

# American Diversified Holdings Corporation

(A Wyoming Corporation)

122 15<sup>th</sup> Street, Ste 2568

Del Mar, CA 92014

(212) 537-5900

<http://www.universalwellnessai.com/>

<http://www.universalwellnessshop.com>

[jc@American-Diversified.com](mailto:jc@American-Diversified.com)

SIC Code: 6719

## QUARTERLY REPORT

For the Quarter Ending January 31, 2025

(the Reporting Period)

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,333,118,171 common shares issued and outstanding as of March 14, 2025

100,000 shares of Preferred shares B issued and outstanding as of March 14, 2025

100,000 shares of Preferred shares C issued and outstanding as of March 14, 2025

*(Current Reporting Period Date or More Recent Date)*

1,258,118,171 common shares issued and outstanding as of January 31, 2024

100,000 shares of Preferred shares B issued and outstanding as of January 31, 2024

*(Most Recent Completed Fiscal Year End)*

### Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

### Change in Control

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

American Diversified Holdings Corporation  
Critical Care, Inc., until March 2007  
Lasik America, Inc., until October 2004

Current State and Date of Incorporation or Registration: Wyoming, on April 24, 2020  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
N/A

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

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

None

Address of the issuer's principal executive office:

122 15<sup>th</sup> Street, Ste 2568  
Del Mar, CA 92014

Address of the issuer's principal place of business:

*X Check if principal executive office and principal place of business are the same address:*

X

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

\_\_\_\_\_

**2) Security Information**

**Transfer Agent**

Transfer Online, Inc.  
512 SE Salmon Street  
Portland, OR 97214  
503-227-2950  
[www.transferonline.com](http://www.transferonline.com)

Publicly Quoted or Traded Securities:

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	ADHC
Exact title and class of securities outstanding:	Common Stock
CUSIP:	02541R 30 0
Par or stated value:	\$0.001 par value
Total shares authorized:	3,000,000,000 as of March 14, 2025
Total shares outstanding:	1,333,187,171 as of March 14, 2025
Total number of shareholders of record:	171 as of March 14, 2025

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Trading symbol:	No Trading Symbol
Exact title and class of securities outstanding:	Preferred Shares Class B
CUSIP:	None
Par or stated value:	\$0.001 par value
Total shares authorized:	200,000 as of March 14, 2025
Total shares outstanding:	100,000 as of March 14, 2025
Total number of shareholders of record:	1 as of March 14, 2025

Trading symbol:	No Trading Symbol
Exact title and class of securities outstanding:	Series Class C Convertible Preferred Stock
CUSIP:	None
Par or stated value:	\$0.001 par value
Total shares authorized:	100,000 as of March 14, 2025
Total shares outstanding:	100,000 as of March 14, 2025
Total number of shareholders of record:	1 as of March 14, 2025

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

1. For common equity, describe any dividend, voting and preemption rights.

Shares of common stock are entitled to one vote per share

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Series B Preferred Share

Each issued and outstanding Series B Preferred Share shall be entitled to the number of votes equal to the result of (i) the number of shares of common stock of the Company (the "Common Stock") issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Series B Preferred Shares issued and outstanding at the time of such vote, at each such meeting of shareholders of the Company with respect to any and all matters presented to the shareholders by the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series B Preferred Shares shall vote together with the holders of common shares as a single class.

The Company shall not amend, later, or repeal the Series B Preferred Shares without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series B Preferred Shares, given in writing or by vote at a meeting consenting or voting (as the case may be) separately as a class. Each Series B Preferred Share shall automatically be converted into 10,000 shares of common stock of the Company at any time at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Series B Preferred Shares.

On April 28, 2014, the Shareholder owned and held 100,000 shares of ADHC Series B Preferred Stock, represented by Certificate Number 3 (50% - 200,000 shares authorized) which is convertible into 10,000 shares of ADHC common stock per 1 share of ADHC Series B Preferred Stock. Mr. Remo, our former Officer and Director, had executed a 9.99% Equity Blocker with ADHC whereby he is prohibited from converting his Series B Preferred Stock of the Company into Common Stock of the Company exceeding 9.99% of the Company's current issued and outstanding Common Stock, at the time of conversion. Therefore, at no time may he own in excess of 9.99% of the issued and outstanding Common Stock of ADHC. This equity blocker prohibits and restricts his ownership and voting rights. Currently Mr. Remo owns less than 1% of the common stock of the Company. On February 5, 2025, Mr. Remo sold the 100,000 shares of Series B Preferred Stock to Pinnacle Consulting Services and is no longer the holder or control person of the Series B Preferred Stock.

#### Series Class C Convertible Preferred Stock

All 100,000 issued and outstanding Series Class C Convertible Preferred Stock have no voting rights. The Conversion Rate shall be the number of common stock shares, at the market price at an amount equal to the dollar amount due to the Stockholder at the time of the conversion of debt to these Series Class C Convertible Preferred Stock, that amount being the amount of \$2,593,896 worth of common stock at the closing price of the previous day. The debt amount will be removed from the financial statement at the next quarterly filing.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to the rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

On April 28, 2014, the Shareholder owned and held 100,000 shares of ADHC Series B Preferred Stock, represented by Certificate Number 3 (50% - 200,000 shares authorized) which is convertible into 10,000 shares of ADHC common stock per 1 share of ADHC Series B Preferred Stock. Mr. Remo, our former Officer and Director, had executed a 9.99% Equity Blocker with ADHC whereby he is prohibited from converting his Series B Preferred Stock of the Company into Common Stock of the Company exceeding 9.99% of the Company's current issued and outstanding Common Stock, at the time of conversion. Therefore, at no time may he own in excess of 9.99% of the issued and outstanding Common Stock of ADHC. This equity blocker prohibits and restricts his ownership and voting rights. Currently Mr. Remo owns less than 1% of the common stock of the Company.

On February 5, 2025, Mr. Remo sold the 100,000 shares of Series B Preferred Stock to Pinnacle Consulting Services and is no longer the holder or control person of the Series B Preferred Stock.

### 3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Number of Shares outstanding as of January 31, 2023	Opening Balance: Common 1,026,493,171 Preferred: 100,000 Series B		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
February 9, 2025	Cancellation	25,000,000	Common	\$0.001	No	John A. Cacchioli, Esq.	Compensation	Restricted	None
February 3, 2025	Issued	100,000,000	Common	\$0.0008	No	International Capital Advisors Group ("ICAG") (Control Person is Pat Rost)	Compensation	Restricted	None
December 18, 2024	Issuance	100,000	Class C Convertible Preferred	\$0.001	No	Ernest B. Remo	Issued in exchange for debt due	Restricted	None

June 11, 2024	Issued	80,000,000	Common	\$0.0008	No	International Capital Advisors Group ("ICAG") (Control Person is Pat Rost)	Compensation	Restricted	None
June 5, 2024	Issuance	107,000,000	Common	\$0.0012	No	Ernest B. Remo	Cancellation of Debt	Restricted	None
March 1, 2024	Issuance	25,000,000	Common	\$0.0011	No	John A. Cacchioli, Esq.	Compensation	Restricted	None
March 1, 2024	Issuance	65,000,000	Common	\$0.0011	No	Peartree Technical Consulting LLC (Control Person Andrew Birnbaum.)	Compensation	Restricted	None
January 22, 2024	Issuance	47,500,000 <sup>2</sup>	Common	\$0.0011	No	Zqkari Innovaciones (Control person is V. Sanchez)	Compensation	Restricted	None
January 22, 2024	Issuance	47,500,000 <sup>3</sup>	Common	\$0.0011	No	Distribuciones Hergomex (Control person is C.A. Jimenez)	Compensation	Restricted	None
January 22, 2024	Cancellation	95,000,000	Common	\$0.0012	No	Ernest B. Remo	Cancellation of Debt	Restricted	None
December 21, 2023	Issuance	95,000,000	Common	\$0.0012	No	Ernest B. Remo	Cancellation of Debt	Restricted	None
May 15, 2023	Issuance	25,000,000	Common	\$0.0024	No	Peartree Technical Consulting LLC (control person Andrew Birnbaum)	Compensation	Restricted	None
May 10, 2023	Issuance	81,125,000	Common	\$0.0021	No	Saveene Corp., Andrea Zecevic	Legal Settlement	Restricted	None
May 8, 2023	Cancellation	62,500,000	Common	\$0.0046	No	Frymoo Gestion SL (Control person is Jacinto Rodenas Jimenez)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	12,500,000	Common	\$0.0046	No	Rolen Ferlo SL (Control person is Marta Prat Sanchez)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	62,000,000	Common	\$0.0046	No	Promoclonia Networks CL (Control person is Sergio Bellosta Suarez)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	62,500,000	Common	\$0.0046	No	JAM Emprearial CL (Control person is Jose Antonia Masana)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	62,500,000	Common	\$0.0046	No	Win Win Invest Consulting SL (Control person is Xiavier-Joan Masana)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	62,500,000	Common	\$0.0038	No	RC Tourists Cruise SL (Control person is Xavier-Joan Massana Modrono)	Cancelled pursuant to Court Order	Restricted	None
April 17, 2023	Issuance	80,000,000	Common	\$0.0021	No	CEDE & CO	Removal of restrictive legend for Ernest Remo from shares	Unrestricted	144

<sup>2</sup> The services contracted for were never provided and a request to return the shares has been made to the shareholder.

<sup>3</sup> The services contracted for were never provided and a request to return the shares has been made to the shareholder.

							issued April 20, 2015		
April 17, 2023	Cancelled	80,000,000	Common	\$0.0075	No	International Capital Advisors Group ("ICAG") (Control Person is Pat Rost)	Return of Shares	Restricted	None
March 14, 2023	New Issuance	28,000,000	Common	\$0.0029	No	Ernest B. Remo	Cancellation of Debt	Restricted	None
March 13, 2023	New Issuance	50,000,000	Common	\$0.0029	No	Ernest B. Remo	Cancellation of Debt	Restricted	None
Shares Outstanding on March 14, 2025	<u>Ending Balance:</u> Common: 1,333,118,171 Preferred: 100,000 Series B Preferred: 100,000 Series C								

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$)  (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below:

\_\_\_\_\_

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

American Diversified Holdings Corporation operates two e-commerce sites focused on the wellness industry <http://www.universalwellnessshop.com> and <http://www.universalwellnessai.com>. The business model includes driving traffic to partner sites, generating ad revenue and creating partnership opportunities for other wellness companies.

- B. Please list any subsidiaries, parents, or affiliated companies.

None

- C. Describe the issuers' principal products or services.

American Diversified Holdings Corporation operates two e-commerce sites focused on the wellness industry <http://www.universalwellnessshop.com> and <http://www.universalwellnessai.com>. The business model includes driving traffic to partner sites, generating ad revenue and creating partnership opportunities for other wellness companies.

#### 5) Issuer's Facilities

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Business is conducted from the executive office which maintains and services our corporate websites.

#### 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
John A. Cacchioli, Esq.	Sole Officer/Director	99 Tulip Avenue, Ste 108, Floral Park, NY 11001	25,000,000 <sup>4</sup>	Common	2.3%
Saveene Corp., Andrea Zecevic	5% Owner	500 S Australian Ave #600 West Palm Beach Fl 33401	131,500,000	Common	9.9%
Ernest B. Remo	Former Sole Officer/Director/Owner of majority control	Del Mar, CA 92014	100,000	Preferred Series B <sup>5</sup>	100%
Ernest B. Remo	Former Sole Officer/Director/Owner of majority control	Del Mar, CA 92014	100,000	Preferred Series C <sup>6</sup>	100%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

<sup>4</sup> On February 9, 2025, Mr. Cacchioli cancelled and returned to Treasury the shares previously issued to him

<sup>5</sup> On February 5, 2025, Mr. Remo sold the 100,000 shares of Series B Preferred Stock to Pinnacle Consulting Services and is no longer the holder or control person of the Series B Preferred Stock.

<sup>6</sup> On February 5, 2025, Mr. Remo sold the 100,000 shares of Series C Preferred Stock to Pinnacle Consulting Services and is no longer the holder or control person of the Series C Preferred Stock.

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## **8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Morgan E. Petitti, Esq.  
118 W. Streetsboro Road  
Suite 317  
Hudson, OH 44236  
Telephone: 330.697.8548  
E-Mail: [PetittiLaw@gmail.com](mailto:PetittiLaw@gmail.com)

### Accountant or Auditor

Mallett and Barnes Tax Service  
6136 Mission Gorge Road  
Suite 125

San Diego, CA 92120  
(619) 326-0840  
E-Mail: [Jona@mbtax1.com](mailto:Jona@mbtax1.com)

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by (name of individual):

Name: **John A Cacchioli, Esq.**  
Title: **CEO**  
Relationship to Issuer: **Control Person**

B. The following financial statements were prepared in accordance with:

IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Jona Barnes**

Title: **Partner, Mallet & Barnes Tax Service**

Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

**Bachelor of Science in Business Administration, emphasis in accounting. Passed the C.P.A. Exam. Working in Accounting since 1988.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, John A. Cacchioli, Esq. certify that:

1. I have reviewed this Disclosure Statement for American Diversified Holdings Corporation;
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.

March 14, 2025

/s/ John A. Cacchioli, Esq.

### *Principal Financial Officer:*

I, John A. Cacchioli, Esq. certify that:

1. I have reviewed this Disclosure Statement for American Diversified Holdings Corporation;
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.

March 14, 2025

/s/ John A. Cacchioli, Esq.

**American Diversified Holdings Corporation**  
**Balance Sheets**  
**(Unaudited)**

	<u>January 31, 2025</u>	<u>July 31, 2024</u>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ -	\$ -
Prepaid consulting	<u>2,292</u>	<u>16,042</u>
<b>Total current assets</b>	<u>2,292</u>	<u>16,042</u>
<b>Other assets:</b>		
Investments	<u>61,200</u>	<u>61,200</u>
<b>Total other assets</b>	<u>61,200</u>	<u>61,200</u>
	<u>\$ 63,492</u>	<u>\$ 77,242</u>
 <b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Current liabilities:</b>		
Accrued expenses and other current liabilities	\$ 400,442	\$ 465,325
Due to related parties - Officers, directors and shareholders	<u>10,659</u>	<u>2,582,542</u>
<b>Total current liabilities</b>	<u>411,101</u>	<u>3,047,867</u>
<b>Shareholders' Equity/(Deficit)</b>		
Preferred stock, Series B \$.001 par value; 200,000 shares authorized, 100,000 shares issued and outstanding at January 31, 2025 and July 31, 2024, respectively	100	100
Preferred stock, Series C \$.001 par value; 100,000 shares authorized, 100,000 shares and 0 shares issued and outstanding at January 31, 2025 and July 31, 2024, respectively	100	-
Common stock, \$.000 par value; 3,000,000,000 shares authorized, 1,258,118,171 and 1,258,118,171 issued and outstanding at January 31, 2025 and July 31, 2024, respectively	-	-
Additional paid-in-capital	22,399,948	19,673,319
Accumulated Deficit	<u>(22,747,757)</u>	<u>(22,644,044)</u>
<b>Total shareholders' equity/(deficit)</b>	<u>(347,609)</u>	<u>(2,970,625)</u>
<b>Total liabilities and shareholders' deficit</b>	<u>\$ 63,492</u>	<u>\$ 77,242</u>

*See accompanying notes to condensed consolidated financial statements.*

**American Diversified Holdings Corporation**  
**Statements of Operations**  
**(Unaudited)**

	<u>For the Three Months Ended January 31, 2025</u>	<u>For the Three Months Ended January 31, 2024</u>	<u>For the Six Months Ended January 31, 2025</u>	<u>For the Six Months Ended January 31, 2024</u>
<b>Expenses:</b>				
General and administrative	\$ 18	-	\$ 18	\$ -
Consulting	7,175	\$ 250	14,750	250
Salaries and related expenses	32,295	750	64,590	-
Professional fees	9,180	-	10,605	1,000
<b>Total expenses</b>	<u>48,668</u>	<u>1,000</u>	<u>89,962</u>	<u>1,250</u>
<b>Loss from operations</b>	<u>(48,668)</u>	<u>(1,000)</u>	<u>(89,962)</u>	<u>(1,250)</u>
<b>Other income (expense):</b>				
Interest expense	(433)	(33,798)	(13,751)	(33,687)
<b>Total other income (expense)</b>	<u>(433)</u>	<u>(33,798)</u>	<u>(13,751)</u>	<u>(33,687)</u>
	\$			
<b>Net income/(loss)</b>	<u>(49,101)</u>	<u>\$ (34,798)</u>	<u>\$ (103,713)</u>	<u>\$ (34,937)</u>
	\$			
<b>Basic and diluted loss per common share</b>	<u>(0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
<b>Weighted average shares outstanding - Basic and Diluted</b>	<u>1,258,118,771</u>	<u>524,955,854</u>	<u>1,258,118,771</u>	<u>705,537,312</u>

*See accompanying notes to condensed consolidated financial statements.*

**American Diversified Holdings Corporation**  
**Statement of Changes in Shareholders' Deficit**  
**For the Period from July 31, 2023 to January 31, 2025**  
(Unaudited)

	Preferred Stock Series B	Preferred Stock Series B Amount	Preferred Stock Series C	Preferred Stock Series C Amount	Common Stock	Common Stock Amount	Additional Paid-in Capital	Subscription Receivable	Earnings (Deficit) Accumulated	Total
<b>Balance, July 31, 2023</b>	<b>100,000</b>	<b>\$ 100</b>	<b>-</b>	<b>\$ -</b>	<b>886,118,171</b>	<b>\$ -</b>	<b>\$ 19,267,919</b>	<b>\$ -</b>	<b>(22,305,506)</b>	<b>\$ (3,037,487)</b>
Stock issued for services		-		-	170,000,000	-	163,000	-	-	163,000
Stock issued for debt		-		-	202,000,000	-	242,400	-	-	242,400
Net loss, July 31, 2024									(338,538)	(338,538)
<b>Balance, July 31, 2024</b>	<b>100,000</b>	<b>\$ 100</b>	<b>-</b>	<b>\$ -</b>	<b>1,258,118,171</b>	<b>\$ -</b>	<b>\$ 19,673,319</b>	<b>\$ -</b>	<b>(22,644,044)</b>	<b>\$ (2,970,625)</b>
Stock issued for debt		-	100,000	100	-	-	2,726,629	-	-	2,726,629
Net loss, January 31, 2025									(103,713)	(103,713)
<b>Balance, January 31, 2025</b>	<b>100,000</b>	<b>\$ 100</b>	<b>100,000</b>	<b>\$ 100</b>	<b>1,258,118,171</b>	<b>\$ -</b>	<b>\$ 22,399,948</b>	<b>\$ -</b>	<b>(22,747,757)</b>	<b>\$ (347,709)</b>

*See accompanying notes to condensed consolidated financial statements*

**American Diversified Holdings Corporation**  
**Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Six Months Ended January 31, 2025</b>	<b>For the Six Months Ended January 31, 2024</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (103,713)	\$ (34,937)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Non-cash expenses:		
Accrued interest - related parties	13,751	33,687
Stock based compensation	129,472	-
Changes in operating assets and liabilities:		
(Increase) decrease in prepaid consulting	13,750	-
Increase (decrease) in accounts payable	-	-
Increase (decrease) in accrued expenses and other current liabilities	(64,883)	-
<b>Net cash provided by operating activities</b>	<b>(11,623)</b>	<b>(1,250)</b>
<b>Cash flows from financing activities</b>		
Payments on loans to related parties - Directors and stockholders	-	-
Proceeds on loans from related parties - Directors and stockholders	11,623	1,250
<b>Net cash provided by financing activities</b>	<b>11,623</b>	<b>1,250</b>
Increase in cash	(0)	-
Cash at beginning of period	-	-
Cash at end of period	<u>\$ (0)</u>	<u>\$ -</u>
<b>Supplemental Cash Flow Information:</b>		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Common stock issued in conversion of accrued directors fees	<u>\$ 129,473</u>	<u>\$ -</u>
Common stock issued in conversion of convertible notes payable	<u>\$ 2,600,256</u>	<u>\$ -</u>

*See accompanying notes to condensed consolidated financial statements.*

**AMERICAN DIVERSIFIED HOLDINGS CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED JANUARY 31, 2025**

**NOTE 1 – THE COMPANY AND BASIS OF PRESENTATION**

American Diversified Holding Corporation (“ADHC”) was incorporated in the state of Nevada on March 21, 2001, as Lasik America, Inc. and on October 26, 2004, the Company changed its name to Critical Care, Inc. to reflect a change in the Company’s focus of activities. On March 10, 2007, The Company’s name was changed to American Diversified Holdings Corporation to reflect of the business focus to a consulting and business development company.

On March 30, 2021, the Company announced that it has formally changed its name to Universal Wellness Holding Corp to further align our corporate direction into the wellness arena. We have applied for a new ticker symbol. On April 27, 2021, the Company changed its domicile to the State of Wyoming. On September 26, 2022, the name of the Company was changed back to its original name, American Diversified Holdings Corporation and the request for a symbol change was dropped.

On October 4, 2021, the Company amended its Articles of Incorporation in the State of Wyoming to increase its authorized preferred stock to 200,000 shares of Preferred Stock. There are currently 100,000 shares of preferred stock issued and outstanding.

On May 2, 2022, Universal Wellness Holding Corp fka American Diversified Holdings Corporation (OTC: “ADHC”) announced today that it has entered into a Joint Venture/Acquisition agreement with ROLLS CHOICE (TM). The agreement provides for ADHC to provide funding to ROLLS CHOICE. A royalty will be paid to ADHC from the gross sales of Rolls Choice line of cannabis related adhesive products. After a due diligence period and further research into the development of ROLLS CHOICE product line, the parties anticipate that ADHC will acquire all the assets of ROLLS CHOICE. Additionally, Allen Staines, the founder of ROLLS CHOICE will be responsible for all ADHC and Universal Wellness social media sites including Twitter and Instagram. ROLLS CHOICE has applied for a trademark with the USPTO under the application number 972978083.

John A. Cacchioli, Esq. was appointed by Andrew Birnbaum (former Chairman/CEO), effective March 1, 2024, as the Sole director, Chairman/CEO of the Company.

We have financed our operations primarily through cash generated from the sale of our stock and loans to us. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. During the six months ended January 31, 2025 and January 31, 2024, the Company suffered net losses of \$103,713 and \$34,937, respectively. As of January 31, 2025, the Company had a negative working capital of \$408,809 and a stockholders’ deficiency of \$347,609. Historically, the Company has sustained its operations primarily through equity and debt financing. These conditions raise substantial doubt about the Company's ability to continue as a going concern. In view of these matters, the Company will need to improve its working capital position. The Company plans to

**AMERICAN DIVERSIFIED HOLDINGS CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED JANUARY 31, 2025**

overcome the circumstances that impact our ability to remain a going concern through a combination of achieving profitability, raising additional debt and equity financing, and renegotiating existing obligations. There can be no assurance, however, that we will be able to complete any additional debt or equity financing on favorable terms or at all, or that any such financings, if completed, will be adequate to meet our capital requirements. Any additional equity or debt financings could result in substantial dilution to our stockholders. If adequate funds are not available, we will be required to delay, reduce, or eliminate some or all of our planned activities. Our inability to fund our capital requirements would have a material adverse effect on the Company. Management believes that the actions presently being taken to revise the Company's operating and financial requirements may provide the opportunity for the Company to continue as a going concern.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***(A) Use of Estimates***

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported periods. Actual results could differ from those estimates.

***(B) Cash and Cash Equivalents***

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of six months or less at the time of purchase to be cash equivalents.

***(C) Revenue Recognition***

At the time of the transaction, the Company assesses whether the fee is fixed and determinable based on the payment terms associated with the transaction and whether collectability is reasonably assured. If a significant portion of a fee is due after our normal payment terms, the Company accounts for the fee as not being fixed and determinable. In these cases, the Company recognizes revenue as the fees become due. Where the Company provides or delivers a product or service at a specific point in time and there are no remaining obligations, the Company recognizes revenue upon the delivery of the product or completion of the service.

***(D) Income Taxes***

The Company accounts for income taxes under SFAS No. 109 "*Accounting for Income Taxes*". Under SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company has made no current provision (benefit) for Federal income taxes because of losses since its inception. A valuation allowance has been used to offset the recognition of any deferred tax assets arising from net operating loss carry forwards due to the uncertainty of future realization. The use of any tax loss carryforward benefits may also be limited as a result of changes in Company ownership.

**AMERICAN DIVERSIFIED HOLDINGS CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED JANUARY 31, 2025**

***(E) Loss Per Share***

Basic and diluted net loss per share for all periods presented is computed based upon the weighted average number of common shares outstanding and issuable shares as defined by SFAS No. 128, "Earnings Per Share".

***(F) Fair Value of Financial Instruments***

SFAS No. 107, "Disclosures about Fair Value of Financial Instruments", requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate that value. For purposes of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation.

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, accounts receivable, advances to suppliers, accounts payable and accrued expenses, line of credit, notes payable and short-term secured financing approximate fair value due to the relatively short period to maturity for these instruments.

***(G) Rounding***

All amounts have been rounded to the nearest \$1.00 except for share amounts.

***(H) Reclassifications***

Certain prior year accounts have been reclassified to conform to the current year's presentation.

**NOTE 3 – COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS**

***Other current liabilities***

Accrued expenses consisted of the following:

	<b>January 31, <u>2025</u></b>	<b>July 31, <u>2024</u></b>
Director fees	\$ 281,527	\$ 411,000
Officer's salaries/related costs	118,415	53,825
Advisor fees	500	500
<b>Total accrued expenses</b>	<b><u>\$ 400,442</u></b>	<b><u>\$ 465,325</u></b>

**NOTE 4 – EQUITY**

***Common Stock***

The Company has 3,000,000,000 shares authorized, 1,258,118,171 shares were outstanding as of January 31, 2025, and July 31, 2024, respectively.

On December 21, 2023, we issued 95,000,000 shares of its common stock, valued at \$114,000 for cancellation of debt.

**AMERICAN DIVERSIFIED HOLDINGS CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED JANUARY 31, 2025**

On March 1, 2024, we issued 90,000,000 shares of its common stock, valued at \$0.0011 per share for services.

On June 5, 2024, we issued 107,000,000 shares of its common stock, valued at \$128,400 for cancellation of debt.

On July 3, 2024, we issued 80,000,000 shares of its common stock, valued at \$0.0008 per share for services.

***Preferred Stock***

On October 4, 2021, the Company amended its Articles of Incorporation in the State of Wyoming to increase its authorized preferred stock to 200,000 shares of Preferred Stock. There are currently 100,000 shares of preferred stock issued and outstanding.

Each issued and outstanding Series B Preferred Share shall be entitled to the number of votes equal to the result of (i) the number of shares of common stock of the Company (the “Common Stock”) issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Series B Preferred Shares issued and outstanding at the time of such vote, at each such meeting of shareholders of the Company with respect to any and all matters presented to the shareholders by the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series B Preferred Shares shall vote together with the holders of common shares as a single class.

The Company shall not amend, later or repeal the Series B Preferred Shares without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series B Preferred Shares, given in writing or by vote at a meeting consenting or voting (as the case may be) separately as a class. Each Series B Preferred Share shall automatically be converted into 10,000 shares of common stock of the Company at any time at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Series B Preferred Shares.

On August 22, 2024, the Company amended its Articles of Incorporation in the State of Wyoming to issue its authorized Class C convertible preferred stock to 100,000 shares of Preferred Stock, having a par value of \$0.001 per share. There are currently 100,000 shares of preferred stock issued and outstanding.

Each issued and outstanding Series C Preferred Share shall not vote and shall not be entitled to the number of votes per share after conversion takes place.

**NOTE 5 – NOTES PAYABLE TO OFFICER**

On April 13, 2018, the Company issued a 5% promissory note to a related party, due April 13, 2021, for \$308,000. Interest accrued for this note was \$113,470 at August 22, 2024. This note was converted to Series C Preferred stock on August 23, 2024. The balance due is \$0 as of January 31, 2025.

On May 15, 2018, the Company issued a promissory note to a related party, due May 15, 2019, for stock returned for \$480,000. Interest accrued for this note was \$174,134 at August 22, 2024. This note was converted to Series C Preferred stock on August 23, 2024. The balance due is \$0 as of January 31, 2025.

**AMERICAN DIVERSIFIED HOLDINGS CORPORATION**  
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On June 6, 2019, the Company cancelled 140,000,000 shares of its common stock and reinstated a note to a related party for 1,226,289 at 5% interest. On December 21, 2023, the principal of \$114,000 was converted to stock. Interest accrued for this note was \$360,282 at August 22, 2024. This note was converted to Series C Preferred stock on August 23, 2024. The balance due is \$0 as of January 31, 2025.

At various dates, an officer of the Company loans funds to the Company at 5% interest. On March 14, 2023, 28,000,000 shares were issued for \$63,323 of this debt. On June 5, 2024, 107,000,000 shares were issued for \$128,400 of this debt. This note was converted to Series C Preferred stock on August 23, 2024. The balance due is \$10,659 as of January 31, 2025.

**NOTE 6 – SUBSEQUENT EVENTS**

Management of the Company has evaluated the subsequent events that have occurred through the date of the report and determined that the following subsequent events require disclosure:

On February 9, 2025, Per CEO's revised compensation package, the CEO returned the 25,000,000 shares of common stock that was issued to him on March 1, 2024.