

Aerius International, Inc.

10300 W. Charleston Blvd Ste 13-215, Las Vegas, NV 89135

702-714-7192

Aeriusinternational.com

Sean@aeriusinternational.com

Quarterly Report

For the period ending March 31, 2025 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

224,801,315 as of March 31, 2025 *(Current Reporting Period Date or More Recent Date)*

224,801,315 as of December 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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ “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.

Aerius International, Inc.

CyberVegas.com until March 2007

Current State and Date of Incorporation or Registration: Nevada

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:

Address of the issuer's principal place of business:

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

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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

Name: Transhares

Phone: 303-662-1112

Email: info@transhare.com

Address: 17755 US Highway 19 N, Suite 140, Clearwater, FL 33764

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:	<u>AERS</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>00768G106</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>980,000,000</u>	<u>as of date: March 31, 2025</u>
Total shares outstanding:	<u>224,801,315</u>	<u>as of date: March 31, 2025</u>
Total number of shareholders of record:	<u>107</u>	<u>as of date: March 31, 2025</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Preferred Stock</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>10,000,000</u>	<u>as of date: March 31, 2025</u>
Total shares outstanding (if applicable):	<u>10,000,000</u>	<u>as of date: March 31, 2025</u>
Total number of shareholders of record	<u>2</u>	<u>as of date: March 31, 2025</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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.**

One vote per share, no other rights or privileges.

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

The Company has authorized 10,000,000 shares as preferred stock, par value \$0.00001, of which 10,000,000 shares are designated as Series A Cumulative Convertible Preferred Stock ("Series A Preferred Stock"). The Series A Preferred Stock has a stated value of \$0.00001 for certain matters, and is convertible into common stock by dividing the aggregate stated value by \$0.10 per share and entitled to cumulative dividends equal to 5% of the stated value per share. The Series A Preferred Stock also has 20 votes per share and a liquidation preference per share equal to the stated value plus any accrued and unpaid dividends.

Effective March 8, 2022, the Company, through its transfer agent, placed a stop transfer on the first 5,000,000 shares of Series A Preferred Stock issued. The Company believes there was a failure of consideration for the share issuance. The current holder was to be appointed an officer of the Company and provide services to the Company.

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

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

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)

Shares Outstanding <u>Opening Balance</u> : Date <u>December 31, 2022</u> Common: <u>224,251,315</u> Preferred: <u>5,000,000</u>			*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	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to. ***You must disclose the	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

				share) at Issuance	the time of issuance? (Yes/No)	control person(s) for any entities listed.	Services Provided		
1/1/2023	New Issuance	500,000	Common	0.005	No	Joshua Hayes	Cash	Restricted	Rule 144
2/2/2023	New Issuance	50,000	Common	0.0046	No	Jeffrey Wertz	Legal Services	Restricted	Rule 144
10/1/2024	New Issuance	5,000,000	Series A preferred	n/a	n/a	Sean Parvizian	services	n/a	n/a
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>March 31, 2025</u>									
Common: <u>224,801,315</u>									
Preferred: <u>10,000,000</u>									

Example: A company with a fiscal year end of December 31st 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.

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

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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reas on for Issua nce (e.g., Loan, Servi ces, etc.)

⁵ 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.

Total Outstanding Balance:

Total Shares:

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

The Company's plan is to offer consulting services to the cannabis industry in states where legal.

- B. List any subsidiaries, parent company, or affiliated companies.

None

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

None

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.

None

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)
<u>Sean Parvzian</u>	<u>Sole Officer/Director (President)</u>	<u>Las Vegas, NV</u>	<u>25,000,000</u>	<u>Common</u>	<u>11.1%</u>
<u>Sean Parvzian</u>	<u>Sole Officer/Director (President)</u>	<u>Las Vegas, NV</u>	<u>5,000,000</u>	<u>Series A preferred</u>	<u>50%</u>
<u>Luxon Asset Protection Trust Dated June 2002 - Joan Luxon</u>	<u>>5% owner</u>	<u>Las Vegas, NV</u>	<u>17,666,667</u>	<u>Common</u>	<u>7.9%</u>
<u>Jeffrey C Guidry</u>	<u>>5% owner</u>	<u>Las Vegas, NV</u>	<u>5,000,000(1)(2)</u>	<u>Series A Preferred(1)(2)</u>	<u>50%</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

(1) The 5,000,000 shares are designated as Series A Cumulative Convertible Preferred Stock ("Series A Preferred Stock"). The Series A Preferred Stock has a stated value of \$0.00001 for certain matters, and is convertible into common stock by dividing the aggregate stated value (plus any unpaid dividends) by \$0.10 per share and entitled to cumulative dividends equal to 5% of the stated value per share. The Series A Preferred Stock also has 20 votes per share and a liquidation preference per share equal to the stated value plus any accrued and unpaid dividends.

(2) On March 7, 2022, the Company, through its transfer agent, placed a stop transfer legend on these shares. The Company believes there was a failure of consideration for the share issuance. The current holder was to be appointed an officer of the Company and provide services to the Company which did not occur.

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

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.

The Company is currently involved in litigation pending before the District Court of Nevada. (Case No. A-24-907017-C) Aerius is in the final stages of settlement discussions and believes the matter will be resolved in the near term. Management does not expect the outcome to have a material adverse effect on the Company's financial condition or results of operations.

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Thomas Beener
Address 1: 2244 Faraday
Address 2: Carlsbad, California 92008
Phone: 760-715-0726
Email: tom.beener.law@gmail.com

Accountant or Auditor

Name: Rachel Boulds
Firm: Rachel Boulds, CPA, PLLC
Address 1: 6371 S Glenoaks St
Address 2: Murray, UT 84107
Phone: 801-230-3945
Email: rachelbouldscpa@hotmail.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: **Rachel Boulds**
Title: **Outsourced CPA**
Relationship to Issuer: **Service provider**

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: **Rachel Boulds**
Title: **Outsourced CPA**
Relationship to Issuer: **Service Provider**

Describe the qualifications of the person or persons who prepared the financial statements:⁶ **Licensed CPA in the State of Utah.**

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.

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:

⁶ 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.

I, Sean Parvizian certify that:

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

May 20, 2025

/s/ Sean Parvizian

Principal Financial Officer:

I, Sean Parvizian certify that:

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

May 20, 2025

/s/ Sean Parvizian

AERIUS INTERNATIONAL, INC.
BALANCE SHEETS
(Unaudited)

	March 31, 2025	December 31, 2024
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 885	\$ 506
Total Assets	<u>\$ 885</u>	<u>\$ 506</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accrued interest – related party	\$ 1,204	\$ 570
Loan payable – related party	53,280	51,780
Total Liabilities	<u>54,484</u>	<u>52,350</u>
Stockholders' Deficit:		
Preferred stock, \$0.00001 par value; 10,000,000 shares authorized, 10,000,000 and 5,000,000 shares of Series A Cumulative Convertible Preferred Stock issued and outstanding, respectively	100	100
Common stock, \$0.001 par value; 980,000,000 shares authorized, 224,801,315 shares issued and outstanding	224,801	224,801
Common stock to be issued	25,000	25,000
Additional paid-in capital	1,100,431	1,100,431
Accumulated deficit	<u>(1,403,931)</u>	<u>(1,402,176)</u>
Total Stockholders' Deficit	<u>(53,599)</u>	<u>(51,844)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 885</u>	<u>\$ 506</u>

The accompanying notes are an integral part of these unaudited financial statements.

AERIUS INTERNATIONAL, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31,	
	2025	2024
Operating Expenses:		
General & administrative expenses	\$ 1,120	\$ 2,003
Total operating expenses	1,120	2,003
Loss from operations	(1,120)	(2,003)
Other expense:		
Interest expense	(635)	—
Total other expense	(635)	—
Net loss	<u>\$ (1,755)</u>	<u>\$ (2,003)</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Basic and diluted weighted average shares	<u>224,801,315</u>	<u>224,795,425</u>

The accompanying notes are an integral part of these unaudited financial statements.

AERIUS INTERNATIONAL, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024
(Unaudited)

	Series A Preferred Stock		Common Stock		Common Stock To Be Issued	Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Balance, December 31, 2024	10,000,000	\$ 100	224,801,315	\$ 224,801	\$ 25,000	\$ 1,100,431	\$ (1,402,176)	\$ (51,844)
Net loss	—	—	—	—	—	—	(1,755)	(1,755)
Balance, March 31, 2025	<u>10,000,000</u>	<u>\$ 100</u>	<u>224,801,315</u>	<u>\$ 224,801</u>	<u>\$ 25,000</u>	<u>\$ 1,100,431</u>	<u>\$ (1,403,931)</u>	<u>\$ (53,599)</u>

	Series A Preferred Stock		Common Stock		Common Stock To Be Issued	Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Balance, December 31, 2023	5,000,000	\$ 50	224,801,315	\$ 224,801	\$ 25,000	\$ 1,099,981	\$ (1,379,631)	\$ (29,799)
Net loss	—	—	—	—	—	—	(2,003)	(2,003)
Balance, March 31, 2024	<u>5,000,000</u>	<u>\$ 50</u>	<u>224,801,315</u>	<u>\$ 224,801</u>	<u>\$ 25,000</u>	<u>\$ 1,099,981</u>	<u>\$ (1,381,634)</u>	<u>\$ (31,802)</u>

The accompanying notes are an integral part of these unaudited financial statements.

AERIUS INTERNATIONAL, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31,	
	2025	2024
Cash flows from operating activities:		
Net loss	\$ (1,755)	\$ (2,003)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in assets and liabilities:		
Accrued interest	634	—
Net cash used in operating activities	(1,121)	(2,003)
Cash flows from financing activities:		
Cash advance – related party	1,500	11,769
Proceeds from the sale common stock	—	—
Net cash provided by financing activities	1,500	11,769
Net change in cash	379	9,766
Cash, beginning of period	506	382
Cash, end of period	<u>\$ 885</u>	<u>\$ 10,148</u>

The accompanying notes are an integral part of these unaudited financial statements.

AERIUS INTERNATIONAL, INC.
Notes to the Financial Statements
March 31, 2025
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Aerius International, Inc. (the “Company” or “Aerius”) is a Nevada registered company. The Company was incorporated on February 24, 2000. Aerius is a marijuana consulting company helping legal marijuana enterprises with consulting, design, construction and financing services.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending December 31, 2025.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

The Company has implemented all applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has no revenue and has an accumulated deficit as of March 31, 2025. The Company requires capital for its contemplated operational and marketing activities. The Company’s ability to raise additional capital through the future issuances of common stock is unknown. The obtaining of additional financing, the successful development of the Company’s contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company’s ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

NOTE 4 – PREFERRED STOCK

The Company has authorized 10,000,000 shares as preferred stock, par value \$0.00001, of which 5,000,000 shares are designated as Series A Cumulative Convertible Preferred Stock (“Series A Preferred Stock”). The Series A Preferred Stock has a stated value of \$0.00001 for certain matters and is convertible into common stock by dividing the aggregate stated value by \$0.10 per share and entitled to cumulative dividends equal to 5% of the stated value per share. The Series A Preferred Stock also has 20 votes per share and a liquidation preference per share equal to the stated value plus any accrued and unpaid dividends. The remaining 5,000,000 shares are designed “blank check” preferred stock.

Effective March 8, 2022, the Company, through its transfer agent, placed a stop transfer on the 5,000,000 shares of Series A Preferred Stock outstanding. The Company believes there was a failure of consideration for the share issuance. The current holder was to be appointed an officer of the Company and provide services to the Company, which did not occur.

On October 1, 2024, the Board of Directors authorized the issuance of 5,000,000 Series A preferred shares of stock, for past and / or future services, to the CEO.

NOTE 5 – RELATED PARTY TRANSACTIONS

Sean Parvizian, CEO, has advanced the Company funds to pay for general operating expenses. On September 30, 2024, the Company issued a note payable to Mr. Parvizian for \$42,980 for funds advanced to the Company. The note bears interest at 5% and matures on September 30, 2025. As of March 31, 2025, Mr. Parvizian has advanced additional funds to the Company making the total principal and interest due as of March 31, 2025, \$53,280 and \$1,204, respectively.

On October 1, 2024, the Board of Directors authorized the issuance of 5,000,000 shares of Series A preferred stock, for past and / or future services, to the CEO.

NOTE 6 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the unaudited financial statements were issued and has determined that it has no material subsequent event to disclose in these unaudited financial statements.