DEWMAR INTERNATIONAL BMC, INC.

UNAUDITED CONSOLIDATED BALANCE SHEETS

	December 31, 2014	December 31, 2013
ASSETS		
Current Assets		
Cash and cash equivalents	$ 3,669,039	$ 7,231
Account receivables	78,607	9,532
Related party receivable	19,301	4,085
Advances to related party	9,332	9,332
Inventory	26,073	35,144
Prepaid expenses and other current assets	-	6,000
Total Current Assets	3,802,352	71,324
Property & equipment, net of accumulated depreciation of $21,760 and $14,210	19,295	26,845
Investment (Note 5)	19,778	-
Total assets	$ 3,841,425	$ 98,169
LIABILITIES AND STOCKHOLDERS' Equity (DEFICIT)		
Current Liabilities		
Accounts payable and accrued liabilities	$ 703,826	$ 714,868
Accrued interest	16,053	9,707
Accrued interest, related party	2,500	-
Notes payable	173,890	173,890
Notes payable, related party	100,000	-
Convertible Notes payable, net of unamortized discount of $- and $77,230, respectively	154,320	122,750
Derivative liability	281,705	151,120
Total Current Liabilities	1,432,294	1,172,335
Total Liabilities	1,432,294	1,172,335
Stockholders' Equity (Deficit)		
Preferred Stock; $0.001 par value; 50,000,000 shares authorized; 50,000,000 and 50,000,000 issued and outstanding, respectively	50,000	50,000
Common stock; $0.001 par value; 4,450,000,000 shares authorized, 2,814,542,401 and 2,310,488,796 shares issued and outstanding, respectively	2,814,546	2,310,493
Additional paid-in capital	4,419,763	3,370,195
Accumulated deficit	(4,875,178)	(6,804,854)
Total Stockholders' Equity (Deficit)	2,409,131	(1,074,166)
Total Liabilities and Stockholders' Equity (Deficit)	$ 3,841,425	$ 98,169

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

DEWMAR INTERNATIONAL BMC, INC.

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended			
	December 31, 2014		December 31, 2013	
Product revenue, net	$	413,920	$	224,033
Commission revenue, net		3,634,212		-
Related party revenue, net		24,927		3,492
Cost of goods sold		239,195		99,715
Gross profit	$	3,833,864	$	127,810
Operating expenses				
Occupancy and related expenses		40,243		43,674
Marketing and advertising		17,965		6,211
General and administrative expenses		1,485,804		1,723,544
Contract labor		47,947		128,253
Total operating expenses	$	1,591,959	$	1,901,682
Profit (Loss) from operations	$	2,241,905	$	(1,773,872)
Other income (expenses)				
Interest expense, net		(104,781)		(318,921)
Interest expense, related party		(2,500)		
Gain (loss) on derivative liability		(204,726)		(314,675)
Loss on investment		(222)		-
Total other expenses	$	312,229)	$	(633,596)
Net income (loss)	$	1,929,676	$	(2,407,468)
Net income (loss) per common share - basic and fully diluted	$	0.00	$	(0.00)
Weighted average common shares outstanding - basic		2,683,419,979		542,722,232
Weighted average common shares outstanding – fully diluted		2,804,918,139		542,722,232

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

DEWMAR INTERNATIONAL BMC, INC.

UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Capital	Deficit	(Deficit)
Balance December 31, 2012	**50,000,000**	**$50,000**	**110,340,001**	**$110,340**	**$3,680,743**	**$(4,397,386)**	**$(556,303)**
Shares issued for cash	-	-	38,880,000	38,880	(29,160)	-	9,720
Shares issued for service	-	-	422,647,618	422,648	$ 534,803	-	957,451
Shares issued for conversions of notes payable and accrued interest	-	-	1,738,621,177	1,738,625	(1,351,722)	-	386,903
Reduction in derivative liability due to conversion	-	-	-	-	535,531	-	535,531
Net loss	-	-	-	-	-	(2,407,468)	(2,407,468)
Balance December 31, 2013	**50,000,000**	**$50,000**	**2,310,488,796**	**$ 2,310,493**	**$ 3,370,195**	**$ (6,804,854)**	**$ (1,074,166)**
Shares issued for cash			161,538,888	161,539	142,081		303,620
Shares issued for services			240,000,000	240,000	921,000		1,161,000
Cancelled shares			(100,000,000)	(100,000)	52,000		(48,000)
Shares issued for conversions of notes payable and accrued interest			202,514,717	202,514	(155,154)		47,360
Reduction in derivative liability					89,641		89,641
Net income						1,929,676	1,929,676
Balance December 31, 2014	**50,000,000**	**$50,000**	**2,814,542,401**	**$2,814,546**	**$4,419,763**	**$(4,875,178)**	**$2,409,131**

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

DEWMAR INTERNATIONAL BMC, INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended	
	December 31, 2014	December 31, 2013
Cash flows from operating activities:		
Net income (loss)	$ 1,929,676	$ (2,407,468)
Adjustments to reconcile net loss to net cash used in operating activities:		
Bad debt expense	-	2,438
Depreciation expense	7,550	5,640
Investment loss	222	-
Stock-based compensation	1,113,000	957,451
Amortization of debt discount	92,730	295,726
Non-cash legal fees	-	5,500
Loss (gain) on derivative liability	204,726	314,675
Loss on extinguishment of debt	-	-
Changes in operating assets and liabilities:		
Accounts receivable	(69,076)	20,744
Related party receivables and payables	(15,216)	9,416
Inventory	9,071	(8,049)
Prepaid expenses and other current assets	6,000	5,710
Accounts payable and accrued liabilities	(2,995)	562,420
Accrued liabilities, related party	2,500	-
Net cash provided by (used in) operating activities	$ 3,278,188	$ (235,797)
Cash flows from investing activities:		
Purchase of fixed assets	-	(19,900)
Investment in Cirrus MD	(20,000))	-
Net cash used in investing activities	(20,000)	(19,900)-
Cash flows from financing activities:		
Proceeds from issuance of common stock	303,620	9,720
Proceeds from convertible notes payable	-	214,820
Proceeds from notes payable, related party	100,000	-
Net cash provided by financing activities	403,620	224,540
Net change in cash and cash equivalents	3,661,808	(31,157)
Cash and cash equivalents, at beginning of period	7,231	38,388
Cash and cash equivalents, at end of period	$ 3,669,039	$ 7,231
Supplemental cash flow information:		
Interest paid	$ 5,849	$ 8,477
Income taxes paid	$ -	$ -
Supplemental noncash investing and financing activities:		
Reclassification of accounts payable to notes	-	251,160
Reclassification of notes to convertible notes	-	133,770
Reclassification of accounts payable to convertible notes	-	74,000
Original issuance discount	-	4,000
Issuance of common stock for conversion of notes payable	47,360	386,903
Creation of debt discount	-	332,948
Reduction in derivative liability due to conversions of notes payable	89,641	535,531
Debt discount originated from embedded conversion feature	15,500	-

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

DEWMAR INTERNATIONAL BMC, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2014 and 2013

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Dewmar International BMC ("we", "our", the "Company") was formed as a Nevada corporation on March 13, 2009. Today, Dewmar International BMC is a diversified operating company headquartered in Clinton, Mississippi. The Company conducts business across a variegated set of categories and sectors including consumer goods, wholesale trade, pharmaceuticals and health sciences. The Company and its subsidiaries develop market and distribute goods, therapeutics and services in national and international markets through licensing agreements, e-commerce platforms, fee-for-service arrangements and distribution contracts.

On December 4, 2014, Health & Wellness Research Consortium, LLC, ("HWRC") was created with Dewmar owning 100% of the LLC membership units. The original goal of HWRC was to develop, implement and execute healthcare sales and marketing strategies for pharmacies, clinics and hospitals in order to help the client broaden market presence, influence effective prescribing behaviors and ultimately maximize their return on assets. Through a network of medical facilities, doctors, pharmacies and patients, HWRC develops innovative solutions that exploit delivery gaps in health care such as mail order delivery of prescription medicine to rural areas where limited options exist for prescription medication. HWRC is a contract sales and marketing organization of its own; created to leverage the trend toward outsourcing services in the pharmaceutical industry.

In this function, HWRC will typically enter into a fee-for-service arrangement with a medical provider to assist them with their sales and marketing functions. Under the fee-for-service construct, HWRC is able to realize high margin revenue associated with the delivery care, without being saddled with the burdensome administrative and overhead costs absorbed by the provider.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements include the accounts of the Company Dewmar, and HWRC. All material intercompany accounts and transactions have been eliminated. Certain amounts in prior periods have been reclassified to conform to current period presentation.

Reclassification

Certain amounts presented for the period ending December 31, 2013 have been reclassified to conform to the presentation at and for the period ended December 31, 2014. Specifically, revenues recognized from related parties of $3,492 is presented separately on the statement of operations.

Use of Estimates

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

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of cash on deposit and money market accounts, which are readily convertible into cash and purchased with original maturities of three months or less. These investments are carried at cost, which approximates fair value.

The Company maintains its cash in institutions insured by the Federal Deposit Insurance Corporation ("FDIC"). Beginning December 31, 2010, all noninterest-bearing transaction accounts are fully insured, regardless of the balance of the account, at all FDIC-insured institutions. This unlimited insurance coverage is separate from, and in addition to, the insurance coverage provided to the depositor's other accounts held by a FDIC-insured institution, which are insured for balances up to $250,000 per depositor until December 31, 2014.

Accounts Receivable and Allowance for Doubtful Accounts

The Company's accounts receivable were composed of receivables from customers for sales of products. The Company performs credit evaluations prior to selling products or granting credit to its customers and generally does not require collateral.

The Company's trade accounts receivable are typically collected within 60-120 days from the date of sale. The Company monitors its exposure to losses on trade accounts receivable and maintains an allowance for potential losses and adjustments. The Company determines its allowance for doubtful accounts based on the evaluation of the aging of accounts receivable and detailed analysis of high-risk customers' accounts, and the overall market and economic conditions of its customers. Past due trade accounts receivable balances are written off when the Company's collection efforts have been unsuccessful in collecting the amount due. At December 31, 2014 and 2013 the allowance for doubtful accounts was $0 and $0, respectively.

Inventory Held by Third Party

Inventory costs are determined principally by the use of the first-in, first-out (FIFO) costing method and are stated at the lower of cost or market, including provisions for spoilage commensurate with known or estimated exposures which are recorded as a charge to cost of goods sold during the period spoilage is incurred.

Fixed Assets

Leasehold improvements, property and equipment are stated at cost less accumulated depreciation and amortization. Expenditures for property acquisitions, development, construction, improvements and major renewals are capitalized. The cost of repairs and maintenance is expensed as incurred. Depreciation is provided principally on the straight-line method over the estimated useful lives of the assets, which are generally 3 to 10 years. Leasehold improvements are amortized over the shorter of the lease term, which generally includes reasonably assured option periods, or the estimated useful lives of the assets. Upon sale or other disposition of a depreciable asset, cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in "Gain or Loss from Operations". Management performs an annual assessment on the impairment of any fixed assets. There were no impairment issues at December 31, 2014 and 2013.

The estimated useful lives are:

Furniture and fixtures	3-10 years
Equipment	3-7 years
Vehicles	3-7 years

Investments

Investments in associated companies or ventures are initially recognized at cost less any provision for impairment. The Company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of the recoverable amount. If the recoverable amount of the cash-generating unit is less than the value of the investment, the investment is considered to be impaired and is adjusted to its recoverable amount. An impairment loss is recognized immediately in the profit and loss account.

Convertible Notes

The Company analyzes its convertible notes in accordance with FASB Accounting Standards Codification ("ASC") Topic 470-20 and Topic 815 Derivatives and Hedging. If it is determined that the conversion feature is convertible to a variable number of shares, then the Company determines whether it is subject to the Derivatives and Hedging guidance in ASC Topic 815-20. Upon conclusion that it is within the guidance in Topic 815-20, the conversion feature is separated from the host contract and it is accounted for as a derivative instrument with its fair value estimated at every balance sheet date. Any change in the fair market value of the derivative, results in a gain or loss on derivative liability in the Company's statement of operations. If any conversions of the original note occur prior to the settlement of the obligation, the pro-rata portion of the derivative liability is relieved in additional paid in capital after marking to market on the day prior to the conversion date.

Revenue Recognition Policy

The Company recognizes revenue from two primary sources, sales of product and commissions from HWRC.

The Company recognizes revenue when a 3rd party confirms receipt of any inbound prescriptions from any registered practitioner that has been referred by HWRC and said prescription has been adjudicated and approved by a third party payer to yield a profit. HWRC is allowed to access this secure, password protected portal for prescription verification and for verification of the total adjudication reimbursement amount and cost of the medication. HWRC receives 50% of the gross profit of all adjudicated prescriptions with the exception of government funded third party plans. Revenue is recognized upon confirmation from the third party of the amount of commission and when cash is received.

The Company recognizes product revenue when the product is received by and title passes to the customer. The Company's standard terms are 'FOB' destination. If a customer receives any product that they consider damaged or unacceptable, the customer must document any such damages or reasons for it not to be accepted on the original invoice upon delivery and then inform the Company within 72 hours of receipt of the product. The Company does not accept returns of product for reasons other than damage.

We record estimates for reductions to revenue for customer programs and incentives, including price discounts, volume-based incentives, and promotions and advertising allowances. Products are sold with extended payment terms not to exceed 120 days. Revenue is shown net of sales allowances on the accompanying statements of operations.

Cost of Goods Sold

The Company's cost of goods sold includes all costs of beverage production, which primarily consist of raw materials such as concentrate, sugar, aluminum cans, trays, shrink wrap, can ends, labels and packaging materials. Additionally, costs incurred for shipping, handling and warehousing charges are included in cost of goods sold. The Company does not bill customers for cost of shipping unless the Company incurs additional charges such as refusing initial shipment or not being able to receive shipment at their prescheduled time with the freight company.

Advertising Expense

The Company recognizes advertising expense as incurred. The Company recognized advertising expense of $17,965 and $6,211 for the years ended December 31, 2014 and 2013, respectively.

Income Taxes

The Company accounts for its income taxes using the liability method, whereby deferred tax assets and liabilities are established for the future tax consequences of temporary differences between the financial statement carrying amounts of assets and liabilities and their tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse.

A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize the tax assets through future operations.

The Company’s federal and state income tax returns for the years ended 2010 through 2014 are open to examination. At December 31, 2014 and 2013, the Company evaluated its open tax years in all known jurisdictions. Based on this evaluation, the Company did not identify any uncertain tax positions. We will account for interest and penalties relating to uncertain tax positions in the current period statement of operations as necessary.

Fair value of Financial Instruments

The Company’s financial instruments consist primarily of cash and cash equivalents, accounts receivables , investments in companies and payables, accrued liabilities notes payable and derivative liabilities. The carrying values of these financial instruments approximate their respective fair values as they are either short-term in nature or carry interest rates that approximate market rates.

Fair Value Measurements

Generally accepted accounting principles in the United States (“US GAAP”) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy categorizes assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. The three levels are as follows:

Level 1 - Observable inputs such as quoted prices in active markets at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Other inputs that are observable, directly or indirectly, such as quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs for which there is little or no market data and which we make our own assumptions about how market participants would price the assets and liabilities.

Our derivative liabilities have been valued as Level 3 instruments.

	Level 1	Level 2	Level 3	Total
Fair value of Derivative Liability - December 31, 2013	$ --	$ --	$ 151,120	$ 151,120

	Level 1	Level 2	Level 3	Total
Fair value of Derivative Liability - December 31, 2014	$ --	$ --	$ 281,705	$ 281,705

Share-Based Compensation

The Company recognizes all share-based payments to employees, including grants of Company stock options to Company employees, as well as other equity-based compensation arrangements, in the financial statements based on the grant date fair value of the awards. Compensation expense is generally recognized over the vesting period. During the years ended December 31, 2014 and 2013, the Company issued no stock options to employees.

Income (Loss) per Share

Basic net income (loss) per common share is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. In periods when losses are reported the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

Concentration of Risks

The Company's operations and future business model are dependent in a large part on the Company's ability to execute its business model. The Company's inability to meet its sales objectives may have a material adverse effect on the Company's financial condition.

New Accounting Pronouncements

The Company does not expect adoption of any new accounting pronouncements to have a significant impact on its financial statements.

NOTE 3 - INVENTORY

Inventory at December 31, 2014 consisted of raw materials of $22,299 and finished goods of $3,774. Inventory at December 31, 2013 consisted of raw materials of $23,950 and finished goods of $11,194. During the years ended December 31, 2014 and 2013, the Company recorded spoilage of $23,251 and $8,764, respectively and included this in cost of goods sold. Damaged goods of $14,574 were recorded net with revenue in 2014.

NOTE 4 - FIXED ASSETS

Fixed assets consisted of the following as of December 31, 2014 and 2013:

	December 31, 2014		December 31, 2013	
Vehicles	$	41,055	$	41,055
Less: accumulated depreciation		(21,760)		(14,210)
Fixed assets, net	$	19,295	$	26,845

Depreciation expense for the years ended December 31, 2014 and December 31, 2013 was $7,550 and $5,640, respectively, and is recorded in general and administrative expenses.

NOTE 5 – INVESTMENT

On October 24, 2014 a Dewmar International BMC Inc. wholly owned subsidiary HWRC, invested in CIRRUSMD Investment Group, LLC. This is managed by Rocky Mountain Venture Management LLC to diversify earning potential. The initial Investment was $20,000 and HWRC recorded a loss of $222 against the initial investment in December 2014.

NOTE 6 - NOTES PAYABLE

During the years ended December 31, 2014 and 2013, the Company reclassified certain accounts payable balances into notes payable based on agreements with various vendors with balances of $0 and $251,160, respectively. Of these $133,770 became convertible during 2013. The notes payable are due on demand and bear no interest. At December 31, 2014 and 2013, the Company has presented $173,890 and $173,890 in Notes Payable related to these reclassifications on the balance sheet.

On October 14, 2014, the Company borrowed $100,000 from a company currently owned 100% by Dewmar's CEO under a 1 year note with 10% interest rate. As of the due date of the note which is October 14, 2015, if the note is unpaid, then the amount of the note is convertible 20,000,000 shares of common stock. As of the date of issuance, this note has not been paid and therefore is convertible.

NOTE 7 - CONVERTIBLE NOTES PAYABLE

In October, 2012, the Company entered into a 10% Contingently Convertible Promissory Note with Birr Marketing Group, Inc. for $20,000 with a due date of April 1, 2013. After the due date of April 1, 2013, the note became convertible at a fixed price of $0.001 into the Company's common shares at the Holder's option. The Holder shall receive a royalty or commission of $0.50 per case of Easta Pink Lean that was produced for a single batch run that took place after funding as a result of monies allocated from this note.The Company paid $1,664 to Birr Marketing for royalties leaving a balance of $1,357 to be paid . Because of the outstanding Continental note described below, this convertible note is considered to be "tainted" by the indeterminate amount of shares to be issued under that note. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value. As of December 31, 2014 and 2013, the balances associated with this note was $20,000 and the balance in the derivative liability was $52,271 and $9,654., These amounts were determined by management using a weighted-average Black-Scholes Merton option pricing model. On April 1, 2013, this note was in default and was due and payable immediately. As such the Company has presented this note as current as of December 31, 2014.

During the year ended December 31, 2013, the Company entered into two 10% Contingently Convertible Promissory Notes with Birr Marketing Group, Inc. for $28,000 and $22,820 with a due date of June 4, 2014 and June 26, 2014. After the due date, the note became convertible at a fixed price of $0.001 into the Company's common shares at the Holder's option. On June 6, 2014 and June 26, 2014, these notes were in default and were due and payable immediately. As such the Company has presented this note as current. At December 31, 2014 and 2013, the balance associated with these notes were $50,820 and the balances in the derivative liabilities were $132,821 and $0, respectively. And the Company has fully amortized the debt discount in the amount of $50,820 during the year ended December 31, 2014.

On June 27, 2012, the Company entered into a Securities Purchase Agreement with Asher Enterprises, Inc. ("Asher") a Delaware Corporation for an 8% convertible promissory note with an aggregate principal amount of $32,500 which together with any unpaid accrued interest was due on March 29, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with no floor stated in the conversion feature except for an overall limit of 4.99% of the total shares outstanding prior to conversion. In July 2012, this convertible promissory note was funded in the amount of $30,000, with $2,500 being recorded as legal fees for amounts held by note holder. The Company analyzed the note on the date on which the contingent conversion feature was settled on December 24, 2012. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value.

- On January 11, 2013, Asher converted $12,000 of its outstanding notes payable entered into on June 27, 2012 into 3,750,000 shares of common stock at a conversion price of $0.0032. After conversion, a principal balance of $20,500 remained. On the day of conversion, the Company accelerated the amortization of the discount of $2,851 into interest expense; revalued the derivative liability and recorded a gain on the derivative liability of $2,383; and reduced the pro-rated portion of the derivative liability by $6,325 into additional paid in capital.

- On February 1, 2013, Asher converted an additional $12,100 of its outstanding notes payable entered into on June 27, 2012 into 5,761,905 shares of common stock at a conversion price of $0.0021. After conversion, a principal balance of $8,400 remained. On the day of conversion, the Company accelerated the amortization of the discount of $12,100 into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $31,181; and reduced the pro-rated portion of the derivative liability by $15,632 into additional paid in capital.

On February 14, 2013, Asher converted the remaining $8,400 of its outstanding notes payable entered into on June 27, 2012 into 4,850,000 shares of common stock at a conversion price of $0.0020. After conversion, a principal balance of $0 remained on the June 27, 2012 notes payable. On the day of conversion, the Company accelerated the amortization of the discount of $8,400 into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $25,722; and reduced the pro-rated portion of the derivative liability by $52,076 into Additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, during the year ended December 31, 2013, the Company recorded $54,520 in loss on derivative liability for this note.

On August 30, 2012, the Company entered a second Contingently Convertible Promissory Note with Asher for an 8% convertible promissory note with an aggregate principal amount of $42,500 which together with any unpaid accrued interest was due on June 4, 2013. $40,000 was funded on September 13, 2012 with $2,500 being recorded as legal fees for funds held by the note holder. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at the greater of (1) a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with no floor stated in the conversion feature; or (2) a fixed price of $0.00009 with an overall share cap of 4.99% of the total shares outstanding prior to conversion. Because of the outstanding Continental note described below, this convertible note is considered to be "tainted" by the indeterminate amount of shares to be issued under that note. The note contains an anti-dilution provision which causes the conversion price to decrease if the company issues any common stock at a lower price or with no consideration.

- On February 26, 2013, the Company analyzed the conversion feature and determined that it met the criteria as an embedded derivative and therefore bifurcated the conversion feature from the host contract and recorded a separate derivative liability at fair market value. At February 26, 2012, the fair market value of the derivative liability was estimated to be $37,397 and resulted in an immediate discount to the notes payable. This discount of $37,397 was amortized during 2013 over the conversion period into interest expense.

- On March 14, 2013, the holder converted $12,000 of the note into 3,428,571 shares of common stock at a price of $0.0035. On the day of the conversion, the Company re-valued the derivative liability and recorded a loss of $5,113. After conversion, the Company reduced the derivative liability by its prorated portion of the original note value which was $12,002 into additional paid in capital. On March 31, 2013, the Company re-valued the remaining derivative liability and recorded a loss of $14,684 resulting in a balance of $45,191.

- On April 15, 2013, the holder converted $15,000 of the note into 7,894,737 shares of common stock at a price of $0.0019. On the day of the conversion, the Company re-valued the derivative liability and recorded a gain of $14,588. After conversion, the Company reduced the pro-rated portion of the derivative liability by $15,051 into additional paid in capital.

- On April 22, 2013, the holder converted $15,500 of the note balance and $1,700 accrued interest into 10,117,647 shares of common stock at a price of $0.0017. On the day of the conversion, the Company re-valued the derivative liability and recorded a loss of $4,582. After conversion, the Company reduced the pro-rated portion of the derivative liability by $20,135 into additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, during the year ended December 31, 2013, the Company recorded a net loss on derivative liability of $9,791.

On August 30, 2012, the Company entered into a Convertible Promissory Note with Continental Equities, LLC ("Continental"), a New York limited liability corporation for an 8% convertible promissory note in the aggregate principal amount of $21,500, which together with any unpaid accrued interest was due on August 15, 2013. $20,000 of the proceeds was funded directly to the company while $1,500 was recorded as legal expense for funds held by the note holder. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option beginning on the date of the note at a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with the only mention of a "share cap" is that the number of shares of common stock issuable upon the conversion would not exceed 4.99% of the outstanding shares of the company at the time of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $34,119. As a result, the Company recorded a discount on the original note of $21,500 and it was fully amortized during the year ended December 31, 2013.

- On March 6, 2013, Continental converted $5,000 of its outstanding notes payable into 1,567,398 shares of common stock at a conversion price of $0.0032. After conversion, a principal balance of $16,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $9,893; and reduced the pro-rated portion of the derivative liability by $6,839 into additional paid in capital.

- On March 25, 2013, Continental converted an additional $5,000 of its outstanding notes payable into 2,000,000 shares of common stock at a conversion price of $0.0025. After conversion, a principal balance of $11,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $1,842; and reduced the pro-rated portion of the derivative liability by $7,397 into additional paid in capital. On March 31, 2013, the Company re-valued the remaining derivative liability and recorded a loss of $5,535.

- On April 3, 2013, Continental converted an additional $5,000 of its outstanding notes payable into 2,631,578 shares of common stock at a conversion price of $0.0019. After conversion, a principal balance of $6,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $11,205; and reduced the pro-rated portion of the derivative liability by $4,932 into additional paid in capital.

- On April 11, 2013, Continental converted an additional $4,000 of its outstanding notes payable into 2,222,222 shares of common stock at a conversion price of $0.0018. After conversion, a principal balance of $2,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $763; and reduced the pro-rated portion of the derivative liability by $4,415 into additional paid in capital.

- On April 24, 2013, Continental converted the remaining $2,500 of its outstanding notes payable entered into on September 6, 2012 together with unpaid interest of $969 into 2,312,520 shares of common stock at a conversion price of $0.0015. After conversion, a principal balance of $0 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $1,959; and reduced the pro-rated portion of the derivative liability by $4,719 into additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, the Company recorded a net loss of $8,787 on derivative liability for the year ended December 2013.

In November, 2012, the Company entered into a third 8% Contingently Convertible Promissory Note with Asher for $30,000 which is due together with any unpaid accrued interest on August 29, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at the greater of (1) a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with no floor stated in the conversion feature; or (2) a fixed price of $0.00009 with a share cap disclosed as of 9.99% of the outstanding shares of the company at the time of conversion. The Company analyzed the note on the date on which the contingent conversion feature was settled on May 26, 2013. Because of the outstanding Continental note described below, this convertible note is considered to be "tainted" by the indeterminate amount of shares to be issued under that note. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $11,648. The Company recorded an original discount of $11,648. And the amount is fully amortized during the year ended December 31, 2013. The note contains an anti-dilution provision which causes the conversion price to decrease if the company issues any common stock at a lower price or with no consideration.

•On June 4, 2013, Asher converted $12,000 of its outstanding notes payable into 10,000,000 shares of common stock at a conversion price of $0.0012. After conversion, a principal balance of $18,000 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $592; and reduced the pro-rated portion of the derivative liability by $4,896 into additional paid in capital.

•On June13, 2013, Asher converted an additional $13,000 of its outstanding notes payable into 14,130,435 shares of common stock at a conversion price of $0.00092. After conversion, a principal balance of $5,000 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $191; and reduced the pro-rated portion of the derivative liability by $5,961 into additional paid in capital.

•On June 27, 2013, Asher converted the remaining $5,000 of its outstanding notes payable entered into on November 27, 2012 together with unpaid interest of $1,200 into 8,266,667 shares of common stock at a conversion price of $0.00075. After conversion, a principal balance of $0 remained. On the day of conversion, the Company accelerated the amortization of the discount of $5,000 into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $2,413; and reduced the pro-rated portion of the derivative liability by $3,605 into additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, for the year ended December 31, 2013, the Company recorded a net loss of $2,814 on derivative liability for this note.

On January 15, 2013, the Company entered into a fourth Securities Purchase Agreement with Asher Enterprises, Inc. ("Asher") a Delaware Corporation for an 8% contingently convertible promissory note with an aggregate principal amount of $53,000 which together with any unpaid accrued interest is due on September 17, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as the greater of (i) the variable conversion price of 48% of the market price calculated as the average of the lowest three trading prices for the common stock during the 10 trading day period prior to the conversion date or (ii) the fixed price of $0.0009 with a share cap disclosed as of 9.99% of the outstanding shares of the company at the time of conversion. This convertible promissory note was funded in the amount of $50,000, with $3,000 being recorded as legal fees for amounts held by note holder. The note contains an anti-dilution provision which causes the conversion price to decrease if the Company issues any common stock at a lower price or with no consideration. The Company analyzed the note on the date on which the contingent conversion feature was settled on July 14, 2013. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value. On July 14, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $39,542. The Company recorded an original discount of $39,542. And the amount is fully amortized during the year ended December 31, 2013.

- On July 24, 2013, Asher converted $6,000 of its outstanding notes payable entered into on January 15, 2013 into 14,285,714 shares of common stock at a conversion price of $0.00042. After conversion, a principal balance of $47,000 remained. revalued the derivative liability and recorded a gain on the derivative liability of $10,086; and reduced the pro-rated portion of the derivative liability by $3,335 into additional paid in capital.

- On August 1, 2013, Asher converted an additional $5,000 of its outstanding notes payable entered into on January 15, 2013 into 14,285,714 shares of common stock at a conversion price of $0.00035. After conversion, a principal balance of $42,000 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $1,485; and reduced the pro-rated portion of the derivative liability by $5,730 into additional paid in capital.

- On August 21, 2013, Asher converted $10,400 of its outstanding notes payable entered into on January 15, 2013 into 30,588,235 shares of common stock at a conversion price of $0.00034. After conversion, a principal balance of $31,600 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $4,858; and reduced the pro-rated portion of the derivative liability by $10,795 into additional paid in capital.

- On August 27, 2013, Asher converted $1,100 of its outstanding notes payable entered into on January 15, 2013 into 3,235,294 shares of common stock at a conversion price of $0.00034. After conversion, a principal balance of $30,500 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $17,401; and reduced the pro-rated portion of the derivative liability by $14,154 into additional paid in capital.

- On August 29, 2013, Asher converted $10,800 of its outstanding notes payable entered into on January 15, 2013 into 31,764,706 shares of common stock at a conversion price of $0.00034. After conversion, a principal balance of $19,700 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $990; and reduced the pro-rated portion of the derivative liability by $12,677 into additional paid in capital.

- On September 9, 2013, Asher converted $10,400 of its outstanding notes payable entered into on January 15, 2013 into 38,518,519 shares of common stock at a conversion price of $0.00027. After conversion, a principal balance of $9,300 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $6,390; and reduced the pro-rated portion of the derivative liability by $11,452 into additional paid in capital. At September 30, 2013, the Company revalued the outstanding derivative liability and estimated its fair market value to be $16,406 and as a result recorded an additional loss on derivative liability of $13,968.

- On October 1, 2013, Asher converted $7,700 of its outstanding notes payable entered into on January 15, 2013 into 55,000,000 shares of common stock at a conversion price of $0.00014. After conversion, a principal balance of $1,600 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $1,467; and reduced the pro-rated portion of the derivative liability by $14,487 into additional paid in capital.

- On October 11, 2013, Asher converted the remaining $1,600 of its outstanding notes payable entered into on January 15, 2013 into 16,000,000 shares of common stock at a conversion price of $0.0001. After conversion, a principal balance of $0 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $9,822; and reduced the balance of the derivative liability by $10,273 into additional paid in capital. In summary, the Company recorded a total net loss on derivative liability for this note of $43,361. As such, the derivative liability had a $0 balance at December 31, 2013. Also on this date, Asher converted $2,120 of unpaid accrued interest into 21,200,000 shares of common stock at the same conversion price.

On February 19, 2013, the Company entered into a fifth Securities Purchase Agreement with Asher Enterprises, Inc. ("Asher") a Delaware Corporation for an 8% contingently convertible promissory note with an aggregate principal amount of $32,500 which together with any unpaid accrued interest is due on November 21, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as the greater of (i) the variable conversion price of 55% of the market price calculated as the average of the lowest three trading prices for the common stock during the 10 trading day period prior to the conversion date or (ii) the fixed price of $0.0009 with a share cap disclosed as of 9.99% of the outstanding shares of the company at the time of conversion. This convertible promissory note was funded in the amount of $30,000, with $2,500 being recorded as legal fees for amounts held by note holder. The note contains an anti-dilution provision which causes the conversion price to decrease if the Company issues any common stock at a lower price or with no consideration. The Company analyzed the note on the date on which the contingent conversion feature was settled on August 18, 2013. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value. On August 18, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $54,674. The Company recorded an original discount of $32,500 and an immediate loss on derivative liability of $22,174. At September 30, 2013, the Company revalued the derivative liability and determined that is fair market value was $23,555 resulting in a gain on derivative liability of $31,119. The Company amortized the total original discount into interest expense for the year ended December 31, 2013.

- On October 16, 2013, Asher converted $3,300 of its outstanding notes payable into 30,000,000 shares of common stock at a conversion price of $0.00011. After conversion, a principal balance of $29,200 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $13,296; and reduced the balance of the derivative liability by $1,042 into additional paid in capital.

- On November 1, 2013, Asher converted $7,750 of its outstanding notes payable into 70,454,545 shares of common stock at a conversion price of $0.00011. After conversion, a principal balance of $21,450 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $8,276; and reduced the balance of the derivative liability by $4,171 into additional paid in capital.

- On November 12, 2013, Asher converted $8,550 of its outstanding notes payable into 77,727,273 shares of common stock at a conversion price of $0.00011. After conversion, a principal balance of $12,900 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $5,629; and reduced the balance of the derivative liability by $4,985 into additional paid in capital.

- On November 25, 2013, Asher converted $6,000 of its outstanding notes payable into 100,000,000 shares of common stock at a conversion price of $0.00006. After conversion, a principal balance of $6,900 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $6,860; and reduced the balance of the derivative liability by $1,312 into additional paid in capital.

- On December 11, 2013, Asher converted $6,000 of its outstanding notes payable into 100,000,000 shares of common stock at a conversion price of $0.00006. After conversion, a principal balance of $900 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $73,224; and reduced the balance of the derivative liability by $14,588 into additional paid in capital.

- On December 26, 2013, Asher converted the remaining $900 of its outstanding notes payable into 3,750,000 shares of common stock at a conversion price of $0.00024. After conversion, a principal balance of $0 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $62,237; and reduced the balance of the derivative liability by $2,193 into additional paid in capital. In summary for the year ended December 31, 2013, the Company recorded a net gain on derivative liability of $4,209 for this note. As such, the derivative liability had a $0 balance at December 31, 2013. In addition, Asher converted the remaining $1,300 unpaid interest into 5,416,667 shares of common stock.

On April 16, 2013, the Company entered into a sixth Securities Purchase Agreement with Asher Enterprises, Inc. ("Asher") a Delaware Corporation for an 8% contingently convertible promissory note with an aggregate principal amount of $42,500 which together with any unpaid accrued interest is due on December 21, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as the greater of the variable conversion price of 55% of the market price calculated as the average of the lowest three trading prices for the common stock during the 10 trading day period prior to the conversion date with an overall cap of 9.99% of total shares outstanding prior to conversion. This convertible promissory note was funded in the amount of $40,000, with $2,500 being recorded as original issuance discount. The note contains an anti-dilution provision which causes the conversion price to decrease if the Company issues any common stock at a lower price or with no consideration. The Company analyzed the note on the date on which the contingent conversion feature was settled on October 13, 2013. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value. On October 13, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $10,923. The Company recorded an original debt discount of $10,923 and additional $2,500 debt discount due to the original issuance discount. During the year ended December 31, 2013 and 2014, the Company amortized $9,253 and $1,670 of the discount into interest expense respectively.

- On December 26, 2013, Asher converted $36,000 of its outstanding notes payable into 150,000,000 shares of common stock at a conversion price of $0.00024. After conversion, a principal balance of $6,500 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $75,430; and reduced the pro-rated balance of the derivative liability by $73,146 into additional paid in capital. As such, the derivative liability had a $13,207 balance after conversion on December 26, 2013. At December 31, 2013, the Company accelerated amortization of the discount of $9,253 into interest expense. And the Company also fully amortized the $2,500 original issuance discount. On December 31, 2013, the Company re-valued the derivative liability and recorded a loss on derivative liability of $245, resulting in a derivative liability at December 31, 2013 of $13,452. In summary for the year ended December 31, 2013, the Company recorded a loss on derivative liability of $75,675 for this note.

- On January 2, 2014, Asher converted the remaining $6,500 of its outstanding notes payable and $1,700 accrued interest into 34,166,667 shares of common stock at a conversion price of $0.00024. After conversion, a principal balance of $0 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $4,425; and reduced the pro-rated balance of the derivative liability by $17,877 into additional paid in capital. As such, the derivative liability had a $0 balance after conversion on January 2, 2014. In 2014, the Company accelerated amortization of the discount of $1,670 into interest expense

On April 7, 2013, the Company entered into a convertible promissory note with Houston Law Group, to satisfy outstanding invoices in the amount of $68,000. The note bears no interest and was convertible into shares of common stock 6 months from the inception at the greater of (1) stock price of the conversion date; or (2) stock price on the execution date of the promissory note. The Company analyzed the note on the date on which the contingent conversion feature was settled on October 7, 2013. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value. On October 7, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $65,407. The Company recorded an original discount of $65,407 and liability debt discount of $65,407. For the period ended December 31, 2013 and 2014, the Company recorded $15,232 and $50,175, respectively, of interest expense as a result of the amortization of this discount. At December 31, 2013 and 2014, the fair value of the derivative liabilities associated with this note was $66,193 and $55,995, respectively. And during the year ended December 31, 2013 and 2014, the Company recorded $787 loss and $10,198 gain on derivative liability, respectively..

On April 10, 2013, the Company entered into a convertible promissory note with a vendor to satisfy outstanding debt invoices in the amount of $6,000. The note bears no interest and was convertible into shares of common stock at the holder's option beginning on the date of the note at a variable conversion price calculated by the average 10 day trading price of the Company's common stock prior to the date of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative". On April 10, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $10,155. The Company recorded an original discount of $6,000 and day 1 loss on derivative liability of $4,155.

•On April 24, 2013, the vendor converted $6,000 of its outstanding note payable into 2,000,000 shares of common stock. After conversion, a principal balance of $0 remained. On the day of the conversion, the Company accelerated the amortization of the discount of $6,000 into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $3,882; and reduced the pro-rated portion of the derivative liability by $14,037 into additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, for the year ended December 21, 2013, the Company recorded a total net loss on derivative liability of $8,037.

On April 30, 2013, the Company converted a 0% promissory note reclassified from certain accounts payable into an 8% contingently convertible promissory note with Continental Equities, LLC, a New York limited liability corporation. The note has an aggregate principal amount of $34,000 which together with any unpaid accrued interest is due on April 30, 2014. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with the only mention of a "share cap" is that the number of shares of common stock issuable upon the conversion would not exceed 4.99% of the outstanding shares of the company at the time of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $19,798. As a result, the Company recorded a discount on the original note of $19,798. And the debt discount is fully amortized during the year ended December 31, 2013.

•On August 12, 2013, Continental converted $5,460 of its outstanding notes payable entered into on April 30, 2013 into 14,000,000 shares of common stock at a conversion price of $0.00039. After conversion, a principal balance of $28,540 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $5,524; and reduced the pro-rated portion of the derivative liability by $3,407 into additional paid in capital.

•On August 27, 2013, Continental converted $5,460 of its outstanding notes payable entered into on April 30, 2013 into 13,650,000 shares of common stock at a conversion price of $0.0004. After conversion, a principal balance of $23,080 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $5,777; and reduced the pro-rated portion of the derivative liability by $7,575 into additional paid in capital.

•On September 10 2013, Continental converted $6,090 of its outstanding notes payable entered into on April 30, 2013 into 21,000,000 shares of common stock at a conversion price of $0.00029. After conversion, a principal balance of $16,990 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $250; and reduced the pro-rated portion of the derivative liability by $7,885 into additional paid in capital.

•On September 18, 2013, Continental converted $5,720 of its outstanding notes payable entered into on April 30, 2013 into 22,000,000 shares of common stock at a conversion price of $0.00026. After conversion, a principal balance of $11,270 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $2,891; and reduced the pro-rated portion of the derivative liability by $7,198 into additional paid in capital.

•On September 25, 2013, Continental converted $4,950 of its outstanding notes payable entered into on April 30, 2013 into 22,500,000 shares of common stock at a conversion price of $0.00022. After conversion, a principal balance of $6,320 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $10,553; and reduced the pro-rated portion of the derivative liability by $11,497 into additional paid in capital. On September 30, 2013, the Company revalued the derivative liability and determined that the market value was $13,248 and as such recorded an additional loss on derivative liability of $10,623.

- On October 8, 2013, the Continental converted the final $6,320 balance of its outstanding notes payable into 26,330,333 shares of common stock at a conversion price of $0.00024. The Company also converted an additional $1,004 accrued interest into 4,187,416 shares of common stock. After conversion, a principal balance of $0 remained. On the day of conversion, the Company revalued the derivative liability recorded a gain of $4,084 and reduced the remaining balance of $9,165 into additional paid in capital leaving a $0 balance in the derivative liability. In summary, for the year ended December 31, 2013, the Company recorded a net loss on derivative liability of $26,928 for this note.

On April 30, 2013, the Company converted a second 0% promissory note reclassified from certain accounts payable during the period ended March 31, 2013, into an 8% contingently convertible promissory note with Continental Equities, LLC, a New York limited liability corporation. The note has an aggregate principal amount of $22,500 which together with any unpaid accrued interest is due on April 30, 2014. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option at a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with the only mention of a "share cap" is that the number of shares of common stock issuable upon the conversion would not exceed 4.99% of the outstanding shares of the company at the time of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $19,798. As a result, the Company recorded a discount on the original note of $19,798. And the debt discount is fully amortized during the year ended December 31, 2013.

- On May 28, 2013, Continental converted $5,500 of its outstanding notes payable into 5,000,000 shares of common stock at a conversion price of $0.0011. After conversion, a principal balance of $17,000 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $1,024; and reduced the pro-rated portion of the derivative liability by $4,589 into additional paid in capital.

- On June 17, 2013, Continental converted $3,900 of its outstanding notes payable into 5,000,000 shares of common stock at a conversion price of $0.00078. After conversion, a principal balance of $13,100 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $72; and reduced the pro-rated portion of the derivative liability by $3,271 into additional paid in capital. At June 17, 2013, a derivative liability of $10,986 remained.

- On June 24, 2013, Continental converted $5,090 of its outstanding notes payable into 7,485,000 shares of common stock at a conversion price of $0.00068. After conversion, a principal balance of $8,010 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $4,550; and reduced the pro-rated portion of the derivative liability by $6,036 into additional paid in capital. At June 24, 2013, a derivative liability of $9,499 remained. On June 30, 2013, the Company re-valued the remaining derivative liability and recorded a loss of $2,417 resulting in a balance of $11,916.

- On July 9, 2013, Continental converted $4,079 of its outstanding notes payable into 7,485,000 shares of common stock at a conversion price of $0.00054. After conversion, a principal balance of $3,931 remained. On the day of conversion, the Company accelerated the amortization of $5,308 of the discount into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $3,128; and reduced the pro-rated portion of the derivative liability by $7,661 into additional paid in capital.

- On July 24 2013, Continental converted the final $3,931 of its outstanding notes payable into 7,963,400 shares of common stock at a conversion price of $0.00049. After conversion, a principal balance of $0 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $625; and reduced the pro-rated portion of the derivative liability by $6,759 into additional paid in capital. At December 31, 2013, there is $0 remaining in the derivative liability. In summary, for the year ended December 31, 2013, the Company recorded a total net loss on derivative liability for this note of $8,518.

On May 21, 2013, the Company entered into a second Convertible Promissory Note with Continental Equities, LLC, a New York limited liability corporation for an 8% convertible promissory note in the aggregate principal amount of $30,000, which together with any unpaid accrued interest is due on May 20, 2014. $28,500 of the proceeds was funded directly to the company while $1,500 was recorded original issuance discount. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option beginning on the date of the note at a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with the only mention of a "share cap" is that the number of shares of common stock issuable upon the conversion would not exceed 4.99% of the outstanding shares of the company at the time of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $16,113. As a result, the Company recorded a discount on the original note of $17,613 including $16,113 debt discount due to derivative liability and $1,500 debt discount due to original issuance discount. As of December 31, 2013 and 2014, the amortization of debt discount is $10,180 and $7,433, respectively. On June 30, 2013; the Company re-valued the remaining derivative liability and recorded a gain of $475. On September 30, 2013, the Company recorded $3,964 of interest expense associated with the amortization of the discount associated with the bifurcation of the conversion feature and revalued the derivative liability and recorded a gain of $1,277.

- On November 25 2013, Continental converted $2,500 of its outstanding notes payable into 45,454,545 shares of common stock at a conversion price of $0.000055. After conversion, a principal balance of $27,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $9,754; and reduced the pro-rated portion of the derivative liability by $384 into additional paid in capital.

- On December 10, 2013, Continental converted $3,200 of its outstanding notes payable into 58,181,818 shares of common stock at a conversion price of $0.000055. After conversion, a principal balance of $24,300 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $7,455 and reduced the pro-rated portion of the derivative liability by $1,246 into additional paid in capital.

- On December 20, 2013, Continental converted $6,540 of its outstanding notes payable into 71,086,956 shares of common stock at a conversion price of $0.000092. After conversion, a principal balance of $17,760 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $18,921 and reduced the pro-rated portion of the derivative liability by $6,399 into additional paid in capital. At December 31, 2013, the Company re-valued the remaining derivative liability for an amount of $21,004 and recorded a gain of $1,950. In summary for the year ended December 31, 2013, the Company recorded a net loss of $12,920 on derivative liability for this note.

- On January 21, 2014, Continental converted the remaining $17,760 of its outstanding notes payable into 64,581,818 shares of common stock at a conversion price of $0.000275. On the day of conversion, the Company revalued the derivative liability and recorded a gain on derivative liability of $27 and reduced the pro-rated portion of the derivative liability by $20,977 into additional paid in capital bringing the derivative liability to $0. The Company also accelerated the amortization of $7,433 of the original discount into interest expense.

On November 11,2013, The Company entered into an assignment agreement where the Company assigned a previously entered into $11,300 Notes Payable to Dash Consulting to Magna Group, LLC, a third party. As such the Company entered into a 12% Convertible note with Magna Group for $11,300. The Note matures on November 11, 2014. Magna in entitled at its option at any time after the issuance of the note to convert all or any portion of the outstanding principal amount and accrued but unpaid interest into common stock at a conversion price for each share of common stock equal to a price which is a 45% discount from the lowest trading price in the 5 days prior to the day that Magna requests conversion. In no event shall the conversion price be less than $0.00004 and is subject overall to 9.99% of the total outstanding shares of the company prior to conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $12,972. As a result, the Company recorded a discount on the original note of $11,300 and recorded an immediate loss on derivative liability of $1,672.

- On November 19, 2013, Magna converted $4,650 of the original notes payable into 84,545,454 shares of common stock at a conversion price of $0.000055. After conversion, a principle balance of $6,650 remained. On the day of conversion, the Company re-valued the derivative liability and recorded a loss on derivative liability of $7,702 and reduced the pro-rated portion of the derivative liability of $8,507 into additional paid in capital.

- On November 26, 2013, Magna converted $4,650 of the original notes payable into 84,545,454 shares of common stock at a conversion price of $0.000055. After conversion, a principle balance of $2,000 remained. On the day of conversion, the Company re-valued the derivative liability and recorded a gain on derivative liability of $4,514 and reduced the pro-rated portion of the derivative liability of $3,149 into additional paid in capital.

- On December 10, 2013, Magna converted the remaining $2,000 of the original notes payable into 36,363,636 shares of common stock at a conversion price of $0.000055. After conversion, a principle balance of $0 remained. On the day of conversion, the Company re-valued the derivative liability and recorded a loss on derivative liability of $669 and reduced the remaining derivative liability of $5,173 into additional paid in capital. As such, the derivative liability had a balance of $0 at December 31, 2013. In addition, the Company accelerated the amortization of the discount of $11,300 into interest expense. In summary for the year ended December 31, 2013, the Company recorded a net loss on derivative liability of $5,529 on this note.

On December 10, 2013, the Company entered into an assignment agreement where the Company assigned a previously entered into $17,500 Notes payable with Pitts Riley to Microcap Equity Group, LLC, a third party. As such the Company entered into a 10% Convertible note with Microcap Equity Group for $17,500 which matures on December 10, 2014. Microcap is entitled at its option at any time after the issuance of the note to convert all or any portion of the outstanding principal amount and accrued but unpaid interest into common stock at a conversion price for each share of common stock equal to a price which is a 45% of the lowest trading price in the 10 days prior to conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $14,052. As a result, the Company recorded a discount on the original note of $14,052.

- On December 12, 2013, Microcap converted $2,900 of the notes payable into 58,000,000 shares of common stock at a conversion price of $0.00005. After conversion, $14,600 remained on the notes payable. On the day of conversion, the Company re-valued the derivative liability and recorded a loss on the liability of $43,012 and reduced the pro-rated portion of the derivative liability of $9,456 into additional paid in capital.

- On December 18, 2013, Microcap converted $3,500 of the notes payable into 70,000,000 shares of common stock at a conversion price of $0.00005. After conversion, $11,100 of the notes payable balance remained. On the day of the Conversion, the Company re-valued the derivative liability and recorded a gain on derivative liability of $10,738 and reduced the pro-rated portion of the derivative liability of $7,374 into additional paid in capital.

- On December 20, 2013, Microcap converted $3,700 of the notes payable into 74,000,000 shares of common stock at a conversion price of $0.00005. On the day of conversion, the Company re-valued the derivative liability and recorded a gain on derivative liability of $24,723 and reduced the pro-rated portion of the derivative liability of $1,010 into additional paid in capital. Additionally, the Company accelerated the amortization of the discount of $10,100 related to the conversions into interest expense. On December 31, 2013, the Company re-valued the derivative liability and recorded loss on derivative liability of $22,529 resulting in a derivative liability balance of $26,292 at December 31, 2013. In summary, for the year ended December 31, 2013, the Company recorded a loss of $30,080 on derivative liability for this note.

•On January 27, 2014, Microcap converted the remaining $7,400 of the notes payable into 52,857,142 shares of common stock at a conversion price of $0.00014 bringing the notes payable balance to $0. On the day of conversion, the Company re-valued the derivative liability and recorded a gain on the derivative liability of $335 and reduced the pro-rated portion of the derivative liability of $25,957 into additional paid in capital. Additionally, the company accelerated the amortization of $3,952 of the original discount into interest expense.

On December 24 ,2013, The Company entered into an assignment agreement where the Company assigned a previously entered into $48,470 Notes Payable to Pitts Riley to Magna Group, LLC, a third party. As such the Company entered into a 10% Convertible note with Magna Group for $48,470 on December 26, 2013. The Note matures on December 26, 2014. Magna in entitled at its option at any time after the issuance of the note to convert all or any portion of the outstanding principal amount and accrued but unpaid interest into common stock at a conversion price for each share of common stock equal to a price which is a 45% discount from the lowest trading price in the 5 days prior to the day that Magna requests conversion. In no event shall the conversion price be less than $0.00009, also subject to a cap of 9.99% of the total shares outstanding of the company prior to conversion.. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $77,940. As a result, the Company recorded a discount on the original note of $48,470 and recorded an immediate loss on derivative liability of $29,470.

•On December 26, 2013, Magna converted $34,470 of the original notes payable into 156,681,818 shares of common stock at a conversion price of $0.00022. After conversion, a principle balance of $14,000 remained. On the day of conversion, reduced the pro-rated portion of the derivative liability of $55,428 into additional paid in capital. The Company also accelerated the discount of $34,470 into interest expense related to the conversion. On December 31, 2013, the Company re-valued the derivative liability and recorded a gain on the liability of $7,987 resulting in a remaining derivative liability at December 31, 2013 of $14,525. In summary, for the year ended December 31, 2013, the company recorded a net loss of $21,483 on derivative liability for this note.

•On January 6, 2014, Magna converted the remaining $14,000 of the original notes payable into 50,909,090 shares of common stock at a conversion price of $0.00028. After conversion, $0 remained on the original notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on derivative liability of $10,305 and reduced the pro-rated portion of the derivative liability by $24,830 into additional paid in capital. The Company also accelerated the remaining discount of $14,000 into interest expense.

On December 23, 2013, the Company received $15,500 in exchange for a 5% Convertible Promissory Note from J Riley Consulting Group. The Note is due together with any unpaid interest on December 23, 2014. Under the terms of the Note, the principle amount together with any unpaid interest is convertible after the maturity date at the option of the Holder into common stock at a fixed conversion price of $0.001 per share. On December 23, 2014, the Company recorded an initial discount of $15,500 and recorded a net loss on derivative liability of $25,118 for the year ended December 31, 2014, resulting in a derivative liability balance of $40,618 at December 31, 2014.

The following tables summarize the Convertible notes payable, net of unamortized discounts and derivative liabilities balances as of December 31, 2013 and 2014:

Holder	Convertible Notes December 31, 2013	December 31, 2014	Derivative Liability December 31, 2013	December 31, 2014
Houston Law Group	$68,000	$ 68,000	$ 66,193	$55,995
Birr Marketing	70,820	70,820	9,654	185,092
Continental	17,760	-	21,004	-
Asher	6,500	-	13,452	-
Microcap	7,400	-	$26,292	-

Magna	14,000	-	14,525	-
J. Riley Consulting Group	15,500	15,500	-	40,618
Total	**$ 199,180**	**$ 154,320**	**$ 151,120**	**$ 281,705**

In summary, during the year ended December 31, 2014 and 2013, the Company recorded a total of $107,281 and $318,921, respectively in interest expense. During years ended December 31, 2014 and 2013 the amount of interest expense associated with the amortization of discounts related to derivative liabilities contained in the convertible notes was $ 92,730 and $295,726.

NOTE 8 - DERIVATIVE LIABILITY

In June 2008, the FASB issued authoritative guidance on determining whether an instrument (or embedded feature) is indexed to an entity's own stock. Under the authoritative guidance, effective January 1, 2009, instruments which do not have fixed settlement provisions are deemed to be derivative instruments. The conversion feature of certain of the Company's Convertible Promissory Note (described in Note 7), does not have a fixed settlement provision because conversion of the Asher Notes and the Continental Notes will be lowered if the Company issues securities at lower prices in the future. The Company was required to include the reset provisions in order to protect the holders of the Asher Notes and the Continental Note from the potential dilution associated with future financings. In accordance with the FASB authoritative guidance, the conversion feature of the Asher Notes and the Continental Notes were separated from the host contract and recognized as a derivative instrument. The conversion feature of the Asher Notes and the Continental Notes have been characterized as a derivative liability to be re-measured at the end of every reporting period with the change in value reported in the statement of operations.

The following table summarizes the derivative liabilities included in the consolidated balance sheet:

Derivative liability		
Derivative liabilities as of December 31, 2013	$	151,120
Loss on derivative liability		204,726
Debt discount		15,500
Settlement of derivative liability due to conversion of related notes		(89,641)
Derivative liabilities as of December 31, 2014	$	281,705

NOTE 9 - INCOME TAXES

No provision for federal income taxes has been recognized for the years ended December 31, 2014 and 2013, as the Company incurred a net operating income for the year ended December 31, 2014 and a net operating loss for income tax purposes in previous years which were carried forward to 2014.

Significant components of the Company's deferred tax liabilities and assets as of December 31, 2014 and 2013 were as follows:

	December 31, 2014		**December 31, 2013**	
Deferred tax assets:	$	2,237,648-	$	1,952,179
Net operating loss		(174,392)-		285,469
Less valuation allowance		(2,063,256)-		(2,237,648)
	$	--	$	--

The Company has provided a full valuation allowance for net deferred tax assets as it is more likely than not that these assets will not be realized. At December 31, 2014 and 2013, the Company had net operating loss carry forwards of approximately $6,068,402 and $5,741,702, respectively for federal income tax purposes. These net operating loss carry forwards begin to expire in 2024.

Income tax expense differed from the amounts computed by applying the U.S. federal statutory tax rate of 34% to pretax income from continuing operations as a result of the following:

	Year ended December 31, 2014		Year ended December 31, 2013	
Computed "expected" income tax expense (benefit)	$	656,090	$	(818,539)
Increase (reduction) resulting from:				
Permanent differences		481,703		533,766
Temporary differences		4		
Net income for tax purposes		174,383		
Use of Carry Forward deferred tax asset and change in valuation allowance		(174,383)		284,773
Income tax expense	$	--	$	--

NOTE 10 - STOCKHOLDERS' DEFICIT

On December 26, 2013, the Company increased the authorized number of shares to 4,500,000,000, with 4,450,000,000 being common shares and 50,000,000 being preferred shares.

Preferred Stock

On December 6, 2012, the Company agreed to issue 50,000,000 shares of Class A Preferred stock to Dr. Moran for services rendered. The holders of the preferred stock shall be entitled to participate in dividends upon board approval and do not get liquidation preferences. The shares are convertible into 50 shares of common stock. Based on this, the Company determined the fair market value of the preferred shares to be equal to $3,150,000 based on the common stock trading price on the date of the resolution and recorded such as stock based compensation. The shares were treated as if converted into common shares to determine the fair market value.

Common Stock

Shares Issued for Cash

During the year ended December 31, 2014 and 2013, the Company issued 161,538,888 and 38,880,000 for $303,620 and $9,720, respectively.

Shares Issued for Services

During the years ending December 31, 2014 and 2013, the Company issued 240,000,000 and 422,647,618 shares, respectively to consultants for services rendered. The Company estimated the fair market value of the shares issued to be $1,161,000 and $957,451, respectively and recorded this as stock based compensation. In addition, during the year ended December 31, 2014, the Company cancelled a consulting agreement which it had previously accounted for and as such reversed 100,000,000 shares and a corresponding $48,000 from share based compensation.

On November 7, 2012, the Company agreed to convert $50,000 of accrued salary for Dr. Marco Moran into 19,047,619 shares of common stock. The number of shares issued was calculated using a 25% discount to the trading price on the agreement date. The fair market value of the shares on the date of the agreement was $66,667, however these shares have not been issued as of the issuance of these financial statements and the $50,000 of accrued salary is still recorded as of December 31, 2014. .

Shares Issued for Conversion of Notes Payable

During the years ended December 31, 2014 and 2013, the Company issued 202,514,717 and 1,738,621,177 shares of common stock, respectively related to $47,360 and $386,903, respectively of conversions of various notes payable and associated accrued interest. See Note 7 - Convertible Notes Payable for further discussion.

Reduction in Derivative Liability

During the years ended December 31, 2014 and 2013, the Company recorded $89,641 and $535,531, respectively into additional paid in capital related to the pro-rated reduction of the derivative liability associated with conversion of various convertible notes payable.

NOTE 11 - RELATED PARTY TRANSACTIONS

Sales to Related Party Distributor

During the years ended December 31, 2014 and 2013, the Company engaged with a distributor that is wholly-owned by the Company's CEO (the "Distributor"). The Distributor is responsible for shipping out product samples, transferring small quantities of product to local distributors at the request of the Company, sales of product to local retailers or small wholesalers and for the fulfillment of online sales orders. The Company may withdraw cases of product from the Distributor at the Company's will for Company use, for which the Company will provide the Distributor with a credit memo based on a per-case price equal to the price paid by the Distributor to the Company.

The Distributor pays the Company on a per case basis which is consistent with terms between the Company and third party distributors. Since the Company uses a substantial amount of the Distributor's inventory as samples and promotions, the Company offers the Distributor credit terms of "on consignment." During the years ended December 31, 2014 and 2013 the Company recognized revenue from product sales to the Distributor of $24,927 and $3,492 respectively, which represented 1% and 1.5%, respectively, of total product revenue recognized by the Company. At December 31, 2014 and 2013, accounts receivable from the Distributor was $19,301 and $4,085, respectively.

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Advances to Related Party

Prior to December 31, 2011, the Company advanced $49,484 to a company owned by the CEO's wife and repaid $40,152. As of December 31, 2014 and 2013, $9,333 is outstanding and presented as Advances to Related Parties on the balance sheet.

Acquisition of Fixed Assets from Related Party

During the years ended December 31 2014 and, 2013, the Company purchased 0 and 2 used vehicles from companies owned by the CEO for a total of $0 and $19,900, respectively.

Notes Payable

During 2014, the Company borrowed $100,000 from a Company owned by the CEO of Dewmar.

NOTE 12 - COMMITMENTS AND CONTINGENCIES

FDA Correspondence

On April 18, 2014 the Food and Drug Administration issued a Warning Letter to the Company regarding a number of issues related to the proper labeling of its liquid product Lean Slow Motion Potion. Soon thereafter, the Company hired the firm Business Help Professional Business Consultants of Las Vegas which consists of consultants that are former FDA inspectors and Compliance Officers who thoroughly responded to the allegations made by the FDA. After multiple dialogue among all parties between April 2014 and October 2015, the Company has not had any fines, sanctions or actions levied against it or any of its products. The Company does not expect any contingent liabilities as a result of the Warning Letter. In addition to thoroughly responding to the FDA as to how to resolve any perceived discrepancies, the Company and many other beverage manufactures who received similar Warning Letters in the past as far back as 2010 has not received any further action from the FDA and continue to manufacture, deliver, sale and promote its products without further interruption from any state or federal agency.

Legal Proceedings

The Company is aggressively defending itself in all of the below proceedings. The Company's management believes the likelihood of future liability to the Company for these contingencies is remote, and the Company has not recorded any liability for these legal proceedings at December 31 2014 and, 2013. While the results of these matters cannot be predicted with certainty, the Company's management believes that losses, if any, resulting from the ultimate resolution of these proceedings will not have a material adverse effect on the Company's financial position, results of operations, or cash flows.

Corey Powell was a former distributor of LEAN, a relaxation beverage marketed by Dewmar. Powell filed suit to recover allegedly unpaid commissions, "invasion fees" and "finders' fees." The commissions related to payments allegedly owed for Powell's direct sale of the LEAN product to wholesalers and retailers. The invasion fees related to payments alleged owed to Powell when the LEAN product was sold by other wholesalers in his geographic territory. The finds' fees related to payments allegedly owed to Powell for introduction investors to the Dewmar management. Discovery is ongoing. Written discovery has been propounded and depositions have been taken to better understand the nature and basis for the plaintiff's claims and to build our defense. We have vigorously contested each and every one of the plaintiff's allegations and have instructed our attorneys to proceed to a trial on the merits. It is our attorney's opinion that after our aggressive litigation in 2016 that plaintiff's counsel or plaintiff himself has become uninterested in pursuing this case. For many months it has been incumbent on the plaintiff to file a motion to reset the trial date and they have not. We have the matter calendared to abandon due to inaction on the part of the plaintiff which will allow us to dismiss the matter after three years of inactivity.

Employment Agreement

On January 1, 2011, the Company entered into employment agreement with Dr. Moran ("Employee") to serve as President and Chief Executive Officer of the Company. The employment commenced on January 1, 2011 and runs for the period through January 1, 2015. The Company will pay Employee, as consideration for services rendered, a base salary of $120,000 per year. As additional compensation, Employee is eligible to receive one percent of the issued and outstanding shares of the Company if the gross revenues hit specified milestones for each fiscal year under the agreement. The Company will provide additional benefits to Employee during the employment term which include, but are not limited to, health and life insurance benefits, vacation pay, expense reimbursement, relocation reimbursement and a Company car. The Company may also include Employee in any benefit plans which it now maintains or establishes in the future for executives. If Employee dies, the Company will pay the designated beneficiary an amount equal to two years' compensation, in equal payments over the next twenty-four months. In the event Employee's employment is constructively terminated within five years of the commencement date, Employee shall receive a termination payment, which will be determined according to a schedule based upon the number of years since the commencement of the contract, within a range of $120,000 to $400,000. Additionally, Employee shall continue to receive the additional benefits mentioned above for a period of two years from the termination date. If the constructive termination date is later than five years after the commencement date, Employee shall receive the lesser amount of an amount equal to his aggregate base salary for five years following the date of the termination date, or an amount equal to his aggregate base salary through the end of the term. Additionally, Employee shall continue to receive the additional benefits mentioned above during the period he is entitled to receive the base salary.

During the years ended December 31, 2014 and 2013, the Company incurred $ 120,000 and $120,000 in base salary to Dr. Moran, respectively, which were included as a component of general and administrative expenses. The Company recorded total accrued payroll to Dr. Moran in the amounts of $522,502 and $494,000, in accounts payable and accrued liabilities on its consolidated balance sheets at December 31, 2014 and 2013, respectively. On November 7, 2012, the Company agreed to convert $50,000 of accrued salary for Dr. Marco Moran into 19,047,619 shares of common stock. The number of shares issued was calculated using a 25% discount to the trading price on the agreement date. The fair market value of the shares on the date of the agreement was $66,667 which resulted in recognition of loss on settlement of accrued salaries of $16,667 for the difference in the amount of accrued salary and the fair market value of the shares issued.

Lease Operating Expenses

The Company leased office spaces in Clinton, MS and Houston, TX under non-cancelable operating leases during 2014 and 2013. Rent expense was $27,879 and $27,547 for the years ended December 31, 2014 and 2013, respectively.

The following is a schedule of future minimum lease payments under non-cancelable operating leases at December 31, 2014:

Years Ending December 31,		Future Minimum Lease Payments
2015		6,000
2016		6,000
2017		6,000
2018		6,000
Total	$	24,000

Consulting Agreements

On October 27, 2012, the Company entered into a consulting agreement with Dash Consulting, LLC to provide bookkeeping and invoicing consulting for a period of 12 months, automatically renewing each year until mutual release with one month termination notice. As compensation, the Company agreed to deliver 10,000,000 shares of restricted common stock per month. The Company has accrued the obligation on a monthly basis over the time period the service is rendered. As of December 31, 2014 and 2013, the Company issued 120,000,000 and 100,000,000 shares at a total of $631,000 and $255,000, respectively based on fair market value of the shares.

On November 12, 2012, the Company entered into a consulting agreement with Derrick Brooks to become a medical and healthcare consultant to the Company for a period of 12 months. The Company agreed to deliver 3,000,000 shares of restricted common stock as compensation. The shares are not considered earned until delivered to the Consultant. . The shares were issued in January 2013 and the contract was terminated.

On November 15, 2012, the Company entered into a consulting agreement with Christy Favorite to conduct wellness programs for the Company for a period of 12 months. The Company agreed to deliver 5,000,000 shares of restricted common stock as compensation. The shares are not considered earned until delivered to the Consultant. The shares were issued in January 2013 and the contract was terminated.

On January 14, 2013 the company entered into a consulting agreement with Pitts-Riley Group, LLC to advise the company in international business development including national and foreign and government regulatory compliance and Real Estate expansion. The company agreed to deliver 5,000,000 shares of restricted common stock monthly as compensation. The agreement is terminated upon request with a two week notice of termination. The company has issued 60,000,000 and 60,000,000 shares in 2013 and 2014, respectively. The estimated fair market value of these common shares is $329,000 and $201,500 in 2014 and 2013 respectively. The shares have not been issued.

NOTE 14 - SUBSEQUENT EVENTS

On January 5, 2015, HWRC entered into a 3-year Line of Credit agreement (“LOC”) with KJ&E Holdings, a company owned by Mr. Moran’s brother and Dimension Pharmacy, LLC for up to $1,000,000 with a 1% interest rate.

On February 1, 2015 HWRC loaned Clinton Wellness Center $250,000 under a 5 year Line of Credit (“LOC”) with an interest rate of 1%. The company is owned by the CEO of Dewmar, Mr. Moran.

On September 1, 2015, HWRC was loaned $100,000 to S&K Mainstay Hotel under a 12-month agreement with a simple interest rate of 10%. HWRC has the repayment option of 5% ownership in S&K Mainstay instead of cash. This note has not been paid back.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTIONS 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

Commission file number: 001-32032

Dewmar International BMC, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada	**26-4465583**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

132 E. Northside Dr. Suite C
Clinton, MS 39056
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (601) 488-4360

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to section 12(g) of the Act:

Common Stock, $0.001 par value
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer [ ]	Accelerated Filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

The Company’s common stock, $.001 par value is traded on the OTCBB exchange.

The number of shares outstanding of the issuer’s common stock, $.001 par value April 18, 2017 was 2,814,542,401.

DOCUMENTS INCORPORATED BY REFERENCE

NONE.

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FORWARD LOOKING STATEMENT INFORMATION

Certain statements made in this Annual Report on Form 10-K are "forward-looking statements" regarding the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions involving judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein particularly in view of the current state of our operations, the inclusion of such information should not be regarded as a statement by us or any other person that our objectives and plans will be achieved. Factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, the factors set forth herein under the headings "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors". We undertake no obligation to revise or update publicly any forward-looking statements for any reason. The terms "we", "our", "us", or any derivative thereof, as used herein refer to Dewmar International BMC, Inc.

PART 1

ITEM 1. BUSINESS.

CORPORATE BACKGROUND

Dewmar International BMC, Inc. is a diversified operating company headquartered in Clinton, Mississippi with additional office locations in New Orleans, Louisiana; Houston, Texas and Denver, Colorado. The Company conducts business across a variegated set of categories and sectors including consumer goods, wholesale trade, pharmaceuticals and health sciences. The company and its subsidiaries develops, markets and distributes goods, therapeutics and a host of professional services across national and international markets through licensing agreements, distribution contracts, fee-for-service arrangements and e-commerce platforms.

Health Wellness Research Consortium (HWRC)

On December 4, 2014 Health & Wellness Research Consortium, LLC, was created with Dewmar owning 100% of the LLC membership units.

The original goal was to develop, implement and execute healthcare sales and marketing strategies for pharmacies, clinics and hospitals in order to help the client broaden market presence, influence effective prescribing behaviors and ultimately maximize their return on assets. HWRC is a contract sales and marketing organization of its own; created to leverage the trend toward outsourcing services in the healthcare industry. Through a network of medical facilities, doctors, pharmacies and patients, HWRC develops innovative solutions that utilize delivery gaps in health care such as mail-order delivery of prescription medicine to rural areas where limited options exist for specialty prescription medication and telehealth service options.

In this function, HWRC will typically enter into a fee-for-service arrangement with a medical service provider organization to assist them with their sales and marketing functions. Under the fee-for-service construct, HWRC is able to realize high margin revenue associated with the delivery of care, without being saddled with the burdensome administrative and overhead costs absorbed by the provider.

The timing was perfect as the healthcare industry is going through significant change and a paradigm shift that allows us to exploit market opportunities that larger, less nimble companies overlook. By leveraging our unique combination of R&D expertise, understanding of the healthcare landscape, marketing capabilities and the relationships we have in the industry, HWRC is able to deliver quick and measurable value-add to the bottom line of our clients and the quality of care to their patients.

To optimize revenue and profit potential for the company, HWRC contracts services under a revenue share model. As reflected in the financials posted in our most recent 8K filing, this has generated millions in sustained revenue for the business. Furthermore, HWRC has established a fund to invest in healthcare technologies, real property, innovative practices and diagnostic equipment. We provide our partners and clients with the unique insight to improve their performance and achieve sustained profitable growth.

Brand Management Company (BMC)

The Brand Management Company division, which is the BMC portion of Dewmar International BMC, Inc., is a leading provider of consumer brands to global markets. The Company’s primary business strategy has been the creation, manufacturing, marketing and distribution of its select portfolio of innovative consumer products through established distribution channels inclusive of national and international retailers. BMC’s primary source of revenue is through the wholesale of its branded products.

Dewmar’s portfolio of consumer brands includes Company-owned and trademarked brands as well as those brands obtained through license and distribution agreements with partner brand owners.

Consumer Product Markets:

One of the Company's leading in-house brands, Lean Slow Motion Potion™, a relaxation supplement whose flavors include Yella, Purp and Easta Pink, has ranked in the top three (3) national selling and/or distributed relaxation products in the U.S. market based upon sales data attained by Walmart corporation.

A liquid relaxation supplementis a non-alcoholic beverage containing calming ingredients which may be found in nature. Liquid relaxation supplements are formulated to help reduce stress, anxiety, improve mind focus, and promote better sleep. In many scenarios, people use relaxation drinks to promote calmness after dealing with a stressful situation, after a work day, after strenuous exercise or before bed time.

People who are allergic to alcohol, recovering from alcohol abuse or have liver problems have reported drinking relaxation supplements because of its ability to calm nerves and is alcohol free. Moreover, there are reports of people with Attention deficit hyperactivity disorder (ADHD) using relaxation drinks to help focus thoughts.

Studies have concluded that ingredients found in relaxation supplements can help promote alpha wave brain patterns to improve focus. Depending on the formulation, relaxation supplements may promote rapid eye movement (REM) sleep. These supplements have been known to reduce stress, anxiety and calm nervousness due to their calming effects on the nervous system.

Some U.S. surveys have shown that 30% to 35% of Americans have reported difficulty falling asleep during the previous year and about 10% reported problems with long standing insomnia. These studies also found that people experiencing anxiety were significantly more likely to develop insomnia. Over 70 million Americans suffer from insomnia and sleep deprivation.

Lean Slow Motion Potion’s relaxation formula was developed by a registered pharmacist with a thorough understanding of pharmaceutical compounding and nutritional supplement formulations. Lean is a safe and satisfying mix of pharmaceutical grade herbs and syrup-based flavors to give the consumer “functional relaxation.”

The United States Pharmacopeia (USP) publishes official monographs for certain substances. These monographs include specific assay methods and product specifications to assure identity and potency. When materials are tested by these methods and are found to meet defined specifications—they are referred to as pharmaceutical grade. These standards were maintained in selecting the active herbal ingredients contained within our nutritional supplement.

Current Good Manufacturing Practices are followed by the pharmaceutical and food/beverage manufacturers to ensure that the products produced meet specific requirements for identity, strength, quality, and purity. The Current Good Manufacturing Practices Guidelines are regulations enforced by the U.S. Food and Drug Administration (FDA). These regulations are put into place to protect American citizens from potentially harmful products.

Through its distribution and retail network Dewmar is currently shipping its product throughout the U.S. The Company intends to expand distribution of its products internationally over the next twelve to twenty-four months as the CEO, or appointed members, plan to visit a number of foreign countries on International Business Trade Missions.

Material terms with a Flavor House:

Dewmar must place a valid purchase order for all concentrates and premixes for Lean Slow Motion Potion™ via the appropriately supplied Allen Flavors Formulation Batch Sheets Form. Dewmar must allow for a minimum of two full weeks in order to have the concentrate order produced and shipped to the bottler for manufacturing. Dewmar is currently required to pay for the product plus its shipping cost immediately prior to Allen Flavors releases the order to the courier for delivery to the bottler. Allen Flavors is supposed to give Dewmar at least 30 days' notice for any price increases and is currently considering offering Dewmar credit terms.

Market Needs

The Company's products formulation is developed by a licensed pharmacist and accomplishes the desired affects the consumer is seeking with none of the dangerous side effects that accompany the consumption of narcotic-laced beverages.

Industry Analysis

Lean^SMP is categorized in the *Bottled and Canned Soft Drinks vertical* (Standard Industrial Classification 2086). The table below shows Dun & Bradstreet data regarding the performance of the businesses in this industry on a national level as well as in the *carbonated beverages, nonalcoholic: packaged in cans, bottles* subset. [2]

Industry: Bottled and Canned Soft Drinks (2086)

Establishments primarily engaged in manufacturing soft drinks and carbonated waters. Fruit and vegetable juices are classified in 2032-2038; fruit syrups for flavoring are classified in 2087; and nonalcoholic cider is classified in 2099. Bottling natural spring waters is classified in 5149.

Market Size Statistics

Estimated number of U.S. establishments: 2,230 Number of people employed in this industry: 111,024 Total annual sales in this industry: $48.9 billion Average number of employees per establishment: 59 Average sales per establishment (unknown values are excluded from the average): $51,2000,000

Market Analysis by Specialty (8-digit SIC Code)

SIC Code	SIC Description	No Bus.	% Total	Total Employees	Total Sales	Average Employees	Average Sales
2086-0301	Carbonated beverages, nonalcoholic: packaged in cans, bottles	239	10.7	13,504	$24 billion	62	$176.6 million

[2] Dun & Bradstreet, Industry Data for SIC 5149-0000; obtained February 2010

Competitive Comparison

In the relaxation beverage sector, the Company competes directly with Neuro Bliss, Neuro Sleep, Marley's Mellow Mood and Just Chill brand beverages. Each of these products has the same target market, but the Company intends to differentiate itself by offering a more herbal effective product with more flavor varieties and stronger cultural identification. More importantly, the Company will provide excellent distributor level support via trained merchandisers and market managers to assist in gaining the niche consumers' attention immediately for rapid brand awareness that will result in faster product turnover.

Employees

On December 31, 2014, the Company had two employees: 1) the Company's CEO and 2) the Company's President, who devote their full time and efforts to the Company. None of its employees were represented by a collective bargaining arrangement.

The Company does carry key person life insurance on the CEO in the amount of $2 million; however, the loss of the services of any of its executive officers or other directors could have a material adverse effect on the business, results of operations and financial condition of the Company. The Company's future success also depends on its ability to retain and attract highly qualified technical and managerial personnel.

ITEM 1A. RISK FACTORS.

We need to effectively manage our growth and execution of our current business strategy. A failure to do so would negatively impact our profitability.

To manage operations effectively and maintain profitability, we must continue to improve our operational, financial and other management processes and systems. Our success also depends largely on our ability to maintain high levels of employee utilization, to manage our production costs and general and administrative expense, and otherwise to execute on our business strategy. We need to maintain adequate operational controls and focus as we add new brands and products, distribution channels, and business strategies. There are no assurances that we will be able to effectively and efficiently manage our growth. Any inability to do so could increase our expenses and negatively impact our profit margin.

The loss of key personnel would directly affect our efficiency and profitability.

Our future success is dependent, in a large part, on retaining the services of our founder, Dr. Marco Moran, our Chief Executive Officer. Dr. Moran possesses a unique and comprehensive knowledge of our industry. While Dr. Moran has no plans to leave or retire in the near future, his loss could have a material adverse effect on our operating, marketing and financial performance, including our ability to develop and execute our long term business strategy.

We are unable to ensure we can retain key personnel.

There can be no assurance that the Company will be able to retain its key managerial and technical personnel or that it will be able to attract and retain additional highly qualified technical and managerial personnel in the future. The inability to attract and retain the technical and managerial personnel necessary to support the growth of the Company's business, due to, among other things, a large increase in the wages demanded by such personnel, could have a material adverse effect upon the Company's business, results of operations and financial condition. We rely on third-party co-packers of our products, and this dependence could make management of our marketing and distribution efforts more challenging at times.

We do not control and manage the entire manufacturing process of our products, we do not own the plant and equipment required to manufacture and package our beverage products and do not anticipate having such capabilities in the future. As a consequence, we depend on third-parties and contract packers to produce our beverage products and to deliver them to distributors. Our ability to attract and maintain effective relationships with contract packers and other third parties for the production and delivery of our beverage products in a particular geographic distribution area is important to the achievement of successful operations within each distribution area.

Currently, competition for contract manufacturers' business is tight, especially in the western United States, and this could make it more difficult for us to obtain new or replacement co-packers, or to locate back-up contract manufacturers, in our various distribution areas, and could also affect the economic terms of our agreements with our co-packers. There is no assurance that we will be able to maintain our economic relationships with current contract manufacturers or establish satisfactory relationships with new or replacement contract manufacturers, whether in existing or new geographic distribution areas. The failure to establish and maintain effective relationships with contract manufacturers for a distribution area could increase our manufacturing costs and thereby materially reduce profits realized from the sale of our products in that area. In addition, poor relations with our co-packers could adversely affect the amount and timing of product delivered to our distributors for resale, which would in turn adversely affect our revenues and financial condition.

Our business and financial results depend upon maintaining a consistent and cost-effective supply of raw materials.

Raw materials for our products include concentrate sugar, labels, aluminum cans, cardboard trays, aluminum caps and other packaging materials. Currently, we purchase our flavor concentrate from a flavoring house we believe that we have adequate sources of raw materials, which are available from multiple suppliers, and that in general we maintain good supplier relationships. The price of our concentrate is determined by our flavor houses and our list of chosen active ingredients, and may be subject to change. Prices for the remaining raw materials are generally determined by the market, and may change at any time. Increases in prices for any of these raw materials could have an adverse impact on our profitability and financial position. If we are unable to continue to find adequate suppliers for our raw materials on economic terms acceptable to us, this will adversely affect our results of operations.

Our inability to protect our trademarks, patent and trade secrets may prevent us from successfully marketing our products and competing effectively.

Failure to protect our intellectual property could harm our brand and our reputation, and adversely affect our ability to compete effectively. Further, enforcing or defending our intellectual property rights, including our trademarks, patents, copyrights and trade secrets, could result in the expenditure of significant financial and managerial resources. We regard our intellectual property, particularly our trademarks, patent and trade secrets to be of considerable value and importance to our business and our success. We rely on a combination of trademark, patent, and trade secrecy laws, confidentiality procedures and contractual provisions to protect our intellectual property rights. We have obtained certain trademarks and are pursuing the registration of additional trademarks in the United States, Canada and internationally. There can be no assurance that the steps taken by us to protect these proprietary rights will be adequate or that third parties will not infringe or misappropriate our trademarks, trade secrets (including our flavor concentrate trade secrets) or similar proprietary rights. In addition, there can be no assurance that other parties will not assert infringement claims against us, and we may have to pursue litigation against other parties to assert our rights. Any such claim or litigation could be costly. In addition, any event that would jeopardize our proprietary rights or any claims of infringement by third parties could have a material adverse effect on our ability to market or sell our brands, profitably exploit our unique products or recoup our associated research and development costs.

We may need to raise additional capital in the future.

Our capital needs in the future will depend upon factors such as market acceptance of our products and any other new products we launch, the success of our independent distributors and our production, marketing and sales costs. None of these factors can be predicted with certainty.

There is no assurance that capital will be available in the future to the Company or that capital will be available under terms acceptable to the Company. The Company might need to raise additional money, either through the sale of equity securities (which could dilute the existing stockholders' interest), through the entering of joint venture agreements (which, while limiting the Company's risk, could reduce its ownership interest in particular assets), or from borrowings from third parties (which could result in additional assets being pledged as collateral and which would increase the Company's debt service requirements).

Additional capital could be obtained from a combination of funding sources, many of which could have a material adverse effect on the Company's business, results of operations and financial condition. These potential funding sources and the potential adverse effects attributable thereto, include:

- borrowings from financial institutions, which may subject the Company to certain restrictive covenants, including covenants restricting its ability to raise additional capital or pay dividends;

- debt offerings, which would increase the Company's leverage and add to its need for cash to service such debt (which could result in additional assets being pledged as collateral and which could increase the Company's debt service requirements);

- additional offerings of equity securities, which would cause dilution of the Company's common stock;

- cash flow from operating activities, which is dependent upon the success of current and future operations;

The Company's ability to raise additional capital will depend on the results of operations and the status of various capital and industry markets at the time such additional capital is sought. Accordingly, capital may not become available to the Company from any particular source or at all. Even if additional capital becomes available, it may not be on terms acceptable to the Company. Failure to obtain additional financing on acceptable terms may have a material adverse effect on the Company's business, results of operations and financial condition.

Increased competition could hurt our business.

The Beverage industry is highly competitive. The principal areas of competition are pricing, packaging, development of new products and flavors, and marketing campaigns. Our products compete with a wide range of drinks produced by a relatively large number of manufacturers, most of which have substantially greater financial, marketing, and distribution resources than we do.

Change in consumer preferences may reduce demand for our product.

Consumers are seeking greater variety in their beverages. Our future success will depend, in part, upon our continued ability to develop and introduce different and innovative beverages. In order to retain and expand our market share, we must continue to develop and introduce different and innovative beverages and be competitive in the areas of quality and health, although there can be no assurance of our ability to do so. There is no assurance that consumers will continue to purchase our product in the future.

We compete in an industry that is brand-conscious, so brand name recognition and acceptance of our products are critical to our success.

Our business is substantially dependent upon awareness and market acceptance of our products and brands by our targeted consumers, between the ages of 18 and 45. In addition, our business depends on acceptance by our independent distributors of our brands as beverage brands that have the potential to provide incremental sales growth rather than reduce distributors' existing beverage sales. Although we believe that we have been relatively successful towards establishing our brands as recognizable brands in the Alternative beverage industry, it may be too early in the product life cycle of these brands to determine whether our products and brands will achieve and maintain satisfactory levels of acceptance by independent distributors and retail consumers.

We could be exposed to product liability claims for personal injury or possibly death.

Although we have product liability insurance in amounts we believe are adequate, we cannot assure that the coverage will be sufficient to cover any or all product liability claims. To the extent our product liability coverage is insufficient; a product liability claim would likely have a material adverse effect upon our financial condition. In addition, any product liability claim successfully brought against us may materially damage the reputation of our products, thus adversely affecting our ability to continue to market and sell that or other products.

Our business is subject to many regulations and noncompliance is costly.

The production, marketing and sale of our unique products, including contents, labels, caps and containers, are subject to the rules and regulations of various federal, provincial, state and local health agencies. If a regulatory authority finds that a current or future product or production run is not in compliance with any of these regulations, we may be fined, or production may be stopped, thus adversely affecting our financial conditions and operations. Similarly, any adverse publicity associated with any noncompliance may damage our reputation and our ability to successfully market our products. Furthermore, the rules and regulations are subject to change from time to time and while we closely monitor developments in this area, we have no way of anticipating whether changes in these rules and regulations will impact our business adversely. Additional or revised regulatory requirements, whether labeling, environmental, tax or otherwise, could have a material adverse effect on our financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

There are no unresolved staff comments not previously disclosed.

ITEM 2. PROPERTIES

The company's headquarters and product development lab is based in Clinton, Mississippi; with additional executive offices in Houston, Texas.

The Company leases space at 132 E. Northside Dr. Suite C Clinton, MS 39056 and at 811 Town & Country Blvd in Houston, TX. We believe that these spaces are adequate for our needs at this time, and we believe that we will be able to locate additional space in the future, if needed, on commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

The Company is aggressively defending itself in all of the below proceedings. The Company's management believes the likelihood of future liability to the Company for these contingencies is remote, and the Company has not recorded any liability for these legal proceedings at December 31, 2014 and December 31, 2013. While the results of these matters cannot be predicted with certainty, the Company's management believes that losses, if any, resulting from the ultimate resolution of these proceedings will not have a material adverse effect on the Company's financial position, results of operations, or cash flows.

Corey Powell was a former distributor of LEAN, a relaxation beverage marketed by Dewmar. Powell filed suit to recover allegedly unpaid commissions, "invasion fees" and "finders' fees." The commissions related to payments allegedly owed for Powell's direct sale of the LEAN product to wholesalers and retailers. The invasion fees related to payments alleged owed to Powell when the LEAN product was sold by other wholesalers in his geographic territory. The finders fees related to payments allegedly owed to Powell for introduction investors to the Dewmar management. Discovery is ongoing. Written discovery has been propounded and depositions have been taken to better understand the nature and basis for the plaintiff's claims and to build our defense. We have vigorously contested each and every one of the plaintiff's allegations and have instructed our attorneys to proceed to a trial on the merits. It is our attorney's opinion that after our aggressive litigation in 2016 that plaintiff's counsel or plaintiff himself has become uninterested in pursuing this case. For many months it has been incumbent on the plaintiff to file a motion to reset the trial date and they have not. We have the matter calendared to abandon due to inaction on the part of the plaintiff which will allow us to dismiss the matter after three years of inactivity.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable

PART II

ITEM 5. MARKET FOR OUR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

(a) Market Information. Our Common Stock is traded on the OTCBB as of April 18, 2017. No assurance can be given that any active market for our Common Stock will ever develop.

(b) Holders. As of April 18, 2017, there were 201 record holders of all of our issued and outstanding shares of Common Stock.

(c) Dividend Policy

We have not declared or paid any cash dividends on our Common Stock and do not intend to declare or pay any cash dividend in the foreseeable future. The payment of dividends, if any, is within the discretion of the Board of Directors and will depend on our earnings, if any, our capital requirements and financial condition and such other factors as the Board of Directors may consider.

ITEM 6. SELECTED FINANCIAL DATA.

As a smaller reporting company, as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are not required to provide the information required by this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Certain statements in this report and elsewhere (such as in other filings by the Company with the Securities and Exchange Commission ("SEC"), press releases, presentations by the Company of its management and oral statements) may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," and "should," and variations of these words and similar expressions, are intended to identify these forward-looking statements. Actual results may materially differ from any forward-looking statements. Factors that might cause or contribute to such differences include, among others, competitive pressures and constantly changing technology and market acceptance of the Company's products and services. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Results of Operations

Fiscal Year Ended December 31, 2014 compared to December 31, 2013

Revenue

Revenue is presented net of sales allowances. Net revenue increased $3,854,414, or 1,762.86%, to $ 4,073,059 from $ 218,645 for the years ended December 31, 2014 and 2013, respectively. This increase was primarily due to the commission revenue recognized for Health & Wellness Research Consortium, LLC (HWRC).

Cost of Goods Sold

Cost of goods sold increased $139,480, or 139.88%, to $239,195 from $99,715 for the years ended December 31, 2014 and 2013, respectively. This overall increase is due to more costs associated with the beverage revenue line.

Operating Expenses

Operating expenses decreased $300,843 or 15.89%, to $1,591,959 from $1,892,802 for the years ended December 31, 2014 and 2013, respectively. The overall decrease in operating expenses results primarily from decreased consulting costs recognized by issuances of stock based compensation

Interest Expense

For the years ended December 31, 2014 and 2013, the Company recognized net interest expense of $107,281 and $318,921, respectively, a decrease of $211,640. During the year ended December 31, 2014, amortization of debt discount associated with the creation of derivative liabilities totaled $92,730 as compared to $295,726 for the year ended December 31, 2013.

Net Income (Loss)

Our net income for the year ended December 31, 2014 was $1,929,676 as compared to ($2,407,468) for the year ended December 31, 2013, a 180.15% improvement. The change from net loss to net income is attributable to the increase in revenue from HWRC and decrease in operating as compared to prior year.

Liquidity and Capital Resources

Years ended December 31, 2014 as compared to December 31, 2013

During the years ended December 31, 2014 and 2013, the Company recognized cash flows from operating activities of $3,278,188 and ($235,797), respectively. As of December 31, 2014, the Company held cash and cash equivalents of $3,999,039 compared to cash of $7,231 at December 31, 2013.

Cash used in investing activities totaled $20,000 and $0 for the years ended December 31, 2014 and 2013, respectively. Cash used in investing activities consisted of investments made in Cirrus MD of $20,000 and resulting loss on investment of $222.Cash provided by financing activities totaled $403,621 and $224,540, for the years ended December 31, 2014 and 2013, respectively, and consisted of proceeds received from notes issued to related parties of $100,000 and convertible notes and payments made on notes payable during the year ended December 31, 2014 and 2013. During the year ended December 31, 2014 and 2013, we received $303,621 and $9,720 for the issuance of 161,538,888 and 38,880,000 shares of common stock, respectively.

Commitments

See the notes to the financial statement for a detailed listing of our commitments and contingencies.

On April 18, 2014 the Food and Drug administration issued a Warning Letter to the company regarding a number of issues related to the proper labeling of its liquid product Lean Slow Motion Potion. Soon thereafter, the Company hired the firm Business Help Professional Business Consultants of Las Vegas which consist of consultants that are former FDA inspectors and Compliance Officers who thoroughly responded to the allegations made by the FDA. After multiple dialogue amount all parties between April 2014 and October 2015, the Company has not had any fines, sanctions or actions levied against it or any of its products. The Company does not expect any contingent liabilities as a result of the Warning Letter. In addition to thoroughly responding to the FDA as to how to resolve any perceived discrepancies, the Company and many other beverage manufacturers who received similar Warning Letters in the past as far back as 2010 has not received any further action from the FDA and continue to manufacture, deliver, sell and promote its products without further interruption from any state or federal agency.

Off-Balance Sheet Arrangements

As of December 31, 2014 and 2013 we have no off-balance sheet arrangements such as guarantees, retained or contingent interest in assets transferred, obligation under a derivative instrument and obligation arising out of or a variable interest in an unconsolidated entity.

Critical Accounting Policies

In preparing our consolidated financial statements, we make estimates, assumptions and judgments that can have a significant impact on our operating income and net income as well as on the value of certain assets and liabilities on our consolidated balance sheet. The application of our critical accounting policies requires an evaluation of a number of complex criteria and significant accounting judgments by us. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Senior management has discussed the development, selection and disclosure of these estimates with the Board of Directors. Actual results may differ materially from these estimates under different assumptions or conditions.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made and/or if different estimates that reasonably could have been used or changes in the accounting estimates that are reasonably likely to occur periodically could materially impact the consolidated financial statements. Management believes the following critical accounting policies reflect our more significant estimates and assumptions used in the preparation of the consolidated financial statements:

Revenue Recognition Policy

The Company recognizes revenue from two primary sources, sales of product and commissions from HWRC.

The Company recognizes revenue when a 3rd party confirms receipt of any inbound prescriptions from any registered practitioner that has been referred by HWRC and said prescription has been adjudicated and approved by a third party payer to yield a profit. HWRC is allowed to access this secure, password protected portal for prescription verification and for verification of the total adjudication reimbursement amount and cost of the medication. HWRC receives 50% of the gross profit of all adjudicated prescriptions with the exception of government reimbursed claims. Revenue is recognized upon confirmation from the third party of the amount of commission and when cash is received.

The Company recognizes product revenue when the product is received by and title passes to the customer. The Company's standard terms are 'FOB' destination. If a customer receives any product that they consider damaged or unacceptable, the customer must document any such damages or reasons for it not to be accepted on the original bill of lading upon delivery and then inform the Company within 72 hours of receipt of the product. The Company does not accept returns of product for reasons other than damage.

We record estimates for reductions to revenue for customer programs and incentives, including price discounts, volume-based incentives, rebate programs and promotions and advertising allowances. Products are sold with extended payment terms not to exceed 120 days. Revenue is shown net of sales allowances on the accompanying statements of operations.

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Cost of Goods Sold

The Company's cost of goods sold includes all costs of beverage production, which primarily consist of labor and raw materials such as concentrate, sugar, aluminum cans, trays, shrink wrap, can ends, labels and packaging materials. Additionally, costs incurred for shipping, handling and warehousing charges are included in cost of goods sold. The Company does not bill customers for cost of shipping unless the Company incurs additional charges such as refusing initial shipment or not being able to receive shipment at their prescheduled time with the freight company.

Derivatives

The Company's convertible note arrangements have been determined to contain embedded derivatives in the form of their embedded conversion features. The embedded conversion features have been bifurcated and have been recorded at their estimated fair market value with the change in the derivative liability being recorded as a gain or loss in other income on the statement of operations.

Non-GAAP Financial Measures

To supplement the financial measures prepared in accordance with generally accepted accounting principles in the United States or GAAP, this report presents non-GAAP income (loss) from operations and non- GAAP net income by excluding share-based compensation expense, depreciation and gains (losses) from derivative liability fair market value evaluations from income/(loss) from operations and net income attributable to the Company's shareholders, respectively. We believe these non-GAAP financial measures are important to help investors understand the Company's operating and financial performance, compare business trends amount different reporting periods on a consistent basis and the assess the Company's core operating results, as they exclude certain expenses that are not expected to result in cash payments. The use of non-GAAP financial measures has certain limitations. Share-based compensation expenses, along with the accounting for changes in the fair market value of the derivative liabilities have been and will continue to be incurred in the future and are not reflected in the presentation of the non-GAAP financial measures, but should be considered in the overall evaluation of the Company's results. The Company compensates for these limitations by providing the relevant disclosure of its share- based compensation expenses in the reconciliations to the most directly comparable GAAP financial measures, which would be considered when evaluating the Company's performance.

Reconciliation of GAAP and Non-GAAP Results

	2014	**2013**
GAAP income (loss) from operations	$ 2,241,905	$ (1,773,872)
Add : Depreciation	7,550	5,640
Add: stock based compensation	1,113,000	957,451
Non-GAAP income from operations	**3,362,455**	**2,736,963**
GAAP net income (loss)	**1,929,676**	**(2,407,467)**
Add: share-based compensation	1,113,000	957,451
Add: depreciation	7,550	5,640
Subtract/Add: Gain/loss on derivative liabilities	204,726	314,647
Non-GAAP net income(loss)	**$ 3,254,952**	**$ (1,129,729)**

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a smaller reporting company, as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information required by this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

See the index to the Financial Statements below, beginning on page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) in effect as of December 31, 2014 and 2013 was carried out under the supervision and with the participation of our Chief Executive Officer who also performs the functions of the principal financial officer. Based upon that evaluation, the Chief Executive Officer (acting in that capacity and also as the Company's principal financial officer) concluded that the design and operation of our disclosure controls and procedures were not effective as of December 31, 2014 and 2013 (the end of the period covered by this annual report on Form 10-K).

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. It should be noted, however, that because of inherent limitations, any system of internal controls, however well-designed and operated, can provide only reasonable, but not absolute, assurance that financial reporting objectives will be met. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

An internal control material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements would not be prevented or detected on a timely basis by employees in the normal course of their work. Our Chief Executive Officer, also performing the functions of the principal financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2014 and 2013 based on the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organization of the Treadway Commission (the COSO criteria). Based on that evaluation under the COSO criteria, our management concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2014 and 2013. The Company does not have full time accounting and financial reporting personnel and lacks funding in order to file timely reports. The Company outsources its accounting duties to a consultant and outsources its financial reporting responsibilities to an outside consulting firm. The Company is dedicated to becoming current with its financial reporting over the next six months.

No Attestation Report of the Registered Public Accounting Firm

This Annual Report on Form 10-K does not include an attestation report of the Company's independent registered public accounting firm regarding the Company's internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to an exemption for smaller reporting companies under Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Dodd-Frank Act provides an exemption from the independent auditor attestation requirement under Section 404(b) of the Sarbanes-Oxley Act for small issuers that are neither a large accelerated filer nor an accelerated filer. The Company qualifies for this exemption.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation referred to above during the last quarter of fiscal 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The following table sets forth information concerning our officers and directors as of December 31, 2014 together with all positions and offices of the Company held by each and the term of office and the period during which each has served:

Name	Age	Position with the Company	Term Of Office
Marco Moran	43	CEO/Sec/Treas/CFO/Dir.	September 2009 to Present
Derrick Brooks	43	Director	March 19, 2012 to Present
Jacob Dillon Houston	45	President/COO/Director	May 1, 2014 to Present

Biographical Information

The following paragraphs set forth brief biographical information for the aforementioned director and executive officers and directors:

Marco Moran, CEO, Secretary, CFO, Treasurer, Director, Chief Accounting Officer

As Chief Executive Officer Marco Moran has overall responsibility for the Company's performance, developing its strategic plan to advance its mission and to manage shareholders' value through profitable revenue growth.

As a licensed Doctor of Pharmacy, MBA with specialties in Healthcare Management and Marketing, and post-graduate degree in Pharmaceutical Sciences, Dr. Moran has direct oversight of all the company's research and development, quality control and product innovation activity.

Dr. Moran served our country in the military at the U.S. Naval Hospital in Camp Lejeune, North Carolina as a Commissioned Medical Service Corp Officer and Pharmacist.

Dr. Moran began his public service career as the Director of Pharmacy and Regulatory Affairs for INO Therapeutics, Inc. in Port Allen, Louisiana. He has been the pharmacist of record for leading medical providers such as the Mississippi Baptist Health System, River Region Medical Center, Accredo Health, and several retail pharmacy chains. During his time with River Region Medical Center, Dr. Moran managed Six Sigma project teams to assist administration in meeting quality control standards.

In 2008, Dr. Moran launched Unique Beverage Group, LLC, where he developed, and marketed his first mix of branded, functional beverages. Dr. Moran single-handedly introduced relaxation beverages to major beer distributors in the deep Southern United States. The success of these initial products and the relationships formed during this period eventually lead to the development of Lean Slow Motion Potion and the creation of Dewmar International BMC, Incorporated.

Education:
Dr. Moran completed his pre-pharmacy studies at Southern University A&M and Louisiana State University A&M in Baton Rouge. Dr. Moran earned his professional Pharmacy degree, MBA and Pharmaceutical Sciences postgraduate degrees from the University of Louisiana at Monroe.

Dr. Moran has expanded his pharmaceutical formulation experience by completing basic and advanced training at Professional Compounding Centers of America (PCCA) Compounding in Houston, TX; as a trained American Colleges of the Apothecaries Compounding Specialist in Memphis, TN and has completed numerous specialty courses with the National Community Pharmacists Association, Letco (Harvard) Medical and Medisca Pharmaceuticals.

Dr. Moran has completed various extensive training in New York and California through BevNet Live Entrepreneur School annually since 2009, inclusive of branding, packaging, and entrepreneur coursework to enhance his knowledge of the beverage industry. Additionally, he completed advanced packaging solutions, particularly with aluminum cans, at Ball Corporation headquarters in Colorado.

Public Service:

Dr. Moran was invited to be an active member of the White House Business Council via the White House Business Forward during the President Obama administration and continues to maintain his position during President Trump's administration. He was appointed Chair of the Mississippi District Export Council which is a position appointed by the United States Department of Commerce and United States Export Assistance Council for a 4 year term. Additionally, Dr. Moran was given a six (6) year appointment to the Executive Committee of the College of Science at Louisiana State University main campus in Baton Rouge, LA.

Dr. Derrick Brooks, Director

Derrick D. Brooks, Sr., M.D., age 43, is a medical physician whose primary role is to serve as a licensed healthcare profession and medical liaison to assist the company in reviewing opportunities in developing new products that assist in mood enhancement, improving functionality and to serve as an additional medical expert as it relates to the Company's flagship beverage Lean Slow Motion Potion™ which proves worthy to major retailers, buyers and consumers worldwide.

PROFESSIONAL EXPERIENCE

Staff Emergency Room Physician Level II)
Our Lady of the Lake Regional Medical Center
July 2003 - April 2011

Staff Pediatric Emergency Room Physician (Level II)
Our Lady of the Lake Regional Medical Center
July 2003 - November 2009

Staff Emergency Room Physician (Level II)
Ochsner Baton Rouge
March 2011 - present

Staff Emergency Room Physician (Level II)
University Medical Center - Lafayette
March 2011 - present

Staff Emergency Room Physician (Level III)
Iberia Medical Center - Iberia
June 2011 - present

MEDICAL EDUCATION

Louisiana State University School of Medicine
Doctor of Medicine 1999
New Orleans, Louisiana

GRADUATE TRAINING

Internship/Residency
Internal Medicine/Pediatrics
LSU Health Science Center

New Orleans, Louisiana
July 1999 - June 2003

BOARD CERTIFICATIONS

American Board of Internal Medicine
Certified 2003
American Board of Pediatrics
Certified 2003
American Board Physician Specialties - Emergency Medicine
Board Eligible
Sitting 2012
MEDICAL LICENSURE

Louisiana #025414
CERTIFICATIONS
Advanced Trauma Life Support
Advanced Cardiac Life Support
Pediatric Advanced Life Support
Basic Life Support

Jacob Dillon Houston, President and Chief Operating Officer

On May1, 2014 Dewmar entered into a 3 year employment agreement with Mr. Houston. Under the terms of the agreement, Mr. Houston will receive compensation in the form of a basic salary of $25,000 per year and additional stock based compensation to be determined at a later date, but not less than 50% of the amount that the CEO receives for compensation of his services**.**

As President and COO, J.D. Houston has responsibility for revenue management and optimization, operational cost containment and capital raises to fund business growth.

Mr. Houston started his career with IBM Global Financing; first as a portfolio manager of end-of-lease technology assets, then as a Global Trader in Asset Services. In just his third year with IBM, he received an “outperform” review; a designation reserved for the elite Top 1% performers company-wide.

Later in his career, he coupled his corporate success and finance experience to help entrepreneurs increase revenue and accelerate growth. Mr. Houston has held various senior management and Sales leadership roles within target companies.

Noteworthy is Mr. Houston's past involvement with I.D. Systems, Inc. which generated significant revenue growth during his tenure as the Director of Sales, North America. Between the years of 2000-2006, the company grew revenue 1,354%; culminating in March 2006 with the Company’s secondary public offering of $60 million in capital and a top ranking on Deloitte's prestigious "Fast 500" list in 2005 and 2006, respectively.

Mr. Houston, a scholar athlete, graduated with honors from South Carolina State University with a Bachelor of Science degree in Business and holds an MBA from the School of Business & Industry at Florida A&M University.

Past and present honors and certifications include Series 7 Securities license, FINRA Registered Rep., and coveted participation in the opening bell ceremonies of the NASDAQ Stock Exchange.

Mr. Houston currently holds or has held a seat on The Board of Directors/Trustees for the following organizations:

- The HP Educational Trust
- The IBM Black Executive Task Force

Compensation and Audit Committees

As we only have three board members and given our limited operations, we do not have separate or independent audit or compensation committees. Our Board of Directors has determined that it does not have an "audit committee financial expert," as that term is defined in Item 407(d)(5) of Regulation S-K. In addition, we have not adopted any procedures by which our shareholders may recommend nominees to our Board of Directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who beneficially own more than ten percent of our Common Stock (collectively, the "Reporting Persons") to report their ownership of and transactions in our Common Stock to the SEC. Copies of these reports are also required to be supplied to us. To our knowledge, during the fiscal year ended December 31, 2014 the Reporting Persons complied with all applicable Section 16(a) reporting requirements.

Code of Ethics

We have not adopted a Code of Ethics given our limited operations. We expect that our Board of Directors following a merger or other acquisition transaction will adopt a Code of Ethics.

ITEM 11. EXECUTIVE COMPENSATION.

Summary Compensation Table. The following table sets forth certain information concerning the annual compensation of our Chief Executive Officer and our other executive officers during the last two fiscal years including both accrued and cash compensation.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compen-sation ($)	Change in Pension Value and Non-qualified Deferred Compen-sation Earnings ($)	All Other Compen-sation ($)	Total ($)
Marco Moran, President, Sec.,	2014	120,000	0	0	0	0	0	0	120,000
Treas, Dir, CFO, CEO	2013	120,000	0	0	0	0	0	0	120,000
Jacob Dillon Houston, President and COO	2014	$16,709							16,709
Derrick Brooks	2014	0	0	0	0	0	0	0	0
Director	2013	0	0	47.400	0	0	0	0	47,400

On January 1, 2011, the Company entered into employment agreement with Dr. Moran ("Employee") to serve as President and Chief Executive Officer of the Company. The employment commenced on January 1, 2011 and runs for the period through January 1, 2015. The Company will pay Employee, as consideration for services rendered, a base salary of $120,000 per year.

As additional compensation, Employee is eligible to receive one percent of the issued and outstanding shares of the Company if the gross revenues hit specified milestones for each fiscal year under the agreement. The Company will provide additional benefits to Employee during the employment term which include, but are not limited to, health and life insurance benefits, vacation pay, expense reimbursement, relocation reimbursement and a Company car. The Company may also include Employee in any benefit plans which it now maintains or establishes in the future for executives. If Employee dies, the Company will pay the designated beneficiary an amount equal to two years' compensation, in equal payments over the next twenty four months.

In the event Employee's employment is constructively terminated within five years of the commencement date, Employee shall receive a termination payment, which will be determined according to a schedule based upon the number of years since the commencement of the contract, within a range of $120,000 to $400,000. Additionally, Employee shall continue to receive the additional benefits mentioned above for a period of two years from the termination date. If the constructive termination date is later than five years after the commencement date, Employee shall receive the lesser amount of an amount equal to his aggregate base salary for five years following the date of the termination date, or an amount equal to his aggregate base salary through the end of the term. Additionally, Employee shall continue to receive the additional benefits mentioned above during the period he is entitled to receive the base salary.

On January 30, 2013, the Company issued 3,000,000 shares of Common stock to Derrick Brooks for services rendered. The Company estimated the fair market value of these shares to be $14,400 based on the closing price of the stock on the issuance date.

On May 1, 2014 we entered into a 3 year employment agreement with Mr. Houston. Under the terms of the agreement, Mr. Houston will receive compensation in the form of a basic salary of $25,000 per year and additional stock based compensation to be determined at a later date, but not less than 50% of the amount that the CEO receives for compensation of his services.

Director Compensation

We do not currently pay any cash fees to our directors, nor do we pay director's expenses in attending board meetings.

Employment Agreements

We are not a party to any employment agreements other than with Dr. Moran and Mr. Houston.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information as of December 31, 2014 regarding the number and percentage of our Common Stock (being our only voting securities) beneficially owned by each officer, director, each person (including any "group" as that term is used in Section 13(d)(3) of the Exchange Act) known by us to own 5% or more of our Common Stock, and all officers and directors as a group.

Title of Class	Name, Title and Address of Beneficial Owner of Shares (1)	Amount of Beneficial Ownership (2)	Percent of Class
Common	Marco Moran, CEO, and Director	40,000,000	1.42%
	Derrick Brooks, Director	3,000,000	
All Officers and Directors as a Group		43,000,000	1.42 %

1. The address of each executive officer and director is 132 E. Northside Dr. Suite C Clinton, MS 39056.
2. As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or share investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of a security).

3. Dr. Moran also owns 50,000,000 shares of preferred stock which are convertible into common shares at a 50 to 1 ratio, which are excluded from the calculation above.

Unless otherwise indicated, we have been advised that all individuals or entities listed have the sole power to vote and dispose of the number of shares set forth opposite their names. For purposes of computing the number and percentage of shares beneficially owned by a security holder, any shares which such person has the right to acquire within 60 days of December 31, 2014 are deemed to be outstanding, but those shares are not deemed to be outstanding for the purpose of computing the percentage ownership of any other security holder.

We currently do not maintain any equity compensation plans.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Our Board of Directors consists solely of Marco Moran, Jacob Dillon Houston and Dr. Derrick Brooks. They are not independent as such term is defined by a national securities exchange or an inter-dealer quotation system.

Sales to Related Party Distributor

During the years ended December 31, 2014 and 2013 , the Company engaged with a distributor that is wholly-owned by the Company's CEO (the "Distributor"). The Distributor is responsible for shipping out product samples, transferring small quantities of product to local distributors at the request of the Company, sales of product to local retailers or small wholesalers and for the fulfillment of online sales orders. The Company may withdraw cases of product from the Distributor at the Company's will for Company use as samples, for which the Company will provide the Distributor with a credit memo based on a per-case price equal to the price paid by the Distributor to the Company.

The Distributor pays the Company on a per case basis which is consistent with terms between the Company and third party distributors. Since the Company uses a substantial amount of the Distributor's inventory as samples and promotions, the Company offers the Distributor credit terms of 120 days. Due to issuances of several credit memos, this invoice balance amount typically declines over the term period even without payment from the Distributor. During the years ended December 31, 2014 and 2013 the Company recognized revenue from product sales to the Distributor of $24,927 and $3,492 respectively, which represented 1% and 1.5%, respectively, of total product revenue recognized by the Company. At December 31, 2014 and 2013, accounts receivable from the Distributor was $19,301 and $4,085, respectively.

*.**Advances to Related Party***

Prior to December 31, 2011, the Company advanced $49,484 to a company owned by the CEO's wife and repaid $40,152. As of December 31, 2014 and 2013, $9,332 is outstanding and presented as Advances to Related Parties on the balance sheet.

Acquisition of Fixed Assets from Related Party

During the year ended December 31, 2013, the Company purchased two used vehicles from companies owned by the CEO for a total of $19,900. There was no similar acquisition of fixed assets from related party in 2014.

Notes Payable

During 2014, the Company borrowed $100,000 from a Company owned by the CEO of Dewmar.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

MaloneBailey, LLP is our independent registered public accounting firm. On June 6, 2013, we dismissed McConnell & Jones, LLP as our independent registered public accounting firm.

Audit Fees

The aggregate fees billed by MaloneBailey, LLC for professional services rendered for the audits and reviews of our annual financial statements on Form 10-K and interim financial statements on Form 10-Q were $31,125.

Audit-Related Fees

None.

Tax Fees

None.

All Other Fees

None.

Pre-Approval Policy

We do not currently have a standing audit committee. The above services were approved by our Board of Directors.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Report:

1. ***Financial Statements.*** The following Audited financial are included herewith

2. *Financial Statement Schedules.*

Schedules are omitted because the information required is not applicable or the required information is shown in the financial statements or notes thereto.

3. *Exhibits Incorporated by Reference or Filed with this Report*

Audited Consolidated Balance Sheets as of December 31, 2014 and 2013
Audited Consolidated Statements of Operations the years ended December 31, 2014 and 2013
Audited Consolidated Statements of Changes in Stockholders' Deficit the years ended December 31, 2014 and 2013
Audited Consolidated Statements of Cash Flows for the years ended December 31, 2014 and 2013
Notes to Financial Statements

Exhibit No.	Description
31.1	Chief Executive Officer Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Chief Financial Officer Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002*

32.1	Chief Executive and Financial Officer Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002.*
99.a	Convertible Notes
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

DEWMAR INTERNATIONAL BMC, INC.

AUDITED CONSOLIDATED BALANCE SHEETS

	December 31, 2014	December 31, 2013
ASSETS		
Current Assets		
Cash and cash equivalents	$ 3,669,039	$ 7,231
Account receivables	78,607	9,532
Related party receivable	19,301	4,085
Advances to related party	9,332	9,332
Inventory	26,073	35,144
Prepaid expenses and other current assets	-	6,000
Total Current Assets	3,802,352	71,324
Property & equipment, net of accumulated depreciation of $21,760 and $14,210	19,295	26,845
Investment (Note 5)	19,778	-
Total assets	$ 3,841,425	$ 98,169
LIABILITIES AND STOCKHOLDERS' Equity (DEFICIT)		
Current Liabilities		
Accounts payable and accrued liabilities	$ 703,826	$ 714,868
Accrued interest	16,053	9,707
Accrued interest, related party	2,500	-
Notes payable	173,890	173,890
Notes payable, related party	100,000	-
Convertible Notes payable, net of unamortized discount of $- and $77,230, respectively	154,320	122,750
Derivative liability	281,705	151,120
Total Current Liabilities	1,432,294	1,172,335
Total Liabilities	1,432,294	1,172,335
Stockholders' Equity (Deficit)		
Preferred Stock; $0.001 par value; 50,000,000 shares authorized; 50,000,000 and 50,000,000 issued and outstanding, respectively	50,000	50,000
Common stock; $0.001 par value; 4,450,000,000 shares authorized, 2,814,542,401 and 2,310,488,796 shares issued and outstanding, respectively	2,814,546	2,310,493
Additional paid-in capital	4,419,763	3,370,195
Accumulated deficit	(4,875,178)	(6,804,854)
Total Stockholders' Equity (Deficit)	2,409,131	(1,074,166)
Total Liabilities and Stockholders' Equity (Deficit)	$ 3,841,425	$ 98,169

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

DEWMAR INTERNATIONAL BMC, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended	
	December 31, 2014	**December 31, 2013**
Product revenue, net	$ 413,920	$ 224,033
Commission revenue, net	3,634,212	-
Related party revenue, net	24,927	3,492
Cost of goods sold	239,195	99,715
Gross profit	$ 3,833,864	$ 127,810
Operating expenses		
Occupancy and related expenses	40,243	43,674
Marketing and advertising	17,965	6,211
General and administrative expenses	1,485,804	1,723,544
Contract labor	47,947	128,253
Total operating expenses	$ 1,591,959	$ 1,901,682
Profit (Loss) from operations	$ 2,241,905	$ (1,773,872)
Other income (expenses)		
Interest expense, net	(104,781)	(318,921)
Interest expense, related party	(2,500)	
Gain (loss) on derivative liability	(204,726)	(314,675)
Loss on investment	(222)	-
Total other expenses	$ 312,229)	$ (633,596)
Net income (loss)	$ 1,929,676	$ (2,407,468)
Net income (loss) per common share - basic and fully diluted	$ 0.00	$ (0.00)
Weighted average common shares outstanding - basic	2,683,419,979	542,722,232
Weighted average common shares outstanding – fully diluted	2,804,918,139	542,722,232

The accompanying notes are an integral part of these Audited consolidated financial statements

DEWMAR INTERNATIONAL BMC, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders' Equity
	Shares	**Amount**	**Shares**	**Amount**	**Capital**	**Deficit**	**(Deficit)**
Balance December 31, 2012	**50,000,000**	**$50,000**	**110,340,001**	**$110,340**	**$3,680,743**	**$(4,397,386)**	**$(556,303)**
Shares issued for cash	-	-	38,880,000	38,880	(29,160)	-	9,720
Shares issued for service	-	-	422,647,618	422,648	$ 534,803	-	957,451
Shares issued for conversions of notes payable and accrued interest	-	-	1,738,621,177	1,738,625	(1,351,722)	-	386,903
Reduction in derivative liability due to conversion	-	-	-	-	535,531	-	535,531
Net loss	-	-	-	-	-	(2,407,468)	(2,407,468)
Balance December 31, 2013	**50,000,000**	**$50,000**	**2,310,488,796**	**$ 2,310,493**	**$ 3,370,195**	**$ (6,804,854)**	**$ (1,074,166)**
Shares issued for cash			161,538,888	161,539	142,081		303,620
Shares issued for services			240,000,000	240,000	921,000		1,161,000
Cancelled shares			(100,000,000)	(100,000)	52,000		(48,000)
Shares issued for conversions of notes payable and accrued interest			202,514,717	202,514	(155,154)		47,360
Reduction in derivative liability					89,641		89,641
Net income						1,929,676	1,929,676
Balance December 31, 2014	**50,000,000**	**$50,000**	**2,814,542,401**	**$2,814,546**	**$4,419,763**	**$(4,875,178)**	**$2,409,131**

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

DEWMAR INTERNATIONAL BMC, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2014	Year Ended December 31, 2013
Cash flows from operating activities:		
Net income (loss)	$ 1,929,676	$ (2,407,468)
Adjustments to reconcile net loss to net cash used in operating activities:		
Bad debt expense	-	2,438
Depreciation expense	7,550	5,640
Investment loss	222	-
Stock-based compensation	1,113,000	957,451
Amortization of debt discount	92,730	295,726
Non-cash legal fees	-	5,500
Loss (gain) on derivative liability	204,726	314,675
Loss on extinguishment of debt	-	-
Changes in operating assets and liabilities:		
Accounts receivable	(69,076)	20,744
Related party receivables and payables	(15,216)	9,416
Inventory	9,071	(8,049)
Prepaid expenses and other current assets	6,000	5,710
Accounts payable and accrued liabilities	(2,995)	562,420
Accrued liabilities, related party	2,500	-
Net cash provided by (used in) operating activities	$ 3,278,188	$ (235,797)
Cash flows from investing activities:		
Purchase of fixed assets	-	(19,900)
Investment in Cirrus MD	(20,000))	-
Net cash used in investing activities	(20,000)	(19,900)-
Cash flows from financing activities:		
Proceeds from issuance of common stock	303,620	9,720
Proceeds from convertible notes payable	-	214,820
Proceeds from notes payable, related party	100,000	-
Net cash provided by financing activities	403,620	224,540
Net change in cash and cash equivalents	3,661,808	(31,157)
Cash and cash equivalents, at beginning of period	7,231	38,388
Cash and cash equivalents, at end of period	$ 3,669,039	$ 7,231
Supplemental cash flow information:		
Interest paid	$ 5,849	$ 8,477
Income taxes paid	$ -	$ -
Supplemental noncash investing and financing activities:		
Reclassification of accounts payable to notes	-	251,160
Reclassification of notes to convertible notes	-	133,770
Reclassification of accounts payable to convertible notes	-	74,000
Original issuance discount	-	4,000
Issuance of common stock for conversion of notes payable	47,360	386,903
Creation of debt discount	-	332,948
Reduction in derivative liability due to conversions of notes payable	89,641	535,531
Debt discount originated from embedded conversion feature	15,500	-

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

DEWMAR INTERNATIONAL BMC, INC.

NOTES TO AUDITED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2014 and 2013

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Dewmar International BMC (“we”, “our”, the “Company”) was formed as a Nevada corporation on March 13, 2009. Today, Dewmar International BMC is a diversified operating company headquartered in Clinton, Mississippi. The Company conducts business across a variegated set of categories and sectors including consumer goods, wholesale trade, pharmaceuticals and health sciences. The Company and its subsidiaries develop market and distribute goods, therapeutics and services in national and international markets through licensing agreements, e-commerce platforms, fee-for-service arrangements and distribution contracts.

On December 4, 2014, Health & Wellness Research Consortium, LLC, (“HWRC”) was created with Dewmar owning 100% of the LLC membership units. The original goal of HWRC was to develop, implement and execute healthcare sales and marketing strategies for pharmacies, clinics and hospitals in order to help the client broaden market presence, influence effective prescribing behaviors and ultimately maximize their return on assets. Through a network of medical facilities, doctors, pharmacies and patients, HWRC develops innovative solutions that exploit delivery gaps in health care such as mail order delivery of prescription medicine to rural areas where limited options exist for prescription medication. HWRC is a contract sales and marketing organization of its own; created to leverage the trend toward outsourcing services in the pharmaceutical industry.

In this function, HWRC will typically enter into a fee-for-service arrangement with a medical provider to assist them with their sales and marketing functions. Under the fee-for-service construct, HWRC is able to realize high margin revenue associated with the delivery care, without being saddled with the burdensome administrative and overhead costs absorbed by the provider.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements include the accounts of the Company Dewmar, and HWRC. All material intercompany accounts and transactions have been eliminated. Certain amounts in prior periods have been reclassified to conform to current period presentation.

Reclassification

Certain amounts presented for the period ending December 31, 2013 have been reclassified to conform to the presentation at and for the period ended December 31, 2014. Specifically, revenues recognized from related parties of $3,492 is presented separately on the statement of operations.

Use of Estimates

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

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of cash on deposit and money market accounts, which are readily convertible into cash and purchased with original maturities of three months or less. These investments are carried at cost, which approximates fair value.

The Company maintains its cash in institutions insured by the Federal Deposit Insurance Corporation ("FDIC"). Beginning December 31, 2010, all noninterest-bearing transaction accounts are fully insured, regardless of the balance of the account, at all FDIC-insured institutions. This unlimited insurance coverage is separate from, and in addition to, the insurance coverage provided to the depositor's other accounts held by a FDIC-insured institution, which are insured for balances up to $250,000 per depositor until December 31, 2014.

Accounts Receivable and Allowance for Doubtful Accounts

The Company's accounts receivable were composed of receivables from customers for sales of products. The Company performs credit evaluations prior to selling products or granting credit to its customers and generally does not require collateral.

The Company's trade accounts receivable are typically collected within 60-120 days from the date of sale. The Company monitors its exposure to losses on trade accounts receivable and maintains an allowance for potential losses and adjustments. The Company determines its allowance for doubtful accounts based on the evaluation of the aging of accounts receivable and detailed analysis of high-risk customers' accounts, and the overall market and economic conditions of its customers. Past due trade accounts receivable balances are written off when the Company's collection efforts have been unsuccessful in collecting the amount due. At December 31, 2014 and 2013 the allowance for doubtful accounts was $0 and $0, respectively.

Inventory Held by Third Party

Inventory costs are determined principally by the use of the first-in, first-out (FIFO) costing method and are stated at the lower of cost or market, including provisions for spoilage commensurate with known or estimated exposures which are recorded as a charge to cost of goods sold during the period spoilage is incurred.

Fixed Assets

Leasehold improvements, property and equipment are stated at cost less accumulated depreciation and amortization. Expenditures for property acquisitions, development, construction, improvements and major renewals are capitalized. The cost of repairs and maintenance is expensed as incurred. Depreciation is provided principally on the straight-line method over the estimated useful lives of the assets, which are generally 3 to 10 years. Leasehold improvements are amortized over the shorter of the lease term, which generally includes reasonably assured option periods, or the estimated useful lives of the assets. Upon sale or other disposition of a depreciable asset, cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in "Gain or Loss from Operations". Management performs an annual assessment on the impairment of any fixed assets. There were no impairment issues at December 31, 2014 and 2013.

The estimated useful lives are:

Furniture and fixtures	3-10 years
Equipment	3-7 years
Vehicles	3-7 years

Investments

Investments in associated companies or ventures are initially recognized at cost less any provision for impairment. The Company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of the recoverable amount. If the recoverable amount of the cash-generating unit is less than the value of the investment, the investment is considered to be impaired and is adjusted to its recoverable amount. An impairment loss is recognized immediately in the profit and loss account.

Convertible Notes

The Company analyzes its convertible notes in accordance with FASB Accounting Standards Codification ("ASC") Topic 470-20 and Topic 815 Derivatives and Hedging. If it is determined that the conversion feature is convertible to a variable number of shares, then the Company determines whether it is subject to the Derivatives and Hedging guidance in ASC Topic 815-20. Upon conclusion that it is within the guidance in Topic 815-20, the conversion feature is separated from the host contract and it is accounted for as a derivative instrument with its fair value estimated at every balance sheet date. Any change in the fair market value of the derivative, results in a gain or loss on derivative liability in the Company's statement of operations. If any conversions of the original note occur prior to the settlement of the obligation, the pro-rata portion of the derivative liability is relieved in additional paid in capital after marking to market on the day prior to the conversion date.

Revenue Recognition Policy

The Company recognizes revenue from two primary sources, sales of product and commissions from HWRC.

The Company recognizes revenue when a 3rd party confirms receipt of any inbound prescriptions from any registered practitioner that has been referred by HWRC and said prescription has been adjudicated and approved by a third party payer to yield a profit. HWRC is allowed to access this secure, password protected portal for prescription verification and for verification of the total adjudication reimbursement amount and cost of the medication. HWRC receives 50% of the gross profit of all adjudicated prescriptions with the exception of government funded third party plans. Revenue is recognized upon confirmation from the third party of the amount of commission and when cash is received.

The Company recognizes product revenue when the product is received by and title passes to the customer. The Company's standard terms are 'FOB' destination. If a customer receives any product that they consider damaged or unacceptable, the customer must document any such damages or reasons for it not to be accepted on the original invoice upon delivery and then inform the Company within 72 hours of receipt of the product. The Company does not accept returns of product for reasons other than damage.

We record estimates for reductions to revenue for customer programs and incentives, including price discounts, volume-based incentives, and promotions and advertising allowances. Products are sold with extended payment terms not to exceed 120 days. Revenue is shown net of sales allowances on the accompanying statements of operations.

Cost of Goods Sold

The Company's cost of goods sold includes all costs of beverage production, which primarily consist of raw materials such as concentrate, sugar, aluminum cans, trays, shrink wrap, can ends, labels and packaging materials. Additionally, costs incurred for shipping, handling and warehousing charges are included in cost of goods sold. The Company does not bill customers for cost of shipping unless the Company incurs additional charges such as refusing initial shipment or not being able to receive shipment at their prescheduled time with the freight company.

Advertising Expense

The Company recognizes advertising expense as incurred. The Company recognized advertising expense of $17,965 and $6,211 for the years ended December 31, 2014 and 2013, respectively.

Income Taxes

The Company accounts for its income taxes using the liability method, whereby deferred tax assets and liabilities are established for the future tax consequences of temporary differences between the financial statement carrying amounts of assets and liabilities and their tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse.

A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize the tax assets through future operations.

The Company's federal and state income tax returns for the years ended 2010 through 2014 are open to examination. At December 31, 2014 and 2013, the Company evaluated its open tax years in all known jurisdictions. Based on this evaluation, the Company did not identify any uncertain tax positions. We will account for interest and penalties relating to uncertain tax positions in the current period statement of operations as necessary.

Fair value of Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivables , investments in companies and payables, accrued liabilities notes payable and derivative liabilities. The carrying values of these financial instruments approximate their respective fair values as they are either short-term in nature or carry interest rates that approximate market rates.

Fair Value Measurements

Generally accepted accounting principles in the United States ("US GAAP") defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy categorizes assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. The three levels are as follows:

Level 1 - Observable inputs such as quoted prices in active markets at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Other inputs that are observable, directly or indirectly, such as quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs for which there is little or no market data and which we make our own assumptions about how market participants would price the assets and liabilities.

Our derivative liabilities have been valued as Level 3 instruments.

	Level 1	Level 2	Level 3	Total
Fair value of Derivative Liability - December 31, 2013	$ --	$ --	$ 151,120	$ 151,120

	Level 1	Level 2	Level 3	Total
Fair value of Derivative Liability - December 31, 2014	$ --	$ --	$ 281,705	$ 281,705

Share-Based Compensation

The Company recognizes all share-based payments to employees, including grants of Company stock options to Company employees, as well as other equity-based compensation arrangements, in the financial statements based on the grant date fair value of the awards. Compensation expense is generally recognized over the vesting period. During the years ended December 31, 2014 and 2013, the Company issued no stock options to employees.

Income (Loss) per Share

Basic net income (loss) per common share is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. In periods when losses are reported the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

Concentration of Risks

The Company's operations and future business model are dependent in a large part on the Company's ability to execute its business model. The Company's inability to meet its sales objectives may have a material adverse effect on the Company's financial condition.

New Accounting Pronouncements

The Company does not expect adoption of any new accounting pronouncements to have a significant impact on its financial statements.

NOTE 3 - INVENTORY

Inventory at December 31, 2014 consisted of raw materials of $22,299 and finished goods of $3,774. Inventory at December 31, 2013 consisted of raw materials of $23,950 and finished goods of $11,194. During the years ended December 31, 2014 and 2013, the Company recorded spoilage of $23,251 and $8,764, respectively and included this in cost of goods sold. Damaged goods of $14,574 were recorded net with revenue in 2014.

NOTE 4 - FIXED ASSETS

Fixed assets consisted of the following as of December 31, 2014 and 2013:

	December 31, 2014		**December 31, 2013**	
Vehicles	$	41,055	$	41,055
Less: accumulated depreciation		(21,760)		(14,210)
Fixed assets, net	$	19,295	$	26,845

Depreciation expense for the years ended December 31, 2014 and December 31, 2013 was $7,550 and $5,640, respectively, and is recorded in general and administrative expenses.

NOTE 5 – INVESTMENT

On October 24, 2014 a Dewmar International BMC Inc. wholly owned subsidiary HWRC, invested in CIRRUSMD Investment Group, LLC. This is managed by Rocky Mountain Venture Management LLC to diversify earning potential. The initial Investment was $20,000 and HWRC recorded a loss of $222 against the initial investment in December 2014.

NOTE 6 - NOTES PAYABLE

During the years ended December 31, 2014 and 2013, the Company reclassified certain accounts payable balances into notes payable based on agreements with various vendors with balances of $0 and $251,160, respectively. Of these $133,770 became convertible during 2013. The notes payable are due on demand and bear no interest. At December 31, 2014 and 2013, the Company has presented $173,890 and $173,890 in Notes Payable related to these reclassifications on the balance sheet.

On October 14, 2014, the Company borrowed $100,000 from a company currently owned 100% by Dewmar's CEO under a 1 year note with 10% interest rate. As of the due date of the note which is October 14, 2015, if the note is unpaid, then the amount of the note is convertible 20,000,000 shares of common stock. As of the date of issuance, this note has not been paid and therefore is convertible.

NOTE 7 - CONVERTIBLE NOTES PAYABLE

In October, 2012, the Company entered into a 10% Contingently Convertible Promissory Note with Birr Marketing Group, Inc. for $20,000 with a due date of April 1, 2013. After the due date of April 1, 2013, the note became convertible at a fixed price of $0.001 into the Company's common shares at the Holder's option. The Holder shall receive a royalty or commission of $0.50 per case of Easta Pink Lean that was produced for a single batch run that took place after funding as a result of monies allocated from this note. The Company paid $1,664 to Birr Marketing for royalties leaving a balance of $1,357 to be paid . Because of the outstanding Continental note described below, this convertible note is considered to be "tainted" by the indeterminate amount of shares to be issued under that note. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value. As of December 31, 2014 and 2013, the balances associated with this note was $20,000 and the balance in the derivative liability was $52,271 and $9,654., These amounts were determined by management using a weighted-average Black-Scholes Merton option pricing model. On April 1, 2013, this note was in default and was due and payable immediately. As such the Company has presented this note as current as of December 31, 2014.

During the year ended December 31, 2013, the Company entered into two 10% Contingently Convertible Promissory Notes with Birr Marketing Group, Inc. for $28,000 and $22,820 with a due date of June 4, 2014 and June 26, 2014. After the due date, the note became convertible at a fixed price of $0.001 into the Company's common shares at the Holder's option. On June 6, 2014 and June 26, 2014, these notes were in default and were due and payable immediately. As such the Company has presented this note as current. At December 31, 2014 and 2013, the balance associated with these notes were $50,820 and the balances in the derivative liabilities were $132,821 and $0, respectively. And the Company has fully amortized the debt discount in the amount of $50,820 during the year ended December 31, 2014.

On June 27, 2012, the Company entered into a Securities Purchase Agreement with Asher Enterprises, Inc. ("Asher") a Delaware Corporation for an 8% convertible promissory note with an aggregate principal amount of $32,500 which together with any unpaid accrued interest was due on March 29, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with no floor stated in the conversion feature except for an overall limit of 4.99% of the total shares outstanding prior to conversion. In July 2012, this convertible promissory note was funded in the amount of $30,000, with $2,500 being recorded as legal fees for amounts held by note holder. The Company analyzed the note on the date on which the contingent conversion feature was settled on December 24, 2012. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value.

- On January 11, 2013, Asher converted $12,000 of its outstanding notes payable entered into on June 27, 2012 into 3,750,000 shares of common stock at a conversion price of $0.0032. After conversion, a principal balance of $20,500 remained. On the day of conversion, the Company accelerated the amortization of the discount of $2,851 into interest expense; revalued the derivative liability and recorded a gain on the derivative liability of $2,383; and reduced the pro-rated portion of the derivative liability by $6,325 into additional paid in capital.

- On February 1, 2013, Asher converted an additional $12,100 of its outstanding notes payable entered into on June 27, 2012 into 5,761,905 shares of common stock at a conversion price of $0.0021. After conversion, a principal balance of $8,400 remained. On the day of conversion, the Company accelerated the amortization of the discount of $12,100 into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $31,181; and reduced the pro-rated portion of the derivative liability by $15,632 into additional paid in capital.

On February 14, 2013, Asher converted the remaining $8,400 of its outstanding notes payable entered into on June 27, 2012 into 4,850,000 shares of common stock at a conversion price of $0.0020. After conversion, a principal balance of $0 remained on the June 27, 2012 notes payable. On the day of conversion, the Company accelerated the amortization of the discount of $8,400 into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $25,722; and reduced the pro-rated portion of the derivative liability by $52,076 into Additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, during the year ended December 31, 2013, the Company recorded $54,520 in loss on derivative liability for this note.

On August 30, 2012, the Company entered a second Contingently Convertible Promissory Note with Asher for an 8% convertible promissory note with an aggregate principal amount of $42,500 which together with any unpaid accrued interest was due on June 4, 2013. $40,000 was funded on September 13, 2012 with $2,500 being recorded as legal fees for funds held by the note holder. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at the greater of (1) a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with no floor stated in the conversion feature; or (2) a fixed price of $0.00009 with an overall share cap of 4.99% of the total shares outstanding prior to conversion. Because of the outstanding Continental note described below, this convertible note is considered to be "tainted" by the indeterminate amount of shares to be issued under that note. The note contains an anti-dilution provision which causes the conversion price to decrease if the company issues any common stock at a lower price or with no consideration.

- On February 26, 2013, the Company analyzed the conversion feature and determined that it met the criteria as an embedded derivative and therefore bifurcated the conversion feature from the host contract and recorded a separate derivative liability at fair market value. At February 26, 2012, the fair market value of the derivative liability was estimated to be $37,397 and resulted in an immediate discount to the notes payable. This discount of $37,397 was amortized during 2013 over the conversion period into interest expense.

- On March 14, 2013, the holder converted $12,000 of the note into 3,428,571 shares of common stock at a price of $0.0035. On the day of the conversion, the Company re-valued the derivative liability and recorded a loss of $5,113. After conversion, the Company reduced the derivative liability by its prorated portion of the original note value which was $12,002 into additional paid in capital. On March 31, 2013, the Company re-valued the remaining derivative liability and recorded a loss of $14,684 resulting in a balance of $45,191.

- On April 15, 2013, the holder converted $15,000 of the note into 7,894,737 shares of common stock at a price of $0.0019. On the day of the conversion, the Company re-valued the derivative liability and recorded a gain of $14,588. After conversion, the Company reduced the pro-rated portion of the derivative liability by $15,051 into additional paid in capital.

- On April 22, 2013, the holder converted $15,500 of the note balance and $1,700 accrued interest into 10,117,647 shares of common stock at a price of $0.0017. On the day of the conversion, the Company re-valued the derivative liability and recorded a loss of $4,582. After conversion, the Company reduced the pro-rated portion of the derivative liability by $20,135 into additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, during the year ended December 31, 2013, the Company recorded a net loss on derivative liability of $9,791.

On August 30, 2012, the Company entered into a Convertible Promissory Note with Continental Equities, LLC ("Continental"), a New York limited liability corporation for an 8% convertible promissory note in the aggregate principal amount of $21,500, which together with any unpaid accrued interest was due on August 15, 2013. $20,000 of the proceeds was funded directly to the company while $1,500 was recorded as legal expense for funds held by the note holder. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option beginning on the date of the note at a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with the only mention of a "share cap" is that the number of shares of common stock issuable upon the conversion would not exceed 4.99% of the outstanding shares of the company at the time of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $34,119. As a result, the Company recorded a discount on the original note of $21,500 and it was fully amortized during the year ended December 31, 2013.

- On March 6, 2013, Continental converted $5,000 of its outstanding notes payable into 1,567,398 shares of common stock at a conversion price of $0.0032. After conversion, a principal balance of $16,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $9,893; and reduced the pro-rated portion of the derivative liability by $6,839 into additional paid in capital.

- On March 25, 2013, Continental converted an additional $5,000 of its outstanding notes payable into 2,000,000 shares of common stock at a conversion price of $0.0025. After conversion, a principal balance of $11,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $1,842; and reduced the pro-rated portion of the derivative liability by $7,397 into additional paid in capital. On March 31, 2013, the Company re-valued the remaining derivative liability and recorded a loss of $5,535.

- On April 3, 2013, Continental converted an additional $5,000 of its outstanding notes payable into 2,631,578 shares of common stock at a conversion price of $0.0019. After conversion, a principal balance of $6,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $11,205; and reduced the pro-rated portion of the derivative liability by $4,932 into additional paid in capital.

- On April 11, 2013, Continental converted an additional $4,000 of its outstanding notes payable into 2,222,222 shares of common stock at a conversion price of $0.0018. After conversion, a principal balance of $2,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $763; and reduced the pro-rated portion of the derivative liability by $4,415 into additional paid in capital.

- On April 24, 2013, Continental converted the remaining $2,500 of its outstanding notes payable entered into on September 6, 2012 together with unpaid interest of $969 into 2,312,520 shares of common stock at a conversion price of $0.0015. After conversion, a principal balance of $0 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $1,959; and reduced the pro-rated portion of the derivative liability by $4,719 into additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, the Company recorded a net loss of $8,787 on derivative liability for the year ended December 2013.

In November, 2012, the Company entered into a third 8% Contingently Convertible Promissory Note with Asher for $30,000 which is due together with any unpaid accrued interest on August 29, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at the greater of (1) a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with no floor stated in the conversion feature; or (2) a fixed price of $0.00009 with a share cap disclosed as of 9.99% of the outstanding shares of the company at the time of conversion. The Company analyzed the note on the date on which the contingent conversion feature was settled on May 26, 2013. Because of the outstanding Continental note described below, this convertible note is considered to be "tainted" by the indeterminate amount of shares to be issued under that note. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $11,648. The Company recorded an original discount of $11,648. And the amount is fully amortized during the year ended December 31, 2013. The note contains an anti-dilution provision which causes the conversion price to decrease if the company issues any common stock at a lower price or with no consideration.

•On June 4, 2013, Asher converted $12,000 of its outstanding notes payable into 10,000,000 shares of common stock at a conversion price of $0.0012. After conversion, a principal balance of $18,000 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $592; and reduced the pro-rated portion of the derivative liability by $4,896 into additional paid in capital.

•On June13, 2013, Asher converted an additional $13,000 of its outstanding notes payable into 14,130,435 shares of common stock at a conversion price of $0.00092. After conversion, a principal balance of $5,000 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $191; and reduced the pro-rated portion of the derivative liability by $5,961 into additional paid in capital.

•On June 27, 2013, Asher converted the remaining $5,000 of its outstanding notes payable entered into on November 27, 2012 together with unpaid interest of $1,200 into 8,266,667 shares of common stock at a conversion price of $0.00075. After conversion, a principal balance of $0 remained. On the day of conversion, the Company accelerated the amortization of the discount of $5,000 into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $2,413; and reduced the pro-rated portion of the derivative liability by $3,605 into additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, for the year ended December 31, 2013, the Company recorded a net loss of $2,814 on derivative liability for this note.

On January 15, 2013, the Company entered into a fourth Securities Purchase Agreement with Asher Enterprises, Inc. ("Asher") a Delaware Corporation for an 8% contingently convertible promissory note with an aggregate principal amount of $53,000 which together with any unpaid accrued interest is due on September 17, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as the greater of (i) the variable conversion price of 48% of the market price calculated as the average of the lowest three trading prices for the common stock during the 10 trading day period prior to the conversion date or (ii) the fixed price of $0.0009 with a share cap disclosed as of 9.99% of the outstanding shares of the company at the time of conversion. This convertible promissory note was funded in the amount of $50,000, with $3,000 being recorded as legal fees for amounts held by note holder. The note contains an anti-dilution provision which causes the conversion price to decrease if the Company issues any common stock at a lower price or with no consideration. The Company analyzed the note on the date on which the contingent conversion feature was settled on July 14, 2013. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value. On July 14, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $39,542. The Company recorded an original discount of $39,542. And the amount is fully amortized during the year ended December 31, 2013.

•On July 24, 2013, Asher converted $6,000 of its outstanding notes payable entered into on January 15, 2013 into 14,285,714 shares of common stock at a conversion price of $0.00042. After conversion, a principal balance of $47,000 remained. revalued the derivative liability and recorded a gain on the derivative liability of $10,086; and reduced the pro-rated portion of the derivative liability by $3,335 into additional paid in capital.

•On August 1, 2013, Asher converted an additional $5,000 of its outstanding notes payable entered into on January 15, 2013 into 14,285,714 shares of common stock at a conversion price of $0.00035. After conversion, a principal balance of $42,000 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $1,485; and reduced the pro-rated portion of the derivative liability by $5,730 into additional paid in capital.

•On August 21, 2013, Asher converted $10,400 of its outstanding notes payable entered into on January 15, 2013 into 30,588,235 shares of common stock at a conversion price of $0.00034. After conversion, a principal balance of $31,600 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $4,858; and reduced the pro-rated portion of the derivative liability by $10,795 into additional paid in capital.

•On August 27, 2013, Asher converted $1,100 of its outstanding notes payable entered into on January 15, 2013 into 3,235,294 shares of common stock at a conversion price of $0.00034. After conversion, a principal balance of $30,500 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $17,401; and reduced the pro-rated portion of the derivative liability by $14,154 into additional paid in capital.

•On August 29, 2013, Asher converted $10,800 of its outstanding notes payable entered into on January 15, 2013 into 31,764,706 shares of common stock at a conversion price of $0.00034. After conversion, a principal balance of $19,700 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $990; and reduced the pro-rated portion of the derivative liability by $12,677 into additional paid in capital.

•On September 9, 2013, Asher converted $10,400 of its outstanding notes payable entered into on January 15, 2013 into 38,518,519 shares of common stock at a conversion price of $0.00027. After conversion, a principal balance of $9,300 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $6,390; and reduced the pro-rated portion of the derivative liability by $11,452 into additional paid in capital. At September 30, 2013, the Company revalued the outstanding derivative liability and estimated its fair market value to be $16,406 and as a result recorded an additional loss on derivative liability of $13,968.

•On October 1, 2013, Asher converted $7,700 of its outstanding notes payable entered into on January 15, 2013 into 55,000,000 shares of common stock at a conversion price of $0.00014. After conversion, a principal balance of $1,600 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $1,467; and reduced the pro-rated portion of the derivative liability by $14,487 into additional paid in capital.

•On October 11, 2013, Asher converted the remaining $1,600 of its outstanding notes payable entered into on January 15, 2013 into 16,000,000 shares of common stock at a conversion price of $0.0001. After conversion, a principal balance of $0 remained on the January 15, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $9,822; and reduced the balance of the derivative liability by $10,273 into additional paid in capital. In summary, the Company recorded a total net loss on derivative liability for this note of $43,361. As such, the derivative liability had a $0 balance at December 31, 2013. Also on this date, Asher converted $2,120 of unpaid accrued interest into 21,200,000 shares of common stock at the same conversion price.

On February 19, 2013, the Company entered into a fifth Securities Purchase Agreement with Asher Enterprises, Inc. ("Asher") a Delaware Corporation for an 8% contingently convertible promissory note with an aggregate principal amount of $32,500 which together with any unpaid accrued interest is due on November 21, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as the greater of (i) the variable conversion price of 55% of the market price calculated as the average of the lowest three trading prices for the common stock during the 10 trading day period prior to the conversion date or (ii) the fixed price of $0.0009 with a share cap disclosed as of 9.99% of the outstanding shares of the company at the time of conversion. This convertible promissory note was funded in the amount of $30,000, with $2,500 being recorded as legal fees for amounts held by note holder. The note contains an anti-dilution provision which causes the conversion price to decrease if the Company issues any common stock at a lower price or with no consideration. The Company analyzed the note on the date on which the contingent conversion feature was settled on August 18, 2013. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value. On August 18, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $54,674. The Company recorded an original discount of $32,500 and an immediate loss on derivative liability of $22,174. At September 30, 2013, the Company revalued the derivative liability and determined that is fair market value was $23,555 resulting in a gain on derivative liability of $31,119. The Company amortized the total original discount into interest expense for the year ended December 31, 2013.

•On October 16, 2013, Asher converted $3,300 of its outstanding notes payable into 30,000,000 shares of common stock at a conversion price of $0.00011. After conversion, a principal balance of $29,200 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $13,296; and reduced the balance of the derivative liability by $1,042 into additional paid in capital.

•On November 1, 2013, Asher converted $7,750 of its outstanding notes payable into 70,454,545 shares of common stock at a conversion price of $0.00011. After conversion, a principal balance of $21,450 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $8,276; and reduced the balance of the derivative liability by $4,171 into additional paid in capital.

•On November 12, 2013, Asher converted $8,550 of its outstanding notes payable into 77,727,273 shares of common stock at a conversion price of $0.00011. After conversion, a principal balance of $12,900 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $5,629; and reduced the balance of the derivative liability by $4,985 into additional paid in capital.

•On November 25, 2013, Asher converted $6,000 of its outstanding notes payable into 100,000,000 shares of common stock at a conversion price of $0.00006. After conversion, a principal balance of $6,900 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $6,860; and reduced the balance of the derivative liability by $1,312 into additional paid in capital.

•On December 11, 2013, Asher converted $6,000 of its outstanding notes payable into 100,000,000 shares of common stock at a conversion price of $0.00006. After conversion, a principal balance of $900 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $73,224; and reduced the balance of the derivative liability by $14,588 into additional paid in capital.

•On December 26, 2013, Asher converted the remaining $900 of its outstanding notes payable into 3,750,000 shares of common stock at a conversion price of $0.00024. After conversion, a principal balance of $0 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $62,237; and reduced the balance of the derivative liability by $2,193 into additional paid in capital. In summary for the year ended December 31, 2013, the Company recorded a net gain on derivative liability of $4,209 for this note. As such, the derivative liability had a $0 balance at December 31, 2013. In addition, Asher converted the remaining $1,300 unpaid interest into 5,416,667 shares of common stock.

On April 16, 2013, the Company entered into a sixth Securities Purchase Agreement with Asher Enterprises, Inc. (“Asher”) a Delaware Corporation for an 8% contingently convertible promissory note with an aggregate principal amount of $42,500 which together with any unpaid accrued interest is due on December 21, 2013. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder’s option 180 days from inception at a variable conversion price calculated as the greater of the variable conversion price of 55% of the market price calculated as the average of the lowest three trading prices for the common stock during the 10 trading day period prior to the conversion date with an overall cap of 9.99% of total shares outstanding prior to conversion. This convertible promissory note was funded in the amount of $40,000, with $2,500 being recorded as original issuance discount. The note contains an anti-dilution provision which causes the conversion price to decrease if the Company issues any common stock at a lower price or with no consideration. The Company analyzed the note on the date on which the contingent conversion feature was settled on October 13, 2013. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value. On October 13, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $10,923. The Company recorded an original debt discount of $10,923 and additional $2,500 debt discount due to the original issuance discount. During the year ended December 31, 2013 and 2014, the Company amortized $9,253 and $1,670 of the discount into interest expense respectively.

•On December 26, 2013, Asher converted $36,000 of its outstanding notes payable into 150,000,000 shares of common stock at a conversion price of $0.00024. After conversion, a principal balance of $6,500 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $75,430; and reduced the pro-rated balance of the derivative liability by $73,146 into additional paid in capital. As such, the derivative liability had a $13,207 balance after conversion on December 26, 2013. At December 31, 2013, the Company accelerated amortization of the discount of $9,253 into interest expense. And the Company also fully amortized the $2,500 original issuance discount. On December 31, 2013, the Company re-valued the derivative liability and recorded a loss on derivative liability of $245, resulting in a derivative liability at December 31, 2013 of $13,452. In summary for the year ended December 31, 2013, the Company recorded a loss on derivative liability of $75,675 for this note.

•On January 2, 2014, Asher converted the remaining $6,500 of its outstanding notes payable and $1,700 accrued interest into 34,166,667 shares of common stock at a conversion price of $0.00024. After conversion, a principal balance of $0 remained on the notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $4,425; and reduced the pro-rated balance of the derivative liability by $17,877 into additional paid in capital. As such, the derivative liability had a $0 balance after conversion on January 2, 2014. In 2014, the Company accelerated amortization of the discount of $1,670 into interest expense

On April 7, 2013, the Company entered into a convertible promissory note with Houston Law Group, to satisfy outstanding invoices in the amount of $68,000. The note bears no interest and was convertible into shares of common stock 6 months from the inception at the greater of (1) stock price of the conversion date; or (2) stock price on the execution date of the promissory note. The Company analyzed the note on the date on which the contingent conversion feature was settled on October 7, 2013. The Company determined that the variable conversion price results in need of bifurcation of the conversion feature into a separate derivative liability valued at fair market value. On October 7, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $65,407. The Company recorded an original discount of $65,407 and liability debt discount of $65,407. For the period ended December 31, 2013 and 2014, the Company recorded $15,232 and $50,175, respectively, of interest expense as a result of the amortization of this discount. At December 31, 2013 and 2014, the fair value of the derivative liabilities associated with this note was $66,193 and $55,995, respectively. And during the year ended December 31, 2013 and 2014, the Company recorded $787 loss and $10,198 gain on derivative liability, respectively..

On April 10, 2013, the Company entered into a convertible promissory note with a vendor to satisfy outstanding debt invoices in the amount of $6,000. The note bears no interest and was convertible into shares of common stock at the holder's option beginning on the date of the note at a variable conversion price calculated by the average 10 day trading price of the Company's common stock prior to the date of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative". On April 10, 2013, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $10,155. The Company recorded an original discount of $6,000 and day 1 loss on derivative liability of $4,155.

•On April 24, 2013, the vendor converted $6,000 of its outstanding note payable into 2,000,000 shares of common stock. After conversion, a principal balance of $0 remained. On the day of the conversion, the Company accelerated the amortization of the discount of $6,000 into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $3,882; and reduced the pro-rated portion of the derivative liability by $14,037 into additional paid in capital. At December 31, 2013, $0 remained in the derivative liability. In summary, for the year ended December 21, 2013, the Company recorded a total net loss on derivative liability of $8,037.

On April 30, 2013, the Company converted a 0% promissory note reclassified from certain accounts payable into an 8% contingently convertible promissory note with Continental Equities, LLC, a New York limited liability corporation. The note has an aggregate principal amount of $34,000 which together with any unpaid accrued interest is due on April 30, 2014. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with the only mention of a "share cap" is that the number of shares of common stock issuable upon the conversion would not exceed 4.99% of the outstanding shares of the company at the time of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $19,798. As a result, the Company recorded a discount on the original note of $19,798. And the debt discount is fully amortized during the year ended December 31, 2013.

•On August 12, 2013, Continental converted $5,460 of its outstanding notes payable entered into on April 30, 2013 into 14,000,000 shares of common stock at a conversion price of $0.00039. After conversion, a principal balance of $28,540 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $5,524; and reduced the pro-rated portion of the derivative liability by $3,407 into additional paid in capital.

•On August 27, 2013, Continental converted $5,460 of its outstanding notes payable entered into on April 30, 2013 into 13,650,000 shares of common stock at a conversion price of $0.0004. After conversion, a principal balance of $23,080 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $5,777; and reduced the pro-rated portion of the derivative liability by $7,575 into additional paid in capital.

•On September 10 2013, Continental converted $6,090 of its outstanding notes payable entered into on April 30, 2013 into 21,000,000 shares of common stock at a conversion price of $0.00029. After conversion, a principal balance of $16,990 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $250; and reduced the pro-rated portion of the derivative liability by $7,885 into additional paid in capital.

•On September 18, 2013, Continental converted $5,720 of its outstanding notes payable entered into on April 30, 2013 into 22,000,000 shares of common stock at a conversion price of $0.00026. After conversion, a principal balance of $11,270 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $2,891; and reduced the pro-rated portion of the derivative liability by $7,198 into additional paid in capital.

•On September 25, 2013, Continental converted $4,950 of its outstanding notes payable entered into on April 30, 2013 into 22,500,000 shares of common stock at a conversion price of $0.00022. After conversion, a principal balance of $6,320 remained on the April 30, 2013 notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $10,553; and reduced the pro-rated portion of the derivative liability by $11,497 into additional paid in capital. On September 30, 2013, the Company revalued the derivative liability and determined that the market value was $13,248 and as such recorded an additional loss on derivative liability of $10,623.

•On October 8, 2013, the Continental converted the final $6,320 balance of its outstanding notes payable into 26,330,333 shares of common stock at a conversion price of $0.00024. The Company also converted an additional $1,004 accrued interest into 4,187,416 shares of common stock. After conversion, a principal balance of $0 remained. On the day of conversion, the Company revalued the derivative liability recorded a gain of $4,084 and reduced the remaining balance of $9,165 into additional paid in capital leaving a $0 balance in the derivative liability. In summary, for the year ended December 31, 2013, the Company recorded a net loss on derivative liability of $26,928 for this note.

On April 30, 2013, the Company converted a second 0% promissory note reclassified from certain accounts payable during the period ended March 31, 2013, into an 8% contingently convertible promissory note with Continental Equities, LLC, a New York limited liability corporation. The note has an aggregate principal amount of $22,500 which together with any unpaid accrued interest is due on April 30, 2014. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option at a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with the only mention of a “share cap” is that the number of shares of common stock issuable upon the conversion would not exceed 4.99% of the outstanding shares of the company at the time of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an “embedded derivative,” and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $19,798. As a result, the Company recorded a discount on the original note of $19,798. And the debt discount is fully amortized during the year ended December 31, 2013.

- On May 28, 2013, Continental converted $5,500 of its outstanding notes payable into 5,000,000 shares of common stock at a conversion price of $0.0011. After conversion, a principal balance of $17,000 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $1,024; and reduced the pro-rated portion of the derivative liability by $4,589 into additional paid in capital.

- On June 17, 2013, Continental converted $3,900 of its outstanding notes payable into 5,000,000 shares of common stock at a conversion price of $0.00078. After conversion, a principal balance of $13,100 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $72; and reduced the pro-rated portion of the derivative liability by $3,271 into additional paid in capital. At June 17, 2013, a derivative liability of $10,986 remained.

- On June 24, 2013, Continental converted $5,090 of its outstanding notes payable into 7,485,000 shares of common stock at a conversion price of $0.00068. After conversion, a principal balance of $8,010 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $4,550; and reduced the pro-rated portion of the derivative liability by $6,036 into additional paid in capital. At June 24, 2013, a derivative liability of $9,499 remained. On June 30, 2013, the Company re-valued the remaining derivative liability and recorded a loss of $2,417 resulting in a balance of $11,916.

- On July 9, 2013, Continental converted $4,079 of its outstanding notes payable into 7,485,000 shares of common stock at a conversion price of $0.00054. After conversion, a principal balance of $3,931 remained. On the day of conversion, the Company accelerated the amortization of $5,308 of the discount into interest expense; revalued the derivative liability and recorded a loss on the derivative liability of $3,128; and reduced the pro-rated portion of the derivative liability by $7,661 into additional paid in capital.

- On July 24 2013, Continental converted the final $3,931 of its outstanding notes payable into 7,963,400 shares of common stock at a conversion price of $0.00049. After conversion, a principal balance of $0 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $625; and reduced the pro-rated portion of the derivative liability by $6,759 into additional paid in capital. At December 31, 2013, there is $0 remaining in the derivative liability. In summary, for the year ended December 31, 2013, the Company recorded a total net loss on derivative liability for this note of $8,518.

On May 21, 2013, the Company entered into a second Convertible Promissory Note with Continental Equities, LLC, a New York limited liability corporation for an 8% convertible promissory note in the aggregate principal amount of $30,000, which together with any unpaid accrued interest is due on May 20, 2014. $28,500 of the proceeds was funded directly to the company while $1,500 was recorded original issuance discount. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder’s option beginning on the date of the note at a variable conversion price calculated as 55% of the market price which means the average of the lowest three trading prices during the ten trading day period ending on the latest complete trading day prior to the conversion date with the only mention of a “share cap” is that the number of shares of common stock issuable upon the conversion would not exceed 4.99% of the outstanding shares of the company at the time of conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an “embedded derivative,” and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $16,113. As a result, the Company recorded a discount on the original note of $17,613 including $16,113 debt discount due to derivative liability and $1,500 debt discount due to original issuance discount. As of December 31, 2013 and 2014, the amortization of debt discount is $10,180 and $7,433, respectively. On June 30, 2013; the Company re-valued the remaining derivative liability and recorded a gain of $475. On September 30, 2013, the Company recorded $3,964 of interest expense associated with the amortization of the discount associated with the bifurcation of the conversion feature and revalued the derivative liability and recorded a gain of $1,277.

- On November 25 2013, Continental converted $2,500 of its outstanding notes payable into 45,454,545 shares of common stock at a conversion price of $0.000055. After conversion, a principal balance of $27,500 remained. On the day of conversion, the Company revalued the derivative liability and recorded a gain on the derivative liability of $9,754; and reduced the pro-rated portion of the derivative liability by $384 into additional paid in capital.

- On December 10, 2013, Continental converted $3,200 of its outstanding notes payable into 58,181,818 shares of common stock at a conversion price of $0.000055. After conversion, a principal balance of $24,300 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $7,455 and reduced the pro-rated portion of the derivative liability by $1,246 into additional paid in capital.

- On December 20, 2013, Continental converted $6,540 of its outstanding notes payable into 71,086,956 shares of common stock at a conversion price of $0.000092. After conversion, a principal balance of $17,760 remained. On the day of conversion, the Company revalued the derivative liability and recorded a loss on the derivative liability of $18,921 and reduced the pro-rated portion of the derivative liability by $6,399 into additional paid in capital. At December 31, 2013, the Company re-valued the remaining derivative liability for an amount of $21,004 and recorded a gain of $1,950. In summary for the year ended December 31, 2013, the Company recorded a net loss of $12,920 on derivative liability for this note.

- On January 21, 2014, Continental converted the remaining $17,760 of its outstanding notes payable into 64,581,818 shares of common stock at a conversion price of $0.000275. On the day of conversion, the Company revalued the derivative liability and recorded a gain on derivative liability of $27 and reduced the pro-rated portion of the derivative liability by $20,977 into additional paid in capital bringing the derivative liability to $0. The Company also accelerated the amortization of $7,433 of the original discount into interest expense.

On November 11,2013, The Company entered into an assignment agreement where the Company assigned a previously entered into $11,300 Notes Payable to Dash Consulting to Magna Group, LLC, a third party. As such the Company entered into a 12% Convertible note with Magna Group for $11,300. The Note matures on November 11, 2014. Magna in entitled at its option at any time after the issuance of the note to convert all or any portion of the outstanding principal amount and accrued but unpaid interest into common stock at a conversion price for each share of common stock equal to a price which is a 45% discount from the lowest trading price in the 5 days prior to the day that Magna requests conversion. In no event shall the conversion price be less than $0.00004 and is subject overall to 9.99% of the total outstanding shares of the company prior to conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an “embedded derivative,” and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $12,972. As a result, the Company recorded a discount on the original note of $11,300 and recorded an immediate loss on derivative liability of $1,672.

- On November 19, 2013, Magna converted $4,650 of the original notes payable into 84,545,454 shares of common stock at a conversion price of $0.000055. After conversion, a principle balance of $6,650 remained. On the day of conversion, the Company re-valued the derivative liability and recorded a loss on derivative liability of $7,702 and reduced the pro-rated portion of the derivative liability of $8,507 into additional paid in capital.

- On November 26, 2013, Magna converted $4,650 of the original notes payable into 84,545,454 shares of common stock at a conversion price of $0.000055. After conversion, a principle balance of $2,000 remained. On the day of conversion, the Company re-valued the derivative liability and recorded a gain on derivative liability of $4,514 and reduced the pro-rated portion of the derivative liability of $3,149 into additional paid in capital.

•On December 10, 2013, Magna converted the remaining $2,000 of the original notes payable into 36,363,636 shares of common stock at a conversion price of $0.000055. After conversion, a principle balance of $0 remained. On the day of conversion, the Company re-valued the derivative liability and recorded a loss on derivative liability of $669 and reduced the remaining derivative liability of $5,173 into additional paid in capital. As such, the derivative liability had a balance of $0 at December 31, 2013. In addition, the Company accelerated the amortization of the discount of $11,300 into interest expense. In summary for the year ended December 31, 2013, the Company recorded a net loss on derivative liability of $5,529 on this note.

On December 10, 2013, the Company entered into an assignment agreement where the Company assigned a previously entered into $17,500 Notes payable with Pitts Riley to Microcap Equity Group, LLC, a third party. As such the Company entered into a 10% Convertible note with Microcap Equity Group for $17,500 which matures on December 10, 2014. Microcap is entitled at its option at any time after the issuance of the note to convert all or any portion of the outstanding principal amount and accrued but unpaid interest into common stock at a conversion price for each share of common stock equal to a price which is a 45% of the lowest trading price in the 10 days prior to conversion. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $14,052. As a result, the Company recorded a discount on the original note of $14,052.

•On December 12, 2013, Microcap converted $2,900 of the notes payable into 58,000,000 shares of common stock at a conversion price of $0.00005. After conversion, $14,600 remained on the notes payable. On the day of conversion, the Company re-valued the derivative liability and recorded a loss on the liability of $43,012 and reduced the pro-rated portion of the derivative liability of $9,456 into additional paid in capital.

•On December 18, 2013, Microcap converted $3,500 of the notes payable into 70,000,000 shares of common stock at a conversion price of $0.00005. After conversion, $11,100 of the notes payable balance remained. On the day of the Conversion, the Company re-valued the derivative liability and recorded a gain on derivative liability of $10,738 and reduced the pro-rated portion of the derivative liability of $7,374 into additional paid in capital.

•On December 20, 2013, Microcap converted $3,700 of the notes payable into 74,000,000 shares of common stock at a conversion price of $0.00005. On the day of conversion, the Company re-valued the derivative liability and recorded a gain on derivative liability of $24,723 and reduced the pro-rated portion of the derivative liability of $1,010 into additional paid in capital. Additionally, the Company accelerated the amortization of the discount of $10,100 related to the conversions into interest expense. On December 31, 2013, the Company re-valued the derivative liability and recorded loss on derivative liability of $22,529 resulting in a derivative liability balance of $26,292 at December 31, 2013. In summary, for the year ended December 31, 2013, the Company recorded a loss of $30,080 on derivative liability for this note.

•On January 27, 2014, Microcap converted the remaining $7,400 of the notes payable into 52,857,142 shares of common stock at a conversion price of $0.00014 bringing the notes payable balance to $0. On the day of conversion, the Company re-valued the derivative liability and recorded a gain on the derivative liability of $335 and reduced the pro-rated portion of the derivative liability of $25,957 into additional paid in capital. Additionally, the company accelerated the amortization of $3,952 of the original discount into interest expense.

On December 24 ,2013, The Company entered into an assignment agreement where the Company assigned a previously entered into $48,470 Notes Payable to Pitts Riley to Magna Group, LLC, a third party. As such the Company entered into a 10% Convertible note with Magna Group for $48,470 on December 26, 2013. The Note matures on December 26, 2014. Magna in entitled at its option at any time after the issuance of the note to convert all or any portion of the outstanding principal amount and accrued but unpaid interest into common stock at a conversion price for each share of common stock equal to a price which is a 45% discount from the lowest trading price in the 5 days prior to the day that Magna requests conversion. In no event shall the conversion price be less than $0.00009, also subject to a cap of 9.99% of the total shares outstanding of the company prior to conversion.. Since the number of shares outstanding at any future date is undetermined by the Company, the Company determined that the conversion feature in this note qualified as an "embedded derivative," and therefore separated the conversion feature from the host contract and estimated the fair market value at inception to be $77,940. As a result, the Company recorded a discount on the original note of $48,470 and recorded an immediate loss on derivative liability of $29,470.

•On December 26, 2013, Magna converted $34,470 of the original notes payable into 156,681,818 shares of common stock at a conversion price of $0.00022. After conversion, a principle balance of $14,000 remained. On the day of conversion, reduced the pro-rated portion of the derivative liability of $55,428 into additional paid in capital. The Company also accelerated the discount of $34,470 into interest expense related to the conversion. On December 31, 2013, the Company re-valued the derivative liability and recorded a gain on the liability of $7,987 resulting in a remaining derivative liability at December 31, 2013 of $14,525. In summary, for the year ended December 31, 2013, the company recorded a net loss of $21,483 on derivative liability for this note.

•On January 6, 2014, Magna converted the remaining $14,000 of the original notes payable into 50,909,090 shares of common stock at a conversion price of $0.00028. After conversion, $0 remained on the original notes payable. On the day of conversion, the Company revalued the derivative liability and recorded a loss on derivative liability of $10,305 and reduced the pro-rated portion of the derivative liability by $24,830 into additional paid in capital. The Company also accelerated the remaining discount of $14,000 into interest expense.

On December 23, 2013, the Company received $15,500 in exchange for a 5% Convertible Promissory Note from J Riley Consulting Group. The Note is due together with any unpaid interest on December 23, 2014. Under the terms of the Note, the principle amount together with any unpaid interest is convertible after the maturity date at the option of the Holder into common stock at a fixed conversion price of $0.001 per share. On December 23, 2014, the Company recorded an initial discount of $15,500 and recorded a net loss on derivative liability of $25,118 for the year ended December 31, 2014, resulting in a derivative liability balance of $40,618 at December 31, 2014.

The following tables summarize the Convertible notes payable, net of unamortized discounts and derivative liabilities balances as of December 31, 2013 and 2014:

Holder	Convertible Notes December 31, 2013	December 31, 2014	Derivative Liability December 31, 2013	December 31, 2014
Houston Law Group	$68,000	$ 68,000	$ 66,193	$55,995
Birr Marketing	70,820	70,820	9,654	185,092
Continental	17,760	-	21,004	-
Asher	6,500	-	13,452	-
Microcap	7,400	-	$26,292	-
Magna	14,000	-	14,525	-
J. Riley Consulting Group	15,500	15,500	-	40,618
Total	**$ 199,180**	**$ 154,320**	**$ 151,120**	**$ 281,705**

In summary, during the year ended December 31, 2014 and 2013, the Company recorded a total of $107,281 and $318,921, respectively in interest expense. During years ended December 31, 2014 and 2013 the amount of interest expense associated with the amortization of discounts related to derivative liabilities contained in the convertible notes was $ 92,730 and $295,726.

NOTE 8 - DERIVATIVE LIABILITY

In June 2008, the FASB issued authoritative guidance on determining whether an instrument (or embedded feature) is indexed to an entity's own stock. Under the authoritative guidance, effective January 1, 2009, instruments which do not have fixed settlement provisions are deemed to be derivative instruments. The conversion feature of certain of the Company's Convertible Promissory Note (described in Note 7), does not have a fixed settlement provision because conversion of the Asher Notes and the Continental Notes will be lowered if the Company issues securities at lower prices in the future. The Company was required to include the reset provisions in order to protect the holders of the Asher Notes and the Continental Note from the potential dilution associated with future financings. In accordance with the FASB authoritative guidance, the conversion feature of the Asher Notes and the Continental Notes were separated from the host contract and recognized as a derivative instrument. The conversion feature of the Asher Notes and the Continental Notes have been characterized as a derivative liability to be re-measured at the end of every reporting period with the change in value reported in the statement of operations.

The following table summarizes the derivative liabilities included in the consolidated balance sheet:

Derivative liability		
Derivative liabilities as of December 31, 2013	$	151,120
Loss on derivative liability		204,726
Debt discount		15,500
Settlement of derivative liability due to conversion of related notes		(89,641)
Derivative liabilities as of December 31, 2014	$	281,705

NOTE 9 - INCOME TAXES

No provision for federal income taxes has been recognized for the years ended December 31, 2014 and 2013, as the Company incurred a net operating income for the year ended December 31, 2014 and a net operating loss for income tax purposes in previous years which were carried forward to 2014.

Significant components of the Company's deferred tax liabilities and assets as of December 31, 2014 and 2013 were as follows:

		December 31, 2014		**December 31, 2013**
Deferred tax assets:	$	2,237,648-	$	1,952,179
Net operating loss		(174,392)-		285,469
Less valuation allowance		(2,063,256)-		(2,237,648)
	$	--	$	--

The Company has provided a full valuation allowance for net deferred tax assets as it is more likely than not that these assets will not be realized. At December 31, 2014 and 2013, the Company had net operating loss carry forwards of approximately $6,068,402 and $5,741,702, respectively for federal income tax purposes. These net operating loss carry forwards begin to expire in 2024.

Income tax expense differed from the amounts computed by applying the U.S. federal statutory tax rate of 34% to pretax income from continuing operations as a result of the following:

	Year ended December 31,			
		2014		**2013**
Computed "expected" income tax expense (benefit)	$	656,090	$	(818,539)
Increase (reduction) resulting from:				
Permanent differences		481,703		533,766
Temporary differences		4		
Net income for tax purposes		174,383		
Use of Carry Forward deferred tax asset and change in valuation allowance		(174,383)		284,773
Income tax expense	$	--	$	--

NOTE 10 - STOCKHOLDERS' DEFICIT

On December 26, 2013, the Company increased the authorized number of shares to 4,500,000,000, with 4,450,000,000 being common shares and 50,000,000 being preferred shares.

Preferred Stock

On December 6, 2012, the Company agreed to issue 50,000,000 shares of Class A Preferred stock to Dr. Moran for services rendered. The holders of the preferred stock shall be entitled to participate in dividends upon board approval and do not get liquidation preferences. The shares are convertible into 50 shares of common stock. Based on this, the Company determined the fair market value of the preferred shares to be equal to $3,150,000 based on the common stock trading price on the date of the resolution and recorded such as stock based compensation. The shares were treated as if converted into common shares to determine the fair market value.

Common Stock

Shares Issued for Cash

During the year ended December 31, 2014 and 2013, the Company issued 161,538,888 and 38,880,000 for $303,620 and $9,720, respectively.

Shares Issued for Services

During the years ending December 31, 2014 and 2013, the Company issued 240,000,000 and 422,647,618 shares, respectively to consultants for services rendered. The Company estimated the fair market value of the shares issued to be $1,161,000 and $957,451, respectively and recorded this as stock based compensation. In addition, during the year ended December 31, 2014, the Company cancelled a consulting agreement which it had previously accounted for and as such reversed 100,000,000 shares and a corresponding $48,000 from share based compensation.

On November 7, 2012, the Company agreed to convert $50,000 of accrued salary for Dr. Marco Moran into 19,047,619 shares of common stock. The number of shares issued was calculated using a 25% discount to the trading price on the agreement date. The fair market value of the shares on the date of the agreement was $66,667, however these shares have not been issued as of the issuance of these financial statements and the $50,000 of accrued salary is still recorded as of December 31, 2014. .

Shares Issued for Conversion of Notes Payable

During the years ended December 31, 2014 and 2013, the Company issued 202,514,717 and 1,738,621,177 shares of common stock, respectively related to $47,360 and $386,903, respectively of conversions of various notes payable and associated accrued interest. See Note 7 - Convertible Notes Payable for further discussion.

Reduction in Derivative Liability

During the years ended December 31, 2014 and 2013, the Company recorded $89,641 and $535,531, respectively into additional paid in capital related to the pro-rated reduction of the derivative liability associated with conversion of various convertible notes payable.

NOTE 11 - RELATED PARTY TRANSACTIONS

Sales to Related Party Distributor

During the years ended December 31, 2014 and 2013, the Company engaged with a distributor that is wholly-owned by the Company's CEO (the "Distributor"). The Distributor is responsible for shipping out product samples, transferring small quantities of product to local distributors at the request of the Company, sales of product to local retailers or small wholesalers and for the fulfillment of online sales orders. The Company may withdraw cases of product from the Distributor at the Company's will for Company use, for which the Company will provide the Distributor with a credit memo based on a per-case price equal to the price paid by the Distributor to the Company.

The Distributor pays the Company on a per case basis which is consistent with terms between the Company and third party distributors. Since the Company uses a substantial amount of the Distributor's inventory as samples and promotions, the Company offers the Distributor credit terms of "on consignment." During the years ended December 31, 2014 and 2013 the Company recognized revenue from product sales to the Distributor of $24,927 and $3,492 respectively, which represented 1% and 1.5%, respectively, of total product revenue recognized by the Company. At December 31, 2014 and 2013, accounts receivable from the Distributor was $19,301 and $4,085, respectively.

Advances to Related Party

Prior to December 31, 2011, the Company advanced $49,484 to a company owned by the CEO's wife and repaid $40,152. As of December 31, 2014 and 2013, $9,333 is outstanding and presented as Advances to Related Parties on the balance sheet.

Acquisition of Fixed Assets from Related Party

During the years ended December 31 2014 and, 2013, the Company purchased 0 and 2 used vehicles from companies owned by the CEO for a total of $0 and $19,900, respectively.

Notes Payable

During 2014, the Company borrowed $100,000 from a Company owned by the CEO of Dewmar.

NOTE 12 - COMMITMENTS AND

FDA Correspondence

On April 18, 2014 the Food and Drug Administration issued a Warning Letter to the Company regarding a number of issues related to the proper labeling of its liquid product Lean Slow Motion Potion. Soon thereafter, the Company hired the firm BusinessHelp Professional Business Consultants of Las Vegas which consists of consultants that are former FDA inspectors and Compliance Officers who thoroughly responded to the allegations made by the FDA. After multiple dialogue among all parties between April 2014 and October 2015, the Company has not had any fines, sanctions or actions levied against it or any of its products. The Company does not expect any contingent liabilities as a result of the Warning Letter. In addition to thoroughly responding to the FDA as to how to resolve any perceived discrepancies, the Company and many other beverage manufactures who received similar Warning Letters in the past as far back as 2010 has not received any further action from the FDA and continue to manufacture, deliver, sale and promote its products without further interruption from any state or federal agency.

Legal Proceedings

The Company is aggressively defending itself in all of the below proceedings. The Company's management believes the likelihood of future liability to the Company for these contingencies is remote, and the Company has not recorded any liability for these legal proceedings at December 31 2014 and, 2013. While the results of these matters cannot be predicted with certainty, the Company's management believes that losses, if any, resulting from the ultimate resolution of these proceedings will not have a material adverse effect on the Company's financial position, results of operations, or cash flows.

Corey Powell was a former distributor of LEAN, a relaxation beverage marketed by Dewmar. Powell filed suit to recover allegedly unpaid commissions, "invasion fees" and "finders' fees." The commissions related to payments allegedly owed for Powell's direct sale of the LEAN product to wholesalers and retailers. The invasion fees related to payments alleged owed to Powell when the LEAN product was sold by other wholesalers in his geographic territory. The finds' fees related to payments allegedly owed to Powell for introduction investors to the Dewmar management. Discovery is ongoing. Written discovery has been propounded and depositions have been taken to better understand the nature and basis for the plaintiff's claims and to build our defense. We have vigorously contested each and every one of the plaintiff's allegations and have instructed our attorneys to proceed to a trial on the merits. It is our attorney's opinion that after our aggressive litigation in 2016 that plaintiff's counsel or plaintiff himself has become uninterested in pursuing this case. For many months it has been incumbent on the plaintiff to file a motion to reset the trial date and they have not. We have the matter calendared to abandon due to inaction on the part of the plaintiff which will allow us to dismiss the matter after three years of inactivity.

Employment Agreement

On January 1, 2011, the Company entered into employment agreement with Dr. Moran ("Employee") to serve as President and Chief Executive Officer of the Company. The employment commenced on January 1, 2011 and runs for the period through January 1, 2015. The Company will pay Employee, as consideration for services rendered, a base salary of $120,000 per year.As additional compensation, Employee is eligible to receive one percent of the issued and outstanding shares of the Company if the gross revenues hit specified milestones for each fiscal year under the agreement. The Company will provide additional benefits to Employee during the employment term which include, but are not limited to, health and life insurance benefits, vacation pay, expense reimbursement, relocation reimbursement and a Company car. The Company may also include Employee in any benefit plans which it now maintains or establishes in the future for executives. If Employee dies, the Company will pay the designated beneficiary an amount equal to two years' compensation, in equal payments over the next twenty-four months. In the event Employee's employment is constructively terminated within five years of the commencement date, Employee shall receive a termination payment, which will be determined according to a schedule based upon the number of years since the commencement of the contract, within a range of $120,000 to $400,000. Additionally, Employee shall continue to receive the additional benefits mentioned above for a period of two years from the termination date. If the constructive termination date is later than five years after the commencement date, Employee shall receive the lesser amount of an amount equal to his aggregate base salary for five years following the date of the termination date, or an amount equal to his aggregate base salary through the end of the term. Additionally, Employee shall continue to receive the additional benefits mentioned above during the period he is entitled to receive the base salary.

During the years ended December 31, 2014 and 2013, the Company incurred $ 120,000 and $120,000 in base salary to Dr. Moran, respectively, which were included as a component of general and administrative expenses. The Company recorded total accrued payroll to Dr. Moran in the amounts of $522,502 and $494,000, in accounts payable and accrued liabilities on its consolidated balance sheets at December 31, 2014 and 2013, respectively. On November 7, 2012, the Company agreed to convert $50,000 of accrued salary for Dr. Marco Moran into 19,047,619 shares of common stock. The number of shares issued was calculated using a 25% discount to the trading price on the agreement date. The fair market value of the shares on the date of the agreement was $66,667 which resulted in recognition of loss on settlement of accrued salaries of $16,667 for the difference in the amount of accrued salary and the fair market value of the shares issued.

Lease Operating Expenses

The Company leased office spaces in Clinton, MS and Houston, TX under non-cancelable operating leases during 2014 and 2013. Rent expense was $27,879 and $27,547 for the years ended December 31, 2014 and 2013, respectively.

The following is a schedule of future minimum lease payments under non-cancelable operating leases at December 31, 2014:

Years Ending December 31,	Future Minimum Lease Payments
2015	6,000
2016	6,000
2017	6,000
2018	6,000

Total	$	24,000

Consulting Agreements

On October 27, 2012, the Company entered into a consulting agreement with Dash Consulting, LLC to provide bookkeeping and invoicing consulting for a period of 12 months, automatically renewing each year until mutual release with one month termination notice.   As compensation, the Company agreed to deliver 10,000,000 shares of restricted common stock per month. The Company has accrued the obligation on a monthly basis over the time period the service is rendered. As of December 31, 2014 and 2013, the Company issued 120,000,000 and 100,000,000 shares at a total of $631,000 and $255,000, respectively based on fair market value of the shares.

On November 12, 2012, the Company entered into a consulting agreement with Derrick Brooks to become a medical and healthcare consultant to the Company for a period of 12 months. The Company agreed to deliver 3,000,000 shares of restricted common stock as compensation. The shares are not considered earned until delivered to the Consultant. . The shares were issued in January 2013 and the contract was terminated.

On November 15, 2012, the Company entered into a consulting agreement with Christy Favorite to conduct wellness programs for the Company for a period of 12 months. The Company agreed to deliver 5,000,000 shares of restricted common stock as compensation. The shares are not considered earned until delivered to the Consultant.   The shares were issued in January 2013 and the contract was terminated.

On January 14, 2013 the company entered into a consulting agreement with Pitts-Riley Group, LLC to advise the company in international business development including national and foreign and government regulatory compliance and Real Estate expansion.   The company agreed to deliver 5,000,000 shares of restricted common stock monthly as compensation. The agreement is terminated upon request with a two week notice of termination. The company has issued 60,000,000 and 60,000,000 shares in 2013 and 2014, respectively. The estimated fair market value of these common shares is $329,000 and $201,500 in 2014 and 2013 respectively. The shares have not been issued.

NOTE 14 - SUBSEQUENT EVENTS

On January 5, 2015, HWRC entered into a 3-year Line of Credit agreement (“LOC”) with KJ&E Holdings, a company owned by Mr. Moran’s brother and Dimension Pharmacy, LLC for up to $1,000,000 with a 1% interest rate.

On February 1, 2015 HWRC loaned Clinton Wellness Center $250,000 under a 5 year Line of Credit (“LOC”) with an interest rate of 1%. The company is owned by the CEO of Dewmar, Mr. Moran.

On September 1, 2015, HWRC was loaned $100,000 to S&K Mainstay Hotel under a 12-month agreement with a simple interest rate of 10%.   HWRC has the repayment option of 10% ownership in S&K Mainstay’s hotel property, if built and completed in its entirety, instead of cash. This note has not been paid back.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dewmar International BMC, Inc.

Date:

By: /s/ Marco Moran
Marco Moran, Secretary

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date:

By: /s/ Marco Moran
Marco Moran, CEO, Sec., Treasurer and Director
(Principal Executive Officer)
Chief Financial Officer
(Principal Financial and Accounting Officer)

June 8, 2017

Re: Exhibits - Dewmar International 2014 Banking Deposit of $4,208,969.15

Dewmar International Investors and Stakeholders,

Given the aged nature of the 2014 financial information being provided in this filing, Dewmar's Board of Directors has elected to include in this filing physical copies of official banking documents recently obtained to provide superior financial transparency to the investor community.

The banking documents detail deposits made in 2014 to banking accounts fully owned by Dewmar International and/or Health & Wellness Research Consortium (HWRC), a fully owned subsidiary of Dewmar International. The information details cash deposits to Dewmar International that total **$4,208,969.15.**

This information is provided in good faith, without legal liability to the source of the information or Dewmar International. This information by itself, shall not be a basis for an investment decision. Dewmar International does not undertake any duty to continue to provide specific or general banking documents to the public now or in the future.

Sincerely,
Marco Moran

Marco Moran, CEO
Health & Wellness Research Consortium

WELLS FARGO

wellsfargo.com

04/26/2017

Securities and Exchange Commission
100 F Street, N.W.
Washington, DC 20549-7561

Health & Wellness Research Consortium
a Subsidiary of Dewar International, BMC Inc.
132 E. Northside Drive
Suite B
Clinton, MS 39056

This letter is verification that the Customer named above has completed the following deposits in named account with Wells Fargo.

Account Number	Date of Deposit	Deposit Amount*
5528590036	12/12/14	700,000.00
" "	01/26/15	574,856.87

*The information herein is solely for Customer's lawful use. This letter is given in good faith, without legal liability. Wells Fargo does not represent and warrant that this information is complete or accurate and any errors or omissions in the information shall not be a basis for a claim against Wells Fargo. Wells Fargo does not undertake or accept any duty, responsibility, liability or obligation that may arise from providing this letter and/or for any reliance being placed upon information in this letter or for any loss or damage that may result from reliance being placed upon it. Wells Fargo does not assume any duty or obligation to you or any other person or entity by providing this information and this information is subject to change without notice to you. Wells Fargo does not undertake any duty to update you in the event any deposit account relationship referenced above is, or is the process of being, modified, terminated or cancelled. By requesting and utilizing this information, you agree to indemnify, defend, and hold Wells Fargo harmless from and against any claim resulting from the disclosure and use of the information by you, or from the breach by you of any agreement, representation or warranty herein.

If you have any questions, please contact me at: 601-503-1020
A representative will be happy to assist you, as follows:

Monday – Thursday:	9:00 AM - 6:00 PM Central
Friday:	9:00 AM - 6:00 PM Central
Saturday:	9:00 AM - 2:00 PM Central

Thank you. We appreciate your business.

Sincerely,

Anthony Amaya

Wells Fargo Bank

Together we'll go far

DSG4236 (Rev 03 – 01/17)

WELLS FARGO

wellsfargo.com

04/26/2017

Securities and Exchange Commission
100 F Street, N.W.
Washington, DC 20549-7561

Health & Wellness Research Consortium
a Subsidiary of Dewar International, BMC Inc.
132 E. Northside Drive
Suite B
Clinton, MS 39056

This letter is verification that the Customer named above has completed the following deposits in named account with Wells Fargo.

Account Number	Date of Deposit	Deposit Amount*
6535810938	12/22/14	300,000.00
" "	12/29/14	1,102,327.65
" "	2/24/15	307,351.36
" "	4/23/15 9/16/15	201,507.45 307,
" "	10/02/15	47,290.89

*The information herein is solely for Customer's lawful use. This letter is given in good faith, without legal liability. Wells Fargo does not represent and warrant that this information is complete or accurate and any errors or omissions in the information shall not be a basis for a claim against Wells Fargo. Wells Fargo does not undertake or accept any duty, responsibility, liability or obligation that may arise from providing this letter and/or for any reliance being placed upon information in this letter or for any loss or damage that may result from reliance being placed upon it. Wells Fargo does not assume any duty or obligation to you or any other person or entity by providing this information and this information is subject to change without notice to you. Wells Fargo does not undertake any duty to update you in the event any deposit account relationship referenced above is, or is the process of being, modified, terminated or cancelled. By requesting and utilizing this information, you agree to indemnify, defend, and hold Wells Fargo harmless from and against any claim resulting from the disclosure and use of the information by you, or from the breach by you of any agreement, representation or warranty herein.

If you have any questions, please contact me at: 601-503-1020
A representative will be happy to assist you, as follows:

Monday – Thursday:	9:00 AM - 6:00 PM Central
Friday:	9:00 AM - 6:00 PM Central
Saturday:	9:00 AM - 2:00 PM Central

Thank you. We appreciate your business.

Sincerely,

Anthony Amaya

Wells Fargo Bank

Together we'll go far

DSG4236 (Rev 03 – 01/17)

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20141222	866917784	12104288	6535810938	000037	300,000.00	3385156716	

Deposit:

WELLS FARGO

(Check One) [X] Checking [ ] Savings [ ] Money Market Access [ ] Command

Account Number

*6535810938

Date 12-22-14

Please print: Name

Health + Wellness Research Consortium

Please print: Street Address, City, State, Zip Code

Deposits may not be available for immediate withdrawal. See Delayed posting information on reverse.*

Cash .

Total Checks (include total from other side) 300 000.00

Subtotal .

Minus cash back .

Total $ 300 000.00

Wells Public Use When Blank and Wells Fargo Confidential When Completed

Please sign in teller's presence for cash received. **Two forms of ID may be required for cash back transactions.**

X

Bank Use Only (When SVT Is Not Available) TLR8697 (08/11) WF0117 40307030

Customer Id:	Exp. date:	Token Verified (✓) ☐	Approval:

⑈866917784⑈ ⑆500000377⑆

3385156716

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20141222	1474	6530194	00000004820642033	000000	300,000.00	3385156717	

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

MEDWORX COMPOUNDING LLC
950 E County Line Road, STE A
Ridgeland MS 39157
601.859.5008

BANKPLUS
85-194/653

OIB Seq: 28 3734043

1474

11/13/2014

PAY TO THE ORDER OF Health & Wellness Research Consortium LLC $ **300,000.00

Three hundred thousand and 00/100****** DOLLARS

Health & Wellness Research Consortium LLC

MEMO

⑈001474⑈ ⑆065301948⑆ 4820642033⑈

Details on Back

Intuit® CheckLock™ Secure Check

3385156717

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20141229	-	12104288	6535810938	000039	1,102,327.65	1243446505	

DEPOSIT TICKET
TO BE USED FOR DEPOSIT TRANSACTIONS

HEALTH & WELLNESS RESEARCH CONSORTIUM, LLC
811 TOWN AND COUNTRY BLVD
HOUSTON, TX 77024

☐ CASH INCLUDING COINS ▶

16-24/1220 6900
6535810938

List Checks Singly

1,102,327.65

DATE 12/29/14

DEPOSITS MAY NOT BE AVAILABLE FOR IMMEDIATE WITHDRAWAL

TOTAL ITEMS

OR TOTAL FROM REVERSE

SUB TOTAL ▶

SIGN HERE ONLY IF CASH RECEIVED FROM DEPOSIT

LESS CASH RECEIVED ▶

WELLS FARGO

Wells Fargo Bank, N.A.
California
wellsfargo.com

$1,102327.65

DO NOT USE DEPOSIT TICKET FOR ... AUTOMATIC PAYMENTS. USE VOIDED CHECK

⑆511400393⑆ 6535810938⑈

CHECKS AND OTHER ITEMS ARE RECEIVED FOR DEPOSIT SUBJECT TO THE PROVISIONS OF THE UNIFORM COMMERCIAL CODE AND ANY APPLICABLE COLLECTION AGREEMENT.

1243446505

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20141229	1490	6530194	0000000482064203	000000	1,102,327.65	1243446507	

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

MEDWORX COMPOUNDING LLC
950 E County Line Road, STE A
Ridgeland MS 39157
601.859.5008

BANKPLUS
85-194/653

1490

11/19/2014

PAY TO THE ORDER OF Health & Wellness Research Consortium LLC $ **1,102,327.65

One million one hundred two thousand three hundred twenty-seven and 65/100************************************ DOLLARS

PROTECTED AGAINST FRAUD

Health & Wellness Research Consortium LLC
811 Town & Country Blg
Suite 108
Houston, TX 77024

MEMO

⑈001490⑈ ⑆065301948⑆ 4820642033⑈

Intuit® CheckLock™ Secure Check — Details on Back

1243446506

Marc Mann
Health & Wellness Research Consortium

Verified OIB ②

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20150423	900070252	12104288	6535810938	000037	307,351.36	1982756151	

Deposit:

(Check One) ☑ Checking ☐ Savings ☐ Money Market Access ☐ Command

WELLS FARGO

Account Number
*6535810938

Date 4/23/15

Please print Name
Health + Wellness Research

Please print Street Address, City, State, Zip Code

Deposits may not be available for immediate withdrawal. See Delayed posting information on reverse.*

Cash .
Total Checks (include total from other side) 307351.36
Subtotal .
Minus cash back .
Total $ 307351.36

Wells Public Use When Blank and Wells Fargo Confidential When Completed

Please sign in teller's presence for cash received. **Two forms of ID may be required for cash back transactions.**

X

Bank Use Only (When SVT Is Not Available) TLR8697 (08/11) WF0117 40440136

Customer Id:	Exp. date	Token Verified (✓) ☐	Approval

⑈900070252⑈ ⑆500000377⑆

CHECKS

AMOUNT

TOTAL CHECKS

1982756151

ENTER THIS TOTAL ON FRONT

CASH COUNT FOR BANK USE

x 100
x 50
x 20
x 10
x 5
x 2
x 1
TOTAL $

*Incorrect use of this form could result in a delay of crediting your deposit or crediting your deposit to the wrong account. Please ask a teller for help in completing the form if you have questions.

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20150423	2319	6220375	5261299266	000060	307,351.36	1982756152	

THIS CHECK IS VOID WITHOUT A TWO-TONED COLORED BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT ANGLE TO VIEW

MEDWORX COMPOUNDING LLC
950 E. COUNTY LINE RD
SUITE A
RIDGELAND, MS 39157

WELLS FARGO
61-375/622 8366

2319

04/22/2015

PAY TO THE ORDER OF Health & Wellness Research Consortium LLC $ **307,351.36

Three hundred seven thousand three hundred fifty-one and 36/100** DOLLARS

Health & Wellness Research Consortium LLC
811 Town & Country Blg
Suite 108
Houston, TX 77024

MEMO

AUTHORIZED SIGNATURE

SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈002319⑈ ⑆062203751⑆ 5261299266⑈

THIS CHECK ALSO CONTAINS THE FOLLOWING SECURITY FEATURES

1982756152

CREDITED TO THE ACCOUNT OF
THE WITHIN NAMED PAYEE
ABSENCE OF ENDORSEMENT GUARANTEED
WELLS FARGO BANK, N.A.

AU 67269

UNDER MAGNIFICATION - LOOK FOR: ORIGINAL DOCUMENT

ENDORSE HERE

deposit only
6535810938

VOID UNLESS ORIGINAL DOCUMENT APPEARS RED IN ENDORSEMENT AREA

COMPUCHECKS ORIGINAL DOCUMENT

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20150916	943032544	12104288	6535810938	000037	201,507.45	1987661796	

Deposit:

(Check One) [X] Checking [ ] Savings [ ] Money Market Access [ ] Command

WELLS FARGO

Account Number

* 6535810938

Date 9/16/15

Cash .

Total Checks (include total from other side) 201,507.45

Subtotal .

Minus cash back .

Total $ 201,507.45

Deposits may not be available for immediate withdrawal. See Delayed posting information on reverse.*

Please print: Name
Health & Wellness Research Consortium

Please print: Street Address, City, State, Zip Code
Houston, TX

Please sign in the teller's presence for cash back. **Two forms of ID may be required for cash back transactions.**

X

Wells Public Use When Blank and Wells_Fargo_Confidential_When_Completed

Bank Use Only (When SVT Is Not Available) TLR8697 (04/15) WF0117 50202911

Customer Id.	Exp. date:	Token Verified (✓) ☐	Approval:

⑈943032544⑈ ⑆500000377⑆

CHECKS

AMOUNT

TOTAL CHECKS

ENTER THIS TOTAL ON FRONT

1987661796

CASH COUNT FOR BANK USE

x 100
x 50
x 20
x 10
x 5
x 2
x 1

TOTAL $

*Incorrect use of this form could result in a delay of crediting your deposit or crediting your deposit to the wrong account. Please ask a teller for help in completing this form if you have questions.

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20151002	943195751	12104288	6535810938	000037	47,290.89	1982756742	

Deposit:

WELLS FARGO

(Check One) ☑ Checking ☐ Savings ☐ Money Market Access ☐ Command

Account Number
*6535810938

Date 10-2-15

Cash

Total Checks (include total from other side) 47290.89

Subtotal .

Minus cash back .

Total $ 47290.89

Please print Name
Health Wellness Research

Please print Street Address, City, State, Zip Code
911 Tath N. Cntry Blvd. Apt. 106 Houston, TX 77024

Deposits may not be available for immediate withdrawal. See Delayed posting information on reverse.*

Please sign in the teller's presence for cash back. **Two forms of ID may be required for cash back transactions.**

X

Bank Use Only (When SVT is Not Available) TUB8697 (04/15) WF8117 50202911

Customer Id:	Exp. date:	Token Verified (✓) ☐	Approval:

⑈943195751⑈ ⑆500000377⑆

Wells Public Use When Blank and Wells Fargo Confidential When Completed

CHECKS

AMOUNT

TOTAL CHECKS

ENTER THIS TOTAL ON FRONT

1982756742

CASH COUNT FOR BANK USE

x 100
x 50
x 20
x 10
x 5
x 2
x 1
TOTAL $

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20151002	2911	6220375	5261299266	000060	47,290.89	1982756743	

THIS CHECK IS VOID WITHOUT A TWO-TONED COLORED BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT ANGLE TO VIEW

MEDWORX COMPOUNDING LLC
950 E. COUNTY LINE ROAD
SUITE A
RIDGELAND, MS 39157

WELLS FARGO BANK, N.A.
61-375/622

2911

10/01/2015

PAY TO THE ORDER OF Health & Wellness Research Consortium LLC $ **47,290.89

Forty-seven thousand two hundred ninety and 89/100****** DOLLARS

Health & Wellness Research Consortium LLC
811 Town & Country Blg
Suite 108
Houston, TX 77024

MEMO

AUTHORIZED SIGNATURE

SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈002911⑈ ⑆062203751⑆ 5261299266⑈

THIS CHECK ALSO CONTAINS THE FOLLOWING SECURITY FEATURES

1982756743

ENDORSE HERE

deposit only

653 CREDITED TO THE ACCOUNT OF WITHIN NAMED PAYEE
LACK OF ENDORSEMENT GUARANTEED
WELLS FARGO BANK, N.A.
AU 67200

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20141212	-	12104288	5528590036	000650	700,000.00	3544278412	

DEPOSIT TO THE ACCOUNT OF

DEPOSIT TICKET

ACCENT SYMBOL OR ONELINER CODE

ACCOUNT NAME(S)

Health & Wellness Research Consortium LLC

DESIGN OR COLOR

STYLE

QUANTITY

STARTING NO. USE 101 OR HIGHER

COVER (IF NEEDED)

ADDRESS

APT/PHONE (OPTIONAL)

CITY & STATE

ZIP CODE

DATE

RECEIVED BY

CASH	CURRENCY	
	COIN	
DOCUMENTS		700,000.00
TOTAL		
LESS CASH RECEIVED		
NET DEPOSIT		700,000.00

SPECIAL INSTRUCTIONS:

Wells Fargo Bank, N.A.
California
wellsfargo.com

DEPOSITS MAY NOT BE AVAILABLE FOR IMMEDIATE WITHDRAWAL

⑆5114065040⑆ 5528590036⑈

DOCUMENTS AND OTHER ITEMS ARE RECEIVED FOR DEPOSIT SUBJECT TO THE TERMS AND CONDITIONS OF THIS FINANCIAL INSTITUTION'S COLLECTION AGREEMENT.

3544278412

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20141212	1476	6530194	00000004820642033	000000	700,000.00	3544278413	

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

MEDWORX COMPOUNDING LLC
950 E County Line Road, STE A
Ridgeland MS 39157
601.859.5008

BANKPLUS
85-194/653

1476

11/13/2014

PAY TO THE ORDER OF Health & Wellness Research Consortium LLC $ **700,000.00

Seven hundred thousand and 00/100*************************************** DOLLARS

PROTECTED AGAINST FRAUD

Health & Wellness Research Consortium LLC

MEMO

TV

⑈001476⑈ ⑆065301948⑆ 4820642033⑈

Details on Back · Intuit® CheckLock™ Secure Check

X Health & Wellness Research Consortium LLC

3544278413

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20150126	900392712	12104288	5528590036	000037	574,856.87	1990559776	

Deposit:

WELLS FARGO

(Check One) ☐ Checking ☒ Savings ☐ Money Market Access ☐ Command

Account Number
*5528590036

Date 1/23/15

Cash .
Total Checks (Include total from other side) 574,856.87
Subtotal .
Minus cash back .
Total $ 574856.87

Please print: Name Marco B. Moran

Please print: Street Address, City, State, Zip Code
9011 TWN N Cntry Blvd APt 106 Houston TX 77024

Deposits may not be available for immediate withdrawal. See Delayed posting information on reverse.*

Please sign in teller's presence for cash received. Two forms of ID may be required for cash back transactions.

X

Wells Public Use When Blank and Wells Fargo Confidential When Completed

$574,856.87 01/26/15 12:51PM
08 0067200 0610075
RT 511400393 AC 5528590036

Bank Use Only (When SVT Is Not Available) TLR8697 (08/11) WF0117 40440136

Customer Id:	Exp. date:	Token Verified (✓) ☐	Approval:

⑈900392712⑈ ⑆500000377⑆

"Incorrect use of this form could result in a delay of crediting your deposit or crediting your deposit to the wrong account. Please ask a teller for help in completing the form if you have questions

CHECKS
PLEASE LIST CHECKS SEPARATELY BY BANK NO.

AMOUNT

1
2
3
4
5
6
7
8
9
TOTAL CHECKS 1990077734

ENTER THIS TOTAL ON FRONT

CASH COUNT FOR BANK USE
x 100
x 50
x 20
x 10
x 5
x 2
x 1
TOTAL $

Site	Paid Date	Serial	Routing	Account	PC	Amount	Sequence #	Ca
VIEWPOINTE	20150126	1718	6530194	0000004820642033	000000	574,856.87	1990559777	

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

MEDWORX COMPOUNDING LLC
950 E County Line Road, STE A
Ridgeland MS 39157
601.859.5008

BANKPLUS
85-194/653

1718

01/22/2015

PAY TO THE ORDER OF Health & Wellness Research Consortium LLC $ **574,856.87

Five hundred seventy-four thousand eight hundred fifty-six and 87/100*************** DOLLARS

PROTECTED AGAINST FRAUD

Health & Wellness Research Consortium LLC
811 Town & Country Blg
Suite 108
Houston, TX 77024

MEMO

OK OK OK OK OK OK

⑈001718⑈ ⑆065301948⑆ 4820642033⑈

ENDORSE HERE
X [signature]
Health & Wellness Research Consortium

DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
RESERVED FOR FINANCIAL INSTITUTION USE

As the issuer, this CheckLock™ Secure Plus check may help reduce your risk of fraud and liability.
To learn how to protect your business, call our check fraud experts at 1-800-[illegible] or visit www.intuitmarket.com/fraudcenter

1900077735

REPLICATING, FORGING OR ALTERING THIS CHECK IS EXTREMELY DIFFICULT DUE TO CheckLock™ HIGH SECURITY FEATURES

SECURITY FEATURES: DO NOT CASH IF:

- Multi-Colored Prismatic Background • Pattern on front of check does not vary in color from edge to edge
- CheckLock™ Watermark • Word "CheckLock™" is not visible in paper when held to light
- Heat Sensitive Ink • Pink icon does not fade & reappear when rubbed or breathed on
- Security Border or Microprint Lines • "INTUITCHECKLOCK™SECURITYSYSTEM" not visible with magnification
- Chemically Sensitive Paper • Stains or spots appear on front or back
- Fugitive Ink on Back • Ink on back looks pink or has disappeared
- Toner Adhesion • Printed information appears tampered with
- Protected Against Fraud Area • Pink discoloration appears in PROTECTED AGAINST FRAUD area and/or information appears broken, scratched and/or shows signs of paper damage
- Visible Fibers • Red and blue fibers are not visible
- Invisible Fibers • White and blue fibers are not visible under ultraviolet light
- VOID Indication • "VOID" appears clearly to the left of this message
- Security Weave® on Backer • "ORIGINAL DOCUMENT" cannot be read

Listed and not listed check security features exceed industry standards.

Padlock icon visible on front and back alerts that check has security features. Padlock design is a certification mark of Check Payment Systems Association.

DEWMAR
INTERNATIONAL
BRAND MANAGEMENT COMPANY, INC.

...YOUR FAST TRACK
TO SUCCESS

April 28, 2017

Re: Health & Wellness Research Consortium
Checking Account # 670511133
Savings Account# 3327267075

Ms. Gdovin,

I, Marco Moran, CEO of Health & Wellness Research Consortium, am requesting verification of deposits for the above referenced accounts. I have listed the deposit dates and amounts below.

Checking Account 670511133

- 12/30/14 $531,784.63
- 01/29/15 $500,000.00
- 03/26/15 $460,910.14
- 06/01/15 $296,976.93

Savings Account# 3327267075

- 12/12/14 $500,000.00
- 12/29/14 $500,000.00

Your immediate assistance with this request is greatly appreciated. Thanks in advance.

Sincerely,

Marco Moran

Marco Moran, CEO
Health & Wellness Research Consortium

JPMorgan Chase 4/28/2017 9:56:21 AM PAGE 1/005 Fax Server

CHASE

P.O. Box 961103
TX1-0053
Ft. Worth, TX 76161-0103

ILSI J DUNCAN
LA3-5972

27-Apr-17

We are enclosing copies of the image(s) you asked for in your request of 27-Apr-17 on account number 7075.

If you submitted multiple requests, we may send the statement and images in separate letters as each request is completed.

If you have any questions, please contact the Central Operations Service Center (COSC) at 1-877-826-0648, Monday through Friday 4 a.m. to 8 p.m. Eastern Time, and Saturday from 9 a.m. to 6 p.m. Eastern Time.

Sincerely,

Chase Image Retrieval

Case ID 27Apr17-1188
Your Reference Number 844327280500002

Enclosures: Requested images

For JPMC internal use only
LCCPhoto80813

27-Apr-17 27Apr17-1188

THIS ITEM IS PART OF A SPECIFIC ITEM REQUEST
GROUP ID G27Apr17-1188
Sequence number 005690967747 Posting date 12-Dec-14 Amount 500000.00

CHASE

DEPOSIT/DEPÓSITO

DEPOSIT/DEPÓSITO

CHECKING/CHEQUES ☐
SAVINGS/AHORROS ☒
CHASE LIQUID ☐

R/T 500001020

Today's Date/Fecha
12/12/15

Customer Name (Please Print)/Nombre del cliente (en letra de molde)
Health & wellness Research

Sign Here (If cash is received from this deposit)/
Firmo aquí (si recibe efectivo de este depósito)
X

Start your account number here/
Empiece su número de cuenta aquí
3 327267075

CASH/ EFECTIVO	
CHECK/ CHEQUE	500000.00
TOTAL FROM OTHER SIDE/ TOTAL DEL REVERSO	
SUBTOTAL	
LESS CASH/ MENOS EFECTIVO RECIBIDO	
TOTAL $	500 000.00

⑆067085084⑆ ⑈500001020⑈

JPMorgan Chase 4/28/2017 9:56:21 AM PAGE 3/005 Fax Server

27-Apr-17 27Apr17-1188

THIS ITEM IS PART OF A SPECIFIC ITEM REQUEST
GROUP ID G27Apr17-1188
Sequence number 005690967748 Posting date 12-Dec-14 Amount 500000.00

CASH ONLY IF ALL CHECK SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

MEDWORX COMPOUNDING LLC
860 E County Line Road, STE A
Ridgeland MS 39157
601 853 5008

BANKPLUS
85-104/653

1475

11/13/2014

PAY TO THE ORDER OF Health & Wellness Research Consortium LLC $ **500,000.00

Five hundred thousand and 00/100** DOLLARS

IS PROTECTED AGAINST FRAUD

Health & Wellness Research Consortium LLC

MEMO

⑈001475⑈ ⑆065301948⑆ 4820642033⑈

CREDITED T ACCOUNT
WITHIN N MED PAYEE
FOR DE SIT ONLY
JPMorgan C ase Bank

27-Apr-17 27Apr17-1188

THIS ITEM IS PART OF A SPECIFIC ITEM REQUEST
GROUP ID G27Apr17-1188
Sequence number 001680024933 Posting date 29-Dec-14 Amount 500000.00

DEPOSIT/DEPÓSITO

CHASE

DEPOSIT/DEPÓSITO

CHECKING/CHEQUES ☐
SAVINGS/AHORROS ☒
CHASE LIQUID ☐

R/T 500001020

Today's Date/Fecha Dec 29-14

Customer Name (Please Print)/Nombre del cliente (en letra de molde) Health & Wellness.

Sign Here (if cash is received from this deposit)/
Firme aquí (si recibe efectivo de este depósito)

X

Start your account number here/
Empiece su número de cuenta aquí

3327024075.

CASH/ EFECTIVO	
CHECK/ CHEQUE	
TOTAL FROM OTHER SIDE/ TOTAL DEL REVERSO	
SUBTOTAL	
LESS CASH/ MENOS EFECTIVO RECIBIDO	
TOTAL $	500,000.–

⑈067403791⑈ ⑆500001020⑆

27-Apr-17 27Apr17-1188

THIS ITEM IS PART OF A SPECIFIC ITEM REQUEST
GROUP ID G27Apr17-1188
Sequence number 001680024934 Posting date 29-Dec-14 Amount 500000.00

MEDWORX COMPOUNDING LLC
950 E County Line Road, STE A
Ridgeland MS 39157
601.859.5000

BANKPLUS
85-194/653

1594

12/22/2014

PAY TO THE ORDER OF Health & Wellness Research Consortium LLC $ **500,000.00

Five hundred thousand and 00/100** DOLLARS

PROTECTED AGAINST FRAUD

Health & Wellness Research Consortium LLC
811 Town & Country Blg
Suite 108
Houston, TX 77024

VENO

⑈001594⑈ ⑆065301948⑆ 4820642033⑈

DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE

Health & Wellness Research Consortium