

UNIVERSITY HEALTH INDUSTRIES, INC.

Initial Company Information and Disclosure Statement

January 27, 2012

Part A **General Company Information**

Item 1 **The exact name of the issuer and its predecessor (if any).**

The name of the issuer is University Health Industries, Inc. (the “Issuer”). The Issuer conducts its business under the fictitious name: Cognitiv, Inc. The Issuer was formerly known as Virtual Innovations, Inc.

Item 2 **The address of the issuer’s principal executive offices.**

The address of the Issuer’s principal executive offices is: 1485 International Parkway, Suite 1001, Heathrow, Florida 32746.

Item 3 **The jurisdiction(s) and date of the issuer’s incorporation or organization.**

The Issuer was incorporated in the State of Florida on January 3, 2001.

Part B **Share Structure**

Item 4 **The exact title and class of securities outstanding.**

The Issuer’s only class of outstanding securities is Common Stock, par value \$.0001 per share. The CUSIP number of the Issuer’s Common Stock is 91428M-10-4. The trading symbol of the Issuer’s Common Stock is “UVHI.”

Item 5 **Par or stated value and description of the security.**

A. **Par Value**

1. The Preferred Stock of the Issuer has a par value of \$.0001 per share.
2. The Common Stock of the Issuer has a par value of \$.0001 per share.

B. **Common or Preferred Stock**

1. **Common Equity.**

The Issuer is authorized to issue 500,000,000 shares of Common Stock, par value \$.0001 per share. As of January 4, 2012, there were 255,531,321 shares of Common Stock of the Issuer issued and outstanding.

Each shareholder is entitled to one vote for each share of Common Stock owned of record. The holders of shares of Common Stock do not possess cumulative voting rights, which means that the holders of more than fifty percent of the outstanding shares voting for the election of directors can elect all of the directors, and in such event the holders of the remaining shares will be unable to elect any of our directors. Provided that appropriate notice has been given in accordance with the Bylaws, action may be taken without a meeting if a written consent setting forth the action taken is signed by holders of not less than the minimum number of shares necessary to authorize the action at a meeting if all shares entitled to vote were present and voted. If the consent of all shares entitled to vote is not obtained, within ten days of obtaining the consent by a sufficient number of shares to approve the vote, subsequent notice must be given to holders who did not so consent.

Holders of outstanding shares of Common Stock are entitled to receive dividends out of assets legally available therefor at such times and in such amounts as the Board of Directors may from time to time determine. Upon the liquidation, dissolution, or winding up of the Company, the assets legally available for distribution to the shareholders will be distributable ratably among the holders of the shares outstanding at the time. Holders of the shares of Common Stock have no preemptive, conversion, or subscription rights, and shares are not subject to redemption.

2. **Preferred Stock.**

The Issuer is authorized to issue up to 5,000,000 shares of Preferred Stock, par value \$.0001 per share, issuable in such series and bearing such voting, dividend, conversion, liquidation and other rights and preferences as the Board of Directors may determine. As of the date hereof, no shares of Preferred Stock of the Issuer were issued or outstanding. Any future issuances of Preferred Stock could dilute the voting rights and economic interests of holders of shares of Common Stock.

The issuance of shares of Preferred Stock, under certain circumstances, may have the effect of discouraging, delaying or preventing a change in control of the Issuer.

3. **Describe any other material rights of common or preferred shareholders.**

Except as otherwise described in this Item V, neither the common nor the preferred shareholders have any other material rights at this time.

4. **Describe any provision in the Issuer's charter or by-laws that would delay, defer or prevent a change in control of the Issuer.**

The Issuer's Third Amended and Restated Articles of Incorporation provide for a substantial number of shares of Common Stock and "blank check" Preferred Stock authorized for issuance solely by action of the Board of Directors.

The Issuer's Amended and Restated Bylaws contain advance notice requirements for shareholder nominations to the Board of Directors and shareholder proposals.

The notice provisions relating to director nominations require a shareholder proposing to nominate one or more persons for election as directors at a shareholder's meeting (whether an annual or special meeting) provide the Issuer with advance written notice of at least 120 days prior to the scheduled shareholders meeting.

The foregoing provisions, utilized either alone or in combination, may have the effect of delaying, deferring, discouraging or preventing a takeover of the Issuer by others or otherwise delaying or limiting the shareholders' ability to change the direction and management of the Issuer.

The Issuer has voluntarily opted out of several anti-takeover provisions under Florida law.

Item 6 **The number of shares or total amount of the securities outstanding for each class of securities authorized.**

A. **Preferred Stock**

1. As of the date hereof, the Issuer has 5,000,000 shares of Preferred Stock, par value \$.0001 per share, authorized.

2. As of the date hereof, no shares of Preferred Stock of the Issuer are issued or outstanding.

B. **Common Stock**

1. As of January 4, 2012, the Issuer had 500,000,000 shares of Common Stock, par value \$.0001 per share, authorized.

2. As of January 4, 2012, 255,531,321 shares of Common Stock were issued and outstanding.

3. As of January 4, 2012, there were 13,381,069 freely tradable shares of Common Stock of the Issuer (public float).

4. As of January 4, 2012, there were approximately 611 shareholders of record of the Common Stock of the Issuer.

Item 7 The name and address of the issuer's transfer agent.

The Issuer's transfer agent is Interwest Transfer Co., Inc., 1981 East 4800 South, Suite 100, Salt Lake City, Utah 84117. The telephone number of Interwest Transfer Co., Inc. is (801) 272-9294. Interwest Transfer Co., Inc. is registered under the Securities Exchange Act of 1934.

Part C Business Information

Item 8 The nature of the issuer's business.

A. **Business Development**

1. **The form of organization of the Issuer.**

The issuer is a Florida corporation.

2. **The year that the Issuer (or any predecessor) was organized.**

The Issuer was incorporated in 2001.

3. **The Issuer's fiscal year end date.**

The Issuer's fiscal year ends on December 31.

4. **Whether the Issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding.**

The Issuer has not been subject to bankruptcy, receivership or any similar proceeding during the past three years.

5. **Whether the Issuer has made any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets.**

Except as described in this Item 8, the Issuer has not made any material classification, merger, consolidation or purchase or sale of a significant amount of assets during the past three years. UVHI underwent a change of control when it entered into the following agreements:

(a) On October 4, 2010, the Issuer entered into an Exchange Agreement with the shareholders of Internet Optimization, Inc. pursuant to which the Issuer acquired all of the issued and outstanding shares of Internet Optimization, Inc. in exchange for an aggregate of 76,950,000 shares of common stock of the Issuer.

(b) On October 4, 2010, the Issuer entered into an Exchange Agreement with the debt holders of Internet Optimization, Inc. pursuant to which the Issuer acquired an aggregate of \$2,000,000 of outstanding debt of Internet Optimization, Inc. in exchange for an aggregate of \$2,000,000 principal amount of convertible promissory notes of the Issuer. The convertible promissory notes bear interest at 6% per annum, with such interest payable annually, and are finally due and payable on January 2, 2021. The convertible promissory notes may be converted into shares of common stock of the Issuer at any time after January 2, 2012 at a conversion price of \$0.02 per share; provided, however, that no conversion may occur which would cause the holder to beneficially own more than 9.99% of the total number of issued and outstanding shares of common stock of the Issuer. The Convertible Promissory Notes were issued in favor of EM &AE Holdings, Inc., Rehab Travel, Inc. and Cindham IP, LLC.

(c) On October 4, 2010, the Issuer entered into a Contribution Agreement with the members of Brand Marketing, LLC, Cognitiv Marketing, LLC, and Cognitiv Solutions, LLC pursuant to which all of the membership interests in these entities were contributed to the capital of the Issuer in exchange for an aggregate of 78,000,000 shares of common stock of the Issuer.

On October 7, 2010, as contemplated by the Exchange Agreement among the Issuer and the shareholders of Internet Optimization, Inc.s, Inc., 64,000,000 shares of common stock of the Issuer registered in the name of its former sole director and president were cancelled and retired.

6. **Any default in the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the Issuer to make payments.**

The Issuer has not defaulted in the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the Issuer to make payments during the past three years.

7. **Any change of control of the Issuer.**

Except as described in this Item 8 above, there has not been any change in control of the Issuer during the past three years

8. **Any increase of 10% or more of the same class of outstanding equity securities.**

Except as described in this Item 8 above, there has not been any increase of 10% or more of the outstanding Common Stock of the Issuer during the past three years.

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

Except as described in this Item 8 above, there has not been any stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization involving the Issuer during the past three years.

10. **Any delisting of the Issuer's securities by any securities exchange or deletion from the OTC Bulletin Board.**

There has not been any delisting of the Issuer's securities by any securities exchange or deletion from the OTC Bulletin Board during the past three years.

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.**

The Issuer is not a party to any 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 or result in any trading suspension by a securities regulator.

B. Business of Issuer

The Issuer is a digital real estate and marketing company that delivers innovative products and services quickly and accurately. The Issuer's core business is the acquisition, development and trading of digital real estate through a network of highly targeted websites and a marketplace for premium domain names.

Our business consists of four primary areas of emphasis that enable our clients and partners to extend their business and products to the internet and mobile markets. These four primary areas are as follows:

1. Joint Ventures - online and mobile commerce solutions for brick and mortar businesses that build trusted online brand leaders through a collaboration of seasoned industry experts, brand name domains, robust marketing tools and industry leading technology.

2. Software Platforms - web and mobile commerce technology, group marketing tools, proprietary email marketing system, and virtual real estate revenue software. - Premium Domain Acquisition, Management and Monetization - top tier brand domains provide tremendous competitive advantage in attracting, converting and retaining both consumers and businesses. These premium properties save owners millions of dollars in brand advertising by establishing immediate trust and recognition with online shoppers and advertisers.
3. Wholly-Owned subsidiaries - For instance, FactoryPricing.com, in its namesake allows for immediate consumer identification with the best pricing available. While e-commerce sites like Amazon and eBay have thrived in the internet age, it turns out that people still spend the vast majority of their disposable income on stuff that can't be shipped in boxes, so that is where FactoryPricing.com comes into play. FactoryPricing.com leverages clients existing media buys and consolidates effective consumer marketing tools similar to those of Groupon/Living Social, Craigslist, eBay, AutoTrader, Cars.com, etc. Initially this was created for a branded automotive network partnership with popular volume-based dealerships in key major demographical markets nationwide. This best pricing online mall applies to all manufactured products: such as mattresses, appliances, electronics, pillows, clothing, flooring, etc.

Our product, DomainsPlus.com offers a no-frills domain monetization platform. Domain monetization is the business of running paid advertising on landing pages aligned with domains to earn ad revenue from traffic. This proprietary technology includes advanced features beyond traditional "parking". The traffic to these domains comes from a variety of sources: old bookmarks, people typing in search words within the domain ie. "direct navigation", residual traffic from the previous web site or search engines.

Beyond advertising revenue, registrations and/or emails are collected with our targeted promotions and marketing tools from visiting consumers on these parked domain pages, which ultimately feed the company's data reseller solution LeadProvider.com.

While small businesses invest billions of dollars to identify qualified prospects and require additional significant investment to develop trust with the (SMB) small business clients, we leverage pre-existing trusted brands, low cost engagement strategies, and sophisticated customer profiling to create a highly effective marketing channel for business to consumer advertising partners.

By utilizing trusted premium domains to engage businesses in various geographies and categories, in tandem with advanced data analytics and low cost/high penetration outbound marketing such as email marketing and affiliate partnerships, the company has established a mechanism to attract consumers at a fraction of the cost of both advertisers and other lead generation competitors.

By focusing on cost engagement strategies and efficient matching of SMB needs with advertiser products and services, the company has been able to show considerable initial traction with a small yet effective team, low overhead, and an ability to scale without the traditional overhead of sales/support infrastructure.

We have identified four key company objectives that we believe we are positioned to achieve.

1. Continue to acquire and monetize, high brand value domain assets
2. Develop a trusted relationship with businesses interested in products and services to grow their online businesses
3. Generate significant revenues by facilitating the transaction between business to business product, service providers and small businesses, and consumers globally.
4. Leverage these assets to cost effectively build a large global database of opt-in business email relationships for continuous recurring marketing and sales.

We generate revenues through sales referrals of third party business products and services, online advertising revenue, premium membership fees, business to consumer deals, and other revenue sharing activities. Consumers receive offers, deals, discounts on products and services for which the company receives referral fees on every transaction from advertising partners and/or direct sale via partnered merchant processing accounts.

We plan to compete by devising more effective acquisition campaigns that are less expensive and higher yielding than competitors. By focusing on revenue driving efforts rather than product development, sales and sales support, we will pursue a low overhead/high marginal profitability strategy that we believe will be disruptive to incumbent competitors by providing targeted, lower cost marketing opportunities for advertising partners.

Our strategy is to develop and strengthen relationships with businesses by offering targeted branded product and service offerings while using advanced data analytics and multivariate testing to build a complete profile of the consumer target. In addition, we intend to expand into international markets and replicate successful strategies in emerging countries where we will enter the first mover position with strong technology and data assets.

1. **The Issuer's primary and secondary SIC Codes.**

Primary Code: 7380

Secondary Code: None

2. **Whether the Issuer has never conducted operations, is in the development stage or is currently conducting operations.**

The Issuer, through its subsidiaries, is currently conducting business operations.

3. **Whether the Issuer is or has at any time been a “shell company.”**

The Issuer is not a “shell company” as that term is defined in Rule 405 promulgated by the Securities and Exchange Commission.

4. **State 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.**

At present, the Issuer has the following wholly-owned subsidiaries:

Internet Optimization, Inc.;

Brand Marketing, LLC;

DHYB, LLC;

Beagle Domains, LLC;

Cognitiv Marketing, LLC;

Cognitiv Solutions, LLC; and

Dating Cougars, LLC.

A description of the business purpose and method of operation of the Issuer’s subsidiaries is set forth in this Item VIII, paragraph B, above. The financial statements incorporated by reference into this Disclosure Statement contain consolidated financial information about the Issuer and its subsidiaries.

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

At present, the effect of existing or probable governmental regulations on our business anticipated to be minimal.

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.**

The Issuer and its subsidiaries have not expended any funds on product development.

7. **Costs and effects of compliance with environmental laws (federal, state and local).**

At present, the costs and effects of our compliance with applicable environmental laws are not material to our business or operations.

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

At present, the Issuer and its subsidiaries have 5 full-time employees.

Item 9 The nature of products or services offered.

A. **Principal products or services and their markets**

For a description of our principal products or services and their markets, see Item VIII, paragraph B, above.

B. **Distribution methods of the products or services**

For a description of our distribution methods of our products and services, Item VIII, paragraph B, above.

C. **Status of any publicly announced new product or service**

We have not yet announced the availability of any new product or service.

D. **Competitive business conditions, the Issuer's competitive position in the industry and methods of competition**

For a description of our competitive business conditions and our competitive position in the industry and methods of competition, Item VIII, paragraph B, above.

E. **Sources and availability of raw materials and the names of principal suppliers.**

Not applicable

F. **Dependence on one or a few major customers**

Not applicable.

G. **Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration**

At present, we do not have any patents, copyrights, service marks or trademarks. We consider our trade secrets and similar intellectual property as critical to our success. We expect to rely on trademark and copyright laws, trade secret protection and confidentiality or license agreements with our employees, customers, partners and others to protect our proprietary rights.

Third parties may, in the future, assert that our business or brands, or the products we manufacture, market, sell or use infringe upon their rights. We believe that our product and service offerings do not infringe upon the intellectual property rights of any third party.

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

Governmental approvals are not required for us to provide our goods.

Item 10 The nature and extent of the issuer's facilities.

Our principal executive offices are located at 1485 International Parkway, Suite 1001, Heathrow, Florida 32746. We utilize approximately 2,500 square feet of office space, on a rent free basis, in a building owned by one our directors, Michael E. Lewis.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

A. **Officers and Directors**

Terms of Office

The Issuer's Amended and Restated Articles of Incorporation provide for the election of directors on an annual basis. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause will be filled by a majority vote of the directors then in office, and the directors so chosen will hold office for a term expiring at the annual meeting of shareholders at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board of Directors will shorten the term of any incumbent director. All directors hold office until the next annual meeting of shareholders of the Issuer and until their successors are elected and qualified.

Officers are normally appointed annually by the Board of Directors at a meeting of the directors immediately following the annual meeting of shareholders. Officers hold office until the first meeting of directors following the next annual meeting of shareholders and until their successors are elected and qualified, subject to earlier removal by the Board of Directors.

Directors and Officers

Our directors and officers are as follows:

Stephen D. Hove:	Director, President, CEO
Michael E. Lewis	Director, Secretary
David S. Oliver:	Director
Robert W. Wolfe:	Chief Financial Officer

Stephen D. Hove, age 53, is a Director, Chairman of the Board, President and Chief Executive Officer of the Company From 2000-2002, Mr. Hove was Vice President of Business Development of NewHomes.com, Inc., an online real estate company, which he co-founded. From 2002 to 2006, Mr. Hove was a founder and served as President of Corporate Properties, a real estate development company. From 2008 to present, Mr. Hove founded and has served as the Chief Executive Officer of Cognitiv Marketing, LLC, an internet marketing company.

Robert W. Wolfe, age 54, is our Chief Financial Officer. Mr. Wolfe is a certified public accountant, tax consultant and financial advisor. Since 2002, he has served as the president of Wolfe Financial Group, LLC. located in Heathrow, Florida. Mr. Wolfe holds various securities, insurance and real estate licenses. He is a member of the National Society of Public Accountants,

the Florida Society of Tax and Accounting Professionals, the National Association of Enrolled Agents, the Florida Society of Enrolled Agents and the International Association of Registered Financial Consultants.

Michael E. Lewis, age 50, is a Director and Secretary of the Company. Since March 2005, Mr. Lewis has been a manager of Voyage Healthcare, LLC a Florida limited liability company which is a national healthcare staffing company. From March 2007 to the present, he has also been a manager of Penman Management Group, LLC, a Florida limited liability company engaged in the real estate business.

David S. Oliver, age 51, is a Director of the Company. Mr. Oliver is an attorney admitted to practice law in the State of Florida, the United States District Courts for the Northern, Middle and Southern Districts of Florida, and the Eleventh Circuit Court of Appeals. At present, he is a partner in the national law firm, Baker & Hostetler, LLP and has been practicing attorney in the state of Florida since 1985.

The business address for each of our directors and executive officer is c/o the Issuer, 1485 International Parkway, Suite 1001, Heathrow, Florida 32746.

Employment Agreements

On October 15, 2010, we entered into an employment agreement with Stephen D. Hove. Pursuant to our employment agreement with him, Mr. Hove serves as Chairman of the Board and Chief Executive Officer of the Company at a salary of \$120,000 per annum. His salary is adjusted annually in accordance with changes in the cost of living index. Mr. Hove is entitled to receive performance bonuses as may from time to time be determined by the Board of Directors and certain fringe benefits. Mr. Hove is subject to non-competition and confidentiality requirements.

On October 15, 2010, we entered into an employment agreement with Michael E. Lewis. Pursuant to our employment agreement with him, Mr. Lewis serves as Vice President of Business Development of the Company at a salary of \$120,000 per annum. His salary is adjusted annually in accordance with changes in the cost of living index. Mr. Lewis is entitled to receive performance bonuses as may from time to time be determined by the Board of Directors and certain fringe benefits. Mr. Lewis is subject to non-competition and confidentiality requirements.

No other officer, directors or employees of the Company have a written employment agreement with the Company.

Stock Ownership

See the table in Item 14 below.

B. Legal/Disciplinary History

None of the Issuer's executive officers, directors or control persons have, in the last five years, been the subject of:

1. a conviction in a criminal proceeding or named as defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

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;

3. a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodities 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.

C. Disclosure of Family Relationships

There are no family relationships, by blood, marriage or adoption, among or between any of our directors, officers or beneficial owners of more than five percent of our outstanding shares of Common Stock.

D. Disclosure of Related Party Transactions

Except as described in Item 8, during the past two years, we have not entered into a transaction, nor are any transactions currently proposed, with an officer, director or beneficial owner of 5% or more of our Common Stock, or with any member of the immediate family of any of the foregoing named persons or entities, except as follows:

E. Disclosure of Conflicts of Interest

None, other than as set forth in Item 11, paragraph D above.

Item 12 **Financial information for the issuer's most recent fiscal period.**

Incorporated herein by this reference are the audited Consolidated Financial Statements of the Issuer and its subsidiaries as of and for the period ended December 31, 2010. Such financial statements include the following:

Report of Independent Certified Public Accountants;

Consolidated Balance Sheet at December 30, 2010;

Consolidated Statement of Operations for the period ended December 31, 2010

Consolidated Statement of Cash Flow for the period ended December 31, 2010;

Notes to the Consolidated Financial Statements.

Incorporated herein by this reference are the unaudited Consolidated Financial Statements of the Issuer and its subsidiaries as of and for the period ended June 30, 2011. Such financial statements include the following:

Consolidated Balance Sheet at June 30, 2011;

Consolidated Statement of Operations for the period ended June 30, 2011;

Consolidated Statement of Stockholders' Deficit;

Consolidated Statement of Cash Flow for the period ended June 30, 2011; and

Notes to the Consolidated Financial Statements.

Item 13 **Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

See Item 12, above.

Item 14 Beneficial Owners.

The following table sets forth information regarding the beneficial ownership of each person known by the Issuer to beneficially own more than five percent of the outstanding shares of Common Stock of the Issuer as of the date hereof:

<u>Name and Address of Beneficial Owner (1)</u>	<u>Number of Shares</u>	<u>Percentage Ownership (2)</u>
AMLS Holdings, Inc. (3)	80,000,000	31.13%
Michael E. Lewis (4)	60,000,000	23.48%
Stephen D. Hove(5)	80,000,000	31.133%
Perpetual Groove, LLC(6)	35,000,000	13.70%

(1) Each of these persons may be contacted c/o the Issuer, 1485 International Parkway, Suite 1001, Heathrow, Florida 32746.

(2) Percentage ownership is based upon 255,531,321 shares of issued and outstanding Common Stock as of the date hereof.

(3) AMLS is owned by Amy Lewis and Amy Lewis who is the wife of our director, Michael Lewis and therefore, Mr. Lewis is deemed the beneficial owner of these shares.

(4) Great Wide Open is owned by our director, Stephen D. Hove and therefore he is the beneficial owner of these shares.

(5) Includes 60,00,000 shares owned by Great Wide Open, LLC

(6) Perpetual Grove is owned by Ethel Lipson and therefore she is the beneficial owner of these shares.

Item 15 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: Not Applicable
2. Promoters: Not Applicable
3. Counsel:

Eric P. Littman, P.A.
7695 S.W. 104th Street
Suite 210
Miami, FL 33156
Tel: (305) 663-3333
Fax: (305) 668-0003
Email: elittman@aol.com
4. Accountant or Auditor:

LuAnn Pfeiffer, CPA
113 Buckskin Way
Winter Springs, Florida 32708
407-333-0355, extension 206
5. Public Relations Consultant(s): Not Applicable
6. Investor Relations Consultant: Not Applicable
7. Other Advisor(s): Not Applicable

Item 16 Management's Discussion and Analysis or Plan of Operations.

Forward Looking Statements

Except for historical information, the matters discussed herein and in the Issuer's press releases and other public pronouncements contain forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words "believe," "expect," "intend," "anticipate," "estimate" and similar expressions identify certain of such forward looking statements. Such forward looking statements are subject to risks and uncertainties that could cause actual results to be materially different from historical results or from any results expressed or implied by such forward looking statements. Any forward looking statements speak

only as of the date on which such statements are made, are not guarantees of future performance, and involve certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied in such forward looking statements, whether as a result of new information, future events or otherwise.

Factors that could cause such results to differ materially from the results discussed in such forward looking statements include, without limitation, those set forth under “Factors That May Affect Future Results,” below and the following: uncertainty of the Issuer’s meeting its operational needs due to current working capital constraints; losses to date; no assurances of and uncertainty of profitability; need for additional equity investment and/or debt capital; no current agreements, arrangements, or understandings for such needed capital; no assurances of the Issuer successfully executing upon its business plan; substantial competition from companies having substantially greater financial, marketing and other resources than the Issuer, including name and brand recognition; the impact of competitive services and pricing; changing consumer tastes and trends; and no assurances of an active or sustained trading market in the Issuer’s securities. Many of such factors are beyond the Issuer’s control. New factors emerge from time to time and it is not possible for management to predict all of such factors, nor can management assess the impact of each such factor, or combination of factors, which may cause actual results to differ materially from those contained in any forward looking statements. In light of these risks and uncertainties, there can be no assurance that the results anticipated in these forward looking statements will, in fact, occur. The Issuer undertakes no obligation to update any such forward looking statements.

Plan of Operations

For a description of our plan of operations, see Item VIII, paragraph B, above.

Factors That May Affect Future Results **Risks Related to Our Business**

If we do not successfully develop and commercialize our technology, we may never generate revenues or profits or be able to raise future capital.

It is imperative that we complete development and commercialization of our technology and commence sales of our products or licensing of our technology to other parties. Management may lack the expertise and we may not have the financial resources needed for successful development of this technology. If we are unsuccessful in our technology development and commercialization efforts, it is highly doubtful that we will achieve profitable operations or be able to raise additional funding in the future.

We have a history of losses and we may not become profitable.

For the six months ended June 30, 2011, we had revenues of \$11,022.71, and incurred a net loss of \$247,484.31. We expect to sustain a loss for 2012.

We will need to obtain working capital in the near future for marketing and other purposes. There can be no assurance that we will be able to successfully complete any such financing arrangements or that the amounts obtained would meet our cash flow needs. We cannot assure our shareholders that additional capital will be available to us on favorable terms, or at all. If adequate funds are not available or are not available on acceptable terms, our ability to fund our business activities would be significantly limited.

Our available cash is limited. We will need to raise additional capital.

At June 30, 2011, we had current assets of \$6,226,049.60 and current liabilities of \$426,731.08.

We will need to obtain capital through equity and/or debt financing. If additional funds are obtained by issuing equity securities and/or debt securities convertible into equity, dilution to existing shareholders will result, and future investors may be granted rights superior to those of existing shareholders. There can be no assurances, however, that additional financing will be available when needed, or if available, on acceptable terms. There are no current agreements, arrangements, or understandings for any equity and/or debt financing. The failure of the Issuer to obtain any such financing will have a material adverse effect upon the Company, its business and operations.

Our financial statements are subject to a “going concern” qualification.

Our financial statements have been prepared on a going concern basis that contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. Management realizes that we must generate capital and revenue resources to enable us to return to profitable operations. The realization of assets and satisfaction of liabilities in the normal course of business is dependent upon our making additional sales and ultimately returning to profitable operations. No assurances can be made that we will be successful in these activities. Should any of these events not occur, our financial statements will be materially and adversely affected.

We may be unable to respond adequately to rapid changes in technology.

The market for our technology is characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. The introduction of new technology and products and the emergence of new industry standards not only impacts our ability to compete, but could also render our technology uncompetitive or obsolete. If we are unable to adequately respond to changes in technology and standards, we will not be able to serve our customers effectively. Moreover, the cost to modify our services, products or infrastructure in

order to adapt to these changes could be substantial and we may not have the financial resources to fund these expenses.

Valuation of Domain Names

On June 6, 2011, we received an appraisal of our domain names from Epik, LLC which valued our domain names at \$6,111.012. We have attached a copy of that appraisal to this filing.

Adverse economic or other market conditions could reduce the purchase of our services by existing and prospective customers, which would harm our business.

Our business may be impacted from time to time by changes in general economic, business and international conditions and other similar factors. Adverse economic or other market conditions may negatively affect consumer spending and thus sales of our products. In an economic downturn, such as the one being experienced currently, our products will not be viewed as essential by consumers. Therefore, our products will likely be viewed as discretionary and may be deferred or eliminated in times of limited consumer spending, thereby resulting in an adverse impact to our sales and revenues.

If we are unable to protect our intellectual property, our ability to compete effectively may be materially adversely affected.

We believe that our success depends in part on protecting our proprietary technology. We expect to rely on a combination of patent, trade secret, and trademark laws, confidentiality procedures, and contractual provisions to protect our intellectual property. We also seek to protect certain aspects of our technology under trade secret laws, which afford only limited protection. To date, we have not filed any patent applications with respect to our technology.

We face risks associated with our intellectual property, including the following:

- (i) intellectual property laws may not protect our intellectual property rights;
- (ii) third parties may challenge, invalidate, or circumvent any patents issued to us;
- (iii) unauthorized parties may attempt to copy or otherwise use information that we regard as proprietary despite our efforts to protect our proprietary rights;
- (iv) others may independently develop similar or superior technology, duplicate our technologies, or design around any patents issued to us; and

(v) effective protection of intellectual property rights may be limited or unavailable in some foreign countries.

We may not be able to obtain effective patent, trademark, service mark, copyright, and trade secret protection in every country in which our products may be sold eventually. We may find it necessary to take legal action in the future to enforce or protect our intellectual property rights, and such action may be unsuccessful. Our means of protecting our proprietary rights in the United States or abroad may not be adequate, and our competitors may independently develop similar technologies. If our intellectual property protection is insufficient to protect our intellectual property rights, we could face increased competition in the markets for our products.

We may be required to incur substantial expenses and divert management attention and resources in defending intellectual property litigation against us or prosecuting others for their unauthorized use of our intellectual property.

Litigation regarding patents and other intellectual property rights is not uncommon in our industry. We may from time to time receive notices from third parties, including groups that have pooled their intellectual property, that claim our products infringe their rights. From time to time, we may receive notices from third parties of the intellectual property rights such parties have obtained. We cannot be certain that our products and technologies do not and will not infringe issued patents or other proprietary rights of others.

Any claim, with or without merit, could result in significant litigation costs and diversion of resources, including the attention of management, and could require us to enter into royalty and licensing agreements, all of which could have a material adverse effect on our business. We may be unable to obtain such licenses on commercially reasonable terms, or at all, and the terms of any offered licenses may not be acceptable to us. If forced to cease using such intellectual property, we may not be able to develop or obtain alternative technologies. Accordingly, an adverse determination in a judicial or administrative proceeding or failure to obtain necessary licenses could prevent us from manufacturing, using, or selling our products, which could have a material adverse effect on our business.

Furthermore, parties making such claims could secure a judgment awarding substantial damages as well as injunctive or other equitable relief that could effectively block our ability to make, use, or sell our products in the United States or abroad. Such a judgment would have a material adverse effect on our business. In addition, we may become obligated under certain agreements to indemnify our customers or other parties if we infringe the proprietary rights of third parties. Any required indemnity payments under these agreements could have a material adverse effect on our business.

Should any of our competitors file patent applications or obtain patents that claim inventions also claimed by us, we may choose to participate in an interference proceeding to

determine the right to a patent for these inventions. Even if the outcome is favorable, this proceeding could result in substantial cost to us and disrupt our business.

We may from time to time need to file lawsuits to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of the proprietary rights of others. This litigation, whether successful or unsuccessful, could result in substantial costs and diversion of resources, which could have a material adverse effect on our business.

If we are not able to recruit and retain qualified management personnel, we may fail to develop our potential business opportunities.

Our success is highly dependent on the retention of the principal members of our management. Mr. Hove, our Chairman and Chief Executive Officer is critical to our ability to execute our overall business strategy. We do not presently have any key man life insurance on Mr. Hove. While we intend to apply for such insurance in such amounts as we deem appropriate, it is uncertain at this time as to when we will apply for and obtain such insurance.

Although we are not aware that any of our key employees are currently planning to retire or leave the company, any key employee could terminate his or her relationship with us at any time and, subject to any non-competition agreement with us, work for one of our competitors. Furthermore, our future growth will require hiring a significant number of qualified management, administrative and sales personnel. Accordingly, recruiting and retaining such personnel in the future will be critical to our success. There is intense competition from other companies for qualified personnel in the areas of our activities. If we are not able to continue to attract and retain, on acceptable terms, the qualified personnel necessary for the continued development of our business, we may not be able to sustain our operations or achieve our business objectives.

Risks Related to Our Stock

An active public market for our Common Stock may not develop or be sustained, and our Common Stock may have a volatile public trading price.

Our shares of Common Stock trade sporadically in the over-the-counter “pink sheets” market under the symbol “UVHI.” While we hope to establish an active public market for our Common Stock, such a market may not develop or be sustained. As a result, our investors may not be able to sell their shares quickly or at the market price if trading in our stock is not active. If a public market does develop, the number of shares available for sale is, at least initially, anticipated to be limited. Therefore, the share price may be volatile.

Sales of substantial amounts of our Common Stock, or the availability of those shares for future sale, could adversely affect our stock price and limit our ability to raise capital.

We are unable to predict the effect, if any, that future sales of Common Stock or the potential for such sales may have on the market price of the Common Stock prevailing from time to time. The market price of our Common Stock could decline as a result of sales of substantial amounts of our Common Stock in the public market or the perception that substantial sales could occur. These sales also may make it more difficult for us to sell Common Stock in the future to raise capital.

We have not paid cash dividends and do not expect to in the foreseeable future, which means that the value of our shares cannot be realized except through sale.

We have never declared or paid cash dividends. We currently expect to retain earnings for our business and do not anticipate paying cash dividends on our Common Stock at any time in the foreseeable future. Because we do not anticipate paying cash dividends in the future, it is likely that the only opportunity to realize the value of our Common Stock will be through a sale of those shares. The decision whether to pay cash dividends on Common Stock will be made by the Board of Directors from time to time in the exercise of its business judgment. Furthermore, we may be restricted from paying dividends by the terms of any credit facility we may enter into in the future.

The ownership of our Common Stock is concentrated in the hands of our directors and officers. As a result, you may not be able to exert meaningful influence on significant corporate decisions.

Stephen Hove and Michael Lewis, two of our directors, and our executive officers, beneficially own approximately 62.26% of our outstanding shares of Common Stock. As such, they will be able to exercise significant influence over all matters requiring stockholder approval, including the election and removal of directors and any merger, consolidation or sale of all or substantially all of our assets. In addition, they have the ability to control the management and affairs of our company. This concentration of ownership may harm the market price of our Common Stock by delaying or preventing a change in control of our company at a premium price even if beneficial to our other stockholders.

Various antitakeover provisions are contained in our Amended and Restated Articles of Incorporation and our Amended and Restated Bylaws. As a result, any takeover of the company may be delayed or discouraged and the ability of the shareholders to change the direction and management of the company may be delayed or limited.

Our Third Amended and Restated Articles of Incorporation provide for a substantial number of shares of Common Stock and “blank check” preferred stock authorized for issuance solely by action of the Board of Directors. Our Amended and Restated Bylaws provide, among other things, that nominations for election to our Board of Directors, other than those made by the Board of Directors, must be made by written notification delivered to the Company not less

than 120 days prior to any annual or special meeting of shareholders called for the election of directors. Such provisions may have the effect of delaying or discouraging any takeover of the Company by others or otherwise delaying or limiting the shareholders' ability to change the direction and management of the Company.

Our Common Stock may be subject to the SEC's penny stock sales rules.

The SEC has adopted regulations which generally define penny stocks to be equity securities that have a market price of less than \$5.00 per share. Such designation imposes additional sale practice requirements on broker-dealers which sell such securities to persons other than established customers and institutional accredited investors.

For transactions covered by these regulations, a broker-dealer must make a special suitability determination for the purchaser. A broker-dealer must obtain from the potential purchaser information concerning the person's financial situation, investment experience and investment objectives and, based upon that and other information available to it, make a determination that transactions in penny stocks are suitable for the purchaser and that the purchaser has sufficient knowledge and experience in financial matters so that the purchaser reasonably may be expected to be capable of evaluating the risks of transactions in penny stocks. A broker-dealer must also receive the purchaser's written consent to the transaction prior to sale.

These penny stock rules may restrict the ability of brokers, dealers and investors to sell our Common Stock to the extent our Common Stock may be subject to such rules.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

Reference is made to Item 8 above.

Part F **Exhibits**

Item 18 **Material Contracts.**

- A. For a description of the Employment Agreements dated October 15, 2010 by and between the Issuer and Stephen D. Hove and Michael E. Lewis, see Item 11 above.
- B. Asset Valuation Report of Epik dated June 6, 2011.

Item 19 **Articles of Incorporation and Bylaws.**

The Amended and Restated Articles of Incorporation of the Issuer are filed herewith.

The Amended and Restated Bylaws of the Issuer are filed herewith.

Item 20 **Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

Except as set forth in Item 8 above, the Issuer has not acquired any equity securities of the Issuer.

Item 21 **Issuer's Certifications.**


I, Stephen D. Hove, certify that:

1. I have reviewed the Initial Company Information and Disclosure Statement dated January 27, 2012 of University Health Industries, Inc., a Florida corporation;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other 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: January 27, 2012



Stephen D. Hove,
Chairman and Chief Executive Officer