acquired the controlling interest in the Company in May 10, 2010, and we changed our name to Strategic Global Investments, Inc. on May 18, 2010.

On June 1, 2010, the Company issued 55,000,000 shares of its common stock, par value $0.001 per share ("Common Stock"), to effect the acquisition of 99% of the issued and outstanding equity shares of Punta Perfecta S.A. de C.V, a Mexican corporation ("Punta") which owns land in Baja, Mexico that had an appraised value of approximately $5,000,000. This land is described under "Our Business—Real Estate" below.

On January 1, 2011, the Company acquired Wazzuu, Inc., a then newly formed corporation which owned certain intellectual property, including a social media networking website. The cost of the acquisition was $10,500 in cash and 300,000 shares of Common Stock, valued at $12,000. The Company subsequently stopped using the Wazzuu.com web site and started a new website called WaZillo.com.

On February 21, 2011, the Company purchased certain intangible assets, including several well followed websites in the North Central US, of 3D Live, Inc., a Minnesota corporation, for 750,000 shares of Common Stock valued at $37,500.

On March 18, 2013, 5,000,000 shares were sold to Tuvozonline for substantially all of its assets, including computer equipment, office equipment, advertising material, client lists and Gateways to countries in Europe and Asia.

In February 2014, the Company purchased Bearpot, Inc., a Colorado corporation, which proposed to grow and sell marijuana in the state of Colorado for $50,000 in cash. The Company has discontinued these operations and is no longer operating the Bearpot, Inc. business

Our Business

We believe that it is all but a common place to say that the internet has significantly changed the way in which people get information of various kinds, and thus it has increasingly replaced conventional media such as newspapers, magazines, radio, and tv as the most cost effective way to make information available to target audiences. Further, as people have become more and more used to using the internet to get various kinds of information, whether on timely topics that interests them or about goods and services, they have also become used to getting to that information on demand whenever it is convenient for them. This is particularly true of people under 30 years old, who have grown up using the internet extensively. Also, the availability of the internet through smartphones, tablets and similar small easily portable devices and the increasing number of public wi-fi connections only encourages people to expect to be able to access information about topics that interest them or about goods and services on the internet no matter whenever they want and wherever they are.

Our Media Site

We are making use of these trends by offering our customers and subscribers the opportunity to get information to their target audiences at the time that those audiences want to see or hear it. With conventional media, information providers or advertisers can only make information available to their target audiences when the media itself is available to those audiences, that is, when the newspaper or magazine is read or the radio is listened to or tv watched. This may or may not be a time when the audience is really interested in getting the information. With these media, the informational or advertising content will only randomly reach the target audience at the time the audience is interested in learning the information or thinking of buying any specific kind of good or service. The advantage of our services is that they make information or advertisements immediately available to anyone in the target audience who is interested enough in learning the information to go look for it. This is a much more efficient way to provide this information for both the information provider and the potential consumer of that information.

In developing our business, we have built what we believe to be a state-of-the-art studio in our offices in San Diego, California where we can produce information videos and live shows. This studio can be run by one person because of our use of robotics in the studio. In addition, we have developed proprietary software which we use to produce information videos, store them on our CMS and play them on the internet. We have also built and maintain our Media Site and our Streaming Site. Using a network of independent contractors, we are able to assist our customers in planning and writing the customer's information content, making the video itself at the studio in our officers or in a studio chosen by the customer, storing the video in our CMS and playing the video on demand through direct access to our Media Site or through a link from the customer's site. Access to the video may be limited to those with proper logins and passwords, if the customer desires. Depending on the requirements of the customer, it may use all or only some of our production services.

The Media Site works in this way. The Site streams live (or pre-recorded) video content originating from our studios in San Diego, or any other location worldwide, to people who access the Site, while simultaneously recording (archiving) the video on the website server. As an alternative to viewing the live broadcasts, the archived videos (the videos you see on the website) can be viewed on-demand by website visitors. Pre-recorded videos can also be uploaded (versus live streaming) to our Site server for play-on-demand viewing. Although currently no customer is making use of this feature, access to live or pre-recorded video on the Site can be login and password protected, so it can only be viewed by persons authorized to do so by the customer.

The video content on the Site is grouped into channels. The videos in each channel pertain to a specific subject. For examples, all the videos in the Business Channel cover a variety of subjects pertaining to business.

The Site is automated in the sense that it will only accept live video streams from customers

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when specific recurring shows are scheduled to air. Those shows appear on the show schedule page.

The video broadcast server in our San Diego studio is time-synced with our Media Site hosting server, thereby allowing scheduled shows to air seamlessly. The Site server can air multiple live shows concurrently.

Currently, we are having most success in producing information videos for customers who are trying to deliver information to a specific audience. We can offer businesses of all sizes and in any industry an affordable way to produce and distribute information such as training, promotional and sales presentations. We believe that these presentations can be produced by us on a much more economical basis than in traditional video studios because it can be run by one person and because we don't have the cost of full-time production people. Further, because the video presentation is archived on our CMS, the target audience can view it whenever it is convenient to the individual members of that audience.

For example, we have made training videos for a customer, which we store on our CMS. These training videos are available to the customer's employees 24/7, so they can be watched when it is convenient to the employee, which may or may not be during normal work hours. For the customer, this is much more efficient than bring all of the employees together to watch the video or even to schedule them in groups to watch it. This approach would be particularly useful to an employer which has multiple small offices which are spread out over a large geographic area.

Similarly, we have made information videos for a customer which wanted to provide information about job availability to people who might be interested. The customer needed to make the information available to the interested persons when those people were in a position to look at the video, which may or may not be during normal working hours. It would clearly be impractical to get all of the potentially interested people together all in one room at one time.

Our Media Site has also been used by customers to make video presentations in a format which we call "Talk-TV". This approach permits the customer to make an informational video which can be accessed through our Media Site 24/7, thus allowing interested persons to view the video at their convenience and not just when it is available in a print or over-the-air media format.

Although our Media Site currently has only approximately two "Talk-TV" contributors to its presentations, we believe that the Site has demonstrated that there is a market for presenters and advertisers who wish to produce and broadcast presentations about their products, services, and ideas in this format. We believe that when we have sufficient funding to allow us to market this service more widely, there will be increased interest in the concept and the site from advertisers who wish to make presentations for targeted audiences and from viewers who wish to see the information presented in the shows.

On this Site, we earn revenue by producing video content for customers and by licensing its use to our customers and by charging customers to stream and store content prepared by them. Our media website provides the video streaming and archiving technology that supports those endeavors.

Our Streaming Site

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Our Streaming Site provides venue operators with the ability to present their venue, such as restaurants, nightclubs, bars and similar places to potential customers at precisely the time when they are deciding where they will go to spend their time and money. By providing live video of multiple venues, our Streaming Site helps people in their decision-making process of where to go on a night out. People seek restaurants, nightclubs and bars with a specific atmosphere and crowd. They understand that because the atmosphere in venues is constantly changing on any given night, the information provided on the Streaming Site will, hopefully, help them avoid spending time and money in going to a venue where, they will realize upon arrival, they don't want to be. Thus, our Streaming Site helps the venue operators to attract the kinds of customers that they are targeting.

Also, our Streaming Site provides venue operators with a creative way to advertise specials of goods or services for, or events occurring on, that or future evenings. In addition, the venues will be able to directly email, tweet or text customers in their data base about specials, coupons, gift cards and events that customers can take advantage of by using the Streaming Site. This capability provides venue operators with an opportunity to narrowly target advertisements to people who are in the process of deciding where to spend their money that evening and to target specials to any needs or desires of the venue operator. Venues and their suppliers realize that traditional forms of advertising, such as print, mail and radio, are becoming increasingly expensive and obsolete because they do not provide real-time information. As a result, they are filtered out by the 21-40 year olds who have come to expect real-time information delivered digitally. Live streaming video provides venue owners with real-time visibility and advertising capabilities that are unavailable from any other advertising medium.

In order to encourage visitors to the Streaming Site to return often, thereby increasing traffic to the Site and its desirability as an advertising site, we seek to provide visitors to the Site with constantly changing information in an interactive, informative and engaging manner.

Finally, we believe that the Streaming Site website will provide opportunities to obtain advertising, sponsorships and promotions from third parties who are attracted to the demographics of the visitors to the Site. These third party advertisers are selling products and services that are likely to be attractive to the visitors to the Site, including offering coupons which can be used at venues of the kind which the Site displays.

At one point, our Streaming Site had five user venues in one city, as well as a similar number in a total of five other cites, all of which we are used to demonstrate the viability of this business model. We believe that we have demonstrated that our technology works and that venues found the concept attractive. Thus, we believe that once we obtain sufficient additional financing to permit us to increase our sales force and install our equipment in more venues, we will be able to significantly increase the number of venues that are users of our Streaming Site.

This Site will generate revenue from advertising by liquor, beer and wine companies, and their distribution and marketing partners (collectively "Suppliers") who will sponsor venue cameras in exchange for a variety of brand awareness and discount coupon programs (promoting the Suppliers' brands) that users can download to their smartphones or obtain on Supplier designated websites. As noted above, the key to obtaining these advertisers is to significantly increase the number of venues using our Streaming Site.

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In addition, we have developed a digital advertising platform that will permit users to project holographic-like displays on windows of their businesses. This will permit users to create customized on-site advertising displays that will replace printed signs, banners, and similar paper advertisements at the users' establishments. Once the equipment is installed, the user can change the advertising as often as desired without incurring the costs of creating new printed advertising media. Thus, the user will have considerable flexibility in changing the advertising message at its establishment and refreshing the content thereof, at a minimal cost. Also, using the Streaming Site's internet administrative system, users will be able to change advertising content simultaneously at multiple user locations as often as desired.

While we have demonstrated this technology to some potential customers, we lack the funds to implement this service at this time. Some of the proceeds of this offering will be used to launch this new service.

Real Estate

The Company owns approximately 10 acres of land in the Los Cabos area of Baja, Mexico and has a contract to purchase an additional approximately 48 acres of land in La Paz, Mexico. Although we had intended to develop this land as luxury vacation homes, we are not currently pursuing that business. In the future we may sell the land or pursue a development project, but there can be no assurance when, if ever, either of these possibilities will be implemented.

Marijuana Growing in Colorado

In February, 2014, we bought all of the stock of bearpotinc Inc., a Colorado Corporation ("BearPot"), which proposes to grow and sell marijuana in the state of Colorado. We have acquired plants for this business. We hope that at some time in the future this subsidiary can be a source of revenue for the Company. However, the Company has no experience is any aspect of this business, and there is no way to anticipate when, if ever, the business can be profitable or, if it were to be so, how profitable it could be. Neither can we anticipate how much investment this business will require to make it profitable. Further, this business is heavily regulated by the state of Colorado by regulations which are being developed by the state. We expect the state to heavily regulate the business for the indefinite future, and we expect the regulations to change from time to time in ways which cannot be anticipated. Thus, we have no way of anticipating the costs of complying with the present or future regulations. We have hired professionals to assist us in complying with these regulations, and we expect to need their assistance for the indefinite future.

We have experienced significant losses in each of the past two years. We believe these losses in the past two years in large part due to two things: investment in the development of our proprietary technologies and operating systems and investment in our infrastructure so as to use our technology.

Our investment in the development of our proprietary technologies and operating systems involved the following:

a. Developing our Venue Site's live video streaming technology that gives us the capability to install a camera in a venue and have it automatically make connection with our Venue Site server and push the video stream to our Site without having to log into the venues router or make any changes to the venue's own intranet system.

b. Development of our Media Site that can simultaneously stream multiple live or prerecorded high definition video shows and archive those shows for view on-demand.

c. Development of our multi-camera robotically controlled high definition video studio technologies.

Our infrastructure expenses were related to construction of our studio in our San Diego offices and the purchase of equipment for outfitting our studio.

In addition, we incurred operating expenses associated with the operation of our video studios and significant legal, accounting/audit and reporting expenses.

We believe that in order to grow our company and make it profitable, we need to hire a staff of full-time sales people and to place our webcams in a significantly number of new venues. We plan to use the proceeds of our current fund raising activities primarily to accomplish those goals.

Our experience with finding customers for our Media Site shows that potential customers often find the concept of our Media Site services interesting. However, because we lack a staff of sales people to sell those services, we have not been able to reach many potential customers. We have tried using commission sales people, but it is clear that commission sales will not work for our business in our current situation. We believe that if we had a dedicated sales force of our own, we would be able to educate potential customers about the cost effectiveness of our services. Our hope is to have a full time sales force of at least 5 sales people by June 30, 2015. This sales force would sell the services of both our Media Site and our Streaming Site. Because of the number of variables in realizing revenue from customers of this Site, we cannot estimate how many customers we need for the Site to become profitable. However, it is clear that we need significantly more customers than we currently have.

In addition, we believe that for our Streaming Site to become viable, it needs to have at least 500 venues using our Site. We believe that with approximately 500 venues using the Site, we will be able to begin charging the venues for using the Site. In order to get the needed Site users, we need not only more sales people to contact venues, but we need the funds necessary to install our equipment at the venue, maintain it and maintain our Site itself. The cost of installations of our equipment is between $500 and $800 per venue.

Further, we have revised our business strategy, as described immediately below, to focus on sales to potential customers who are likely to need more of our services and thus will generate larger revenues than some of the potential customers we have focused on previously.

Our Business Strategy

The principle elements of our business strategy include:

- **Shift Our Target Customer To Companies That Need Video Content Production and Delivery Services.** We have shifted our target customer away from small, professional service companies and entrepreneurs, who utilized our services to build their market credibility and attract new clients, to companies of all sizes that already understand the value of, and have a greater need for, video content and have the staffing and financial resources to make full use of our services. In the old business model the customer created the show content and acted as the host on their show. In the new model we do everything from creating the content (sometimes based upon written content on the customer's website) to providing the on-air talent (experienced local San Diego TV media talent) that appears in the videos. With our new business model we are targeting companies that already have their marketing strategy and the resources in place to support an online and mobile video strategy. We now provide a complete solution for our clients: develop the content, provide the on-air talent, produce the videos, and stream the videos on the customer's website from our servers.

- **Expand Customer Pool.** We are attempting to expand our customer based beyond companies in the San Diego area by permitting customers to create video content to be shown on our channel from anywhere in the world. This content can be produced by the customer itself, we can produce the content at the direction of the customer, but without its physical presence in San Diego, or the customer can use content previously prepared by us, which meets the customer's needs.

- **Provide Customers With A Complete Video Solution.** We aim to provide our customers with the ability to create video content without having to use any other service providers, by providing them with creative content planning, drafting the content, providing on-air talent and hosting, streaming and storing the content. Customers can use as many of our services or as few of them as they desire. We believe this integrated approach to video content services will be attractive to customers because of its convenience.

- **Producing Our Own Content.** We are producing our own education video content, which we will license to companies for their websites (streamed from our servers) behind their employee log-in. The first group of videos pertains to health care, wellness, fitness and related subjects. The target customers are: (a) companies (100+ employees) that have a vested interest in keeping their employees healthy, and b) insurance companies who have a vested interest in health awareness and preventative health care for their members.

- **Establish Our Own Sales Force.** We provide a new approach to providing information and advertising to target audiences. In order to explain our services and be successful, sales of our services need to be made on a customer by customer and person to person basis. We need to create a sales force which is focused on contacting the decision making people at potential customers.

- **Increase the Placement Our Webcams In Venues.** We believe that the more venues from a given city that have streaming video on our Streaming Site, the more likely it is that potential customers of those venues will visit our site, which will increase our potential for selling advertising on our Site. The venues are generally not willing to invest in installing our equipment in their venue, although they will pay a subscription fee for using our services. Thus the key to the success of our Streaming Site is to install our equipment in significantly more venues. This will require us to have a sales force to convince the venues of the value of permitting us to install the equipment on their premises and to have the funds necessary to pay for the installation of our equipment in those venues.

Our Competitive Strengths

We believe that our competitive strengths include:

- **Our Services are Cost Competitive.** We believe that our state-of-the-art studio allows us to produce information videos more efficiently than our much larger competitors. Our use of independent contractors on an "as needed" basis to do the work of producing our information videos helps us keep our production costs low. We believe that we can provide complete video services at least as cheaply as our competitors because of our lean staffing and integrated services approach.

- **Our CMS System Capabilities.** We think we are virtually the only video production business that can archive a large number of video and audio content shows and corporate videos for a long period of time with the capability of easy access to play them 24/7 from anywhere in the world. Most production studios focus just on the production of video or audio content presentations. We have added to our ability to produce these presentations, the internet based capacity to stream those presentations 24/7 to the target audience. Thus, the presentations can be seen by many people at the convenience of each person. Also, each presentation can be shown to target audiences over and over for extended periods of time without the need for scheduling specific meetings with the audiences or the need for physically bringing the presentation to the audience, as with a training video. We think this approach to video presentations will have considerable appeal to businesses.

- **We Provide One-Stop Shopping for Information Presentations.** Our customers only need a concept of what they want the information presentation to consist of. We will work with them to write a script for the presentation. Then we will create graphics and sounds for the presentation and provide the announcers and other actors for the presentation. Finally, we will archive the presentation on our CMS system and make it available through our Media Site to the general public or a targeted audience that must have logins and passwords. The presentation can also be accessed through a link in our customer's website. This approach allows businesses to have professional looking presentations without the business having to devote a lot of time to making it.

- **Our Services Are In Tune With Current Trends In The Way People Get Information.** For some time now, people increasingly have been getting their information using the internet. This trend has accelerated with the growth of smartphones and 3G/4G devices and the growing availability of wi-fi spots. We believe this trend will continue to grow as more people become used to getting information on demand and at their convenience. We also believe that businesses will find that using this approach to providing information to target audiences is cost effective for them as it allows them to target information to specific audiences who come looking for the information at a time in which they want to use it. We believe that we have the technology to take advantage of these trends.

Marketing and Sales

We market our services through the WaZillo brand. We are looking to hire a full-time sales force to sell our services. Presently, we are only able to market our services in the San Diego, California area, where we are located. With the proceeds of our current fund raising activities, we hope to significantly increase our market area to major cities and businesses in the United States through a larger sales force.

Employees

The Company's active business operations currently employ two people of whom one is a full-time employee and one part-time employee. We staff our projects with independent contractors who are hired for specific projects and tasks and other personnel hired on a commission basis.

Customers

We have only three customers on our Media Site. The loss of any of these customers would have a significantly adverse effect on our business.

Intellectual Property

The Company has registered the trademark "WaZillo" with the US Patent and Trademark Office. We also own certain proprietary software, which we have developed and which we protect as a trade secret.

Government Regulation

Our business is not specifically regulated by the federal government or any state or local government, other than our obligation to use equipment which complies with Federal Communication Commission regulations. We do not anticipate any new regulations that would have any material effect on our business as currently conducted or as proposed to be conducted. We do not anticipate having any material expenses relating to compliance with environmental laws in the future.

Properties

Our office, which is rented, is located at 8451 Miralani Drive, Suite D, San Diego, California 92126, and consists of approximately 2,500 sq. ft. The Company believes that its office, which includes the studio used to produce information content for access through its Media Site, is adequate for its needs for the present. The Company also owns approximately 10 acres of land in the Los Cabos area of Baja, Mexico and has a contract to purchase approximately 48 acres of land in La Paz, Mexico.

Legal Proceedings

We are not currently a party to any material legal proceedings. From time to time we may be involved in legal claims or proceedings that arise out of the ordinary course of business.

The Company's primary SIC Code is 7310.

Item 9 The nature of products or services offered.

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A. principal products or services, and their markets: **See "Our Business" above.**
B. distribution methods of the products or services: **See "Our Business" above.**
C. status of any publicly announced new product or service: **None**
D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition: **The social media and emerging technologies businesses that the issuer is engaged in are in a highly fragmented market so there are numerous competitors, local, regional and national. The issuer plans to compete on the basis on scope and quality of service to venue operators.**
E. sources and availability of raw materials and the names of principal suppliers: **Sources and availability of raw materials are not an issue in the social media business and we do not have any principal suppliers.**
F. dependence on one or a few major customers: **The customers for the issuer's products and services are world-wide so there is no dependence on a few major customers.**
G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration: **See "Intellectual Property" above.**
H. the need for any government approval of principal products or services and the status of any requested government approvals: **The issuer's social media business does not need government approval to carry on its activities.**

Item 10 The nature and extent of the issuer's facilities.

The Company leases office facilities at 8451 Mirlalani Drive, Suite D, San Diego, California 92126, which is where its program production studio is located. The Company has construction site facilities (through its 99% ownership of Punta Perfecta) at the project site on the East Cape of Baja California, Mexico.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons

A. Officers and Directors. Andrew Fellner is the chief executive officer, sole member of the board of directors as well as the control person for the Issuer.

1. Full name: **Andrew Fellner**
2. Business address: 8451 Miralani Drive, Suite D
   San Diego, California 92126
   (858) 384-9628
3. Employment History: See below under "Andrew T. Fellner".
4. Board memberships and other affiliations: None
5. Compensation by the issuer: Restricted Common and Competitive remuneration
6. Number and class of the issuer's securities beneficially owned by each such person: Approximately 20% of the common stock and 100% of the Class A Preferred Stock.

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Andrew T. Fellner, President and CEO has a B.S. Degree from San Diego State University with an emphasis in accounting. Mr. Fellner had a tax practice in San Diego for many years representing small businesses to medium size clients.
Mr. Fellner obtained a Jurist Doctorate degree from Thomas Jefferson School of Law and practiced law for several years prior to opening a real estate office in San Diego and beginning his development career. He developed several projects there as well as developing the current projects in Baja, Mexico and Jacumba, California.

In 1994, Mr. Fellner formed and was the CEO of Only MultiMedia Inc. It was an internet ISP and web design company that did the very first Los Angeles Dodgers web site and also had an ISP business that at one time had over 10,000 users using its servers and modems to connect with the Internet in the early days of connectivity. The company then launched a web site called Castnet.com that allowed actors, singers and other professionals to submit head shots and live video feeds from which Hollywood casting directors, producers and other professionals were able to cast them for various TV, movie and other entertainment spots. This was the first live feed video where casting professionals could see and hear who they were casting for various roles. The company was taken public and subsequently changed its name to Castnet.com and was acquired by The Entertainment Internet, Inc. trading on the OTC:BB under the symbol EINI. Mr. Fellner is not currently involved with Castnet.com and has not been involved in at least 12 years.

Mr. Fellner got involved in Baja real estate and development in 1996 and has since successfully subdivided and sold land on the East Cape of Baja for many years.

B. <u>Legal/Disciplinary History.</u> **None of the foregoing members of management have, in the last five years, been the subject of:**

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. <u>Disclosure of Family Relationships</u>: Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities: **None**

D. <u>Disclosure of Related Party Transactions.</u> Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the

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issuer, in which (i) the amount involved exceeds the lesser of $120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

On November 29, 2012, Andrew Fellner cancelled $107,000 of debt owed to him by the Company in exchange for 2,140,00 shares of Class A Preferred Stock valued at $.05 per share.

On January 17, 2014, the Company sold Andrew Feller 750,000,000 shares of common stock in consideration for his foregoing all claims to $750,000 in salary which he have made for serving as CEO without salary from May 2010 to January 2014.

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E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests: **None**

Item 12 Financial information for the issuer's most recent fiscal period

The issuer's Annual financial statements are attached at the end of this Annual Update, and are incorporated herein by reference. They consist of a Consolidated Balance Sheet, Consolidated Statement of Operations, Consolidated Statements of Stockholders' Equity, Consolidated Statements of Cash Flows, and Notes to Consolidated Financial Statements. All the information required by Item 12 is found in these Financial Statements.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The Company's financial information for the two preceding fiscal years is incorporated herein by reference to the financial statements attached to the Company's "Information and Disclosure Statement for the Year Ended December 31, 2014", filed with the OTC Pink Sheets Disclosure System.

Item 14 Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

As of December 31, 2014, Andrew Fellner owns approximately 20% of the Company's common stock as indicated above. Mr. Fellner also owns 100% of the Class A Preferred Stock.

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Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker: **None**
2. Promoters: **None**
3. Counsel: **Warren J. Archer, Esq.**
   Morella & Associates
   706 Rochester Road
   Pittsburgh, PA 15237

4. Accountant: **Brad Hacker and Company**
   3990 Sheridan St, Suite 211A
   Hollywood, FL 33021
   (954) 251-3963
   bradhackerco@gmail.com

Mr. Hacker prepares the issuer's financial statements. He is a Partner of Brad Hacker and Company, P.A., a firm of accountants and CPAs which he founded in 2009. Previously, he was a Partner at Kramer Weisman & Associates from 2005 until 2009. During this period of time he also served as chief financial officer of XTX Energy Inc., as interim principal accounting officer of Imperiali, Inc., and as both chief financial officer and a director of Brampton Crest International Inc. From 2002-2004 he served as chief financial officer of Charter Schools USA. Mr. Hacker received his BA in Business from the University of Texas at Austin (the Red McCombs School of Business) in 1981. He is a licensed certified public accountant in the State of Florida.

5. Public Relations Consultant(s): **None**
6. Investor Relations Consultant: **None**
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement (including the telephone number and email address of each advisor): **None**

Item 16 Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

   i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months: **Issuer needs to raise additional capital to remain in business. There can be no assurance that the Issuer can raise any given amount of additional investments or that the amount which it can raise will be sufficient to allow it to expand it business sufficiently to make it profitable in any given period of time.**
   ii. a summary of any product research and development that the issuer will

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perform for the term of the plan: **Issuer does not conduct product research and development activities, as such, but it does plan to continue to upgrade and expand its technical capabilities as it has the funds to do so.**

iii. any expected purchase or sale of plant and significant equipment: **As funds are available to do so, Issuer expects to purchase video and broadcasting equipment in various commercial venues and to acquire web and media based equipment which would allow it to expand its offerings to its subscribers.**

iv. any expected significant changes in the number of employees: **The Issuer at this time does not plan to hire additional employees. Any additional personal will be on a contract labor basis.**

C. Off-Balance Sheet Arrangements

i. The issuer has an off-balance sheet arrangement contract to have its model home constructed in Mexico. The agreement is for the issuer to reimburse the contractor plus 15% upon completion of the model home, which is expect to occur sometime in 2014. At that time, the issuer will be obligated to pay the contractor approximately $520,000 to $575,000.

ii. This arrangement is not expected to create any revenues for the issuer, but having the completed model home is expected to enhance the issuer's marketing efforts going forward. However, if the issuer does not make the required payment upon completion, the contractor may place a lien on the model, which may impair to some extent the issuer's marketing efforts.

iii. There are no known events, demands, commitments, trends or uncertainties that will result in or are likely to result in the termination of or material reduction in availability of this agreement to provide the expected material benefits to the issuer. Should the contractor fail to complete the construction of the house, the issuer would expect to complete it itself.

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

On March 18, 2013, 5,000,000 shares were sold to Tuvozonline for substantially all of its assets, including computer equipment, office equipment, advertising material, client lists and Gateways to countries in Europe and Asia. The shares were valued at a price of $.04 per share for a total valued of $200,000, as determined by the Issuer's Board of Directors.

On March 18, 2013, the Issuer sold 2,000,000 shares to Whitehead Financial Group at a price of $0.04 per share or total cash proceeds of $20,000 and note receivable of $60,000.

On April 2, 2013, the Issuer sold 250,000 shares to the Scott Family Trust at a price of $0.04 per share or total cash proceeds of $10,000.

On June 17, 2013, the Issuer sold 3,250,000 shares to David Greenberg at a price of $0.04 per

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share in consideration for cancellation of a note payable in the principal amount of $50,000 and note receivable of $80,000.

On July 8, 2013, the Issuer sold 5,000,000 shares to DGI LLC at a price of $0.04 per share or total proceeds of $20,000 and note receivable of $180,000. The note was later settled for less than the principal amount.

On July 9, 2013, the Issuer sold 12,000,000 shares to JDI, LLC at a price of $0.04 per share in exchange for a note receivable of $480,000. The note was later settled for less than the principal amount.

On July 9, 2013, the Issuer sold 1,000,000 shares to Ronald Franklin and Lenke Angel at a price of $0.04 per share in exchange for consulting services rendere19

On August 23, 2013, the Issuer sold 2,500,000 shares to KnotFloat/Redwood Management LLC at a price of $0.01 per share in exchange for cash proceeds of $25,000.

On November 22, 2013, the Issuer sold 10,000,000 shares to Scott Harkness at a price of $0.01 per share in exchange for consulting services rendered having a value of $25,000.

On November 22, 2013, the Issuer sold 40,000,000 shares to Beaufort Ventures at a price of $0.01 per share in exchange for cash proceeds of $20,000 and consulting services rendered with a value of $180,000

On January 31, 2014, the Issuer sold 750,000,000 shares to Continental Equities LLC at a price of $0.0001 per share for cash proceeds of $75,000.

On February 4, 2014, the Issuer sold 150,000,000 shares to DGI LLC at a price of $0.0001 per share for cash proceeds of $15,000.

On February 5, 2014, the Issuer sold 125,000,000 shares to INET Capital at a price of $0.0001 per share for cash proceeds of $12,500.

On February 5, 2014, the Issuer sold 125,000,000 to Liquid Management at a price of $0.0001 per share for cash proceeds of $12,500.

On February 7, 2014, the Issuer sold 440,000,000 shares to Caesar Capital Group at a price of $0.0001 per share in exchange for cash proceeds of $44,000.

On February 12, 2014, the Issuer sold 50,000,000 shares to Barry Sheerman at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On February 12, 2014, the Issuer sold 250,000,000 shares to Jason Sunstein at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 13, 2014, the Issuer sold 300,000,000 shares to DGI LLC at a price of $0.0001 for

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cash proceeds of $30,000.

On February 14, 2014, the Issuer sold 250,000,000 shares to Jason Sunstein Family Investments, LLC at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 14, 2014, the Issuer sold 200,00,000 shares to Global Partners Inc. at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 14, 2014, the Issuer sold 900,000,000 shares to Whitehead Financial LLC at a price of $0.0001 per share for cash proceeds of $90,000.

On February 18, 2014, the Issuer sold 600,000,000 shares to Eastmore Capital at a price of $0.0001 per share for cash proceeds of $60,000.

On February 18, 2014, the Issuer sold 100,000,000 shares to NF at a price of $0.0001 per share for cash proceeds of $10,000.

On February 19, 2014, the Issuer sold 200,000,000 shares to Daryl Tirico at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 19, 2014, the Issuer sold 1,100,000,000 shares to Whitehead Financial Group LLC at a price of $0.0001 per share in exchange for cash proceeds of $110,000.

On February 20, 2014, the Issuer sold 330,000,000 shares to Tide Pool Ventures Corporation at a price of $0.0001 per share in exchange for cash proceeds of $33,000.

On February 20, 2014, the Issuer sold 200,000,000 shares to Daryl Tirico at a price of $0.0001 per share for cash proceeds of $20,000.

On February 20, 2014, the Issuer sold LaJolla Side 600,000,000 shares at a price of $0.0001 per share for cash proceeds of $60,000.

On February 24, 2014, the Issuer sold 350,000,000 shares to Leland Martin at a price of $0.0001 per share in exchange for cash proceeds of $35,000.

On February 25, 2014, the Issuer sold 250,00,000 shares to Rock Center at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 27, 2014, the Issuer sold 6,750,000,000 shares to KnotFloat & Company/Redwood Management LLC at a price of $0.0001 per share in exchange for cash proceeds of $675,000.

On February 27, 2014, the Issuer sold 200,000,000 shares to International List Consultants at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 28, 2014, the Issuer sold 600,000,000 shares to Joseph Pittera at a price of

$0.0001 per share in exchange for cash proceeds of $60,000.

On March 3, 2014, the Issuer sold 1,000,000 shares to International List Consultants at a price of $0.0001 per share for cash proceeds of $100.

On March 3, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share for cash proceeds of $10,000.

On March 3, 2014, the Issuer sold 1,000,000 shares to Eric Lowrey at a price of $0.0001 per share for cash proceeds of $100.

On March 5, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On March 7, 2014, the Issuer sold 600,000,000 shares to Legal & Compliance LLC at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On March 11, 2014, the Issuer sold 300,000,000 shares to DGI LLC at a price of $0.0001 per share for cash proceeds of $30,000.

On March 12, 2014, the Issuer sold 250,000,000 shares to Nine Twenty Capital at a price of $0.0001 per share for cash proceeds of $25,000.

On March 13, 2014, the Issuer sold 700,000,000 shares to DGI LLC at a price of $0.0001 per share in exchange for cash proceeds of $70,000.

On March 17, 2014, the Issuer sold 500,000,000 shares to Madison Park Advisors at a price of $0.0001 per share in exchange for cash proceeds of $50,000.

On March 21, 2014, the Issuer sold 3,670,000,000 shares to Beaufort Capital at a price of $0.0001 per share in exchange for cash proceeds of $367,000.

On March 24, 2014, the Issuer sold 3,254,000,000 shares to AGS Capital at a price of $0.0001 per share in exchange for cash proceeds of $325,400.

On March 27, 2014, the Issuer sold 600,000,000 shares to Gina Stagnitto at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On March 28, 2014, the Issuer sold 600,000,000 shares to Global Partners at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On April 1, 2014, the Issuer sold 100,000,000 shares to Barry Sheerman at a price of $0.0001 per share for cash proceeds of $10,000.

On April 3, 2014, the Issuer sold 400,000,000 shares to Gina Stagnitto at a price of $0.0001 per

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share for cash proceeds of $40,000.

On April 3, 2014, the Issuer sold 50,000,000 shares to Mike Sherman at a price of $0.0001 per share for cash proceeds of $5,000.

On April 7, 2014, the Issuer sold 100,000,000 shares to Chuck Bastyr at price of $0.0001 per share for cash proceeds of $10,000.

On April 14, 2014, the Issuer sold 2,500,000,000 shares to AGS Capital at a price of $0.0001 per share in exchange for cash proceeds of $250,000.

On May 6, 2014, the Issuer sold 200,000,000 shares to Global Capital at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On May 6, 2014, the Issuer sold 700,000,000 shares to DGI at a price of $0.0001 per share in exchange for cash proceeds of $70,000.

On July 10, 2014, the Issuer sold 100,000,000 shares to Angel/Franklin at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On July 30, 2014, the Issuer sold 3,250,000 shares to David Greenberg in consideration of the cancellation of a $50,000 loan from Mr. Greenberg to the Company.

On July 7, 2014, the Issuer sold 100,000,000 shares to Mike Sherman at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On July 29, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On July 29, 2014, the Issuer sold 50,000,000 shares to Eric Lowery at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On July 29, 2014, the Issuer sold 1,250,000,000 shares to DGI at a price of $0.0001 per share in exchange for consulting services valued at of $125,000.

On August 11, 2014, the Issuer sold 1,300,000,000 shares to Whitehead Financial at a price of $0.0001 per share in exchange for cash proceeds of $130,000.

On September 2, 2014, the Issuer sold 100,000,000 shares to Laurel Roberts at a price of $0.0001 per share in exchange for consulting services valued at of $10,000.

On September 18, 2014, the Issuer sold 205,000,000 shares to Platinum Magazine at a price of $0.0001 per share in exchange for cash proceeds of $20,500.

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The Company received approximately $2.9 million cash proceeds from the sell of stock year to date for 2014, after expenses and approximately $150,000 in 2013.

At December 31, 2014 and December 31, 2013, the Company had 39,800,341,754 and 200,341,754 shares issued and outstanding respectively.

All of the certificates representing the issuer's restricted shares bear a restrictive legend.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 18 Material Contracts.

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting.

Exhibit A: Exchange of Stock Agreement – Filed with Initial Information and Disclosure Statement dated June 23, 2010.

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance: **None**

Item 19 Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed. **Attached as Exhibit 19A is the issuer's Restated Certificate of Incorporation.**

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed. **Attached as Exhibit 19.B is the issuer's Bylaws.**

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Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers:
None.

Item 21 Issuer's Certifications.

I, Andrew Fellner, certify that:

1. I have reviewed Annual Disclosure Statement of Strategic Global Investments, Inc.;

2. Based on my knowledge, this Annual 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 Annual Disclosure Statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Annual 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 Annual Disclosure Statement.

Date: March 28, 2015

/s/ Andrew Fellner
Andrew Fellner, President and CFO
Strategic Global Investments, Inc.

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EXHIBIT 19A

RESTATED CERTIFICATE OF INCORPORATION
OF
STRATEGIC GLOBAL INVESTMENTS, INC

ARTICLE I

NAME

The name of the Corporation shall be STRATEGIC GLOBAL INVESTMENTS, INC.

ARTICLE II

PERIOD OF DURATION

STRATEGIC GLOBAL INVESTMENTS, INC (the “Corporation”) shall have perpetual existence.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is 800 Delaware Avenue, City of Wilmington, New Castle County 19801. The name of the Corporation’s registered agent at the address is Delaware Corporations LLC. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE IV

PURPOSE

The purpose for which the Corporation is formed is to engage in and to transact any lawful business or businesses for which corporations may be incorporated pursuant to the Delaware General Corporation Law, including without limitation any lawful business or businesses similar to that of a holding company.

ARTICLE V

POWERS

In furtherance of the foregoing purposes the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under Delaware General Corporation Law, as amended. In addition, it may do everything necessary, suitable or proper toward the accomplishment of any corporate purpose.

ARTICLE VI

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CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 1,010,000,000; 1,000,000,000 shares shall be designated common stock, par value $.001 per share and 10,000,000 shares shall be designated as preferred stock, par value $.001 per share.

Preferred Stock:

The Board of Directors of the Corporation is vested with the authority to determine and state the designations and preferences, limitation, relative right and voting rights, if any, of each series by the adoption and filing in accordance with the Delaware General Corporation Law, before the issuance of any shares of such series, of an amendment need not be approved by the stockholders or the holders of any class or series of shares except as provided by law. All shares of preferred stock of the same series shall be identical.

No share shall be issued without consideration being exchanged, and it shall thereafter be non-assessable.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, limitations as to distributions, qualifications, and terms and condition of redemption of each class:

FIRST: The Common Stock shall have voting rights such that each share of Common Stock duly authorized, issued and outstanding shall entitle its holder to one vote.

SECOND: Notwithstanding any provision of this Certificate of Incorporation to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

(i) any amendment of this Certificate of Incorporation;

(ii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(iii) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation including its goodwill and franchises;

(iv) the participation by the Corporation in a share exchange (as defined in Delaware General Corporation Law); and

(v) the voluntary or involuntary liquidation, dissolution or winding-up of or the revocation of any such proceedings relating o the Corporation.

ARTICLE VII

QUORUM PROTECTIVE PROVISIONS

Quorum. The presence in person or by proxy of the holders of record of a majority of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote thereat shall constitute a quorum at all meetings of the stockholders, except otherwise provided by the Delaware General Corporation Law, by this Certificate of Incorporation or by the Corporation's By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the stockholders present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend any business may be transacted which might have been transacted if the meeting had been held as originally called.

ARTICLE VIII

PREEMPTIVE RIGHTS

A shareholder of the Corporation shall not be entitled to a preemptive or preferential right to purchase, subscribe for, or otherwise acquire any unissued or treasury shares of stock of the Corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares.

ARTICLE IX

CUMULATIVE VOTING RIGHTS

The shareholders shall not be entitled to cumulative voting rights.

ARTICLE X

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one (1) and not more than nine (9) directors. Within the foregoing limits, the number of directors from time to time comprising the entire board of directors shall be fixed by or in the manner provided in the By-Laws.

(1) The Board of Directors shall have the power to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into or exercisable for shares of its stock of any class or classes, including options, warrants or rights, whether now or hereafter authorize.

(2) The Board of Directors shall have the power, if authorized by the By-Laws, to designate by resolution or resolutions adopted by a majority of the Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-Laws of the Corporation and permitted by the Delaware General Corporation Law, shall have any and may exercise any or all of the powers of the Board of

Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(3) If the By-Laws so provide, the Board of Directors shall have the power to hold its meetings, to have an office or offices and, subject to the provisions of Delaware General Corporate Law, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it.

(4) The Board of Directors shall have the power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Delaware General Corporation Law, to authorize the creation, issuance, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein necessary provisions such as redemption, conversion or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and goodwill of the Corporation then owned or thereafter acquired.

(5) The Board of Directors shall have the power to adopt, amend and repeal the By-Laws of the Corporation.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of this Certificate of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Delaware now or hereinafter in force.

ARTICLE XI

INDEMNIFICATION

The Corporation may:

(A) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful. The termination of any action, suit, or proceeding by judgment, orders, settlement, or conviction or equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(B) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person had been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(C) Indemnify a director, officer, employee, fiduciary or agent of a corporation to the extent he has been successful on the merits in defense of any action, suit, or proceeding referred to in (A) or (B) of this Article XII or in defense of any claim, issue, or matter therein, against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under (A) or (B) of this Article XI (unless ordered by a court) and as distinguished from (C) of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (A) or (B) above. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Article XI.

The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under provisions of this Article XI.

ARTICLE XII

TRANSACTIONS WITH INTERESTED PARTIES

No contract or other transaction between the Corporation and one (1) or more of its directors or any other Corporation, firm , association, or entity in which one (1) or more of its directors are directors or officers or are financially interested shall be either void or voided solely because of such relationship or interest, or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose if:

(A) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(B) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(C) The contract or transaction is fair and reasonable to the Corporation.

Common or interested directors may be counted in determining the presence of a quorum, as herein previously defined, at a meeting of the Board of Directors or a committee thereof that authorizes, approves, or ratifies such contract or transaction.

ARTICLE XIII

VOTING OF SHAREHOLDERS

Except as may be otherwise required by law, if a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting and entitled to vote thereon, or of any class or series, shall be the act of the shareholders on all matters except the election of directors. Directors shall be elected by plurality vote.

ARTICLE XIV

LIABILITY OF DIRECTORS

To the maximum extent permitted by law, no director of the Corporation shall be personally liable for money damages to the Corporation or any of its stockholders for money damages for breach of fiduciary duty as a director.

ARTICLE XV

INCORPORATOR

The name and address of the incorporator is as follows:

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Michael Anthony
330 Clematis Street, Suite 217
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the incorporator has executed this Certificate of Incorporation on this 22nd day of July, 2008

/s/ Michael Anthony______________

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF lNCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Strategic Global Investments, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the first paragraph of the Article thereof numbered "VI" so that, as amended, said Article shall be and read as follows: "The total number of shares of stock which the Corporation shall have authority to issue is 100,010,000,000; 100,000,000,000 shares shall be designated common stock, par value $0.00001 per share and 10,000,000 shares shall be designated as preferred stock, par value $0.0001 per share."

SECOND: That thereafter, a written consent was given approving the Amendment pursuant to Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 24th day of October, 2013.

By: Andrew Feller
Authorized Officer

Title: President

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EXHIBIT 19B

BY-LAWS
OF
STRATEGIC GLOBAL INVESTMENTS, INC.

A Delaware Corporation

ARTICLE I – OFFICES

The registered office of the Corporation in the State of Delaware shall be located in the City and State designated in the Certificate of Incorporation. The Corporation may also maintain offices at such other places within or without the State of Delaware as the Board of Directors may, from time to time, determine.

ARTICLE II – MEETING OF SHAREHOLDERS

Section 1 – Annual Meetings:

The annual meeting of the shareholders of the Corporation shall be held at the time fixed, from time to time, by the Directors, at the time fixed from time to time by the Directors.

Section 2 – Special Meetings:

Special meetings of the shareholders may be called by the Board of Directors or such person or persons authorized by the Board of Directors and shall be held within or without the State of Delaware.

Section 3 - Court-Ordered Meeting:

The Court of Chancery in this State where the Corporation's principal office is located, or where the Corporation's registered office is located in this state, may after notice to the Corporation, order a meeting if an annual meeting has not been held within any thirteen month period, if there is a failure by the Corporation to hold an annual meeting for a period of thirty days after the date designated therefore, or if no date has been designated, for a period of thirteen months after the organization of the Corporation or after its last annual meeting. The court may fix the time and place of the meeting, determine the shares entitled to participate in the meeting, specify a record date for determining shareholders, entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, and enter other orders as may be appropriate.

Section 4 - Place of Meetings:

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Meeting of the shareholders shall be held at the registered office of the Corporation, or at such other places, within or without the State of Delaware as the Directors may from time to time fix. If no designation is made, the meeting shall be held at the Corporation's registered office in the state of Delaware:
701 Palomar Airport Road, Suite 300, Carlsbad, CA 92009

Section 5 – Notice of Meetings:

(a) Written or printed notice of each meeting of shareholders, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or the person calling the meeting, not less than ten or more than sixty days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to cite at such meeting, and to any other shareholder to whom given notice may be required by law. Notice of a special meeting shall also state the business to be transacted or the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle shareholders to dissent and receive payment for their shares pursuant to the Delaware General Corporation Law, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder as it appears on the share transfer records of the Corporation.

Sections 6 – Shareholders' List:

(a) After fixing a record date for a meeting, the officer who has charge of the stock ledger of the Corporation, shall prepare an alphabetical list of the names of all its shareholders entitled to notice of the meeting, arranged by voting group with the address of, and the number, class, and series, if any, of shares held by each shareholder. The shareholders' list must be available for inspection by any shareholder for a period of ten days before the meeting or such shorter time as exists between the record date and the meeting and continuing through the meeting at the Corporation's principal office, at a place indentified in the meeting notice in the city where the meeting will be held, or at the office of the Corporation's transfer agent or registrar. Any shareholder of the Corporation or the shareholder's agent or attorney is entitled on written demand to inspect the shareholders' list during regular business hours and at the shareholder's expense, during the period it is available for inspection.

(b) The Corporation shall make the shareholder's list available at the meeting of shareholders, and any shareholder or the shareholder's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

(c) Upon the willful neglect or refusal of the Directors to produce such a list at any meeting for the election of Directors, such Directors shall be ineligible for election for any office at such meeting.

(d) The stock ledger shall be the only evidence as to who are the shareholders entitled to examine the stock ledger, the list required by Section 219 of the Delaware General Corporation Law or the books of the Corporation, or to vote in person or by proxy at any shareholders' meeting.

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Section 7 – Quorum:

(a) Except as otherwise provide herein, or by law, or in the Certificate of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the “Certificate of Incorporation”), or for meetings ordered by the Court of Chancery called pursuant to Section 211 of the Delaware General Corporations Law, a quorum shall be present at all meetings of shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

(b) The subsequent withdrawal of any shareholder from the meeting, after the commencement of a meeting, or the refusal of any shareholder represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(c) Despite the absence of a quorum at any meeting of shareholders, the shareholders present may adjourn the meeting.

Section 8 – Voting:

(a) Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, any corporate action, other than the election of Directors, the affirmative vote of the majority of shares entitled to vote on that matter and represented either in person or by proxy at a meeting of shareholders at which a quorum is present shall be the act of the shareholders of the Corporation.

(b) Unless otherwise provided for in the Articles of Incorporation of this Corporation, Directors will be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present and each shareholder entitled to vote has the right to vote the cumber of shares owned by him/her for as many persons as there are Directors to be elected.

(c) Unless otherwise provided for in the Certificate of Incorporation of this Corporation, Directors will be elected by a plurality of the votes by the shares, present in person or by proxy, entitled to vote in the election at a meeting at which a quorum is present and each shareholder entitled to vote has the right to vote the number of shares owned by him/her for as many persons as there are Directors to be elected.

(d) Except as otherwise provided by statute, the Certificate of Incorporation, or these Bylaws, at each meeting of shareholders, each shareholder of the Corporation entitled to cite thereat, shall be entitled to one vote for each share registered in his or her name on the books of the Corporation.

Section 9 – Proxies:

Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the shareholder himself or herself, or by his or her attorney-in-fact thereunto duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram telex, cablegram, or similar transmission by the shareholder, or a photographic, photostatic, facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the

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shareholder. No proxy shall be valid after the expiration of three years from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.

Section 10 – Action Without a Meeting:

Unless otherwise provided for in the Certificate of Incorporation of the Corporation, any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice and without a vote if a written consent or consents is/are signed by the shareholder of the Corporation having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares entitled to vote thereat were present and voted is delivered by hand or by certified or registered mail, return receipt requested, to the Corporation to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of shareholders' meetings are recorded.

Section 11- Inspectors:

(a) The Corporation shall appoint one or more inspectors, and one or more alternate inspectors, to act at any shareholders' meeting and make a written report thereof, so long as such inspectors sign an oath to faithfully execute their duties with impartially and to the best of their ability before such meeting. If no inspector or alternate is able to act at the shareholder meeting, the presiding officer shall appoint one or more inspectors to act at the meeting.

(b) The inspector shall:

(i) ascertain the number of shares entitled to vote and the voting power of each such shareholder;
(ii) determine the shares represented at a meeting and the validity of proxies and ballots;
(iii) count all votes and ballots;
(iv) determine and retain for a reasonable time a disposition record of any challenges made to any of the inspectors' determinations; and
(v) certify the inspectors' determinations of the number of shares represented at the meeting and their count of all votes and ballots.

ARTILE III – BOARD OF DIRECTORS

Section 1 – Number, Term, Election and Qualifications:

(a) The first Board of Directors and all subsequent Boards of the Corporation shall consist of 1 persons, unless and until otherwise determined by vote of a majority of the entire Board of Director. The Board of Directors or shareholders all have the power, in the interim between annual and special meetings of the shareholder, to increase or decrease the number of Directors of the Corporation. A Director need not be a shareholder of the Corporation unless required by the Certificate of Incorporation of the Corporation or these Bylaws.

(b) Except as may otherwise be provided herein or in the Certificate of Incorporation, the members of the Board of Directors of the Corporation shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter, unless their terms are staggered in the Certificate of Incorporation of the Corporation or these Bylaws, by a majority of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

(c) The first Board of Directors shall hold office until the first annual meeting of the shareholders and until their successors have been duly executed and qualified or until there is a decrease in the number of Directors. Thereinafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his election, or until his/her prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

*NOTE: Article III Section 1 Subsection (b) of these Bylaws shall not be used in the Corporation's Bylaws unless the Corporation has one or more classes of voting stock that are:

(i) listed on a national exchange; (ii) authorized for quotation on an inter-dealer quotation system of a registered national securities association; or (iii) held by more than two thousand shareholders of record of the Corporation.

Section 2 – Duties and Powers:

The Board if Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except such as those stated under Delaware State Law, in the Certificate of Incorporation or in these Bylaws, expressly conferred upon or reserved to the shareholders or any other person or persons named therein.

Section 3 – Regular Meetings; Notice:

(a) A regular meeting of the Board of Directors shall be held either within or without the State of Delaware at such time and at such place as the Board shall fix.

(b) No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each Director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these Bylaws with respect to special meetings, unless such notice shall be waived in the manner set forth in these Bylaws.

Section 4 – Special Meetings; Notice:

(a) Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waiver of notice thereof.

(b) Except as otherwise required statue, written notice of special meetings shall be mailed directly to each Director, addressed to him at his residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. If mailed, the notice, of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mail, so addressed, with postage prepaid. If notice is given by a telegram, it shall be deemed to be delivered when the telegram is delivered to the telegram company. A notice, or waiver of notice, except a s required by these Bylaws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

(c) Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him/her, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

(d) Unless otherwise stated in the Articles of Incorporation of the Corporation, the Chairperson, President, Treasurer, Secretary or any two or more Directors of the Corporation may call any special meeting of the Board of Directors.

<u>Section 5 – Chairperson:</u>

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his or her absence, any other Director chosen by the Board of Directors shall preside.

<u>Section 6 – Quorum and Adjournments:</u>

(a) At all meeting of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws. (Note: If the Certificate of the Incorporation authorizes a quorum to consist of less than a majority, but no fewer than one-third of the prescribed number of Directors as permitted by law except that when a board of Director shall constitute a quorum or if the Certificate of Incorporation and/or Bylaws require a greater number than a majority as constituting a quorum then these Bylaws would state that this lesser or greater amount, instead of a majority, will constitute a quorum.)

(b) A majority of the Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at time of the adjournment and, unless the time and place off the adjourned meeting are announced at the time of the adjournment, to the other Directors who were present at the adjourned meeting.

<u>Section 7 – Manner of Acting:</u>

(a) At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws, action approved by a majority of the votes of the Directors present at any meeting of the Board or any committee thereof, at which a quorum is present shall be the act of the Board of Directors or any committee thereof.

(c) Any action authorized in writing, made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes and may be stated as such in any certificate or document filed with the Secretary of the State of Delaware.

(d) Where appropriate communications facilities are reasonably available, any or all Directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

Section 8 – Vacancies:

(a) Any vacancy in the Board of Directors accruing by reason of an increase in the number of Directors, or by reason of the death, resignation, disqualification, removal for inability to act as Director, or any other cause, shall be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose except whenever the shareholders of any class or classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the Directors elected by such class or classes or series thereof then in office, or by a sole remaining Director so elected.

(b) If at any time, by reason of death resignation or other cause, the Corporation shall have no Directors in office, then an officer or shareholder or an executor, administrator, trustee, or guardian of a shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a shareholder, may call a special meeting of shareholders to fill such vacancies or may apply to the Court of Chancery for a decree summarily ordering an election.

(c) If the Directors of the Corporation constitutes less than a majority of the whole Board, the Court of Chancery may, upon application of any shareholder or shareholders holding at least ten percent of the total number of shares entitled to vote for Directors, order an election to be held, to fill any such vacancies or newly created directorships.

(d) Unless otherwise provided for by statute, the Certificate of Incorporation or these Bylaws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the Directors, then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

Section 10 – Removal:

One or more or all of the Directors of the Corporation may be removed with or without cause at any time by the shareholders, at a special meeting of the shareholders called for that purpose, unless the Certificate of Incorporation provides that Directors may only be removed for cause, provided however, such Director shall not be removed if the Corporation states in the Certificate of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of shareholders of that voting group may participate in the vote to remove that Director.

Section 11- Compensation:

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the Corporation as Directors, including, but not limited to attendance at any annual or special meeting of the Board.

Section 12 – Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more member, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors.

ARTICLE IV – OFFICERS

Section 1 – Number, Qualifications, Election and Term of Office:

(a) The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of an officer whose duty is to record proceedings of shareholders' and Directors' meetings and such other officers as the Board of Directors may from time to time deem advisable. Any officer other than the Chairmen of the Board of Directors may be, but is not required to be, a Director of the Corporation. Any two or more offices may be held by that same person.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholder.

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(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

Section 2 – Resignation:

Any officer may resign at any time by giving a written notice of such resignation to the Corporation.

Section 3 - Removal:

Any officer elected by the Board of Directors may be removed, either with or without cause, and a successor elected by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 4 – Vacancies:

A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

Section 5 – Bonds:

The Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Corporation for the faithful performance of their positions or duties.

Section 6 – Compensation:

The compensation of the officers of the Corporation shall be fixed, from time to time by the Board of Directors.

ARTICLE V – SHARES OF STOCK

Section 1 – Certificate of Stock:

(a) The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.

(b) Certificated shares of the Corporation shall be signed, (either manually or by facsimile), by the Chairperson, Vice-Chairperson, President, or Vice-President and Secretary or an Assistant Secretary or the Treasurer or Assistant Treasurer, or any other Officer designated by the Board of Directors, certifying that the number of shares owned by him or her in the Corporation, provided however, that where such certificate is signed by a transfer agent or an assistant transfer agent or by a transfer clerk acting on behalf or the Corporation and a registrar, any such signature may be a facsimile thereof. In case any officer who has signed or whole facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

(c) Certificates shall be issued in such form not inconsistent with the Certificate of Incorporation and as shall be approved by the Board of Directors. Such certificates shall be numbered and registered on the books of the Corporation, in the order in which they were issued.

(d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

Section 3 – Transfers of Shares:

(a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 4 – Record Date:

(a) The Board of Directors may fix, in advance, which shall not be more than sixty, nor less than ten days before the meeting or action requiring a determination of shareholders, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholder, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for a shareholder entitled to notice of meeting shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of the business on the day before the day on which the meeting is held.

(b) The Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted for shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights of shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, provided that such record date shall not be more than sixty days before such action.

(c) The Board of Directors may fix, in advance, a date which shall not precede the date upon which the resolution fixing the date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of

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Directors. If no record date is fixed and no prior action is required by the Board, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, shall be that first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery by hand or by certified or registered mail, return receipt requested, to its registered office in this State, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of shareholders are recorded, If no record date is fixed by the Board of Directors and prior action is required by law, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which of Board of Directors adopts the resolution taking such prior action

(d) A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

ARTICLE VI – DIVIDENDS

Subject to applicable law, dividends may be declared and paid out of any funds available therefore, as often, in such amounts, and at such time or times as the Board of Directors may determine.

ARTICLE VII – FISCAL YEAR

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors.

ARTICLE IX – AMENDMENTS

Section1 – Initial Bylaws:

The initial Bylaws of the Corporation shall be adopted by the Board of Directors at its organizational meeting.

Section 2 – By Shareholders:

All By-Laws of the Corporation shall be subject to alteration or repeal, and new By-Laws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of Directors even though these Bylaws may also be altered, amended or repealed by the Board of Directors.

Section 3 – By Directors:

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, By-Laws of the Corporation; however, Bylaws made by the Board may be altered or repealed, and new Bylaws make by the shareholders.

ARTICLE XI – INTERESTED DIRECTORS:

No contract or transaction shall be void or voidable if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are Directors or Officers, or have financial interest, when such Director of Officer is present at or participates in the meeting of Board or committee which authorizes the contract or transaction or his/her votes are counted for such purpose if:

(a) the material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee in good faith authorizes the contract or transactions by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) the material facts as to his/her relationship or relationships or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee or the shareholders. Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors or committee meeting authorizing the contract of transaction.

ARTICLE XII – FORM OF RECORDS:

Any records maintained by the Corporation in its regular course of business, including, but not limited to, its stock ledger, books of account and minute book, may be kept on, or be in the form of punch cards, magnetic tape, photographs, micro-photographs or any other information storage device, provided that the records so kept may be converted into clearly legible written form within a reasonable time. The Corporation shall so convert any of such records so kept upon request of any person entitled to inspect the same.

ARTICLE XIII – INDEMNIFICATION

Section 1. – Right to Indemnification.

To the fullest extent permitted by law, every director, officer or employee of the Corporation shall be indemnified by the Corporation against all expenses, liability and loss (including without limitation, attorney’s fees, judgments, fines, taxes, penalties and amounts paid in settlement) paid or incurred by such person in connection with any actual or threatened claim, action, suit, proceeding or matter, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which he or she may be involved, as a party or otherwise, by reason of such person being or having been a director, officer or employee of the Corporation or by reason of the fact such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise.

ARTICLE XIV – LIMITATION ON LIABILITY

Section 1. – Limitation on Liability

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable for monetary damages, or otherwise, as a result of (i) any action taken; or (ii) failure to take any action. Any amendment or repeal of this Article XIV or adoption of any other provision of these Bylaws or the Certificate of Incorporation which has the effect of increasing director or officer liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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STRATEGIC GLOBAL INVESTMENTS, INC.

CONSOLIDATED BALANCE SHEET

	December 31, 2014	December 31, 2013 (Restated)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$109,490	$8,694
Accounts Receivable	-	-
Total Current Assets	109,490	8,694
PROPERTY AND EQUIPMENT, net	308,406	276,114
Other Assets:		
Notes Receivable	1,419,600	
Investments-Stock Holdings	9,618	
Intangible Assets-Net of Amortization	8,000	8,000
Land	200,000	200,000
Construction In Progress	256,006	256,006
Total Other Assets	1,891,724	464,006
TOTAL ASSETS	$2,309,620	$748,814
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts Payable	$17,530	$35,737
Due to Related Party	249,405	468,000
Total Current Liabilities	266,935	503,737
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Preferred stock, $.0001 par value;10,000,000 shares authorized, 2,140,000 and 2,140,000 outstanding at December 31, 2014 and 2013 (respectively)	2,101	2,101
Common stock,$.00001 par value;100,000,000,000 shares authorized; 39,800,341,754 Issued and outstanding and 1,000,000,000 shares authorized and 212,341,754 shares issued and outstanding at December 31, 2014 and 2013 (respectively)	3,981,235	21,234
Additional Paid in Capital	1,492,123	2,363,786
Accumulated Deficit	(3,432,774)	(2,142,044)
TOTAL STOCKHOLDERS' EQUITY	2,042,685	245,077
TOTAL LIABILITIES & STOCKHOLDERS EQUITY	$2,309,620	$748,814

STRATEGIC GLOBAL INVESTMENTS, INC.
STATEMENT OF OPERATIONS

	December 31,	
	2014	2013
Revenue	$30,450	$8,448
Cost of Sales	17,200	2,695
Gross Profit	13,250	5,753
Selling, General and Administrative Expenses	1,134,615	991,264
Loss from Operations	(1,121,365)	(985,511)
Other Income (Expense)		
Discontinued Operations	(85,100)	
Interest Expense	(84,309)	(57,100)
Interest Income	44	2,846
Total Other Income (Expense)	(169,365)	(54,254)
Loss Before Income Taxes	(1,290,730)	(1,039,765)
Income Tax Benefit	-	-
Net Loss	(1,290,730)	(1,039,765)
Loss Per Share-Basic and Diluted	$(0.00)	$(0.01)
Weighted Average Common Shares Outstanding -Basic and Diluted	19,945,879,332	135,787,543

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			Common Stock		Stockholders' Additional Paid in Capital	Accumulated Deficit	(Deficiency) Equity
	Amount		Shares	Amount			
Balance -December 31, 2009	0	$ 0	0	$ 0	$ 502,512	$ (63,431)	$ 439,081
Issuance of common stock for reverse acquisition	0	0	55,100,000	5,510	26,636	-	32,146
Issuance of common stock for cash proceeds	0	0	11,958,093	1,196	99,804		101,000
Issuance of common stock for recapitalization after reverse acquisition	0	0	1,835,968	184	(79,111)	78,931	4
Net loss					-	(92,628)	(92,628)
Balance -December 31, 2010	0	$ 0	68,894,061	$ 6,890	$ 549,841	$ (77,128)	$ 479,603
Stock issued for services to consultants and employees	0	0	1,300,000	130	64,870	-	65,000
Stock issued for acquisitions	0	0	1,079,592	108	49,392		49,500
Issuance of common stock for cash proceeds	-	0	7,593,027	759	345,091	-	345,850
Net loss					-	(643,567)	(643,567)
Balance -December 31, 2011	0	$ 0	78,866,680	$ 7,887	$ 1,009,194	$ (720,695)	$ 296,386
Stock issued for services to consultants and employees	0	0	300,000	30	14,430	-	14,460
Issuance of common stock for cash proceeds	-	0	4,031,000	403	159,273	-	159,676
Net loss					-	(381,584)	(381,584)
Balance -December 31, 2012	0	$ 0	83,197,680	$ 8,320	$ 1,182,897	$ (1,102,279)	$ 88,938
Stock issued for fixed assets acquired			5,000,000	500	199,500		200,000
Stock issued for services to consultants and employees	0	0	68,736,667	6,874	574,802	-	581,676

Conversion of related note payable to preferred stock	2,100,000	2,101			207,899		210,000
Cancellation of note payable			1,250,000	125	49,875		50,000
Issuance of common stock for cash proceeds	-	0	42,157,407	5,416	148,812	-	154,228
Net Loss						(1,039,765)	(1,039,765)
Balance -December 31, 2013	2,100,000	$ 2,101	200,341,754	$ 21,235	$ 2,363,785	$ (2,142,044)	$ 245,077
Conversion of related note payable to common stock			7,500,000,000	750,000	(750,000)		-
Stock issued for services to consultants and employees			1,350,000,000	135,000	-		135,000
Issuance of common stock for cash proceeds-net of costs	-	0	30,750,000,000	3,075,000	(121,662)	-	2,953,338
Net Loss						(1,369,442)	(1,369,442)
Balance - December 31, 2014	2,100,000	$ 2,101	39,800,341,754	$ 3,981,235	$ 1,492,123	$ (3,511,486)	$ 1,963,973

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STRATEGIC GLOBAL INVESTMENTS, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended December 31, 2014	Year Ended December 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,290,730)	$(1,039,765)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock issued for services	135,000	581673
Depreciation and amortization expense	7,500	6,000
Changes in operating assets and liabilities:		
Decrease (Increase) in assets:		
Accounts receivable	-	9,889
Increase (Decrease) in liabilities:		
Accounts payable and accrued expenses	(18,207)	(37,887)
Sales of property net of notes payable	-	-
Net Cash Used In Operating Activities	(1,166,437)	(480,090)
Cash Flows from Investing Activities		
Investment in subsidiary	-	-
Fixed Assets Purchased	(130,689)	(130,689)
Net Cash(Used In) Provided by Investing Activities	(130,689)	(130,689)
Cash Flows from Financing Activities		
Investments-Purchased	(9,618)	
Proceeds from issuance of stock	2,953,338	156,228
Proceeds from notes payable	-	457,404
Notes Receivable	(1,419,600)	
Notes Payable-converted to common stock	(126,198)	(50,000)
Net Cash Provided by(Used In) Financing Activities	1,397,922	563,632
NET DECREASE IN CASH AND CASH EQUIVALENTS	100,796	(47,147)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	8,694	55,841
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 109,490	$ 8,694
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES:		
Interest paid during the period	$ 84,309	$ 15,001
Income taxes paid during the period	$ -	$ -

Note 1 - SUMMARY OF COMPANY BUSINESS

Organization

The Company Strategic Global Investments, Inc. is a Delaware chartered corporation, which conducts business from its headquarters in San Diego, CA. It was formed on December 11, 1985 as a Florida chartered corporation. On August 26, 2008, the Company was reincorporated under the laws of the State of Delaware. On May 17, 2010, the Company changed its name from American Consolidated Laboratories, Inc. to Strategic Global Investments, Inc.

On June 1, 2010, the Company entered into an agreement and plan of merger to acquire 99% of the issued and outstanding equity shares of Punta Perfecta S.A. de C.V, a Mexican corporation which owns the Punta Perfecta project in Baja. As part of the reverse acquisition Punta Perfecta was renamed Strategic Global Investments, Inc.

On January 1, 2011, the Company purchased all of the issued and outstanding shares of Wazuu, Inc., a Florida corporation, in exchange for 800,000 shares of its common stock.

On February 21, 2011, the Company purchased certain assets of 3D Live, Inc., a Minnesota corporation, for 750,000 shares of its common stock.

On March 18, 2013, 5,000,000 shares were sold to Tuvozonline for substantially all of its assets, including computer equipment, office equipment, advertising material, client lists and Gateways to countries in Europe and Asia.

In February 2014, the Company purchased Bearpot, Inc., a Colorado corporation, which proposed to grow and sell marijuana in the state of Colorado for $50,000 in cash.

Restatements

The Company made certain stock sales during the year that were subsequently rescinded. These sales were for cash and/or notes receivable. Rescinded sales are treated as if they had not occurred. As a result, the financial statements for the year ended December 31, 2013 have been restated to reduce the number of shares outstanding on the Balance Sheet and the amount of the Notes Receivable line item to reflect the rescission of the stock sales. Also, the Statement of Stockholders Equity has been restated to reflect fewer stock sales and, as a result, fewer shares of stock outstanding, and the Statement of Cash Flows has been restated to reflect the reduction in cash proceeds from the sale of stock. The number of shares outstanding was reduced by 17,000,000 shares, and the amount of notes receivable and additional paid in capital was reduced by $660,000

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NOTE 2 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company's financial position and operating results raise substantial doubt about the Company's ability to continue as a going concern, as reflected by the net loss of $2,142,044 accumulated through December 31, 2014. The ability of the Company to continue as a going concern is dependent upon commencing operations, developing sales and obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company is currently seeking additional capital to allow it to continue to develop and grow its online business operations

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are as follows:

Use of Estimates

The preparation of condensed financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities known to exist as of the date the condensed financial statements are published, and (iii) the reported amount of net sales and expenses recognized during the periods presented. Adjustments made with respect to the use of estimates often relate to improved information not previously available. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of condensed financial statements; accordingly, actual results could differ from these estimates.

These estimates and assumptions also affect the reported amounts of revenues, costs and expenses during the reporting period. Management evaluates these estimates and assumptions on a regular basis. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of year ended or less to be cash equivalents. Cash equivalents include cash on hand and cash in the bank.

Property and Equipment

Property and equipment is recorded at cost and depreciated over the estimated useful lives of the assets using principally the straight-line method. When items are retired or otherwise disposed of, income is charged or credited for the difference between net book value and proceeds realized thereon. Ordinary maintenance and repairs are charged to expense as incurred, and replacements and betterments are capitalized.

The range of estimated useful lives used to calculate depreciation for principal items of property and equipment are as follow:

Asset Category	**Depreciation/ Amortization Period**
Furniture and Fixture	3 years
Office equipment	3 years
Leasehold improvements	5 years

Property Evaluations

Management of the Company will periodically review the net carrying value of its properties on a property-by-property basis. These reviews will consider the net realizable value of each property to determine whether a permanent impairment in value has occurred and the need for any asset write-down. An impairment loss will be recognized when the estimated future cash flows (undiscounted and without interest) expected to result from the use of an asset are less than the carrying amount of the asset. Measurement of an impairment loss will be based on the estimated fair value of the asset if the asset is expected to be held and used.

Although management will make its best estimate of the factors that affect net realizable value based on current conditions, it is reasonably possible that changes could occur in the near term which could adversely affect management's estimate of net cash flows expected to be generated from its assets, and necessitate asset impairment write-downs.

Asset retirement obligations

The Company plans to recognize liabilities for statutory, contractual or legal obligations, including those associated with the reclamation of properties and any plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement obligation will be recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement cost will be added to the carrying amount of the related asset and the cost will be amortized as an expense over the economic life of the asset using either the unit-of-production method or the straight-line method, as appropriate. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability will be increased for the passage of time and adjusted for changes to the amount or timing of the underlying cash flows needed to settle the obligation.

Impairment of Long-Lived Assets

In accordance with ASC Topic 360, *long-lived assets*, such as property, plant, and equipment, and purchased intangibles, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Goodwill and other intangible assets are tested for impairment. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Goodwill and Other Intangible Assets

The Company adopted Statement of Financial Accounting Standard ("FASB") Accounting Standards Codification ("ASC") Topic 350 *Goodwill and Other Intangible Assets*, effective July 1, 2002. In accordance with ("ASC Topic 350") "*Goodwill and Other Intangible Assets*," goodwill, which represents the excess of the purchase price and related costs over the value assigned to net tangible and identifiable intangible assets of businesses acquired and accounted for under the purchase method, acquired in business combinations is assigned to reporting units that are expected to benefit from the synergies of the combination as of the acquisition date. Under this standard, goodwill and intangibles with indefinite useful lives are no longer amortized. The Company assesses goodwill and indefinite-lived intangible assets for impairment annually during the fourth quarter, or more frequently if events and circumstances indicate impairment may have occurred in accordance with ASC Topic 350.

If the carrying value of a reporting unit's goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference. ASC Topic 350 also requires that the fair value of indefinite-lived purchased intangible assets be estimated and compared to the carrying value. The Company recognizes an impairment loss when the estimated fair value of the indefinite-lived purchased intangible assets is less than the carrying value.

Income Taxes

Deferred income taxes are provided based on the provisions of ASC Topic 740, "*Accounting for Income Taxes*", to reflect the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company adopted the provisions of ASC Topic 740; "Accounting For Uncertainty In Income Taxes-An Interpretation Of ASC Topic 740 ("Topic 740"). Topic 740 contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not, that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount, which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating the Company's tax positions and tax benefits, which may require periodic adjustments. At December 31, 2013, the Company did not record any liabilities for uncertain tax positions.

We have adopted "Accounting for Uncertainty in Income Taxes". A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The adoption of ASC 740-10-25 had no effect on our condensed financial statements.

Concentration of Credit Risk

The Company maintains its operating cash balances in banks in San Diego, California. The Federal Depository Insurance Corporation (FDIC) insures accounts at each institution up to $250,000.

Share-Based Compensation

The Company applies Topic 718 "Share-Based Payments" ("Topic 718") to share-based compensation, which requires the measurement of the cost of services received in exchange for an award of an equity instrument based on the grant-date fair value of the award. Compensation cost is recognized when the event occurs. The Black-Scholes option-pricing model is used to estimate the fair value of options granted.

Basic and Diluted Net Loss Per Share

Net loss per share was computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The weighted average number of shares was calculated by taking the number of shares outstanding and weighting them by the amount of time that they were outstanding. Diluted net loss per share for the Company is the same as basic net loss per share, as the inclusion of common stock equivalents would be antidilutive.

Fair Value of Financial Instruments

The Company financial instruments consist primarily of cash, affiliate receivable, settlement receivable, accounts payable and accrued expenses and debt. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments. The estimated fair value is not necessarily indicative of the amounts the Company would realize in a current market exchange or from future earnings or cash flows.

The Company adopted ASC Topic 820, Fair Value Measurements ("ASC Topic 820"), which defines fair value, establishes a framework for measuring fair value, and expands disclosure about fair value measurements. The standard provides a consistent definition of fair value, which focuses on an exit
price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The standard also prioritizes, within the measurement of fair value, the use of market-based measurements.

The three-level hierarchy for fair value measurements is defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets

- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable of the asset or liability other than quoted prices, either directly or indirectly including inputs in markets that are not considered to be active;

- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Recent Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 4 - STOCKHOLDER'S EQUITY

The Company has 10,000,000 shares of preferred stock, par value $0.0001 authorized. 2,140,000 issued and outstanding as of September 30, 2014 and December 31, 2013 respectively.

On January 17, 2014, the Issuer issued to Andrew Fellner 7,500,000,000 shares in consideration of his foregoing all claims to $750,000 in salary which he could have demanded for his services as CEO if the Issuer from May, 2010 to January 1, 2014.

On January 31, 2014, the Issuer sold 750,000,000 shares to Continental Equities LLC at a price of $0.0001 per share for cash proceeds of $75,000.

On February 4, 2014, the Issuer sold 150,000,000 shares to DGI LLC at a price of $0.0001 per share for cash proceeds of $15,000.

On February 5, 2014, the Issuer sold 125,000,000 shares to INET Capital at a price of $0.0001 per share for cash proceeds of $12,500.

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On February 5, 2014, the Issuer sold 125,000,000 to Liquid Management at a price of $0.0001 per share for cash proceeds of $12,500.

On February 7, 2014, the Issuer sold 440,000,000 shares to Caesar Capital Group at a price of $0.0001 per share in exchange for cash proceeds of $44,000.

On February 12, 2014, the Issuer sold 50,000,000 shares to Barry Sheerman at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On February 12, 2014, the Issuer sold 250,000,000 shares to Jason Sunstein at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 13, 2014, the Issuer sold 300,000,000 shares to DGI LLC at a price of $0.0001 for cash proceeds of $30,000.

On February 14, 2014, the Issuer sold 250,000,000 shares to Jason Sunstein Family Investments, LLC at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 14, 2014, the Issuer sold 200,00,000 shares to Global Partners Inc. at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 14, 2014, the Issuer sold 900,000,000 shares to Whitehead Financial LLC at a price of $0.0001 per share for cash proceeds of $90,000.

On February 18, 2014, the Issuer sold 600,000,000 shares to Eastmore Capital at a price of $0.0001 per share for cash proceeds of $60,000.

On February 18, 2014, the Issuer sold 100,000,000 shares to NF at a price of $0.0001 per share for cash proceeds of $10,000.

On February 19, 2014, the Issuer sold 200,000,000 shares to Daryl Tirico at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 19, 2014, the Issuer sold 1,100,000,000 shares to Whitehead Financial Group LLC at a price of $0.0001 per share in exchange for cash proceeds of $110,000.

On February 20, 2014, the Issuer sold 330,000,000 shares to Tide Pool Ventures Corporation at a price of $0.0001 per share in exchange for cash proceeds of $33,000.

On February 20, 2014, the Issuer sold 200,000,000 shares to Daryl Tirico at a price of $0.0001 per share for cash proceeds of $20,000.

On February 20, 2014, the Issuer sold LaJolla Side 600,000,000 shares at a price of $0.0001 per share for cash proceeds of $60,000.

On February 24, 2014, the Issuer sold 350,000,000 shares to Leland Martin at a price of $0.0001 per share in exchange for cash proceeds of $35,000.

On February 25, 2014, the Issuer sold 250,00,000 shares to Rock Center at a price of $0.0001 per share in exchange for cash proceeds of $25,000.

On February 27, 2014, the Issuer sold 6,750,000,000 shares to KnotFloat & Company/Redwood Management LLC at a price of $0.0001 per share in exchange for cash proceeds of $675,000.

On February 27, 2014, the Issuer sold 200,000,000 shares to International List Consultants at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On February 28, 2014, the Issuer sold 600,000,000 shares to Joseph Pittera at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On March 3, 2014, the Issuer sold 1,000,000 shares to International List Consultants at a price of $0.0001 per share for cash proceeds of $100.

On March 3, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share for cash proceeds of $10,000.

On March 3, 2014, the Issuer sold 1,000,000 shares to Eric Lowrey at a price of $0.0001 per share for cash proceeds of $100.

On March 5, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On March 7, 2014, the Issuer sold 600,000,000 shares to Legal & Compliance LLC at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On March 11, 2014, the Issuer sold 300,000,000 shares to DGI LLC at a price of $0.0001 per share for cash proceeds of $30,000.

On March 12, 2014, the Issuer sold 250,000,000 shares to Nine Twenty Capital at a price of $0.0001 per share for cash proceeds of $25,000.

On March 13, 2014, the Issuer sold 700,000,000 shares to DGI LLC at a price of $0.0001 per share in exchange for cash proceeds of $70,000.

On March 17, 2014, the Issuer sold 500,000,000 shares to Madison Park Advisors at a price of $0.0001 per share in exchange for cash proceeds of $50,000.

On March 21, 2014, the Issuer sold 3,670,000,000 shares to Beaufort Capital at a price of $0.0001 per share in exchange for cash proceeds of $367,000.

On March 24, 2014, the Issuer sold 3,254,000,000 shares to AGS Capital at a price of $0.0001 per

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share in exchange for cash proceeds of $325,400.

On March 27, 2014, the Issuer sold 600,000,000 shares to Gina Stagnitto at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On March 28, 2014, the Issuer sold 600,000,000 shares to Global Partners at a price of $0.0001 per share in exchange for cash proceeds of $60,000.

On April 1, 2014, the Issuer sold 100,000,000 shares to Barry Sheerman at a price of $0.0001 per share for cash proceeds of $10,000.

On April 3, 2014, the Issuer sold 400,000,000 shares to Gina Stagnitto at a price of $0.0001 per share for cash proceeds of $40,000.

On April 3, 2014, the Issuer sold 50,000,000 shares to Mike Sherman at a price of $0.0001 per share for cash proceeds of $5,000.

On April 7, 2014, the Issuer sold 100,000,000 shares to Chuck Bastyr at price of $0.0001 per share for cash proceeds of $10,000.

On April 14, 2014, the Issuer sold 2,500,000,000 shares to AGS Capital at a price of $0.0001 per share in exchange for cash proceeds of $250,000.

On May 6, 2014, the Issuer sold 200,000,000 shares to Global Capital at a price of $0.0001 per share in exchange for cash proceeds of $20,000.

On May 6, 2014, the Issuer sold 700,000,000 shares to DGI at a price of $0.0001 per share in exchange for cash proceeds of $70,000.

On July 10, 2014, the Issuer sold 100,000,000 shares to Angel/Franklin at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On July 30, 2014, the Issuer sold 3,250,000 shares to David Greenberg in consideration of the cancellation of a $50,000 loan from Mr. Greenberg to the Company.

On July 7, 2014, the Issuer sold 100,000,000 shares to Mike Sherman at a price of $0.0001 per share in exchange for cash proceeds of $10,000.

On July 29, 2014, the Issuer sold 100,000,000 shares to Nancy Fisher at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On July 29, 2014, the Issuer sold 50,000,000 shares to Eric Lowery at a price of $0.0001 per share in exchange for cash proceeds of $5,000.

On July 29, 2014, the Issuer sold 1,250,000,000 shares to DGI at a price of $0.0001 per share in exchange for consulting services valued at of $125,000.

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On August 11, 2014, the Issuer sold 1,300,000,000 shares to Whitehead Financial at a price of $0.0001 per share in exchange for cash proceeds of $130,000.

On September 2, 2014, the Issuer sold 100,000,000 shares to Lourell Roberts at a price of $0.0001 per share in exchange for consulting services valued at of $10,000.

On September 18, 2014, the Issuer sold 205,000,000 shares to Platinum Magazine at a price of $0.0001 per share in exchange for cash proceeds of $20,500.

The Company received approximately $2.9 million cash proceeds from the sell of stock year to date for 2014, after expenses and approximately $150,000 in 2013.

At December 31, 2014 and December 31, 2013, the Company had 39,800,341,754 and 200,341,754 shares issued and outstanding respectively.

NOTE 5 - INCOME TAXES

The Company adopted ASC Topic 740, which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

For income tax reporting purposes, the Company’s aggregate unused net operating losses approximate $2,900,000, which expire in various years through 2030, subject to limitations of Section 382 of the Internal Revenue Code, as amended. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, because in the opinion of management based upon the earning history of the Company, it is more likely than not that the benefits will not be realized.

Under the Tax Reform Act of 1986, the benefits from net operating losses carried forward may be impaired or limited on certain circumstances. Events which may cause limitations in the amount of net operating losses that the Company may utilize in any one year include, but are not limited to, cumulative ownership changes of more than 50% over a three-year period. The impact of any limitations that may be imposed for future issuances of equity securities, including issuances with respect to acquisitions have not been determined.

The difference between income tax expense computed by applying the federal statutory corporate tax rate and actual income tax expense is as follows:

	December 31, 2014		December 31, 2013	
Statutory federal income tax rate	34.00	%	34.00	%
State income taxes and other	5.50	%	5.50	%
Valuation allowance	(39.50)	%	(39.50)	%
Effective tax rate	-0-	%	-0-	%

Deferred income taxes result from temporary differences in the recognition of income and expenses for the financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax asset and liabilities result principally from the following:

NOTE 6 – DEBT

In addition the CEO of the Company loaned the Company approximately $357,044 for working capital purposes in 2011. The CEO converted $357,044 of the debt to preferred stock in March 2013 and January 2014. For 2012-2013 the Company accrued salary and expenses due to the CEO. These costs were recorded as Due to related party during the year. Total expenses accrued during this time was $468,000. The outstanding balance as of December 31, 2014 is $249,000.

NOTE 7 – INVESTMENT PROPERTY

The Company purchased a property from foreclosure with a total to-date investment of $195,066, inclusive of a $15,000 deposit for needed repairs. This property was sold in the first quarter of 2011 for a net gain of $100,983

NOTE 8 – REVERSE ACQUISITION

On June 1, 2010, the Company issued 55,000,000 shares of its common stock, par value $0.001 per share ("Common Stock"), to effect the acquisition of 99% of the issued and outstanding equity shares of Punta Perfecta S.A. de C.V, a Mexican corporation ("Punta") which owns the Punta Perfecta project in Baja, Mexico that had an appraised value of approximately $5,000,000. The company has valued the asset at $450,000 based on the value of the property at the time of acquisition. The Company has reviewed the value as of December 31, 2011 and has determined no impairment is necessary. The Company Punta financials consists of only the land acquired and two buildings located on the land. There is no other assets or liabilities associated with this acquisition. The financials for Punta are included in the presented financials statements for the Company.

As part of the Punta acquisition the Company owns approximately 10 acres of land in the Los Cabos area of Baja, Mexico and has a contract to purchase an additional approximately 48 acres of land in La Paz, Mexico. In early 2010, the Company developed a plan to develop this land using its real estate development subsidiary with the idea of building and marketing small luxury resort homes, called Small Luxury Villas ("SLV"), on a fractional (sometimes called time share or time interval) ownership basis. This division, Punta Perfecta S.A. de C.V., is a Mexican corporation, which owns the Los Cabos area land and has the contract to purchase the additional land. When that unit or units are completed, the Company will be obligated to pay the contractor for its cost of construction plus 15%, which amount is currently estimated to total approximately $520,000 to $575,000. No liability for the amount due to contractor has been accrued as it is not due until the project is finished.

NOTE 9 – ACQUISITIONS

On January 1, 2011, the Company acquired Wazzuu, Inc., a then newly formed corporation which owned certain intellectual property, including a social media networking website. The cost of the acquisition was 240,000 shares of common stock valued at approximately $54,101 and cash paid for the Company including acquisition costs. The Company subsequently stopped using the Wazzuu.com web site and started a new web site called WaZillo.com. The entire acquisition price was written off as impairment to goodwill.

On February 21, 2011, the Company purchased certain intangible assets, including several well followed websites in the North Central US, of 3D Live, Inc., a Minnesota corporation, for 750,000 shares of Common Stock valued at $37,500. In addition the Company incurred additional $33,300 of acquisition costs related to the purchase. Costs included legal and professional fees and other miscellaneous related costs. The entire purchase price was written off as impairment to goodwill.

On March 18, 2013 the Company acquired the assets of Tuvozonline. The assets included computer equipment, customer lists, existing contracts, advertising material and Gateways to various countries in Europe and Asia. The assets were acquired in exchange for 5 million shares valued at $200,000.

In February 2014, the Company purchased bearpotinc Inc., a Colorado corporation, which proposed to grow and sell marijuana in the state of Colorado for $50,000 in cash.

The Company has discontinued these operations and is no longer operating the bearpotinc, Inc. business

NOTE 10 – GOODWILL IMPAIRMENT AND OTHER INTANGIBLE ASSETS

The Company adopted Statement of Financial Accounting Standard (“FASB”) Accounting Standards Codification (“ASC”) Topic 350 *Goodwill and Other Intangible Assets*, effective July 1, 2002. In accordance with (“ASC Topic 350”) "*Goodwill and Other Intangible Assets*," goodwill, which represents the excess of the purchase price and related costs over the value assigned to net tangible and identifiable intangible assets of businesses acquired and accounted for under the purchase method, acquired in business combinations is assigned to reporting units that are expected to benefit from the synergies of the combination as of the acquisition date. Under this standard, goodwill and intangibles with indefinite useful lives are no longer amortized. The Company assesses goodwill and indefinite-lived intangible assets for impairment annually during the fourth quarter, or more frequently if events and circumstances indicate impairment may have occurred in accordance with ASC Topic 350. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference. ASC Topic 350 also requires that the fair value of indefinite-lived purchased intangible assets be estimated and compared to the carrying value. The Company recognizes an impairment loss when the estimated fair value of the indefinite-lived purchased intangible assets is less than the carrying value.

NOTE 11- NOTES RECEIVABLE

The Company current has two notes receivable outstanding totaling $1,419,600 as of December 31, 2014. The first note dated October 2014 was for an initial amount of $180,000 and is secured with land and building on a golf course. Note is due July 2015 The note carries an interest rate of 8% and has a balance of $150,000 as of the filing date.

The second note was for an initial amount of $1,150,000 and additional $50,000 loaned later for a total initial advance of $1,200,000. Note is payable on demand with 10 days notice and carries an interest rate of national prime rate plus 1%. As of the filing date the current balance is $825,000.