

VIRATECH CORP.

*Annual Report Year End December, 2011*

**Part A General Company Information**

**Item 1 The exact name of the issuer and its predecessor.**

The exact name of the issuer is VIRATECH CORP. (hereinafter referred to as the “Company” or “Viratech” or “issuer”). The issuer was a reporting company under Section 12(g) of the Securities Act of 1933 from October 3, 2000 until the filing of a Form 1512(b) on October 20, 2004. The Company was formerly known as McSmoothies, Inc., Ameridream Entertainment, Inc., Soleil Film and Television, Inc., and Imperia Entertainment, Inc.

**Item 2 The address of the issuer’s principal executive offices.**

Viratech Corp.

1575 DeLucchi Lane, Ste. 207

Reno, NV 89502

Telephone Number: (650) 681-0630

**Item 3 The jurisdiction and date of the issuer’s incorporation or organization.**

The Company was incorporated under the laws of the State of Nevada on March 21, 2000.

**Part B Share Structure**

**Item 4 The exact title and class of securities outstanding.**

<u>Title</u>	<u>Class</u>	<u>CUSIP Number</u>	<u>Symbol</u>
Common Stock	N/A	927647 10 7	VIRA
Preferred	A	N/A	N/A

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

A. *Par or Stated Value.* The par value for common shares: \$0.0001. The par value for preferred shares: \$0.0001.

B. *Par or Stated Value.* The par value for common shares: \$0.0001. The par value for preferred shares: \$0.0001.

C. *Common or Preferred Stock.*

- a. Common shares have a one share, one vote voting right. At this time, there are no plans to issue dividends. There are no preemption rights.
- b. Preferred Series A stock has super voting rights of 100,000 to 1. Each share of Preferred Series A has a conversion to 100,000 common shares.
- c. Preferred Series B stock has no dividend or voting rights. Each share of Preferred Series B has a conversion to 50 common shares.

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

The Company's authorized Common Equity Consists of 2,000,000,000 shares of common stock \$0.0001 par value. Currently there are 861,956,493 shares issued and outstanding with 1,965,493 in the trading float.

The Company's authorized Preferred Class A Shares consists of 5,000,000 shares \$0.0001 par value with a conversion rate of 100,000 common shares for each Preferred Class A share. Currently there are 10 Preferred Class A shares issued and outstanding.

The Company's authorized Preferred Class B Shares consist of 5,000,000 shares \$0.0001 par value with a conversion rate of 50 common shares for every Preferred Class B Share. Currently, there are 3,500,000 Preferred Class B shares issued and outstanding.

The Company has of record approximately 158 shareholders of record.

**Item 7 The name and address of the transfer agent.**

Standard Registrar and Transfer Co.

12528 S. 1840 E

Draper, UT 84020

Ph. (801) 571-8844

Standard Registrar and Transfer Co. is registered with the Securities and Exchange Commission as its appropriate regulatory authority.

**Part C Business Information**

**Item 8 The nature of the issuer's business**

***A. Business Development***

The form of organization of the issuer.

Viratech Corp. is a Nevada Corporation.

2. The year that the issuer (or any predecessor) was organized.

The Company was organized by the filing of the Articles of Incorporation with the Nevada Secretary of State on March 21, 2000.

3. Issuer's fiscal year end date.

The fiscal year end is December 31.

4. Whether the issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceedings.

The Company and/or any predecessor has not filed, and is not in the process of filing bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

Viratech Corp. was organized on March 21, 2000, under the former name of Acquisitions Solutions, Ltd. On February 13, 2001, it changed its name to Mc Smoothies, Inc. In May, 2002, we acquired the assets of Ameridream Entertainment, Inc., a Nevada corporation engaged in the business of film production, and changed our name to Ameridream Entertainment, Inc., and commenced operations as a producer of feature films. Effective June 5, 2002, we effected a five-for-one forward split of our common share capital. From February 25, 2002 through July 7, 2002, our common stock was quoted on the over-the-counter bulletin board under the trading symbol, MCSO. From July 8, 2002 through February 29, 2003, our common stock was quoted on the over-the-counter bulletin board under the trading symbol, AMDR. On or about March 29, 2003, due to the failure of former management to file a quarterly report on form 10QSB, our quotation was dropped from the bulletin board and our securities began to trade on the pink sheets under the trading symbol IPEI. Pursuant to a settlement reached in a lawsuit over our controlling shares, which was settled in September, 2003, we changed management and changed our name to Soleil Film & Television, Inc., effective October 2003. We subsequently continued the business of developing, producing and distributing feature films and acquired the award winning television series, "Autograph". In July 2004, we effected a 30-1 reverse split of our common share capital and changed our name to Imperia Entertainment, Inc. On October 19, 2004, we filed a Form 15 to terminate our registration under the Securities Exchange Act of 1933. In September 2006 we changed our charter to the state of Nevada and we effected a 500-1 reverse split of our common share capital. On August 1, 2011 Viratech, Inc. and Imperia Entertainment, Inc. participated in a Share Exchange Agreement effectively merging the two companies. On August 11, 2011 we changed our name from Imperia Entertainment, Inc. to Viratech Corp. and effected a 100-1 reverse split of our common share capital.

1. Any change of control.

Acquisition Solutions, Ltd was organized on March 21, 2000. In May, 2002 Acquisition Solutions, Ltd. became Mc Smoothie's Inc. Pursuant to a Settlement Agreement in September, 2003, over controlling shares of the Company, we changed management and re-named the company Soleil Film &

Television, Inc. These changes became effective in October, 2003. In July, 2004 we effected a 30-1 reverse split of our common share capital and changed our name to Imperia Entertainment, Inc. On August 1, 2011 Viratech, Inc.. and Imperia Entertainment entered into a Share Exchange Agreement, which resulted in a change of control to officer/director Dr. Kevin Buckman.

2. Any increase of 10% or more of the same class of outstanding equity securities.

On August 22, 2011 the Company increased its authorized common shares from 500,000,000 to 2,000,000,000 with a par value of \$0.0001. On the same date, the Company increased its authorized preferred from 2,000,000 to 20,000,000 with a par value of \$0.0001.

3. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

On June 5, 2002 we effected a 5-1 forward split of our common share capital. In July, 2004, we effected a 30-1 reverse split of our common share capital and changed our name to Imperia Entertainment, Inc. In September, 2006 we changed our charter to the state of Nevada and effected a 500-1 reverse split of our common share capital. On July 16, 2011 we effected a 100-1 reverse split of our common share capital.

4. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board.

Due to the failure of former management to file a Form 10QSB, on or about March 29, 2003 the quotation on our common stock was dropped from the OTC bulletin board and moved to the pink sheets. On or about October 19, 2004 we filed a Form 15 to terminate our registration under the Securities Exchange Act of 1933.

5. 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. State the names of the principal parties, the nature and current status of the matters and the amounts involved.

During the past three years, there have been no 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.

**B. *Business of Issuer.***

The Company holds the exclusive license to market proprietary and patent pending cancer diagnostic and treatment protocols, including the unified cancer theory, which is a multi-disciplinary oncological approach to identify the physiological mechanism of action for all cancers, the stage zero cancer protocol, an intellectual property pool consisting of best method practices of dealing with and managing individual cancer patients, and an early detection diagnostic system.

In order to facilitate the free flow of information the Company entered into a non-exclusive licensing agreement with Extensions, Inc. to utilize the intellectual property of Viratech, Inc. to develop, manage and operate a web based research and social network, dedicated to the Company's development of creating an open source cancer research and development social network.

## **OUR TARGET MARKET**

In the U.S. alone, it is estimated that there are more than 10 million cancer survivors. Worldwide, that figure is over 24,000,000 million survivors. A total of 1,437,180 new cancer cases and 565,650 deaths from cancer are projected to occur in the United States in 2008<sup>1</sup>. This makes cancer the leading cause of death for people under the age of 85 years old<sup>2</sup>.

Further according to a report by the World Intellectual Property Organization in Geneva, (www.wipo.int) only 47,921 or 1% of the estimated 4,730,000 million concepts annually are patented or protected via other measure of intellectual property protection. This void of intellectual property protection stifles innovation and creates a synthetic barrier of entry for new ideas and progress.

Viratech is an open source Biotech research and development network leveraging our social collaborative website and our intellectual property suite to provide a platform encouraging the sharing of Biotech research for the sake of accelerating the development of new therapies and diagnostic procedures.

Our toolsets' fulcrum is a method of protecting intellectual property via social collaboration. Which leverages social networking activity and user generated content as a mechanism of converting patents and other intellectual property into index able expression of a copyright work product. Using our toolset, members of the Viratech community can protect their intellectual property thereby allowing them the freedom to post their research and solicit collaboration and assistance from other members as well as being able to broadcast via press releases and social media distribution what they need to assist in the development and furtherance of their research into commercial production.

As members add content to Viratech (Research Documents, Patents, Theories, Blog Entries, Photos, Videos, Audio, Bookmarks, etc.) they can easily place individual restrictions on which of their peers, business associates, development partners, CRO's, and Investors can have access to that particular content. Members control access to their information allowing each member to confidently share more information and collaborate more readily with other members knowing that an irrevocable provenance is created and stored which can show which development partner had access to, viewed and download particular intellectual property/content.

Our second toolset focuses around crowdfunding of early stage research and development capital needs. Independent Biotech research and development teams usually find themselves in a chicken and egg dilemma. They need results to get research and development financing while at the same time needing financing to conduct the research to prove the treatment/diagnostic efficacy.

Independent researchers often succumb to this dilemma by giving up control and autonomy in the early stage of research to venture capital board members or large corporations, which in turn removes the entrepreneurial spirit, moral and motivation to innovate.

The Company believes that our intellectual property toolset within our social networking infrastructure has the potential of opening up the scientific community to share and collaborate on ideas, theories and know how to streamline the development of new therapies and diagnostics within the cancer research community.

## OUR PRODUCT

Our open source biotech development platform will be an interactive online community dedicated to serving the specific needs of cancer researchers and their counterparts. The site focuses on removing obstacle the researchers will encounter in taking ideas and theories to development and commercialization. The goal of the platform is to create a community of the greatest minds in cancer research who can feel safe knowing their intellectual property is being safeguarded who in turn start to open up about new ideas and theories pertaining to the life sciences.

## WEBSITE ADVERTISING & SPONSORSHIPS

The Company expects its largest source of revenue to be from website advertisement and sponsorship sales. Advertising and sponsorship fees and rates will vary depending on page, placement, and size of the advertisement on the website. Premium fees will be charged for home page and section sponsorships while a lesser fee will apply to run scheduled advertisements which continuously rotate throughout the website. The Company anticipates that manufacturers of cancer-specific pharmaceuticals, products, and services will make up a large percentage of advertisement and sponsorship sales. However, the Company is promoting its advertising to a broad base of industries, including companies in the consumer products, travel, tourism, and other industries.

## POTENTIAL MARKET

In the U.S. alone, it is estimated that there are more than 10 million cancer survivors<sup>3</sup>. Worldwide, that figure is more than 24 million survivors<sup>4</sup>.

This year, in the US alone, 1.3 million people will be diagnosed with cancer for the first time and 556,000 people will die of the disease<sup>5</sup>. This makes cancer the leading cause of death for people under the age of 85 years old. The latest stat the Company has for the impact of Cancer in the US is from 2006, the direct cost of cancer was approximately \$78 Billion for direct medical costs and an estimated \$128 Billion for indirect costs (such as lost productivity and labor) bringing the total economic impact to \$206 Billion. This equates to an average direct medical cost of \$60,454 per patient per year and a lost productivity cost of \$97,454 per patient per year.

## Additional Information

1. The Issuer's primary SIC code.

The primary SIC code for the Company is 7370; Services-Computer Programming, Data Processing, Etc. The Company's secondary SIC Code is 8000 Services-Health Services.

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations.

The Company has conducted business in the Entertainment industry and has generated revenues in the past. Currently, the Company is developing its social networking web portal and its cancer detection and treatment protocols.

If the issuer is considered a “shell company” pursuant to Securities Act Rule 405.

No. The Company has conducted business in the past and has generated revenue from the business. Also, the Company has acquired non-nominal assets which would preclude it from being considered a “shell company” pursuant to Rule 405 of the Securities Act of 1933.

4. State the name of any parent, subsidiary or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.

None.

5. The effect of existing or probable governmental regulations on the business.

Governmental regulations have negligible or no effect on the Company’s business, except for of our cancer detection and treatment protocols. The United States patent laws affect the development of our cancer detection and treatment protocols, and the United States Food and Drug Administration regulations affect the development of medical products and devices in accordance with our protocols. Regulation by governmental authorities in the United States and other countries will be a significant factor in our ongoing research and product development activities and in the manufacture and marketing of our products. All of our products will require regulatory approval by governmental agencies prior to commercialization. In particular, our products are subject to rigorous preclinical and clinical testing and other pre-market approval requirements by the FDA and regulatory authorities in other countries. Various statutes and regulations also govern or influence the manufacturing, safety, labeling, storage, record keeping and marketing of such products. The lengthy process of seeking these approvals, and the subsequent compliance with applicable statutes and regulations, require the expenditure of substantial resources. Any failure by us to obtain or maintain, or any delay in obtaining or maintaining, regulatory approvals could materially adversely affect our business. The company can provide no assurance that our products will obtain the required regulatory approvals.

#### Drug Advertising.

The Federal Food, Drug, and Cosmetic Act, or FDC Act, requires that prescription drugs be approved for a specific medical indication by the FDA prior to marketing. Marketing, advertising or otherwise commercializing products prior to approval is prohibited. Upon approval, the FDA's regulatory authority extends to the labeling and advertising of prescription drugs sold throughout the United States which may only be promoted and advertised for their approved indications. The labeling and advertising must not be false or misleading, and must present all material information, including risk information. Labeling and advertising that violate these legal standards are subject to FDA enforcement action.

The FDA regulates the safety, effectiveness, and labeling of over-the-counter drugs. Together, the FDA and FTC require that OTC drug formulation and labeling comply with FDA approvals or regulations and the promotion of OTC drugs must be truthful, adequately substantiated, and consistent with the labeled uses. OTC drugs that do not meet these requirements are subject to FDA or FTC enforcement action depending on the nature of the violation. In addition, state attorneys general can also bring enforcement actions for alleged unfair or deceptive advertising.

Any increase in FDA regulation of the online advertisements of prescription drugs could make it more difficult for us to obtain advertising and sponsorship revenue. Only recently has the FDA relaxed its formerly restrictive policies on direct to consumer advertising of prescription drugs. If the FDA changes its policies to make them more restrictive, this could also make it more difficult for us to obtain advertising and sponsorship revenue.



### FTC regulation of general internet advertising and marketing.

The FTC regulates internet advertising under the Federal Trade Commission Act which allows the FTC to act in the interest of all consumers to prevent deceptive and unfair acts or practices. The FTC requires that advertisements be true and not misleading to consumers and that they be substantiated. The FTC also requires clear and conspicuous disclosures.

Failure to comply with the FTC's prohibition of false or misleading claims in advertisements could result in enforcement actions or civil lawsuits for fines and civil penalties. The Company believes it has taken steps to protect our company from liability for displaying or disseminating ads in violation of these regulations through our advertising agreements and Company advertising policy. However, a regulatory authority may find that the Company has violated the advertising regulations and may bring an enforcement action against the Company.

### Medical Professional Regulation

Most states regulate the practice of medicine requiring professional licensing. Some states prohibit business entities from practicing medicine. The Company does not believe it engages in the practice of medicine, but rather it provides information to the general public, or it plans to license and sublicense technologies or assist with business development. The Company has agreements with licensed medical professionals who provide educational information in the form of content for the Company's website. The Company does not, and do not intend to, provide professional medical advice, diagnosis or treatment through our website. A state may determine that some aspect of the Company's business violates that state's licensing laws and may seek to have it discontinue those portions or subject us to penalties or licensure requirements. Any determination that the Company is a healthcare provider and acted improperly as a healthcare provider may result in liability to it.

Many states regulate the ability of medical professionals to advertise or maintain referral services. The Company does not represent that a physician's use of the Company's online directory will comply with these or other state laws regulating professional practice. It is possible a state or a court may determine the Company is responsible for any non-compliance with these laws, which could affect its ability to offer this service to its customers.

### Consumer Protection Regulation

Advertising viewed by visitors on our website and consumer sales from our e-commerce website are subject to federal and state consumer protection laws which regulate unfair and deceptive practices. The Company is also subject to various other federal and state consumer protection laws, including the ones described below. Most state consumer protection laws are enforced by the Attorneys General of each state.

### COPPA

The Children's Online Privacy Protection Act ("COPPA") protects personal information of children under the age of 13 disclosed online by prohibiting unfair or deceptive acts or practices in connection with the collection, use, and/or disclosure of personal information from and about children. Our website does not target children under 13, nor does the Company plan to allow anyone under the age of 18 to register as a member. Therefore, the Company will not knowingly collect the personal information of children under the age of 13.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers.

The Company has expended considerable amounts of time in research and development of cancer protocols and caused based social networking. These costs are not directly borne by customers.

7. Costs and effects of compliance with environmental laws (federal, state and local).

The Company is not affected by environmental laws.

8. Number of total employees and number of full time employees.

The Company has a total of one full time employee, and four part time employees.

## **Item 9 The nature of products or services offered.**

- A. Principal products or services, and their markets.

Viratech is an open source biotech research and development network, with the ability to leverage our intellectual property suite to encourage sharing and accelerate development of new therapies and diagnostic procedures. Our Intellectual property suite consist of tools which will; protect intellectual property via social collaboration; broadcast calls for research and or collaboration; consult and prepare material for the Investigational Review Board (IRB), Investigational New Drug (IND) and the Contract Research Organization (CRO); assist in financing research and development via charitable alliance in addition to offering general business consulting.

The Company's primary product and service is the management of a web-based platform allowing users to exchange information and experiences through online communication. It is a blend of traditional websites with the accelerated growth of social networks as advertisers will be better able to market their products to a targeted segment of online members actively seeking information, products and services of a particular topic. The Company's secondary products are our licensed proprietary cancer treatment technologies.

### **CANCER PREVENTION-DETECTION-TREATMENT**

Viratech holds the exclusive license to market proprietary and patent pending cancer health screening, diagnostics, and treatment technology.

### **INTERNET SOCIAL COLLABORATION POWERS RESEARCH AND FUNDING**

Viratech uses the power of Internet Social Media to further cancer research by creating a safe environment to share research, collaborate on ideas, to develop and or assist member clients on new cancer treatments and/or diagnostics. Viratech has a non-exclusive license to use intellectual property to create a Cause Based Social Support Network with the ability to Capture Intelligence via Social Collaboration. Part of the IP licensed is the ability to fund research organizations through an alliance with 501c3 Nonprofit groups through the Method of Financing developed by Extensions, Inc.. and licensed to Viratech. A key component to the free flow of information is the security provided by the patent pending Method of Intellectual Property Protection via Social Collaboration. This method allows an individual to share ideas with like-minded colleagues while simultaneously creating a provenance of his ideas and methodologies. We believe this IP Protection method will accelerate the development of new theories and techniques to prevent, diagnose and treat cancer and cancer related illnesses.

## **COMPETITIVE ADVANTAGE OF TECHNOLOGY**

Diagnostic, Therapeutic, and Prognostic Applications Technology has the potential to be used to determine the location and extent of spread of cancer and to diagnose the disease in its earliest stages and may provide assistance with therapeutic interventions and discussion making.

### **B. Distribution methods of the products or services.**

The Company distributes its applications through the Internet.

### **C. Status of any publicly announced new product or services.**

The Company has not publicly announced any new product or services other than the fact that the Company's product is available.

### **D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.**

The Company will be competing in the market for internet services and information which is a highly competitive and volatile market. The Company competes with others both for profit and nonprofit medical information websites such as PatientsLikeMe.com, WebMD.com, RevolutionHealth.com and Healthcommunities.com for our medical information services. However, our community is targeted and dedicated to persons living with or directly affected by cancer which the Company believes provides it a competitive advantage versus general medical information or diagnosis-oriented websites.

The Company competes with other social networking websites for social networking services such as MySpace.com, Friendster.com, Facebook.com, Bebo.com, Xanga.com, Ning.com, eHarmony.com, and Match.com. The Company intends to develop a loyal client base through the social networking aspect of the website, which in-turn will help generate advertising and sponsorship sales specifically targeted to consumers of cancer related products and services. The Company believes it has a competitive advantage over general social networking sites because the Company is targeting, through a broad array of content, community, and other services, a specific group of persons with specific consumer and information needs.

The Company competes with large general internet service companies such as Google, Inc., Yahoo!, Inc., Microsoft, Inc., and America Online for online marketing and advertising. However, because our website content is specifically targeted to persons living with or directly affected by cancer, the

Company believes that the general nature of these large general internet service companies renders them unable to target the cancer market as effectively as Viratech.

E. Sources and availability of raw materials and the names of principal suppliers.

Not applicable to Company.

F. Dependence on one or a few major customers.

The Company markets its products and services to Internet users and is not currently dependent on a few or any major customer.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration.

The Company has and continues to create a portfolio of intellectual property assets, consisting of the following provisional patents:

1. Method of making and using topical medicated formula for breast cancer and skin wellness. Provisional Patent Number 61,399,732.
2. Method device to warm breast for test or infusion. Provisional Patent Number 61,518,691.
3. Method treat evaluate cancer and viruses. Provisional Patent Number 61,519,398.
4. Manual NAF and cervical fluid extraction device cancer and viruses. Provisional Patent Number 61,519,665.
5. Method of treating and preventing breast diseases with formula (Viocell). Provisional Patent Number 61,798,723

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The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

Governmental regulations have negligible or no effect on the Company's business. The United States patent laws affect the development of our cancer detection and treatment protocols, and the United States Food and Drug Administration regulations affect the development of medical products and devices in accordance with our protocols.

Regulation by governmental authorities in the United States and other countries will be a significant factor in our ongoing research and product development activities and in the manufacture and marketing of our products. All of our products will require regulatory approval by governmental agencies prior to commercialization. In particular, our products are subject to rigorous preclinical and clinical testing and other pre-market approval requirements by the FDA and regulatory authorities in other countries. Various statutes and regulations also govern or influence the manufacturing, safety, labeling, storage, record keeping and marketing of such products. The lengthy process of seeking these approvals, and the subsequent compliance with applicable statutes and regulations, require the expenditure of substantial resources. Any failure by us to obtain or maintain, or any delay in obtaining or maintaining, regulatory approvals could materially adversely affect our business. The company can provide no assurance that our products will obtain the required regulatory approvals.

#### Drug Advertising.

The Federal Food, Drug, and Cosmetic Act, or FDC Act, requires that prescription drugs be approved for a specific medical indication by the FDA prior to marketing. Marketing, advertising or otherwise commercializing products prior to approval is prohibited. Upon approval, the FDA's regulatory authority extends to the labeling and advertising of prescription drugs sold throughout the United States which may only be promoted and advertised for their approved indications. The labeling and advertising must not be false or misleading, and must present all material information, including risk information. Labeling and advertising that violate these legal standards are subject to FDA enforcement action.

The FDA regulates the safety, effectiveness, and labeling of over-the-counter drugs. Together, the FDA and FTC require that OTC drug formulation and labeling comply with FDA approvals or regulations and the promotion of OTC drugs must be truthful, adequately substantiated, and consistent with the labeled uses. OTC drugs that do not meet these requirements are subject to FDA or FTC enforcement action depending on the nature of the violation. In addition, state attorneys general can also bring enforcement actions for alleged unfair or deceptive advertising.

Any increase in FDA regulation of the online advertisements of prescription drugs could make it more difficult for us to obtain advertising and sponsorship revenue. Only recently has the FDA relaxed its formerly restrictive policies on direct to consumer advertising of prescription drugs. If the FDA changes its policies to make them more restrictive, this could also make it more difficult for us to obtain advertising and sponsorship revenue.

#### FTC regulation of general internet advertising and marketing.

The FTC regulates internet advertising under the Federal Trade Commission Act which allows the FTC to act in the interest of all consumers to prevent deceptive and unfair acts or practices. The FTC requires that advertisements be true and not misleading to consumers and that they be substantiated. The FTC also requires clear and conspicuous disclosures.

Failure to comply with the FTC's prohibition of false or misleading claims in advertisements could result in enforcement actions or civil lawsuits for fines and civil penalties. The Company believes it has taken steps to protect our company from liability for displaying or disseminating ads in violation of these regulations through our advertising agreements and Company advertising policy. However, a regulatory authority may find that the Company has violated the advertising regulations and may bring an enforcement action against the Company.

#### Medical Professional Regulation

Most states regulate the practice of medicine requiring professional licensing. Some states prohibit business entities from practicing medicine. The Company does not believe it engages in the practice of medicine, but rather it provides information to the general public. The Company has agreements with licensed medical professionals who provide educational information in the form of content for the Company's website. The Company does not, and do not intend to, provide professional medical advice, diagnosis or treatment through our website. A state may determine that some aspect of the Company's business violates that state's licensing laws and may seek to have it discontinue those portions or subject us to penalties or licensure requirements. Any determination that the Company is a healthcare provider and acted improperly as a healthcare provider may result in liability to it.

Many states regulate the ability of medical professionals to advertise or maintain referral services. The Company does not represent that a physician's use of the Company's online directory will comply with these or other state laws regulating professional practice. It is possible a state or a court may determine the Company is responsible for any non-compliance with these laws, which could affect its ability to offer this service to its customers.

### Consumer Protection Regulation

Advertising viewed by visitors on our website and consumer sales from our e-commerce website are subject to federal and state consumer protection laws which regulate unfair and deceptive practices. The Company is also subject to various other federal and state consumer protection laws, including the ones described below. Most state consumer protection laws are enforced by the Attorneys General of each state.

### COPPA

The Children's Online Privacy Protection Act ("COPPA") protects personal information of children under the age of 13 disclosed online by prohibiting unfair or deceptive acts or practices in connection with the collection, use, and/or disclosure of personal information from and about children. Our website does not target children under 13, nor does the Company plan to allow anyone under the age of 18 to register as a member. Therefore, the Company will not knowingly collect the personal information of children under the age of 13.

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

The issuer has offices in Reno, Nevada. The Company is primarily a web-based operation wherein research contributors, content contributors and site members congregate to share ideas and theories on cancer research and cancer related treatments. As a web-based operation the Company's physical facility is minimal.

## **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. Directors and Executive Officers

The persons below served as directors and executive officers of the Company as of December 31, 2010. Executive officers of the Company are elected by the Board of Directors, and serve for a term of one year and until their successors have been elected and qualified or until their earlier resignation or removal by the Board of Directors. There are no family relationships among any of the directors and executive officers of the Company.

**Matt Heindel-President/CEO**

Mr. Heindel spent nearly 30 years in the medical industry emphasizing the commercialization of Women's Health technologies. In 2005, Mr. Heindel was one of the early employees of NeoMatrix and was instrumental in the development of HALO, a breast cancer risk assessment tool which significantly improved the health of cancer patients while simultaneously minimizing the financial burden of the disease. Mr. Heindel's role at the start-up company ranged from selling the first units, creating the marketing launch plans to becoming the clinical expert for the company. Mr. Heindel was directly involved in guiding the company to revenue generation of over \$1M with over 200 devices in use including sales in several key international markets. In 2009, Mr. Heindel was key in recruiting Breast Surgeons who are key industry opinion leaders and commencing clinical data gathering necessary for cost reimbursement. In 2007 Mr. Heindel became the company's Chief Operating Officer responsible for sales, marketing, manufacturing, RA/QA and clinical programs.

Prior to NeoMatrix, Mr. Heindel was a minority owner and Vice President of Sales and Marketing for Prism Enterprises, a company whose primary products serviced the ob-gyn market. By rebuilding the company's sales and marketing division with key personnel upgrades and by making strategic acquisitions in 2002, the new owners took Prism Enterprises from a bankrupt company to an acquisition target of Cooper Surgical to whom it was sold for a significant return in 2003.

Mr. Heindel began his medical career with McGaw, Inc. an intravenous solutions and device company. During his 16 year career at McGaw, Inc. Mr. Heindel progressed from a sales representative to Vice President of International Sales when the company was acquired by B. Braun in 1998. While at McGaw, Inc. Mr. Heindel spent two years in the Middle East where his passion for International Markets emerged. Mr. Heindel has also served as Senior Vice-President of Worldwide Sales and Marketing for Quidel, a rapid diagnostics company focusing in the field of Women's Health.

Mr. Heindel brings a unique combination of skills and experience in domestic and international marketing of capital and disposable products within the medical field. His many years in the medical industry has afforded him a vast array of key distributors and relationships with domestic and international sales representatives as well as access to the medical industries key thought leaders. Mr. Heindel is dedicating his part time efforts to the Company until such time as the Company receives funding.

**Kevin Buckman-Vice-president/Chief Medical Officer**

Dr. Kevin Buckman MD, FAAIM, MRO has been leading environmental projects since 1969 when he started his first national environmental project and an Ecology Club at his college campus. He grew up in Los Angeles and was concerned about pollution and its effect on our health. He completed his Medical School training at USC and continued his training there in Internal Medicine. He has become an expert in Environmental Medicine.

He has served as Medical Director in various hospitals and institutions for over 20 years. He has served as a member of the Executive Committee for six years at St. Dominic's Hospital in Manteca, California. He has written over ten patents for new medical and environmental technologies. From 1986 to 1997 there were more than 50 Physicians on his roster. He also served as Medical Director for Dameron Hospital EMS Liaison from 2002 to 2003. He became Board Certified in Emergency Medicine and a Fellow of the American Board of Emergency Medicine in 1990.

He has received numerous Certifications and Specialty Training in the field of Medicine. He is a Fellow in the American Association of Integrated Medicine, and a Board Certified Medical Review Officer. His other Specialties include: Internal Medicine, Forensic Medicine, Chinese Medicine and Acupuncture. He has over 25 years of hospital experience and has served on over 15 hospital committees.

He has presented research and given lectures at numerous hospitals and at International Medical Conferences and has traveled in 68 countries.

He has received Post Graduate Training at Stanford University School of Business, and attended seminars with the Securities Exchange Institute. He is the founder of the International Health Institute, a non-profit organization for a healthier environment. He has served as CEO for Lifeline BioTechnologies, Inc. a publically traded company, and he successfully advanced the medical technologies for the company as well as fund raising, and made International presentations. He has numerous Medical Publications and has written books about health.

During the last twenty years he has worked internationally to advance a number of medical technologies with a focus on the environmental causes of medical condition, the early detection of disease, preventive medicine, and non-harmful new methods of medical treatment.

#### Executive Compensation

No compensation has been paid to the Executives of the Company.

#### B. Legal/Disciplinary History

No officer, director or control person of the Company has 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. Disclosure of Family Relationships

None

Disclosure of Related Party Transactions.

There were no related party transactions within the last two fiscal years or any proposed transactions for the current fiscal year.

E. Disclosure of Conflicts of Interest.

None

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

Financial statements are incorporated by reference.

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

Two year financial statements incorporated by reference.

The Company is not aware of any currently existing conflicts of interest or other relationships or related transactions.

**Item 14 Beneficial Owners.**

Security Ownership of Certain Beneficial Owners and Management

NAME AND ADDRESS OF  
BENEFICIAL OWNER, OWNERSHIP  
CLASS

Kevin Buckman, M.D.

1575 DeLucchi Lane, Ste. 207

Reno, NV 89502

3,500,000 Preferred 100%

600,000,000 Common 69.6%

Officers and Directors as a  
Group

3,500,000 Preferred 100%

600,000,000 Common 69.6%

**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-not applicable
2. Promoters-not applicable
3. Counsel:

Kenneth Eade

6399 Wilshire Blvd. suite 507

Los Angeles, CA 90048

(323) 782-8802

(310) 861-0620 fax

[keneade@gmail.com](mailto:keneade@gmail.com)

4. Accountant or Auditor-

Rachel Boulds, CPA

3511 S. Penney Cove

Salt Lake City, UT 94115

(801) 230-3945

5. Public Relations-not applicable
6. Investor Relations-not applicable
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.-not applicable

## **Item 16 Management's Discussion and Analysis of Plan of Operation**

### **A. Plan of Operation**

The Company's operating business, <http://www.viratech.org> was organized in 2011. As of this date, the Company has begun operations but has not realized any revenues from operations.

The following is a discussion of the Company's plan of operation over the next twelve months, including a discussion of cash requirements and efforts currently underway to initiate the Company's plan. See the Company's Description of Business, above, for a more detailed discussion of the Company's business strategy and planned operations.

### *Business Plan*

To date, the Company's operations have been limited to acquiring its operating business, <http://www.viratech.org>, completing the development of its product, and developing its business plan. Through its operating business, the Company is in the process of entering the market for online social media and revenue generation.

Over the next twelve months, the company intends to integrate key partners to assist in realizing the Company's objectives. By carefully launching different applications, the Company will ensure that it will be able to negotiate and deliver the best services to its advertisers according to the large amount of information from subscribers'/members' opt-in profiles. By interacting with the Company's subscribers/members the Company will ensure that the products and services the subscribers/members receive will be tailored to their needs.

We recognize that the opportunity is interconnected. The Company's objective is to provide all stakeholders with the ultimate user experience and by doing so, satisfaction rates will drive usage and adoption of the Company's website.

The Company seeks to attract users globally. In order to do this, the Company must secure the resources necessary to sell and support its services globally. The Company plans to raise sufficient capital to enable it to recruit and deploy these resources to ensure that it effectively markets to an international crowd.

The Company is in its development stage and has yet to fully develop its revenue model. The Company does plan to negotiate deals based on a revenue sharing and licensing model.

In addition, the Company is currently in the process of filing for patents relating to the Company's business objective of being a repository for subscribers'/members' ideas and experiences. Each patent pursued by the Company is in various stages in the patent approval process.

## B. Management's Discussion and Analysis of Financial Condition and Results of Operations

### *Cash Requirements*

Over the next twelve months, the Company anticipates its cash requirements will be approximately \$100,000. This approximation is only an educated guess and the actual requirements may be significantly higher.

### *Significant Employee Changes*

The Company does not anticipate any significant change in employees. However, as the Company seeks to expand its services additional employees may need to be accessed in order to satisfy the increased business traffic.

#### **C. Off-Balance Sheet Arrangements**

The Company has no off balance sheet arrangements.

### **Parte E Issuance History**

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

Common stock activity for the year ended December 31, 2011 was as follows:

During 2011, the issuer issued an aggregate of 635,000,000 shares of common stock for the purchase or licensing of intellectual property, pursuant to Section 4(2) of the Securities Act of 1933.

During 2011, the issuer issued an aggregate of 75,000,000 in exchange for debt, pursuant to Section 4(2) of the Securities Act of 1933.

During 2011, the issuer reserved an aggregate of 150,000,000 shares for its Incentive Stock Option Plan, pursuant to Section 4(2) of the Securities Act of 1933.

### **Part F Exhibits**

#### **Item 18 Material Contracts**

License agreement.

#### **Item 19 Articles of Incorporation and Bylaws.**

1. Articles of Incorporation of Viratech Corp., as Amended.
2. Bylaws of Viratech Corp.

#### **Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

None.

**Item 21 Issuer's Certifications.**

I, Matt Heindel, certify that:

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

Dated: April 6, 2012

/s/ Matt Heindel

Executive Officer

**Viratech Corp.**  
**Balance Sheets**  
**(unaudited)**

ASSETS	December 31, 2011 (unaudited)
Current Assets:	-----
Cash	\$ 1,000
	-----
Total Current Assets	1,000
Other Assets	
Intellectual Property	200,000
Interest in TV/film/scripts	692,932
TOTAL ASSETS	\$893,932
	=====
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	
Current Liabilities:	
Accounts Payable	\$ 0
Loans	0
	-----
Total Liabilities	0
	-----
Stockholders' Equity:	
Common stock: \$.0001 par value	
Authorized shares: 2,000,000,000	
Issued and outstanding shares; 861,956,493	86, 195
Paid in capital	1,683,840
Deficit accumulated during	

the development stage	(876,103)
Total Stockholders' Equity	17,829
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$893,932

**Viratech Corp.**  
**Statement of Operations**  
**For the period ended December 31, 2010**  
**Through December 31, 2011**  
**(unaudited)**

	<b>2010</b>	<b>2011</b>
Income	\$ -0-	\$ -0-
Operating Expenses		
General and Administrative		
Total Expenses	-0-	-0-
Net income (loss)	\$ (-0-)	\$ (-0-)



**Viratech Corp.**

**Statement of Cash Flows**  
**For the periods ended December 31, 2010 and 2011**

**(Unaudited)**

	2010	2011
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash from operating activities	-0-	-0-
Net loss	\$ (-0-)	\$ (-0-)
	-----	-----
Net cash operating activities	(-0-)	(-0-)
CASH FLOWS FROM INVESTING ACTIVITIES		
Stocks issued for cash and services	-0-	-0-
	-----	-----
Total cash from investing activities	-0-	-0-
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash provided by financing	-0-	-0-
	-----	-----
Net cash financing activities	-0-	-0-
INCREASE (DECREASE) IN CASH	(-0-)	(-0-)
BEGINNING CASH	-0-	-0-
ENDING CASH	-0-	-0-
	-----	-----

**Viratech Corp.**

**Statement of Stockholder's Equity  
For the periods ended December 31, 2011  
(restated)**

	Number Of Shares Outstanding	Common Stock at Par Value	Paid in Capital	Deficit Accumulated During Development Stage
Beginning balance (Post 1 for 100 common stock split)	1,956,493	195	1,707,340	\$(876,103)
Stocks issued to December 31, 2011	860,000,000	86,000		
Adjustment to paid in capital for issuance of stock			(23,500)	
Net loss – December 31, 2011				\$ -
Balance – December 31, 2011	861,956,493	86,195	1,683,840	\$( 876,103)

**Viratech Corp.**  
**Notes to Financial Statements**  
**December 31, 2011**

**NOTE 1 NATURE OF BUSINESS**

Viratech Corp., formerly known as Imperia Entertainment, Soleil Film and Television, Inc., Ameridream Entertainment, Inc. and Mc Smoothie's, Inc. (the Company) was incorporated under the laws of the state of California as Acquisition Solutions on March 21, 2000. It has acquired an extensive library of intellectual property focused on cancer prevention, detection and treatment and runs a social networking website focused on cancer research.

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES**

**Basis.** The Company uses the accrual method of accounting.

**Cash and cash equivalents** The Company considers all short term, highly liquid investments that are readily convertible within three months to known amounts as cash equivalents. Currently, it has no cash equivalents.

**Loss per share.** Net loss per share is provided in accordance with Statement of Financial Accounting Standards No. 128 "Earnings Per Share". Basic loss per share reflects the amount of losses for the period available to each share of common stock outstanding during the reporting period, while giving effect to all dilutive potential common shares that were outstanding during the period, such as stock options and convertible securities.

**Estimates.** The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statement and accompanying notes. Actual results could differ from those estimates.

**NOTE 3 INCOME TAXES**

The Company has adopted the provision of SFAS No. 109 "Accounting for Income Taxes". It requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

**NOTE 4 RELATED PARTY TRANSACTIONS**

During the period from December 31, 2010 through December 31, 2011 the company has participated in related party transactions. On or about July 29, 2011 the company entered into a

License and Intellectual Property Acquisition Agreement with Kevin Buckman, M.D. the company's current Vice President and Board of Director. (See attached Agreement.) In consideration for Buckman's intellectual property the company issued 600,000,000 common shares and 3,500,000 Preferred Series B shares.

#### NOTE 5 FISCAL YEAR END

The Company's fiscal year end is December 31.

#### NOTE 6 RESTATEMENT

These financial statements have been restated. The original historical financial statements were based on a consolidation of financial statements with Say it in Russian, LLC, an entity with which we no longer control.

#### NOTE 7 SUBSEQUENT EVENTS

None.