

Company Annual Information and Disclosure Statement
Section One: Issuers' Annual Disclosure Obligations for
Fiscal Year ending 12/31/2013

CARIBBEAN INTERNATIONAL HOLDINGS
OTCPK: CIHN

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Section One: Issuers' Initial Disclosure Obligations

Part A General Company Information

Item I The exact name of the issuer and its predecessor (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Exact Company Name: Caribbean International Holdings, Inc. (hereinafter referred to as "we", "us", or "our", "the Company" or "the Issuer").

Name used by predecessor entities in the past five years:

- (a) Caribbean Casino and Gaming Corporation until January 17, 2013
- (b) Aladdin & Company Trading, a Utah company until March 2, 2009
- (c) Beverly Hills Ltd., a Utah corporation until July 7, 2006

Item II The address of the issuer's principal executive offices

In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.

Address: 2100 Constitution Blvd
Suite 155
Sarasota, FL 34231
Phone: 941-924-9400

Website: N/A

Investor Relations:

Steven Swank, CEO

Item III The jurisdiction(s) and date of the issuer's incorporation or organization

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

The Company was first started and named Beverly Hills, Ltd., and was incorporated in Utah on April 29, 1939 as Ophir Queen Mines Company.

On June 15, 1974, Ophir Queen Mines Company changed its name to Hawk International. The Company had substantial operations until March 15, 1996 when the Company began to develop new business subsidiaries. Hawk International changed its name to Beverly Hills Country Club on February 28, 1998. Beverly Hills Country Club then changed its name to Beverly Hills Ltd., on August 13, 1998.

The issuer was formerly Aladdin & Company Trading, a Utah corporation, which was formed on July 7, 2006. Aladdin and Company Trading changed its name to Caribbean Casino & Gaming Corporation and re-domiciled to Florida on March 2, 2009, and subsequently changed its name to Caribbean International Holdings, Inc. The resulting issuer (CIHN) is now domiciled in Florida.

Part B Share Structure

Item IV The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

CUSIP Number: 14185U101
Trading Symbol: OTCPK: CIHN

Common Stock Authorized: 975,000,000

Preferred Stock Authorized: 25,000,000

Preferred Stock Series A Authorized 500,000

Preferred Stock Series A-1 Authorized 5,333

Preferred Stock Series B Authorized: 500,000

Preferred Stock Series B-1 Authorized 5

Item V Par or stated value and description of the security

A. Par or Stated Value. Provide the par or stated value for each class of outstanding securities.

We are authorized to issue 975,000,000 shares of common stock, at \$0.001 par value, and 25,000,000 shares of preferred stock, at \$0.001 par value.

B. Common or Preferred Stock.

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

The securities have conventional voting rights for common stock, one vote per share. There are no preemptive rights or provisions in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

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

Series A

(1) **Designation and Rank.** The series "Series A Convertible Preferred Stock" consists of 505,333 shares. The Series A Convertible Preferred shall be senior to the common stock and is designated as 5,333 shares of Series A and 500,000 shares of Series A-1 Preferred.

(2) **Dividend Rights.** The Series A Convertible Preferred Shares shall be entitled to receive, when, as and if declared by the Board, non-cumulative dividends in an amount equal to any dividends or other distribution on the common stock in a calendar year (other than a common stock dividend).

(3) Conversion into Common Stock.

(a) **Right to Convert.** Each share of Series A Convertible Preferred shall be convertible, at the option of the holder thereof, at any time upon delivery of notice to the Company (the "Conversion Date") into a number of fully paid and non-assessable shares of Common Stock.

For each share of Series A Convertible Preferred, the holder will receive upon Conversion, 18 shares of Common Stock (the "Conversion Ratio") of the Corporation.

The Series A-1 Convertible Preferred are convertible, in whole but not part, upon the occurrence of any closing of equity and/or debt financing, which, in the aggregate, equals or exceeds \$5,000,000 in gross proceeds and automatically upon a Qualified Public Offering. Series A-1 convertible shares shall convert to that number of fully paid and non-assessable shares of common stock which together with the common Stock held by the owner of the Series A-1 Preferred stock constitute fifty-five percent (55%) of the outstanding common stock on a fully diluted basis.

(b) **Common Stock Reserved.** The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series A Convertible Preferred, and the Corporation shall increase its authorized Common Stock if necessary.

(3) **Liquidation Preference.**

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"):

(1) The holders of the Series A Convertible Preferred shall have the same liquidation rights as the common stockholders.

(2) Immediately prior to any liquidation, the Series A-1 Convertible Preferred shall automatically be converted into common in accordance with their conversion percentages.

(4) **Voting Rights.** The holders of the Series A Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to Eighteen (18) votes per share. The holders of Series A-1 Convertible Preferred Stock shall not be entitled to vote for the election of directors or any other purpose.

Series B

The series "Series B Convertible Preferred Stock" consists of 500,005 shares. The Series B Convertible Preferred shall be senior to the common stock and is designated as 5 shares of Series B and 500,000 shares of Series B-1 Preferred.

(1) **Designation and Rank.** The series "Series B Convertible Preferred Stock" consists of 500,005 shares. The Series B Convertible Preferred shall be senior to the common stock and is designated as 5 shares of Series B and 500,000 shares of Series B-1 Convertible Preferred.

(2) **Dividend Rights.** The Series B Convertible Preferred Shares shall be entitled to receive, when, as and if declared by the Board, non-cumulative dividends in an amount equal to any dividends or other distribution on the common stock in a calendar year (other than a common stock dividend).

(3) **Conversion into Common Stock.**

(a) **Right to Convert.** The Series B Convertible Preferred are convertible, at any time upon delivery of notice to the Company (the "Conversion Date") into a number of fully paid and non-assessable shares of Common Stock.

For each share of Series B Convertible Preferred, the holder will receive upon Conversion, 2 shares of Common Stock (the "Conversion Ratio") of the Corporation.

The Series B-1 Convertible Preferred are also convertible, in whole but not in part, at the option of the holders of a majority of the Series B-1 Preferred, upon the occurrence of any closing of equity and/or debt financing, which, in the aggregate, equals or exceeds \$5,000,000 in gross proceeds and automatically upon a Qualified Public Offering. Series B-1 convertible shares shall convert to that number of fully paid and non-assessable shares of common stock which together with the common Stock held by the owner of the Series A-1 Preferred stock constitute ten percent (10%) of the outstanding common stock on a fully diluted basis.

(b) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series B-1 Convertible Preferred, and the Corporation shall increase its authorized Common Stock if necessary.

(3) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"):

(1) The holders of the Series B Convertible Preferred shall have the same liquidation rights as the common stockholders.

(2) Immediately prior to any liquidation, the Series B-1 Convertible Preferred shall automatically be converted into common in accordance with their conversion percentages.

(4) Voting Rights. The holders of the Series B Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to two (2) votes per share. The holders of Series B-1 Convertible Preferred Stock shall not be entitled to vote for the election of directors or any other purpose.

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

Not Applicable.

4. Describe any provision in issuer's charter or by-laws.

Not Applicable.

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

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

Common Stock

	Most Recent Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period end date;	3/31/14	12/31/13	12/31/12
(ii) Number of shares authorized;	975,000,000	500,000,000	500,000,000
(iii) Number of shares outstanding;	326,987,873	139,257,585	376,831,171
(iv) Freely tradable shares (public float); and	33,541,370	33,541,370	286,765,1081
(v) Total number of shareholders of record.	87	80	72

Series A Preferred Stock

	Most Recent Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period end date;	3/31/14	12/31/13	12/31/12
(ii) Total Number of all Pfd shares authorized;	25,000,000	25,000,000	25,000,000
(iii) Number of shares outstanding;	5,333	5,333	5,333
(iv) Total number of shareholders of record.	7	7	7

Series A-1 Preferred Stock

	Most Recent Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period end date;	3/31/14	12/31/13	12/31/12
(ii) Number of shares authorized;	500,000	500,000	500,000
(iii) Number of shares outstanding;	0	450,000*	450,000*
	0	2	2

Series B Preferred Stock

	Most Recent Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period end date;	3/31/14	12/31/13	12/31/12
(ii) Total Number of all Prfd shares authorized;	25,000,000	25,000,000	25,000,000
(iii) Number of shares outstanding;	5	5	5
(iv) Total number of shareholders of record.	1	1	1

Series B-1 Preferred Stock

	Most Recent Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period end date;	3/31/14	12/31/13	12/31/12
(ii) Number of shares authorized;	500,000	500,000	500,000

(iii) Number of shares outstanding;	475,000	40,000	40,000*
(iv) Total number of shareholders of record.	2	2	2

*The Series A and Series B preferred shares may have been incorrectly reflected in prior reports as shares from prior to the merger with Caribbean were not carried forward with any degree of certainty. The company considers this discrepancy in reporting to be of no material consequence to the company as the 5,333 shares of Pfd. A and 5 shares of Pfd. B under the designation which provided for 18:1 conversion of the old Pfd. A and for the Pfd. B the conversion provided for 2:1 so the total potential effect is 95,994 shares of common from Pfd. A and 10 shares for Pfd. B.

In February 2014, all of the Series A-1 Convertible Preferred shares were converted into common stock of the Company.

Item VII The name and address of the transfer agent*

*In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent. *To be included in OTC.QX or the Current Information OTC Market Tier, the issuer's transfer agent must be registered under the Exchange Act.*

Transfer Online, Inc.
317 SW Alder Street, 2nd Floor
Portland, OR 97204

Registered Under Exchange Act: Yes
Regulatory Authority: Securities and Exchange Commission (SEC)

Part C Business Information

Item VIII The nature of the issuer's business

In describing the issuer's business, please provide the following information:

- A. Business Development.** Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

The issuer is a Florida corporation.

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

The Company was first started and named Beverly Hills, Ltd., and was incorporated in Utah on April 29, 1939 as Ophir Queen Mines Company.

On June 15, 1974, Ophir Queen Mines Company changed its name to Hawk International. The Company had substantial operations until March 15, 1996 when the Company began to develop new business subsidiaries. Hawk International changed its name to Beverly Hills Country Club on February 28, 1998. Beverly Hills Country Club then changed its name to Beverly Hills Ltd., on August 13, 1998.

The issuer, Caribbean Casino and Gaming Corporation was formerly Aladdin & Company Trading, a Utah corporation which was formed on July 7, 2006. Aladdin and Company Trading changed its name to Caribbean Casino & Gaming Corporation and re-domiciled to Florida on March 2, 2009. The resulting issuer (CGAQ) is now domiciled in Florida.

3. the issuer's fiscal year end date;

December 31st

4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

None

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

The Issuer sold the casino, and related casino assets on November 30, 2012 for \$525,000.

6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

None

7. any change of control;

Caribbean Casino & Gaming Corporation was formerly called Aladdin and Company Trading. The original incorporation date of Caribbean Gaming and Acquisition Corp. in Florida was July 17, 2006. On February 13, 2009 Aladdin and Company Trading signed a share acquisition agreement with Caribbean Gaming and Acquisition Corp. a Florida corporation and on March 3, 2009, the Company changed its name to Caribbean Casino & Gaming Corporation at the same time it affected a merger/re-domicile to the State of Florida.

8. any increase of 10% or more of the same class of outstanding equity securities;

None

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

A 1-35 reverse split and name change of Caribbean Casino & Gaming Corporation (CGAQ) to Caribbean International Holdings, Inc. was effective on 1/17/2013. The Company's symbol was changed to CIHN in connection with the name change.

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

None

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

On June 15, 2012, International Monetary received a judgment against the Issuer for \$62,533.90, including interest, which continues to accrue at 10% per annum. Approximately \$16,000 of the judgment has been paid by the Issuer. There are no other claims that are pending or threatened.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes;

Primary Code: 8000

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

The Issuer is currently conducting operations as a marketing company under its subsidiary Stem Cell Marketing, Inc. d/b/a Regenerative Bio Science ("RBSI") to primarily marketing stem cell treatments.

3. whether the issuer is or has at any time been a "shell company"

The Issuer has never been classified as a shell company in its prior filings. While current management has not been involved in the day to day operations of the Company since its inception, it accepts the accuracy of the Company's prior filings and further states that while it is a development stage company, it is not now, nor to the best of managements information and belief, ever been a shell company.

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

On March 7, 2013, the Issuer created Stem Cell Marketing, Inc., a Florida corporation, as a wholly owned subsidiary, whose business purpose is the development and implementation of a marketing program for the referral of patients to stem cell providers, specifically Dr. Leonel Liario of Santiago, Dominican Republic.

The Company also wholly owns a Dominican Republic subsidiary, World Poker Tour, S.A.

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

Stem Cell Marketing, Inc.'s operations as a marketing agent, do not anticipate any adverse effect from existing or probable government regulations of its business.

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

NONE

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

The Issuer does not expect to incur any costs or effects resulting from compliance with federal, state, and local environmental laws.

8. the number of total employees and number of full-time employees.

Total Number of Employees: 3

Number of Full-time Employees: 3

Item IX The nature of products or services offered

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A. principal products or services, and their markets;

The issuer owned and operated a casino in the Dominican Republic up through November 30, 2012, when the casino was sold. The issuer's primary focus going forward will be through the operations of its Stem Cell Marketing Inc. ("SCMI"), a Florida corporation which operates under the d/b/a Regenerative Bio Science ("RBSI"). RBSI is focused on helping market services that help individuals protect and ensure their future quality of life through Adult Stem Cell Incubation and the practice of regenerative medicine in the United States and the Dominican Republic. RBSI's mission is support the services that not only to allow patients to store their Stem Cells for future use, but also perform patient funded stem cell therapies, through clinical research programs, for degenerative diseases such as MS, Arthritis, Degenerative Heart Diseases, Diabetes and a host of experimental therapies in the brain trauma disease sector including CTE.

The issuer, through its newly formed, wholly owned subsidiary, Stem Cell Marketing, Inc., will focus on providing marketing and support services to market the services of Dr. Liriano.

Currently SCMI is in the development stage, having established operations, agreements with Dr. Liriano, and creating all infrastructure needed to implement a marketing program and provide the necessary administrative support needed.

The issuer had invested \$50,000 in the Integrative Stem Cell Institute (ISCI), a Mexican corporation, that was in the process of developing a stem cell treatment practice in Cancun, Mexico but was having issues raising the needed funds. While this arrangement did not work, and the Company is no longer associated with ISCI, Steven Swank, the Issuer's President, put \$50,000 of his own funds back into the Company to repay this investment, so as to relieve the Company of any risk of loss that might have occurred by participating in the venture.

B. distribution methods of the products or services;

The company's services will be primarily provided through its subsidiary, Stem Cell Marketing, Inc., which intends to deliver its services via the internet and through scheduled seminars and promotional meetings.

C. status of any publicly announced new product or service;

The Company has closed the sports betting operation in Puerto Plata and the casino and disco in Luperon, and has sold the casino in Puerto Plata. The Company still owns the prototypes of a unique multigame slot machine with online access to real-time, live dealers and the name World Poker Tour in the Dominican Republic.

The Company's main focus going forward will be the marketing of the services of and providing the administrative support for the provision of those services by Dr. Liriano and its projected revenue comes from making revenue for the services provided to patients.

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

There are a number of companies in the area of stem cells and stem cell marketing which is a burgeoning area of health treatment around the world.

E. sources and availability of raw materials and the names of principal suppliers;

N/A

F. dependence on one or a few major customers;

The Issuer was not dependent on one or a few major customers for its casino operations, however, commencing in March 2013, the issuer is now dependent on ISCI for its marketing business, as ISCI is the sole customer of Stem Cell Marketing, Inc. at this time. The issuer is pursuing additional customers in other countries. The Issuer has divested itself of all of its casino operations.

G. patents, trademarks, licenses, franchises, concessions,

The Company currently does not own rights to any patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts at this time, other than the following:

- Ownership of the name "World Poker Tour- SA", in the Dominican Republic only,
- Joint venture agreement with Global Gaming Systems in Costa Rica with access and distribution rights for its game based technology.
- Distribution agreement for "Bionic Products" beverages in the Dominican Republic, Caribbean, Central and South American markets.

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

None

Item X The nature and extent of the issuer's facilities.

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer has established its corporate offices at 2100 Constitution Blvd, Suite 155, Sarasota, FL 34231 and pays \$500 per month for its office space and support services, on a month to month basis.

Part D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons

The goal of this section is to provide an investor 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 shareholders.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and

6. Number and class of the issuer's securities beneficially owned by each such person.

Steven Swank, President and CEO

Business address: P.O. Box 20487, Bradenton, FL 34204

Employment history / Board Memberships & other affiliations: Mr. Swank has been conducting business operations within the Dominican Republic since 2003. He has nearly 40 years of entrepreneurial ventures ranging from real estate development, restaurants/nightclub ownership, including new building technology to Poland and Russia, operating a private label beer manufacturer that exported its product to South and Central America. He will be responsible for the day to day operations of the Stem cell marketing company.

Compensation by the issuer: Salary is \$10,000 per month.

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned: As of the date of filing, Steven Swank owns 168,979,751 common shares and 475,000 of the Company's Preferred Series B shares.

The Company has created an Advisory Board, which provides advice and guidance to the Company's Board of Directors. The Advisory Board does not have authority to vote on corporate matters.

Advisory Board Members:

Frank Leiber, Ph.D

Dr. Leiber's holds a degree in Economics and Business Administration from HEC at the University of Lausanne and earned his Ph.D in Financial Econometrics at HEI - University of Geneva. He also studied Economics and Finance on a Postgraduate Fulbright Scholarship at the University of Chicago. Dr. Leiber is a citizen of Luxembourg and Switzerland, and worked as a senior investment banker on market and credit derivatives in Chicago, New York, Zurich, Geneva and London for Morgan Guaranty, Mitsubishi Finance International, and as a credit risk management expert for Moody's-KMV. He consults independently on tax efficient vehicles in Luxembourg and Switzerland, on alternative investment funds, exit planning and business valuation, and in wealth management. He regularly teaches at banks around the world and is an adjunct professor at New York University's Stern School of Business as well as at the University of Luxembourg School of Finance. Dr. Leiber also serves as a non-executive member on boards of directors for several commercial and non-profit entities.

Rafael Gonzalez, Ph.D

Dr. Gonzalez is currently responsible for the development of clinical stem cell applications for several disease/trauma states for DaVinci Biosciences as their VP of Research & Development. Dr. Gonzalez is responsible for the design and execution of all pre-clinical and clinical experiments involving adult (bone marrow, menstrual blood, adipose) and pre-natal stem cells (neural, bone marrow, liver, gonadal).

In addition to his experience in stem cell culture and biology from human embryonic, pre-natal and adult sources, he has extensive knowledge in degenerative disorders involving the spinal cord. Prior to joining DaVinci Biosciences, Dr. Gonzalez served as a Research Scientist at PrimeGen Biotech where he was responsible for the design and execution of experiments involving adult (bone marrow, menstrual blood, adipose) and pre-natal stem cells (neural, bone marrow, liver, gonadal) for potential clinical application. Dr. Gonzalez was also responsible for developing PrimeGen's pre-clinical stem cell/spinal cord injury model.

Dr. Gonzalez received his BS in Biological Science and his Ph.D in Anatomy and Neurobiology from the University of California, Irvine, CA.

B. Legal/Disciplinary History. Please identify whether any 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);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

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

None.

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.

None

C. Disclosure of Family Relationships. Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

None

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

None

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

None

Item XII Financial information for the issuer's most recent fiscal period

Instruction to Item XII: The issuer shall post the financial statements required by this Item XII through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (i) provide a list in

the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity;
5. financial notes; and
6. audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP) by persons with sufficient financial skills.

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

Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years. Instruction to Item XIII: The issuer shall either (i) attach the financial statements required by this Item XIII to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The following Financial Statements have been posted to Pink Sheets for the Fiscal Year ending December 31, 2012 and Fiscal Year ending December 31, 2013.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity; and
5. financial notes;

Item XIV Beneficial Owners

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

<i>Name & Address</i>	<i>Number of Beneficially Shares Owned</i>	<i>Percentage Beneficially Owned</i>
Name: Steven Swank PO Box 20487, Bradenton, FL 34204	168,979,751 common 475,000 Preferred Series B	72.61% 100%

Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure

1. Investment Banker

None

2. Promoters

None

3. Counsel

Name: Kimberly L. Rudge, P.A.
Address: 4654 SR E, #133, Bradenton, Fl. 34208
Phone: (941) 747-5290
Email: krudge@tampabay.rr.com

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

Name: Henry Chow
Firm: Saturn A Group, Chartered Accountants
Address: 1066 West Hastings Street, Suite 1250
Vancouver, BC Canada V6E 3X1
Phone: 1-604.630.5100
Email: hchow@saturnagroup.com

5. Public Relations Consultant

None

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

N/A

Item XVI Management's Discussion and Analysis or Plan of Operation

Instructions to Item XVI

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

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

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer.

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

The Issuer's focus on its Stem Cell Marketing subsidiary could be impacted by the fact that it is building its business model, and the Issuer's income is dependent upon its ability to drive patients to the clinics in the Dominican Republic to earn its fees. As the business model has just been established, there are no historical income numbers to provide guidance. The Company has no income to date from the redevelopment of soft drink business and/or manufacturing distribution of slot machines.

ii. Internal and external sources of liquidity;

The Company is reviewing its current assets, and contemplating the potential sale of its remaining casino related assets or entering into a joint venture with another party to utilize those assets.

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

None at this time

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

See i. above

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

None

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

Income: The Company had a decrease of Income of \$791,431 from \$806,740 at 12/31/12 versus \$15,309 at 12/31/13, primarily as a result of the change of direction taken by the company. During this period the Company sold its casino operations and changed its direction to become a marketing company for stem cell services.

Operating Expenses: The Company incurred a decrease in its operating expenses of \$283,524 from \$523,918 at 12/31/12 versus \$240,394 at 12/31/13 primarily as a result of the sale of the casino and change of direction taken by the company.

Net Profit (Loss): The Company had a Net Loss from operations for the period ending 12/31/13 of \$441,780 versus a Net Loss from operations for the period ending 12/31/12 of \$3,332,281.

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

None

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

NONE

2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or
- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

NONE

Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. The list shall include all offerings of securities, whether private or public, and shall indicate:

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

Date	Name of Person or Entity	Nature of Each Offering	Jurisdiction	Number of shares offered	Number of Shares sold	Price shares were offered	Amount paid to the Issuer	Trading Status of the shares	Legend
2-4-13	xx	xx	xx	16	16	xx	xx	Free	NO
7/8/13	James T. Kawalczyk	Rule 144	FL	75,000,000	75,000,000	.001	Services	Restricted	YES
8/9/13	Adam Hand	Rule 144 conversion	CA	8,490,901	8,490,901	.001	Debt reduction	Free	NO
11/4/13	Norma St-Hilaire	Issued 144	FL	4,000,000	4,000,000	.001	\$4,000	Restricted	YES
11/4/13	Molly Simmons	Issued 144	IN	4,000,000	4,000,000	.001	Services	Restricted	YES
11/4/13	Susan Early	Issued 144	NC	3,000,000	3,000,000	.001	Services	Restricted	YES
11/13/13	James Dewey Hanson, Jr.	Rule 144 conversion	FL	5,000,000	5,000,000	.001	Debt reduction	Restricted	YES
11/14/13	Palm Beach Power Boat & Yachts	Rule 144 Conversion	FL	2,000,000	2,000,000	.00175	\$3,500	Restricted	YES
11/14/13	Swank Consulting, Inc.	Rule 144 conversion	FL	5,000,000	5,000,000	.002	Debt reduction	Free	NO
11/14/13	Walter Kevin Bennett	Rule 144 conversion	WV	8,000,000	8,000,000	.001	Debt reduction	Restricted	YES

12/13/13	Walter Kevin Bennett	Rule 144 conversion	WV	4,000,000	4,000,000	.001	Debt reduction	Free	YES
12/1/13	Harris Sperber	Rule 144 Debt Conv.	CA	5,000,000	5,000,000	.001	Debt reduction	Restricted	YES
12/1/13	Evan Sperber	Rule 144 Debt Conv.	CA	5,000,000	5,000,000	.001	Debt reduction	Restricted	YES
2/1/14	Lewis Sperber	Rule 144 Debt Conv.	OR	3,000,000	3,000,000	.001	Debt reduction	Restricted	YES
2/11/14	Armando Casciati	Series A converted to Common	FL	843,288	843,288	.001	Conversion	Restricted	YES
2/11/14	Capital Management Group	Series A converted to Common	FL	3,399	3,399	.001	Conversion	Restricted	YES
2/11/14	John A Luce	Series A converted to Common	CT	3,399	3,399	xx	Conversion	Restricted	YES
2/11/14	Steven Swank	Series A converted to Common	FL	168,773,271	168,773,271	xx	Conversion	Restricted	YES
2/11/14	Theodore D O'Connor III	Series A converted to Common	NY	101,965	101,965	xx	Conversion	Restricted	YES
2/11/14	Tracy Mark	Series A converted to Common	NY	1,697	1,697	xx	Conversion	Restricted	YES
2/11/14	Yukio Tacibana	Series A converted to Common	Japan	3,269	3,269	xx	Conversion	Restricted	YES
3/3/14	Royal Palm Consulting, LLC	144	NJ	5,000,000	5,000,000	.001	Issued Restricted	Restricted	YES
3/3/14	World Connect Media, LLC	144	DE	5,000,000	5,000,000	.001	Issued Restricted	Restricted	YES
3/31/14	Dr. Leonel Liriano	Services	DR	5,000,000	5,000,000	.001	Issued Restricted	Restricted	YES

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement: NONE

Item XVIII Material Contracts

The Company has no material contracts.

Item XIX Articles of Incorporation and Bylaws

- A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

The Company's Articles of Incorporation and Amendment to Articles of Incorporation have been posted to Pink Sheets.

- B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

The Company's Bylaws have been posted to Pink Sheets.

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers

- A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities.

None


ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 (identify beginning and ending dates)	Not Applicable.	Not Applicable.	Not Applicable.	Not Applicable.
Month #2 (identify beginning and ending dates)	Not Applicable.	Not Applicable.	Not Applicable.	Not Applicable.
Month #3 (identify beginning and ending dates)	Not Applicable.	Not Applicable.	Not Applicable.	Not Applicable.
Total	Not Applicable.	Not Applicable.	Not Applicable.	Not Applicable.

Item XXI Issuer's Certifications

I, Steven Swank, certify that:

I have reviewed this Annual Information and Disclosure Statement of Caribbean International Holdings, Inc.:

- 1. 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, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and not misleading with respect to the period covered by this disclosure statement; and*
- 2. 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.*

Signature: 

Date: April 9, 2014

Name: Steven Swank

Title: President and CEO