

# Flowerkist Skin Care & Cosmetics, Inc.

Amendment to [Annual Report](#) - Amended for 12/31/2025 originally published through the OTC Disclosure & News Service on 04/01/2026

Explanatory Note:  
Shell status correction

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*



**FLOWERKIST SKIN CARE AND COSMETICS, INC.**

17 State St, Suite 4000 New York, NY 10004

1 (310) 773-8970

Lynxcapitalgroup.com

info@lynxcapitalgroup.com

## Annual Report

For the period ending December 31, 2025 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

**3,519,612** as of December 31, 2025 (Current Reporting Period Date or More Recent Date)

**3,519,612** 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 Control<sup>5</sup> of the company has occurred during this reporting period:

Yes:  No:

<sup>5</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.

On December 11, 2025, the Company completed a change in control transaction whereby new management assumed control of the Company.

This transaction resulted in a transfer of greater than 50% of the Company's voting power.

In connection with the transaction:

- Prior officers and directors resigned
- New management assumed control
- Legacy obligations were resolved

**Subsequent Event:**

Preferred stock was issued in February 2026 to Michael Henriksen.

**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.

Flowerkist Skin Care and Cosmetics, Inc.

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:

**Predecessor Names:**

- American Business Change Agents, Inc.
- Market Milestones
- 3D Marketjet, Inc.

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

None

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

- Change in Control – December 11, 2025

Address of the issuer's principal executive office:

17 State St, Suite 4000  
New York, NY 10004

Address of the issuer's principal place of business:

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

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: Securities Transfer Corporation  
Phone: (469) 633-0101  
Email: atangen@stctransfer.com  
Address: 2901 N Dallas Parkway, Suite 380 Plano, TX 75093

### **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>FKST</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>34350F101</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	<u>300,000,000</u> as of date: <u>12/31/2025</u>
Total shares outstanding:	<u>3,519,612</u> as of date: <u>12/31/2025</u>
Total number of shareholders of record:	<u>32</u> as of date: <u>12/31/2025</u>

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

Securities Transfer Corporation

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

No preferred stock outstanding as of December 31, 2025.  
Preferred stock issued February 2026 (subsequent event).

**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:*

- One vote per share
- No preemptive rights
- No dividends declared
- No material modifications during the reporting period

**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:  X

During the reporting period, the Company received approximately \$250,000 from third-party investors pursuant to stock subscription agreements. As of December 31, 2025, the related shares had not been issued and are recorded as a liability (common stock subscriptions payable). The shares were issued subsequent to year-end in 2026.

**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.

All convertible debt was fully repaid in cash prior to December 31, 2025.

Date	Principal	Balance	Interest	Maturity	Conversion Terms	Shares Converted	Potential Shares	Noteholder	Reason <sup>(1)</sup>
04/06/2023	10,000	0	15%	04/06/2025	Fixed terms (not exercised)	0	0	Keith Ringdahl	Loan
04/06/2023	25,000	0	15%	04/06/2025	Fixed terms (not exercised)	0	0	Jon D. Hanson	Loan

Total Outstanding Convertible Debt: \$0

#### 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](http://www.OTCMarkets.com).

The Company previously engaged in CBD-infused skincare products.

As of December 31, 2025:

- The Company had **no operations**

Activities during the period were limited to capital formation and restructuring associated with the change in control.

**Subsidiaries:** 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.

The Company maintains an executive virtual office in New York, NY.

The Company does not own or lease additional facilities.

#### 6) All Officers, Directors, and 5% Beneficial Owners 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.

Name	Position	Location	Shares	Class	%
Michael Henriksen	CEO / Control Person	Liberty Lake, WA	0	Common	0%
Meher LLC (Alka Badshah)	5% Owner	Kirkland, WA	2,100,000	Common	59.67%
Alka Badshah	5% Owner	Kirkland, WA	62,000	Common	1.76%

#### Control Disclosure:

Meher LLC is controlled by **Alka Badshah**, who is the ultimate beneficial owner of the shares held by Meher LLC.

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

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

The Company is not a party to any material legal proceedings.

## **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.

### **Accountant:**

Aaron Weinberg, CPA

200 Central Ave, 4th Floor

St. Petersburg, FL 33701

Phone: 727-537-6443

Email: aaronweinbergcpa@gmail.com

### **Services Provided:**

Assisted in the preparation and review of financial statements.

Securities Counsel: None

Investor Relations: None

Other Service Providers: None

## **9) Disclosure & Financial Information**

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

Name: Gregory Weinberg  
Title: Chief Operating Officer  
Relationship to Issuer: Officer

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

Accounting Standard:  U.S. GAAP

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

Name: Gregory Weinberg  
Title: Chief Operating Officer  
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements:<sup>7</sup> **Over 10 years of experience in financial management, business operations, and financial statement preparation, with accounting support from a licensed CPA.**

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<sup>7</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.

BALANCE SHEET

As of December 31, 2025

**ASSETS**

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Cash	\$26,654.43
<b>Total Assets</b>	<b>\$26,654.43</b>

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LIABILITIES AND STOCKHOLDERS' EQUITY

**Liabilities**

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Common Stock Subscriptions Payable	\$250,000.00
<b>Total Liabilities</b>	<b>\$250,000.00</b>

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**| Stockholders' Equity (Deficit) | |**

| Common Stock | \$351.96 |

| Additional Paid-In Capital | \$100,000.00 |

| Retained Earnings (Deficit) | (\$323,697.53)|

**| Total Stockholders' Equity | (\$223,345.57) |**

**| Total Liabilities and Stockholders' Equity | \$26,654.43 |**

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STATEMENT OF OPERATIONS  
For the Year Ended December 31, 2025

<b>Description</b>	<b>Amount</b>
Revenue	\$0.00
<b>Operating Expenses</b>	
General and Administrative	\$4,368.69
<b>Total Expenses</b>	<b>\$4,368.69</b>
<b>Net Loss</b>	<b>(\$4,368.69)</b>

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STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2025

<b>Cash Flows from Operating Activities</b>	<b>Amount</b>
Net Loss	(\$4,368.69)
<b>Net Cash Used in Operating Activities</b>	<b>(\$4,368.69)</b>

Cash Flows from Financing Activities	Amount
Proceeds from Stock Subscription Agreements	\$250,000.00
Founder Capital Contribution	\$100,000.00
Payments Related to Change in Control, Settlement of Obligations, and Restructuring	(\$379,368.69)
<b>Net Cash Used in Financing Activities</b>	<b>(\$29,368.69)</b>

Net Change in Cash	(\$33,737.38)
Cash – Beginning of Period (December 11, 2025)	\$60,391.81
Cash – End of Period	\$26,654.43

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**Financing Activities**

**Proceeds from stock subscription agreements: ..... \$250,000.00**  
**Founder capital contribution: ..... \$100,000.00**  
**Payments related to change in control and settlement of obligations: ..... (\$379,369.00)**  
**Net Cash Used in Financing Activities: ..... (\$29,368.69)**

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**Net Change in Cash**

**Net Change in Cash: ..... (\$33,737.38)**  
**Cash – Beginning of Period (December 11, 2025): \$60,391.81**  
**Cash – End of Period: ..... \$26,654.43**

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## STATEMENT OF STOCKHOLDERS' EQUITY

Description	Common Stock	Additional Paid-In Capital	Retained Earnings (Deficit)	Total
Balance at December 11, 2025	\$351.96	\$0.00	(\$319,328.84)	(\$318,976.88)
Net Loss	—	—	(\$4,368.69)	(\$4,368.69)
Founder Contribution	—	\$100,000.00	—	\$100,000.00
Balance at December 31, 2025	\$351.96	\$100,000.00	(\$323,697.53)	(\$223,345.57)

No shares of common stock were issued during the year ended December 31, 2025. All amounts reflected in additional paid-in capital relate solely to the founder capital contribution.

**NOTES TO FINANCIAL STATEMENTS****Note 1 – Basis of Presentation**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The financial statements are unaudited and have been prepared by management.

**Note 2 – Change in Control**

On December 11, 2025, the Company completed a change in control transaction whereby new management assumed control of the Company. Prior officers and directors resigned and new management was appointed.

**Note 3 – Nature of Operations**

The Company had no active operations prior to December 11, 2025. Activities during the reporting period were limited to capital formation, organizational activities, and transaction execution. The Company did not generate revenue during the year ended December 31, 2025. The accumulated deficit includes historical losses incurred prior to the change in control. Financial activity prior to December 11, 2025 was nominal and not material to the financial statements.

**Note 4 – Cash Activity**

From December 11, 2025 through December 31, 2025, the Company received \$350,000 in capital, consisting of \$250,000 from stock subscription agreements and \$100,000 from a founder contribution.

Total cash outflows of approximately \$379,369 were primarily related to the change in control transaction, settlement of legacy obligations, and restructuring activities.

Bank account activity during the period reflects higher gross deposits and withdrawals due to transactional movements associated with restructuring and the change in control. These amounts do not represent additional capital inflows.

Net cash decreased by approximately \$33,737 during the period, resulting in an ending cash balance of \$26,654 as of December 31, 2025.

**Note 5 – Founder Contribution**

During the year ended December 31, 2025, the Company received a capital contribution of \$100,000 from an officer of the Company. The contribution was made in cash and has been recorded as additional paid-in capital.

No shares were issued in connection with this contribution during the reporting period. The contribution is non-refundable and no amounts are owed to the contributing officer as of December 31, 2025.

The contribution is reflected as a financing activity in the statement of cash flows.

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#### Note 6 – Stockholders' Equity

The Company has 300,000,000 authorized shares of common stock with a par value of \$0.0001 per share. As of December 31, 2025, there were 3,519,612 shares issued and outstanding.

All issued and outstanding shares as of December 31, 2025 were issued prior to the change in control and represent legacy ownership.

During the year ended December 31, 2025, the Company received \$250,000 pursuant to stock subscription agreements. As the related shares had not been issued as of year-end, the amounts were recorded as a liability under common stock subscriptions payable. These amounts remain classified as stock subscriptions payable until the related shares were issued in 2026.

The shares associated with these subscription agreements were issued subsequent to year-end in 2026.

In addition, the Company received a \$100,000 capital contribution from an officer, which was recorded as additional paid-in capital.

No shares of common stock were issued during the reporting period.

No preferred stock was outstanding as of December 31, 2025. Preferred stock was issued in February 2026 as a subsequent event.

No changes occurred to issued and outstanding common shares during the reporting period. All issued shares represent legacy ownership prior to the change in control.

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#### Note 7 – Liabilities

All liabilities, including convertible debt, were satisfied in cash prior to December 31, 2025. These liabilities primarily related to obligations incurred prior to the change in control. The Company's only liability as of December 31, 2025 consists of stock subscriptions payable of approximately \$250,000.

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#### Note 8 – Going Concern

The Company has not generated revenues and is dependent on additional financing to fund operations. Management intends to raise additional capital and execute its business plan. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

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#### Note 9 – Subsequent Events

Management has evaluated subsequent events through the date these financial statements were prepared.

In February 2026, the Company issued common stock related to prior period subscription agreements and issued preferred stock to Michael Henriksen.

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#### Note 10 – Significant Accounting Policies

- **Cash and Cash Equivalents:**  
The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.
- **Use of Estimates:**  
The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions.
- **Revenue Recognition:**  
The Company has not generated revenue. Revenue will be recognized in accordance with ASC 606 when operations commence.
- **Income Taxes:**  
The Company accounts for income taxes under ASC 740. No provision for income taxes has been recorded due to operating losses.

## 10) Issuer Certification

*Principal Executive Officer:*

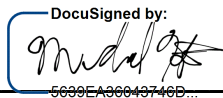
The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Michael Henriksen certify that:

1. I have reviewed this Disclosure Statement for Flowerkist Skincare and Cosmetics, 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.

3/27/2026 [Date]

DocuSigned by:  


[CEO's Signature]

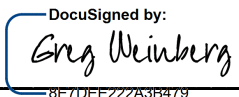
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

*Principal Financial Officer:*

I, Gregory Weinberg certify that:

1. I have reviewed this Disclosure Statement for Flowerkist Skincare and Cosmetics, 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.

3/27/2026 [Date]

DocuSigned by:  


[COO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")