



**3<sup>rd</sup> Quarter Report**  
**(For the Period Ended September 30, 2013)**

November 14, 2013

Axxess Unlimited, Inc. (d/b/a Axxess Unlimited)  
6900 East Camelback Road, Suite 1010  
Scottsdale, AZ 85251

Phone: (480) 809-6232  
[www.axxessunlimited.com](http://www.axxessunlimited.com)  
Investor relations: [investorrelations@axxessunlimited.com](mailto:investorrelations@axxessunlimited.com)

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**1) Name of the Issuer and Its Predecessors**

Axxess Unlimited, Inc.	March 5, 2013 – Present	(Florida)
AZIA Corp.	March 1, 2010 – March 5, 2013	(Florida)
Ambush Media, Inc.	July 23, 2009 – March 1, 2010	(Florida)
Secure Luggage USA, Inc.	March 5, 2008 – July 23, 2009	(Florida)
Visual Bible International, Inc.	August 7, 2000 – March 5, 2008	(Florida)
American Uranium, Inc.	July 14, 2000 – August 7, 2000	(Florida)
* American Uranium Florida, Inc.	June 8, 2000 – July 14, 2000	(Florida)
* American Uranium, Inc.	September 8, 1998 – July 14, 2000	(New Jersey)
Zencrest Holdings Corp., Inc.	October 20, 1997 – September 8, 1998	(New Jersey)
PRS SUB III, INC.	October 22, 1991 – October 20, 1997	(New Jersey)

*\* American Uranium Florida, Inc. was incorporated in the State of Florida on June 8, 2000 to facilitate a change of domicile for American Uranium, Inc., which was at that time a New Jersey Corporation. Pursuant to Articles of Merger, American Uranium, Inc. (the New Jersey corporation) merged with and into American Uranium Florida, Inc. (the Florida corporation) on July 14, 2000. Concurrent with the merger, American Uranium Florida, Inc. changed its name to American Uranium, Inc. Prior to this merger, all predecessor corporations were incorporated under the laws of the State of New Jersey. After this merger, all successor corporations remained incorporated under the laws of the State of Florida.*

**2) Address of the Issuer’s Principal Executive Offices**Company Headquarters

6900 E. Camelback Rd., Suite 1010

Scottsdale, AZ 85251

Phone: (480) 809-6232

Email: investorrelations@axxessunlimited.com

Website: www.axxessunlimited.com

**3) Security Information**

Trading symbol: AXXU

Exact title and class of securities outstanding: Common equity

CUSIP: 05464J 106

Par or Stated Value: \$0.001

Total shares authorized: 125,000,000 as of: September 30, 2013

Total shares outstanding: 66,908,560 as of: September 30, 2013

Transfer Agent

Securities Transfer Corporation

2591 Dallas Parkway, Suite 102

Frisco, TX 75034

Phone: (469) 633-0101

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Transfer Agent is registered under the Exchange Act

There are no restrictions on the transfer of the security other than those imposed on certificated shares bearing restrictive legends.

There have not been any trading suspension orders issued by the SEC in the past 12 months.

On February 15, 2013, the shareholders of the Corporation approved a Share Exchange Agreement that provided for the Corporation to acquire Axxess Unlimited, LLC, an Arizona limited liability company. That transaction closed on April 15, 2013, and is described in greater detail below.

#### **4) Issuance History**

On February 15, 2013, the shareholders of the Corporation approved a Share Exchange Agreement between the Corporation, Axxess Unlimited, LLC, Michael D. Roth, and certain shareholders of the Corporation. As part of that Share Exchange Agreement, certain shareholders of the Corporation were to return 37,641,440 shares of the Common Stock of the Corporation to the Corporate Treasury. Michael D. Roth, as the sole member and manager of Axxess Unlimited, LLC, then assigned his entire interest in Axxess Unlimited, LLC, to the Corporation in exchange for the issuance by the Corporation of 48,000,000 shares of the Common Stock of the Corporation. The Share Exchange Agreement and the transactions contemplated thereby finally closed on April 15, 2013. Prior to and after these transactions, Michael D. Roth was and is the President, Chief Executive Officer, Secretary, Treasurer and Chairman of the Board of Directors of the Corporation. Prior to and after the transactions, Michael D. Roth was and is the Manager of Axxess Unlimited, LLC.

The transaction that resulted in Michael D. Roth acquiring 48,000,000 shares of the Common Stock of the Corporation was a transaction by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act of 1933. The transaction was additionally exempt from registration under Florida and Arizona law. The price paid for such shares was the value of all of the membership interests in Axxess Unlimited, LLC. The shares are restricted shares and the certificates evidencing such shares contain a legend stating that “The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended and may not be sold or transferred without registration under said Act or an exemption therefrom.”

Additionally, on July 10, 2013 the Corporation entered into Employment Agreements with Scott Hansbury, the Corporation’s Chief Operating Officer and Christopher Diaz, the Corporation’s Chief Creative Officer. Each of these Employment Agreements contained provisions for the employees to receive shares of the Corporation’s Common Stock as compensation for services already rendered as well as further incentive for services yet to be rendered. Mr. Hansbury received fully vested restricted shares of the Corporation’s Common Stock in the amount of 3,750,000 shares. Additionally, Mr. Hansbury has received and is to receive options to purchase shares of the Common Stock of the Corporation during the term of his employment with the Corporation. Specifically, Mr. Hansbury has received and is to receive options to purchase

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375,000 shares of the Common Stock of the Corporation for each completed month of service during the term of his employment with the Corporation, beginning on July 10, 2013. As referenced above and below, Mr. Hansbury acts as the Chief Operating Officer, Executive Vice President and a Director of the Corporation. His services to the Corporation include general financial and human resource management, asset targeting and acquisition, and business development. Mr. Diaz received fully vested restricted shares of the Corporation's Common Stock in the amount of 3,000,000 shares. As referenced above and below, Mr. Diaz acts as the Chief Creative Officer of the Corporation. His services to the Corporation include general human resource management, business development and creative collaboration and development of the Corporation's products and services. On September 18, 2013, the Corporation entered into and approved a Subscription Agreement for Services Rendered with East Meets West Management, LLC. A principal of East Meets West Management, LLC, Bruce Phillips, provides accounting services to the Corporation and agreed to subscribe to 52,000 fully vested restricted shares of the Corporation's Common Stock in lieu of full payment for services rendered to the Corporation and as further incentive for services yet to be rendered.

Each of the transactions in the foregoing paragraph were by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act of 1933. The transactions were additionally exempt from registration under Florida and Arizona law. The price paid for such shares were services valued at \$0.008 per share. The shares are restricted shares and the certificates evidencing such shares contain a legend stating that "NONE OF THE SECURITIES REPRESENTED HEREBY HAVE BEEN REGISTERED UNDER THE 1933 ACT, OR ANY U.S. STATE SECURITIES LAWS, AND, UNLESS SO REGISTERED, MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY EXCEPT IN ACCORDANCE WITH AN EFFECTIVE REGISTRATION STATEMENT UNDER THE 1933 ACT, OR PURSUANT TO AN AVAILABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE 1933 ACT AND IN EACH CASE ONLY IN ACCORDANCE WITH APPLICABLE STATE SECURITIES LAWS. IN ADDITION, HEDGING TRANSACTIONS INVOLVING THE SECURITIES MAY NOT BE CONDUCTED UNLESS IN COMPLIANCE WITH THE 1933 ACT."

## 5) Financial Statements – UNAUDITED

**\*\*\*NOTE: The financial information presented below represents the compiled financial information of Axxess Unlimited, LLC, an Arizona limited liability company, and its subsidiaries. Axxess Unlimited, LLC is a wholly owned subsidiary of the Corporation. \*\*\***

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**Axxess Unlimited, LLC**  
**Consolidated Balance Sheet**  
**As of September 30, 2013**  
**(Unaudited)**

**ASSETS**

## Current Assets:

Cash	\$ 991.74
Account Receivable, net	18,202.66
Prepaid Expenses and Other Current Assets	<u>105,913.86</u>
Total Current Assets	125,108.26
Computer Equipment, net	10,919.24
Capitalized Software Development, net	<u>13,781.25</u>
Total Fixed Assets	<u>24,700.49</u>

**TOTAL ASSETS****\$ 149,808.75****LIABILITIES AND MEMBERS' EQUITY**

## Current Liabilities :

Accounts Payable and Accruals	<u>71,500.61</u>
Total Current Liabilities	71,500.61

## Long-Term Liabilities:

Notes Payable	-
Loans - Related Parties	<u>521,157.79</u>
Total Long-Term Liabilities	<u>521,157.79</u>

**Total Liabilities**

592,658.40

## Members' Equity:

Member Capital	632,957.29
Retained Earnings	(819,160.07)
Net Income	<u>(256,646.87)</u>

## Total Members' Equity

(442,849.65)

**TOTAL LIABILITIES & MEMBERS' EQUITY****\$ 149,808.75**

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**Axxess Unlimited, LLC**  
**Consolidated Income Statement**  
**For the Periods as Indicated**  
**(Unaudited)**

	For the Nine Months Ended September 30, 2013	For the Nine Months Ended September 30, 2012
<b>Revenue</b>		
Software License Revenue	\$ 632,142.25	143,600.00
Web Design and Maint	160,299.00	174,660.10
Brands	-	-
Sales	-	-
Media	-	-
Less : Returns	(1,307.38)	(1,395.28)
<b>Total Revenue</b>	<b>791,133.87</b>	<b>316,864.82</b>
<b>Cost of Revenue</b>	<b>247,613.07</b>	<b>193,971.85</b>
<b>Total Cost of Revenue</b>	<b>247,613.07</b>	<b>193,971.85</b>
<b>Gross Profit</b>	<b>543,520.80</b>	<b>122,892.97</b>
<b>Operating Expenses</b>		
Sales and Marketing	16,354.15	73,286.27
Research and Development	178,083.15	48,689.63
General and Administrative	387,355.81	231,166.30
<b>Total Operating Expenses</b>	<b>581,793.11</b>	<b>353,142.20</b>
<b>Operating Income</b>	<b>(38,272.31)</b>	<b>(230,249.23)</b>
<b>Other Expenses (Income)</b>		
Other Income	(694.47)	-
Other Expenses	-	13,156.41
Interest Expense	18,553.87	13,285.50
Depreciation and Amortization	8,209.17	3,984.72
Deferred Salaries	151,075.09	-
Public Transaction Expense	41,230.90	-
Charitable Contributions	-	550.00
<b>Total other Expenses (Income)</b>	<b>218,374.56</b>	<b>30,976.63</b>
<b>Net Income</b>	<b>\$ (256,646.87)</b>	<b>\$ (261,225.86)</b>

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**Axxess Unlimited, LLC**  
**Consolidated Comparative Statement of Cash Flows**  
**For the Periods as Indicated**  
**(Unaudited)**

	Nine Months Ended September 31, 2013	Year Ended December 31, 2012
<b>Cash flows from operating activities</b>		
Net Loss	\$ (256,646.87)	\$ (398,912.00)
Adjustments to reconcile net loss to net cash used in operating activities :		
Depreciation and amortization	8,209.17	6,626.00
Contributed services by officer	142,499.97	200,000.00
Changes in operating assets and liabilities :		
Accounts receivable	46,842.42	(55,107.00)
Accounts payable	49,609.62	46,251.00
Accrued expenses	(32,315.00)	-
Accrued interest - related party	(18,665.00)	17,714.00
Deferred revenue	-	(23,500.00)
Customer Deposits	-	-
Other prepaid expenses	(5,913.86)	-
Prepaid licensing fees	(100,000.00)	-
	<u>(166,379.55)</u>	<u>(206,928.00)</u>
<b>Net cash used in operating activities</b>		
<b>Cash flows from investing activities</b>		
Purchase of property and equipment	-	(6,596.00)
Cash paid for capitalized software development costs	-	(23,625.00)
	<u>-</u>	<u>-</u>
<b>Net cash used in investing activities</b>		
	-	(30,221.00)
<b>Cash flows from financing activities</b>		
Member distributions	-	-
Proceeds from line of credit - related party - net	90,222.76	226,259.00
Member loans	70,575.12	-
Capital Contributions - net	-	-
	<u>160,797.88</u>	<u>226,259.00</u>
<b>Net cash provided by financing activities</b>		
	160,797.88	226,259.00
<b>Net Change in Cash</b>		
	(5,581.67)	(10,890.00)
Cash, beginning of year, quarter	<u>6,573.41</u>	<u>17,463.00</u>
Cash, end of year, quarter	<u><u>991.74</u></u>	<u><u>6,573.00</u></u>
<i>Supplemental disclosure of cash flow information :</i>		
Interest paid	36,552.76	-
Income taxed paid	-	-

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## 6) Describe the Issuer’s Business, Products and Services

Headquartered in Scottsdale, Arizona, Axxess Unlimited Inc. (AXXU) currently operates two divisions that focus on increasing revenue for clients: secure data flow management and proprietary digital marketing platforms. The Company's lead secure data flow management product, Axxess Information Reporting (AIR), currently processes data from breath alcohol ignition interlock devices (IIDs) for more than 40 independent service providers. Axxess AIR is the only system in use that conforms to federal evidence rules, processing over 48,000 data logs - and growing - annually to courts, probation offices and state agencies.

As a next generation business intelligence company, the Company has continued to grow to provide actionable, next-generation business intelligence for a wide range of businesses and organizations. Leveraging technology, the Company provides information-driven business solutions through interactive marketing, interactive technologies, application and product development, customer relationship management, business intelligence, portals and collaboration, and infrastructure solutions.

The Corporation is organized as a corporation under the laws of the State of Florida. The Corporation was originally organized under the laws of the State of New Jersey in 1991 and pursuant to a merger, the corporation changed its domicile to the State of Florida in 2000 under the name American Uranium, Inc. The Corporation’s primary SIC Code is 7371 – Computer Programming Services. The Corporation’s secondary SIC Code is 7311 – Digital Advertising Agency. The fiscal year end date is December 31<sup>st</sup> of each calendar year.

A description of the Axxess Divisions and their principal products, services and markets follows:

### **Axxess Apps**

Axxess Apps (“AxxuA”) is the software development division. The focus of AxxuA includes:

- Enterprise Applications
- Custom Applications
- Cloud Applications
- Mobile Applications

AxxuA currently has SaaS solutions and custom and mobile products available in the Government Services, Automobile Dealership, Medical and Consumer goods Sectors. AxxuA relies heavily on the core logic of the Axxess Unlimited RISE platform for each of the applications offered.

### **Axxess Digital**

Axxess Digital (“AxxuD”) is the interactive digital agency division. AxxuD represents a new breed of marketing partner, blending strategy, creative services, technology, media, and data offerings to connect clients with their target markets in ways that provide rapid growth in sales

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and profits. AxxuD relies heavily on the core logic of the Axxess Unlimited RISE platform.

The company knows that digital convergence is quickly leading to new marketing and advertising paradigms. Today, consumers' interactions with media can be fully measured, stored, quantified and immediately utilized to better target the right message to the right customer. This enables hyper-accountable, real-time marketing with strong response rates and returns on investment.

## 7) Describe the Issuer's Facilities

Axxess currently leases 3,146 rentable square feet of office space in Scottsdale, Arizona. The office space is located at 6900 East Camelback Road, Suite 1010 and 610, Scottsdale, AZ 85251. Minimum monthly rent is \$5,426.96 per month, plus applicable rental tax. The lease for this space expires on July 31, 2017.

Additionally, Axxess is the licensee under an Exclusive License Agreement for certain rights to utilize Patent No. 8,059,003 B2, which references a proprietary method for collecting data from breath alcohol ignition interlock devices or IIDs, uploading the data from an IID to a central database, pairing the data with secure transactional data to provide one or more secure transactional stamps, storing the data and paired secure transactional stamps in said central database, producing a report comprising said data and the paired transactional stamp, and providing the report to an authorized third party. Axxess' rights under this agreement are provided on a royalty free basis provided that Axxess must maintain minimum gross sales, less returns and refunds, of \$125,000 per calendar quarter in the utilization of these rights. In the event that Axxess fails to meet these minimum sales requirements, the licensor has the right to terminate the license. The Exclusive License Agreement is by and between Axxess Unlimited, LLC, a wholly owned subsidiary of the Corporation, and an entity that is wholly owned by CEO and President of the Corporation, Michael Daniel Roth, which presents a possible conflict of interest in the event that this agreement is in default at any time during the term of the agreement.

## 8) Officers, Directors and Control Persons

### A. Names of Officers, Directors and \*Control Persons.

Michael Daniel Roth –	Director / Chairman of Board of Directors / Chief Executive Officer / President / Secretary / Treasurer / Control Person
Scott Hansbury –	Director / Vice Chairman of Board of Directors / Chief Operating Officer / Executive Vice President
Chris Diaz –	Chief Creative Officer

### B. Legal/Disciplinary History.

None of the foregoing persons have, in the last five years, been the subject of (1) a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); (2) the entry of

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an order, judgment or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; (3) a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or (4) the entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

*\* The information for control persons is set forth for those deemed to be beneficial owners of more than 10% of any class of the Corporation's equity securities.*

C. Beneficial Shareholders.

Name	Address	No. of Shares	Ownership %
Michael D. Roth	6900 E. Camelback Rd., Suite 1010, Scottsdale, AZ 85251	48,000,000	72%

9) **Third Party Providers**

Legal Counsel

Tyler R. Gernant  
Callaghan and Gernant, P.C.  
2825 Stockyard Road, Suite A-15  
Missoula, MT 59808  
Phone: (406) 721-1124  
Email: info@cgpclaw.com

Accountant

Bruce Phillips, CPA (affiliated with East Meets West Management, LLC)  
Harshman Phillips & Company  
3050 Amwiler Road, Suite 200  
Atlanta, GA 30360  
Phone: (678) 964-4721  
Email: bphillips@hpcpa.com

Michael T. Psomas, CPA  
Audit Prep Services, LLC  
8605 Santa Monica Boulevard, #36640  
Los Angeles, CA 90069  
Phone: (323) 983 8950  
Email: info@auditprepservices.com

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Auditor

David Gosselin, CPA  
DBBMcKennon  
16959 Rancho Bernardo  
Suite 102  
San Diego, CA, 92128

Investor Relations Consultant

Pam Lagano  
Lagano & Associates, Inc.  
2952 Chancery Lane  
Clearwater, FL 33759  
Phone: (727) 726-7910  
Email: plagano@laganoassociates.com

**10) Issuer Certification**

I, Michael D. Roth, as Chief Executive Officer and Chairman of the Board of Directors of Axxess Unlimited, Inc. (the “Corporation”) certify that:

- a. I have reviewed this 3<sup>rd</sup> Quarter Report of Axxess Unlimited, Inc.;
- b. 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
- c. Based upon 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.

Date: November 14, 2013

/s/ Michael D. Roth  
Michael D. Roth  
CEO and Chairman of Board of Directors