

OTC Markets Group, Inc.  
New York, New York 10282-1102

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**CUMULATIVE DISCLOSURE REPORT  
FOR THE YEARS-ENDED  
DECEMBER 31, 2017 AND DECEMBER 31, 2018  
AND FOR THE QUARTERS-ENDED MARCH 31, 2019  
JUNE 30, 2019 AND SEPTEMBER 30, 2019  
Reporting Period**



# ENCOUNTER TECHNOLOGIES, INC.

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Address of Principal Executive Office

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Area Code and Telephone Number

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Colorado  
State of Incorporation

84-1027606  
Federal Employers Identification No.

6500  
Principal SIC Code

As of the date at the conclusion of our Reporting Period, the number of shares outstanding of our common stock was 29,900,972,000 shares.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934:

Yes

No

Indicate by check mark whether the company's shell status has changed since the previous Reporting Period:

Yes

No

Indicate by check mark whether a change in control of the company has occurred over this Reporting Period:

Yes

No

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The Issuer hereby incorporates herein and makes a part hereof the statements of financial condition and attorney letter, which are filed separately but which, together with this Report, constitute the entire data required to be submitted to OTC Markets Group, Inc. for the Reporting Period.

**ADVICE OF DISCLOSURES.**

**OTC MARKETS GROUP, INC. DOES NOT PASS UPON THE MERITS NOR GIVE ITS APPROVAL AS TO THE INFORMATION CONTAINED IN THIS REPORT OR IN ANY ADDENDA THERETO.**

**INVESTMENT IN SMALL BUSINESSES INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS COMPANY UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. READ THE RISK FACTORS THAT MANAGEMENT BELIEVES PRESENT THE MOST SUBSTANTIAL RISKS TO AN INVESTOR AND DISCLOSED IN THIS REPORT.**

**IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF ANY OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SECURITIES DESCRIBED IN THIS REPORT HAVE NOT BEEN RECOMMENDED OR APPROVED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THESE AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THIS REPORT CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING ITS SECURITIES, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS REPORT.**

**THE INFORMATION CONTAINED IN THIS REPORT IS CORRECT AS AT DECEMBER 20, 2019. THE DELIVERY AND PUBLICATION OF THE CONTENTS OF THIS REPORT DOES NOT IMPLY THAT THE INFORMATION WILL BE CORRECT ON ANY DATE SUBSEQUENT TO THE DATE HEREOF, UNLESS ANY SUCH FURTHER UNDERTAKINGS ARE STATED IN THIS REPORT OR FILED BY AMENDMENT HERETO.**

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**- FOREWORD -**

**Basis of Presentation; Explanatory Notes.**

This is the Cumulative Disclosure Report dated December 20, 2019 by Encounter Technologies, Inc., formerly fictitiously doing business as Carnegie Investment Corp., a Colorado corporation, and by and through its known former subsidiaries CyberCastingCorp.com, a Nevada corporation, CybAirCorp, a Nevada corporation, Encounter Technologies, Inc., a Florida corporation, Camera Crew Inc., a Florida corporation, RTR Media Inc., a Florida corporation, Anglers Construction, Inc., a New York corporation, IDGlobal Corp., a Colorado corporation, and its current subsidiary Encounter Tech Oklahoma Co., Inc. f/d/b/a Encounter Mid-America Properties, Inc., an Oklahoma corporation ("Issuer", "Company", "we", "us", "our", "ourselves", or "ours"), for the years-ended December 31, 2017 and December 31, 2018 and for the quarters-ended March 31, 2019, June 30, 2019, and September 30, 2019 (the "Reporting Period") (and, in some cases, although not required, for earlier periods, based on our senior executive management's determination to provide our stockholders and investors with a more complete material understanding of our history and performance) ("Report").

We will further discuss the status of our former subsidiaries and current subsidiary and provide you with information pertaining to their current and former operations, respectively, in the material set forth under "Issuer's Business, Products, and Services" and elsewhere in this Report.

For interpretative purposes respective to our responses in this Report, we consider ourselves a "small business", as that term is defined in in 17 CFR 230.157.

**Information Unknown or Not Available; Disclaimer of Control.**

Due to a significant number of factors beyond our control, we are not in possession of an outsized number of our general corporate documents and financial historical data and records, and, we cannot obtain the same without unreasonable effort and expense, if at all. We believe these records are in the possession of certain of our former officers, directors, and/or principal shareholders, and, as such, have not been delivered to our current senior executive management following a series of changes in our control and following the repeated demands to our former principal executive officer by our current president to provide us with the same.

While we believe the information in this Report to be accurate, without possessing and examining all of our records, our senior executive management cannot state that the information contained in this Report is fully complete. To that extent, we are relying on the disclaimer more fully described and defined in Rule 12b-22 of the Securities Exchange Act of 1934 (17 CFR 240.12b-22).

**Non-Reliance on Third-Party Information.**

With the exception of the records maintained (i) by the Office of the Secretary of State of the State of Colorado (and available on its website), (ii) by the United States Securities and Exchange Commission (and available on its website), (iii) by the active disclosures published for us and maintained by OTC Markets Group, Inc. on its website, and (iv) by us, any information in this Report that was originally provided to us by a third party, or incorporated by reference herein in reliance of any such third-party's statements, we cannot warrant or represent the accuracy or sufficiency of any such information, and, we shall not be held liable for the authenticity of any such third-party information. You may form your own conclusions based on the available information therefrom obtained and stated herein.

**Advice of Forward-Looking Statements.**

There are various sections of this Report that contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We use words such as "believe", "intend", "expect", "anticipate", "plan", "may", "will", and similar expressions (in either those terms' or phrases' singular or plural forms, respectively) to identify forward-looking statements. All forward-looking statements, including, but not limited to, projections or estimates concerning our former business or current plan of operations, including demand for our products and services, mix of revenue streams, ability to control and/or reduce operating expenses, anticipated operating results, cost savings, product development efforts, general outlook of our former or anticipated business and industry, our business, competitive position, adequate liquidity to fund our operations, and requirements to meet our other cash obligations, are inherently uncertain as they are based on our management's expectations and assumptions as they concern such future events.

These forward-looking statements are subject to numerous known and unknown risks and uncertainties. You should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those we anticipate and convey by the use of such forward-looking statements, and, for many reasons, are subject to the risks described below in the section entitled "Security Information". All forward-looking statements in this Report are made as of the date hereof, based on information available to us (taking into consideration that certain information is unknown or not available to us) as of the date hereof, and we assume no obligation to update any forward-looking statement or information contained in this Report.

## **NAME OF THE ISSUER AND ITS PREDECESSORS.**

### **Current Information.**

We are Encounter Technologies, Inc., and we are a for-profit corporation that was incorporated in the State of Colorado on June 4, 1986.

The following information is required in this Report for the Reporting Period:

- On April 4, 2014, we filed a form of Articles of Amendment with Colorado's Secretary of State that indicated our control shareholders, acting by written consent, adopted a resolution on March 10, 2014 to change our name to "National Properties Trust", the use of which name was approved by the Colorado Division of Banking on April 2, 2014.
- On April 24, 2017, we filed a form of Articles of Amendment with Colorado's Secretary of State that indicated our board of directors, acting by unanimous written consent, adopted a resolution to change our name to "Encounter Technologies, Inc.".

### **Historical Name Information Data.**

The following information is being provided at the discretion of our senior executive management to more fully inform our investors and stockholders of historical information for this category:

Initially, our organizers formed and organized us under the name "Sure Hair, Inc." on our date of incorporation.

Thereafter, due to then the perceptions by either our senior executive management, board of directors, the majority of our shareholders, or by the respective actions of the combination of one or more of the foregoing groups, we conducted business under assumed and/or trade names, or, we amended our corporate name to reflect what, on the respective dates, we thought would better represent our business objectives during those respective periods, or because our business and/or products did not generate the interest and revenue then contemplated by our senior executive management and board of directors, as follows:

- On April 26, 1991, our board of directors filed a form of Certificate of Assumed or Trade Name with Colorado's Secretary of State that indicated we assumed the trade name "Carnegie Investments Corp.".
- On September 3, 1997, we filed a form of Articles of Amendment to the Articles of Incorporation with Colorado's Secretary of State that indicated our shareholders adopted a resolution on July 15, 1997 to change our name to "Palmer Medical, Inc.".
- On February 3, 1999, we filed a form of Restated Articles of Incorporation with Amendments with Colorado's Secretary of State that indicated our shareholders adopted a resolution to change our name to "eDateNow.com, Inc.".
- On June 1, 1999, we filed a form of Articles of Amendment of the Articles of Incorporation with Colorado's Secretary of State that indicated our shareholders adopted a resolution on May 26, 1999 to change our name to "Encounter.com Inc.".
- On December 4, 2009, we filed a form of Articles of Amendment with Colorado's Secretary of State that indicated our board of directors and the majority of our shareholders adopted a resolution on November

18, 2009 to change our name to "Encounter Technologies, Inc.". (We erroneously filed a duplicate of the resolution and articles of amendment with Colorado's Secretary of State on December 19, 2009.)

- On September 28, 2011, we filed a form of Amended and Restated Articles of Incorporation with Colorado's Secretary of State that indicated we changed our name to "Encounter Development Technologies, Inc.", which amendment was to have become effective on September 29, 2011.

### **Standing and Redomestication.**

Our corporate status is that of "good standing" within the State of Colorado and we are current in the filing of our required periodic report with Colorado's Secretary of State.

We have never filed any document in another jurisdiction that would have reflected a change in our domestication. We have remained a Colorado corporation from the date of our incorporation, to-date.

### **Insolvency, Bankruptcy, and Receivership.**

We have never been deemed or adjudged insolvent by any person, entity, or court of competent jurisdiction; we have never committed any act in bankruptcy nor have we petitioned for temporary relief for the same; and, we, nor any of our assets or subsidiaries, have been the subject of a receivership proceeding and have never been the subject to the appointment of a receiver or trustee to oversee, manage, or liquidate any of our assets, businesses, or subsidiaries.

### **Certain Relationships and Related Transactions.**

Our corporate registered agent within the State of Colorado is Watershed Enterprises, Inc., a Colorado corporation ("Watershed"). Watershed is a company under the common control of our senior vice-president of business development and a member of our board of directors, Sebastien C. DuFort. We have not compensated Watershed for serving as our corporate registered agent, nor do we have any plan so to do.

## **DESCRIPTION OF SECURITIES.**

### **Security Information.**

#### **Summary Information Regarding Our Securities.**

Each table below sets forth a summary for basic information pertaining to each class and series of our securities. We are providing further, detailed information on our securities in this section following the tables.

#### **Common Stock.**

Trading Symbol	ENTI (US.ENTI.PK)	
CUSIP Identifier	29259J303	
Par Value	\$0.001 per share	
Total Shares Authorized	30,000,000,000	As at 10/07/2011
Total Shares Outstanding	29,900,972,000 (1)	As at 08/17/2018
Number of Shares in Public Float	15,622,121,661	As at 08/17/2018
Total Number of Shareholders of Record	1,282	As at 08/17/2018

- (1) We have reserved for issuance but not issued 99,028,000 shares of our Common Stock for issuance to the holders of shares of our Series B Preferred Stock, which conversion and issuance is explained in further detail below.

**Series A Preferred Stock.**

Trading Symbol	None.	
CUSIP Identifier	None.	
Par Value	\$0.001 per share	
Total Shares Authorized	75,000,000	As at 04/20/2011
Total Shares Outstanding	50,000,000	As at 03/14/2014
Number of Shares in Public Float	N/A	
Total Number of Shareholders of Record	2	As at 03/14/2014

**Series B Preferred Stock.**

Trading Symbol	None.	
CUSIP Identifier	None.	
Par Value	\$0.001 per share	
Total Shares Authorized	80,000,000	As at 03/15/2010
Total Shares Outstanding	24,757,000	As at 04/07/2010
Number of Shares in Public Float	N/A	
Total Number of Shareholders of Record	8	As at 04/07/2010

**Series C Preferred Stock.**

Trading Symbol	None.	
CUSIP Identifier	None.	
Par Value	\$0.001 per share	
Total Shares Authorized	2,000,000	As at 06/01/2010
Total Shares Outstanding	0	As at 06/01/2010
Number of Shares in Public Float	N/A	
Total Number of Shareholders of Record	0	As at 06/01/2010

**Risks Associated with Our Business and Securities.**

**We Need Additional Capital Or We Will Fail To Remain A Going Concern Or Engage In A Revenue-Generating Business With Demonstrable Income.**

The results of our financial condition for the Reporting Period-ended September 30, 2019 indicate that we require additional capital or credit accommodations for the further development of our business. Our lack of revenues raises substantial doubt about our ability to continue as a going concern. We will not be able to expand our operations as planned without obtaining additional financing in the near-term. If this financing is not available or obtainable, investors may lose a substantial portion or their entire investment. There can be no assurance that additional financing, when necessary, will be available to us on acceptable terms, if at all. Our senior executive management estimates that we require approximately \$5.5 million within the fourth calendar quarter of year 2019 to eliminate this going concern estimation.

### We Have Limited Operating History And Our Entry Into Any New Business Poses Significant Risks.

We began our Internet development business in year 1999, although, from that year to-date, we have offered different Internet and web-based products and services, and we have been involved primarily in organization and product development. Potential investors should be aware that there is a substantial risk of failure associated with any new businesses as a result of problems encountered in connection with their formation and commencement.

These include, but are not limited to, unanticipated problems relating to the marketing and sale of subscriptions for our products and services in a highly competitive marketplace of Internet services, the entry of new competition, and unknown or unexpected additional costs and expenses that may exceed current estimates.

There is only a limited operating history upon which to base any projection as to the likelihood that we will prove successful, and thus there can be no assurance that we will achieve profitable operations or even generate any operating revenues.

### We May Be Unable To Manage Potential Growth.

To manage any future growth, we must continue to implement and improve our operational and financial systems and to expand, to train and manage our employees, retain and manage third party professionals, and providers' personnel bases. There can be no assurance that we will be able to effectively manage the expansion of our operations, or that our infrastructure, facilities, systems, procedures, or controls will be adequate to support our operations. Our inability to effectively manage our future growth could have a material adverse effect on our business, financial condition, and results of operations.

### We Must Adapt To Rapid Technological Change.

The market for Internet and web-based services is characterized by rapidly changing technology, evolving industry standards, changes in customer needs, and frequent new service and product introductions. Our future success will depend, in part, on our ability to use leading technologies effectively, to develop our technical expertise, to enhance our proprietary services, and to develop new services that meet changing consumer needs on a timely and cost-effective basis. There can be no assurance that we will be successful in using new technologies effectively, developing new services, or enhancing existing services on a timely basis, or that such new technologies or enhancements will achieve market acceptance. Any failure on our part to utilize and keep up with the development of new technologies effectively, develop new services, or enhance existing services on a timely basis would have a material adverse effect on our business, financial condition, and results of operations.

### We Must Expect Market Risks And Understand That Our Revenues Will Not Meet Expectations.

At any time a new business is introduced into a market; particularly, the ever-evolving technology and Internet-related products' industry, there is a substantial risk that revenues will not meet expectations or even cover the cost of development and operations. General market conditions might be such that sales will be slow or even non-existent, and/or the product itself might not fit the significant needs of consumers to maintain or continue to induce sales. While we anticipate the ability to sell some of our products, there is no way to predict the volume of sales that will occur or even if sales will be sufficient to support our future operations. Numerous factors beyond our control may affect the marketability of our products offered and developed. These factors include consumer demand, market fluctuations, the proximity and capacity of suppliers, and government regulations, including regulations relating to prices, taxes, royalties, importing and exporting of products, foreign exchange rates and fluctuations thereof, and ever-evolving legislated trade controls. The exact effect of these factors cannot be accurately predicted, but it's possible they may result in our not receiving an adequate return on our invested capital, if at all.

### We Have Numerous Competitors.

We currently compete or expect to compete for subscribers and/or users with the following types of companies:

- Established online service and content providers, such as Microsoft, Yahoo, YouTube, and Facebook;
- Independent national Internet service providers;
- National and regional cellular phone providers, such as AT&T, Google, Sprint, and Verizon;
- Numerous regional and local commercial colocation services providers;
- Computer hardware and software and other technology companies, such as Microsoft and Google;
- National and regional cable operators and online cable services.

We face intense competition from companies that provide subscribers that transmit and receive print, video, voice, and data in digital form at significantly faster access speeds or over customized applications for use on cellular or mobile devices, and that provide services to modify and alter users' personal images, videos, and sound recordings.

We Reply On Others To Aid In Our Technology; If We Cannot Maintain Our Relationships With These Providers, We Will Fail.

We rely upon third parties to help it develop technologies that allow us to offer or enhance our current product offerings by segment. If our relationships with these third parties are impaired or terminated, then we would have to find other developers on a timely basis or develop technology completely on our own, which we most likely will be incapable of doing. Failure to successfully do so could materially affect our results of operations.

In addition, other companies may develop services or technologies that render our technology noncompetitive or obsolete. Our ability to remain technologically competitive may require substantial expenditures and lead-time. If we are unable to respond in a timely manner to technological advances, we may not be able to compete effectively, which could cause our revenues, if any, to decrease, or that would cause us to terminate our businesses by segment or altogether.

Moreover, the software used to operate and provide our products is complex and, accordingly, may contain undetected errors or failures in the codes respective to our products. This could result in such adverse consequences as:

- consumers being disconnected from our service or being unable to access our service;
- loss of data or revenue;
- injury to reputation; and
- diversion of development resources.

We May Experience Severe Difficulties To Integrate Future Acquisitions Into Operations Or We May Altogether Fail In Our Efforts.

In future, we may undertake acquisitions or undertake other business combinations that can complement our current or planned business activities. Such acquisitions may not be available at the times or on acceptable terms, if at all. In addition, acquiring a business involves many risks, including:

- disruption of ongoing business and diversion of resources and management's time;
- unforeseen obligations or liabilities;
- difficulty assimilating the acquired operations and personnel;
- risks of entering markets in which we possess little or no direct prior experience;
- potential impairment of relationships with employees or subscribers as a result of changes in management; and
- potential dilutive issuances of equity, large and immediate write-offs, the incurrence of debt, and amortization of goodwill or other intangible assets.

### The Trading Price for Our Common Stock May Continue To Be Volatile Or Not Trade At All.

The trading price of our stock has at times experienced substantial price volatility and may continue to be volatile. For example, from 2015 through 2018, the closing price of our common stock ranged from \$0.000009 per share to \$0.0002 per share.

The trading price of our Common Stock may fluctuate widely in response to various factors, some of which are beyond our control. These factors include, among others:

- Quarterly variations in our results of operations.
- Announcements by us or our competitors of acquisitions, new products, significant contracts, commercial relationships, or capital commitments.
- Recommendations by securities analysts or changes in earnings estimates.
- Announcements about our earnings that are not in line with analyst expectations, the risk of which is enhanced because it is our policy not to give guidance on earnings.
- Announcements by our competitors of their earnings that are not in line with analyst expectations.
- Commentary by industry and market professionals and shareholders (on public chat sites) about our products, strategies, and other matters affecting our business and results, regardless of its accuracy.
- The volume of shares of common stock available for public sale.
- Sales of common stock by us or by our stockholders (including sales by our directors, executive officers, and other employees).
- Short sales, hedging, and other derivative transactions on shares of our common stock.

In addition, the stock market in general, and the market for technology companies has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. These broad market and industry factors may harm the market price of our common stock regardless of our actual operating performance.

### We Face Unknown Potential Legal, Regulatory, And/Or Compliance Risks To Facilitate Our Business.

We may be subject to United States and international laws and regulations regarding the development, use and/or sale of our products or services. We may, regarding governmental and/or regulatory agencies, be required to comply with certain regulations, and/or potential future regulations, rules, and/or directives. Due to the nature of our industry, there is no guarantee that certain regulations may not, in the future, be imposed. Moreover, potential regulatory conditions and/or compliance therewith and the effects of such on us, may have a materially adverse effect upon us, our business operations, future business prospects, and/or financial condition.

The laws applicable to our industry, business, and operations is continually evolving. The adoption of new laws or the application of existing laws may decrease the growth in the use of the Internet, affect telecommunications costs, or increase the likelihood or scope of competition. These results could decrease the demand for our products or services or increase our cost of doing business, each of which would cause gross margins and revenues to fall. In particular, the following risks, among others, could occur:

- Regulation of content and access could limit our ability to generate revenues and expose us to liability; and
- We could be exposed to liability for defamation, negligence, and infringement;

#### Our Domain Names.

We currently own the website domain name relating to the company, <http://www.encounter.tech> and other website domain names, which are presently inactive. Governmental agencies and their designees generally regulate the acquisition and maintenance of domain names. The regulation of domain names in the United States and in foreign countries is subject to change in the future. As a result, we may be unable to acquire or maintain relevant domain names in those locations where we plan to conduct, business. Furthermore, the relationship between regulations governing domain names and laws protecting trademarks and similar proprietary rights is unclear. Therefore, we may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon, dilute, or otherwise decrease the value of our trademarks and other proprietary rights.

#### We Have Limited Assets.

We have limited assets and will require significant capital to complete our research and development programs, whether we choose to remain in our current line of business or change our business purpose and/or plan of operations. We do not know the exact specific financial requirements of the projects, products, or ventures in which we may eventually participate; and, therefore, we do not know what our exact capital needs will be. In addition, we may incur substantial costs in connection with any research and/or negotiations for business opportunities, which may deplete our assets and other available credit resources.

#### Our Future Success May Depend On Our Trademarks And Protection Of Proprietary Technology.

Our success may depend in part on our ability to obtain and enforce intellectual property protection for our technology in the United States and other countries. To date, apart from a Colorado State-registered trademark we use to identify the company, we have not filed any trademark applications in the United States Trademark Office for our products, software codes, or proprietary Internet applications.

There can be no assurance that trademarks, when applied for, will be issued. In addition, no assurance can be given that any trademarks acquired or used by us will not be challenged, invalidated, or circumvented; that the rights granted under trademarks will provide competitive advantages to us; or that our competitors will not independently develop or trademark products that are substantially equivalent or superior to our products or services. Furthermore, the possibility exists that we could be found to infringe on trademarks held by others. We may have to go to court to defend our trademarks, to prosecute infringements, or to defend ourselves from infringement claims by others.

Trademark litigation is expensive and time-consuming and can be used by well-funded adversaries as a strategy for depleting the resources of a small company such as us. There is no assurance that we will have sufficient resources to successfully prosecute its interests in any litigation that may be brought.

#### We Have Limited Or No Revenues.

We have limited or no revenues and no products or services that we can sell at the present time. Future revenues will depend on our ability to develop a product and thereafter to market that product. There is no assurance that we will meet our objectives or attain revenues. We are engaged in business for profit but cannot predict future profitability.

#### Our Operating Results Are Difficult To Predict.

Our future financial results are uncertain due to a number of factors, many of which are outside of our control. Among others, these factors include:

- The fact that we have not realized the complete development of our products;
- We have not been successful in marketing our products before the date of this Report from the date of our inception;
- The amount and timing of costs relating to the development of our products and services;
- The announcement or introduction of competing products of competitors; and
- General economic conditions.

#### Our Reliance On Additional Capital And/Or Credit Accommodations.

We will require additional financing in order to continue in our current business or to initiate a new plan of operations. While we have conditional understandings in place for additional financing, there can be no assurance that additional funding will be available to us on acceptable terms in order to enable us to continue in business.

Our capital requirements depend on numerous factors, including the rate of market acceptance of our products and services, our ability to maintain and expand our subscriber base, the level of resources devoted to development, and expanding our marketing and sales organization and our research and development activities, the availability of hardware and software provided by third-party vendors, should we remain in our present line of business, the rate of expansion of our network infrastructure, and other factors. The timing and amount of such capital requirements cannot accurately be predicted.

If capital requirements vary materially from those currently planned, we may require additional financing. Any additional equity financing may dilute the interest of our stockholders, and debt financing, if available, may involve restrictive covenants with respect to dividends, raising future capital and other financial and operational matters. If we are unable to obtain additional financing as needed, we may be required to reduce the scope of our operations or our anticipated expansion, which could have a material adverse effect on our business, financial condition, and results of operations.

#### We May Be Limited In Our Ability To Change Our Plan Of Operations Or Effect A Change In Our Control.

Randolph S. Hudson, our Chairman, President, and Chief Executive Officer owns approximately 43.7% of the outstanding shares of our common stock as of the date of this Report. In addition, Mr. Hudson owns 50% of the outstanding shares of our Series A Preferred Stock, our control stock, and is able to vote 100% of our Series A Preferred Stock. Accordingly, he will have a significant influence in determining the outcome of all corporate transactions or other matters, including mergers, consolidations, and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. The interests of Mr. Hudson may differ from the interests of the other stockholders.

#### We Face Intense Competition. If We Do Not Continue To Innovate And Provide Products And Services That Are Useful To Subscribers, We May Not Remain Competitive, And Our Revenues And Operating Results Could Be Adversely Affected.

Our industry is rapidly evolving, intensely competitive, and subject to changing technologies, shifting user needs, and frequent introductions of new products and services. Competing successfully depends heavily on our ability to deliver innovative products and technologies to the marketplace rapidly. As our business evolves, the

competitive pressure to innovate will encompass a wider range of products and services, including products and services that may be outside of our historical line of business.

We have many competitors in different industries, including social networks, providers of online products and services, other forms of online user sharing platforms and networks, and applications offered by our competitors on mobile devices. Our current and potential domestic and international competitors range from large and established companies to emerging start-ups. Established companies have longer operating histories and more established relationships with subscribers and users, and they can use their experiences and resources in ways that could affect our competitive position, including by making acquisitions, continuing to invest heavily in research and development, aggressively initiating intellectual property claims (whether or not meritorious), and continuing to compete aggressively for advertisers and websites. Emerging start-ups may be able to innovate and provide products and services faster than we can or may foresee the consumer need for products and services before us.

Our competitors are constantly developing innovations in web-based products and services. The research and development of new, technologically advanced products is also a complex and uncertain process requiring high levels of innovation and investment, as well as the accurate anticipation of technology, market trends, and consumer needs. As a result, we must continue to invest significant resources in research and development, including through acquisitions, in order to enhance our search technology and our existing products and services, and introduce new products and services that people can easily and effectively use. If we are unable to provide quality products and services, then acceptance rates for our products and services could decline. In addition, these new products and services may present new and difficult technological and legal challenges, and we may be subject to claims if users of these offerings experience service disruptions or failures or other issues. Our operating results would also suffer if our innovations are not responsive to the needs of our users and subscribers are not appropriately timed with market opportunities or are not effectively brought to market. As technology continues to develop, our competitors may be able to offer user experiences that are, or that are seen to be, substantially similar to or better than ours. This may force us to compete in different ways and expend significant resources in order to remain competitive. If our competitors are more successful than we are in developing compelling products or in attracting and retaining users, advertisers, and content providers, our revenues and operating results could be adversely affected.

More People Are Using Devices Other Than Desktop Computers To Access The Internet And Accessing New Devices To Participate In Social Network-Related Products And Services. If Subscribers Do Not Widely Adopt Versions Of Our Interactive Technology, Products, Or Services Developed For These Devices, Our Business Could Be Adversely Affected.

The number of people who access the Internet through devices other than desktop computers, including mobile phones, smartphones, handheld computers - such as notebooks and tablets - video game consoles, and television set-top devices, is increasing dramatically. The functionality and user experience associated with some alternative devices may make the use of our products and services through such devices more difficult (or just different) and the versions of our products and services developed for these devices may not be compelling to users, manufacturers, or distributors of alternative devices. Each manufacturer or distributor may establish unique technical standards for its devices, and our products and services may not work or be viewable on these devices as a result. As new devices and platforms are continually being released, it is difficult to predict the problems we may encounter in adapting our products and services, if any, and developing competitive new products and services, if we are able. If we are slow to develop products and technologies that are more compatible with alternative devices and platforms, we will fail to capture the opportunities available as consumers and advertisers transition to a dynamic, multi-screen environment.

We Are Subject To Increased Regulatory Scrutiny That May Negatively Impact Our Business.

The growth of our company and our expansion into a variety of new fields involves a variety of new regulatory issues, and we have experienced increased regulatory scrutiny as we have grown. Legislators and regulators may make legal and regulatory changes, or interpret and apply existing laws, in ways that make our

products and services less useful to our subscribers, require us to incur substantial costs, expose us to unanticipated civil or criminal liability, or cause us to change our business practices. These changes or increased costs could negatively impact our business and results of operations in material ways.

We Are Regularly Subject To Claims, Suits, Government Investigations, And Other Proceedings That May Result In Adverse Outcomes.

We may be subject to claims, suits, and government investigations involving competition, intellectual property, privacy, consumer protection, tax, labor and employment, commercial disputes, content generated by our subscribers, and other matters.

Such claims, suits, and government investigations are inherently uncertain, and their results cannot be predicted with any certainty. Regardless of the outcome, any of these types of legal proceedings can have an adverse impact on us because of legal costs, diversion of management resources, and other factors. Determining reserves for our pending litigation is a complex, fact-intensive process that requires significant judgment. It is possible that a resolution of one or more such proceedings could result in substantial fines and penalties that could adversely affect our business, financial position, results of operations, or cash flows in a particular period. These proceedings could also result in reputational harm, criminal sanctions, consent decrees, or orders preventing us from offering certain features, functionalities, products, or services, requiring a change in our business practices or product or other action, or requiring development of non-infringing or otherwise altered products or technologies. Any of these consequences could adversely affect our business and results of operations.

Acquisitions Or A Change In Our Business Plan Of Operations Could Result In Operating Difficulties, Dilution, And Other Consequences That May Adversely Impact Our Business And Results Of Operations.

Acquisitions of new programs and applications are an important element of our overall corporate strategy and use of our limited capital or credit accommodations, and these transactions could be material to our financial condition and results of operations. We expect to continue to evaluate and enter into discussions regarding a wide array of potential strategic transactions. The process of integrating an acquired company, business, or technology has created, and will continue to create, unforeseen operating difficulties and expenditures. The areas where we face risks include:

- Diversion of management time and focus from operating our business to acquisition integration challenges.
- Failure to successfully further develop an acquired business, technology, or a business in a different field.
- Implementation or remediation of controls, procedures, and policies at the acquired company.
- Integration of the acquired company's accounting, human resource, and other administrative systems, and coordination of product and sales and marketing functions.
- Transition of operations, users, and customers onto our existing platforms.
- Failure to obtain required approvals on a timely basis, if at all, from governmental authorities, or conditions placed upon approval, under competition laws which could, among other things, delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of an acquisition or investment.
- Cultural challenges associated with integrating employees from the acquired company into our organization, and retention of employees from any business we acquire.

- Liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, privacy issues, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities.
- Litigation or other claims in connection with the acquired company, including claims from terminated employees, customers, former stockholders, or other third parties.

Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and investments could cause us to fail to realize the anticipated benefits of such acquisitions or investments, incur unanticipated liabilities, and harm our business generally.

Our acquisitions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, or amortization expenses, or impairment of goodwill and/or purchased long-lived assets, and restructuring charges, any of which could harm our financial condition or results. Also, the anticipated benefits or value of our acquisitions or investments may not materialize.

Our Business Depends On A Strong Brand And Failing To Maintain And Enhance Our Brand Would Hurt Our Ability To Expand Our Base Of Users And Subscribers.

Maintaining and enhancing our respective Internet brands may increase our ability to enter new categories and launch new and innovative products that better serve the needs of our users. Our brands may be negatively impacted by a number of factors, including, among others, reputational issues and product and/or technical performance failures. Further, if we fail to maintain and enhance equity in our brands, our business, operating results, and financial condition may be materially and adversely affected. Maintaining and enhancing our brand will depend largely on our ability to offer and provide quality, innovative products and services.

A Variety Of New And Existing Laws Could Subject Us To Claims Or Otherwise Harm Our Business.

We are subject to numerous U.S. and foreign laws and regulations covering a wide variety of subject matters. New laws and regulations (or new interpretations of existing laws and regulations) may also impact our business. For example, current and new patent laws such as U.S. patent laws and European patent laws may affect the ability of companies, including us, to protect their innovations and defend against claims of patent infringement. The costs of compliance with these laws and regulations are high and are likely to increase in the future. Claims may be threatened and filed against us under both U.S. and foreign laws for defamation, invasion of privacy and other tort claims, unlawful activity, patent, copyright and trademark infringement, product liability, or other theories based on the nature and content of our products and services, or content added by our users. Furthermore, many of these laws do not contemplate or address the unique issues raised by any number of new businesses, products, services, and technologies. In addition, the applicability and scope of these laws, as interpreted by the courts, remain uncertain. For example, the laws relating to the liability of providers of online video, music, and social media services are currently unsettled both within the U.S. and abroad.

In addition, other laws that could subject us to claims or otherwise harm our business include, among others:

- The Digital Millennium Copyright Act, which has provisions that limit in the U.S., but do not necessarily eliminate, our liability for linking to third-party websites that include materials that infringe copyrights or other rights, so long as we comply with the statutory requirements of this act. Any future legislation impacting these safe harbors may adversely impact us.
- Various U.S. and international laws that restrict the distribution of materials considered harmful to children and impose additional restrictions on the ability of online services to collect information from minors.

- Data protection laws passed by many states that require notification to subscribers when there is a security breach for personal data, such as California's Information Practices Act.

#### Our Intellectual Property Rights Are Valuable, And Any Inability To Protect Them Could Reduce The Value Of Our Products, Services, And Brands.

Our trade secrets and other intellectual property rights are important assets for us. Various events outside of our control pose a threat to our intellectual property rights, as well as to our products, services, and technologies. It is possible we may not be able to protect some of our new innovations, if we are able to develop any. Moreover, we may not have adequate patent or copyright protection for our existing products and certain innovations to our existing products, if any, that later turn out to be important. Furthermore, there is always the possibility, despite our efforts, that the scope of the protection gained will be insufficient or that an issued patent may be deemed invalid or unenforceable.

We also seek to maintain certain intellectual property as trade secrets. The secrecy could be compromised by outside parties, or by our employees, or third-party vendors and developers, which could cause us to lose the competitive advantage resulting from these trade secrets.

Any significant impairment of our intellectual property rights could harm our business and our ability to compete, much less remain in business. Also, protecting our intellectual property rights is costly and time consuming. Any increase in the unauthorized use of our intellectual property could make it more expensive to do business and harm our operating results.

#### We May Be Subject To Legal Liability Associated With Providing Online Services Or Content.

We provide a limited number of products that enable users to exchange information online, to modify existing music and video products, and engage in various online activities both domestically and internationally; wherever access to the Internet on the web is available, because we rely on the Internet to provide our products to our subscribers. The law relating to the liability of providers of these online services and products for activities of their users is still somewhat unsettled both within the U.S. and internationally. We may in future be subject to domestic or international actions alleging that certain content we have generated or third-party content that we have made available within our services violates U.S. and non-U.S. law.

#### Privacy Concerns Relating To Our Technology Could Damage Our Reputation And Deter Current And Potential Users From Using Our Products And Services.

From time to time, concerns have been expressed about whether our products or processes compromise the privacy of users and others. Concerns about our practices with regard to the collection, use, disclosure, or security of personal information or other privacy related matters, even if unfounded, could damage our reputation and adversely affect our operating results.

In addition, as all of our products and services are web-based, the amount of data we store for our subscribers on third-party servers (including personal information) may increase. Any systems failure or compromise of our security that results in the release of our subscribers' data could seriously limit the adoption of our products and services, as well as harm our reputation and brand and, therefore, our business. We must expend significant resources to protect against security breaches. The risk that these types of events could seriously harm our business is likely to increase as we expand the number of web-based products and services we offer and operate in more countries.

Regulatory authorities around the world are considering a number of legislative and regulatory proposals concerning data protection, including measures to ensure that our encryption of users' data does not hinder law enforcement agencies' access to that data. In addition, the interpretation and application of consumer and data protection laws in the U.S. and elsewhere are often uncertain and in flux. It is possible that these laws may be

interpreted and applied in a manner that is inconsistent with our data practices. If so, in addition to the possibility of fines, this could result in an order requiring that we change our data practices, which could have an adverse effect on our business and results of operations. Complying with these various laws could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business.

If Our Security Measures Are Breached, Or If Our Services Are Subject To Attacks That Degrade Or Deny The Ability Of Subscribers To Access Our Products And Services, Our Products And Services May Be Perceived As Not Being Secure, Subscribers And Customers May Curtail Or Stop Using Our Products And Services, And We May Incur Significant Legal And Financial Exposure.

Our products and services involve the storage and transmission of subscribers' proprietary information, and security breaches expose us to a risk of loss of this information, litigation, and potential liability. Our security measures may also be breached due to employee error, malfeasance, system errors or vulnerabilities, or otherwise. Additionally, outside parties may attempt to fraudulently induce our employees, contractors, sub-contractors, third-party developers, subscribers, or customers to disclose sensitive information in order to gain access to our data or our subscribers' data. Any such breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation and brands, and a loss of confidence in the security of our products and services that could potentially have an adverse effect on our business. Because the techniques used to obtain unauthorized access, disable or degrade the functionality of our products, or sabotage systems, change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose users.

Interruption Or Failure Of Our Information Technology And Providers' Systems Could Hurt Our Ability To Effectively Provide Our Services, Which Could Damage Our Reputation And Harm Our Operating Results.

The availability of our products depends on the continuing operation of third-party information technology and communications systems. The systems we utilize (principally, the Internet and our web-based servers) are vulnerable to damage or interruption from earthquakes, terrorist attacks, natural disasters, the effects of climate change (such as sea level rise, drought, flooding, wildfires, and increased storm severity), power loss, telecommunications failures, computer viruses, computer denial of service attacks, or other attempts to harm our systems as the same are provided to us by third-party providers and developers. Some of our providers' data centers are located in areas with a high risk of major earthquakes. Our data centers are also subject to break-ins, sabotage, and intentional acts of vandalism, and to potential disruptions if the operators of certain of these facilities have financial difficulties. Some of our systems are not fully redundant, and we have no plan for disaster recovery that cannot account for all eventualities. The occurrence of a natural disaster, a decision by one of our providers to close one of their facilities that we are using, or other unanticipated problems at our data centers could result in lengthy interruptions in our service. In addition, our products and services are technical and complex and may contain errors or vulnerabilities, which could result in interruptions in our services or the failure of our programs.

Our Business Depends On Continued And Unimpeded Access To The Internet By Us And Our Users. Internet Access Providers May Be Able To Restrict, Block, Degrade, Or Charge For Access To Certain Of Our Products And Services, Which Could Lead To Additional Expenses And The Loss Of Users And Advertisers.

Our products depend on the ability of our subscribers and users to access the Internet, and certain of our products require significant bandwidth to work effectively. Currently, this access is provided by companies that have significant market power in the broadband and Internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies, and government-owned service providers. Some of these providers have taken, or have stated that they may take measures, including legal actions, that could degrade, disrupt, or increase the cost of user access to certain of our products by restricting or prohibiting the use of their infrastructure to support or facilitate our product or service offerings, or by charging increased fees to us or our subscribers to provide our offerings. In addition, in some jurisdictions, our products and services may be subject to government-initiated restrictions or blockages. Such interference could result in a loss of

existing users and advertisers, and increased costs, and could impair our ability to attract new users and subscribers, thus harming our revenues and growth, if we can attain any revenue or develop upgraded or new products.

### **Common Stock.**

Our common stock ("Common Stock") is identified and quoted on Link ATS managed by OTC Markets Group Inc. under the symbol "ENTI" (US.ENTI.PK).

As of the date of this Report, we are authorized to issue 30 billion shares of our Common Stock, and 29,900,972,000 shares of our Common Stock, \$0.001 par value per share, and, as at August 31, 2018, are issued to approximately 1,282 shareholders of record, not counting shares held in street name by Cede & Co. We have 99,028,000 shares of our Common Stock held in reserve on the books of our stock transfer agent for issuance to the holders of our Series B Preferred Stock following the conversion of shares of our Series B Preferred Stock for shares of our Common Stock.

The CUSIP identifier for our Common Stock is 29259J303.

The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional, and other rights, and the qualifications, limitations, or restrictions thereof, of our Common Stock are as follows:

**Dividend Rate.** Except as otherwise provided by our Articles of Incorporation, as amended ("Articles"), or the Colorado Revised Statutes ("CRS"), the holders of our Common Stock shall not be entitled to receive dividends while there are shares of any class or series of our preferred stock are outstanding, unless; all of the holders of all classes and series of our preferred shares agree to amend our articles of incorporation to the contrary, and, thereafter, if declared by the board of directors out of assets legally available therefor.

**Voting Rights.** Except as otherwise provided by CRS, each holder of a duly authorized and issued share of the Common Stock shall be entitled to one vote for each share held by him. No holder of shares of Common Stock shall have the right to cumulate votes.

**Liquidation Rights.** In the event of liquidation, dissolution, or winding up of our affairs, whether voluntary or involuntary, subject to the prior rights and reservations by holders of the Series A Preferred Stock, the holders of shares of the Series A Common Stock can share ratably in our assets, and shall share equally and ratably in our assets available for distribution after giving effect to any liquidation preference of any shares of the Series A Preferred Stock. A merger, conversion, exchange, or consolidation of the Company with or into any other person or sale or transfer of all or any part of our assets (which shall not in fact result in our liquidation and the distribution of our assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of our affairs.

**No Conversion, Redemption, or Preemptive Rights.** The holders of our Common Stock shall not have any conversion, redemption, or preemptive rights.

**Consideration for Shares.** Our Common Stock authorized by our Articles shall be issued for such consideration as shall be fixed, from time to time, by our board of directors.

### **Preferred Stock.**

We are authorized to issue three series of preferred stock; Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock.

## **Series A Preferred Stock.**

Our Series A Preferred Stock is our control stock ("Series A Preferred Stock"). Our Series A Preferred Stock is not listed on any national or regional stock exchange and is not quoted over-the-counter.

As of the date of this Report, we are authorized to issue 75,000,000 shares of Preferred Stock, \$0.001 par value per share, and 50,000,000 shares are issued and outstanding to two holders, as joint tenants-in-common; Electronic Merchant Systems Rochester, Inc., a *de facto* New York corporation ("EMSR"), and First Hudson Trust of New York, a Massachusetts Trust organized in year 1990 and operating under the laws of the State of Oklahoma ("First Trust"). Each of EMSR and First Trust own 25,000,000 shares of our Series A Preferred Stock. First Trust is conditionally authorized to vote EMSR's shares of Series A Preferred Stock.

We have not subscribed for a CUSIP Identifier for our Series A Preferred Stock; however, the Series A Preferred Stock is maintained on the stock transfer books of the Issuer maintained by our stock transfer agent.

The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional, and other rights, and the qualifications, limitations, or restrictions thereof, of our Preferred Stock are as follows:

Dividend Rate. The holders of Series A Preferred Stock shall not be entitled to receive dividends.

Voting Rights. The holders of the issued and outstanding shares of the Series A Preferred Stock shall be entitled to 175 (one hundred seventy-five) votes (represented on an as-converted basis) for each one share of Series A Preferred Stock held by them.

Liquidation Rights. In the event of a liquidation, dissolution, or winding up of our affairs, whether voluntary or involuntary, the holders of shares of the Series A Preferred Stock shall have priority over our assets available for distribution in the event of any liquidation or dissolution of the Company. A merger, conversion, exchange, or consolidation of the Company with or into any other person or sale or transfer of all or any part of our assets (which shall not in fact result in our liquidation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of our affairs of the corporation.

Conversion, Redemption, or Preemptive Rights. The holders of Series A Preferred Stock shall have the right to convert their shares of Series A Preferred Stock to Common Stock at any time following 12 months from the initial issuance date, at the rate of 175 shares of Common Stock for every one share of Series A Preferred Stock owned or held by them, respectively, and shall have redemption rights under the terms that shall be fixed, from time, by the written consent of a corporate action approved by not less than 100% of the holders of the corporation's Series A Preferred Stock then issued and outstanding.

Consideration for Shares. The shares of the Series A Preferred Stock issued in future shall be issued for such consideration as shall be fixed, from time to time, by the board of directors.

Action of Series A Preferred Stockholders. The holders of 66-2/3% or greater of our Series A Preferred Stock may effect any corporate action by written consent in lieu of a meeting of the holders of our Common Stock, when the holders of any shares of the aforementioned series of stock act separately or collectively.

Amendment to Articles of Incorporation. No amendment, alteration, change, or repeal may be made to our Articles without the affirmative vote of the holders of not less than 100% of the issued and outstanding shares of our Series A Preferred Stock.

Adoption and Amendment of Bylaws. The affirmative vote by the holders of not less than 100% of the corporation's Series A Preferred Stock shall be required to amend or restate our bylaws.

Recapitalizations Affecting Outstanding Securities. The board of directors may not, without the consent of the holders of not less than 100% of our Series A Preferred Stock, adopt any plan of reorganization or recapitalization affecting the outstanding securities of the corporation, including, but not limited to effecting a forward or reverse split of all of the outstanding securities of the corporation or the declaration of any dividend to the holders of any class or series of our Common Stock.

### **Series B Preferred Stock.**

We are authorized to issue 80,000,000 shares, \$0.001 par value per share, of Series B Preferred Stock. As of the date of this Report, we have issued 24,757,000 shares of Series B Preferred Stock.

We have not subscribed for a CUSIP Identifier for our Series B Preferred Stock, and our Series B Preferred Stock is not listed on any regional or national exchange and is not quoted over-the-counter.

The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional, and other rights, and the qualifications, limitations, or restrictions thereof, of our Series B Preferred Stock, are as follows:

Dividend Rate. Except as otherwise provided by our Articles or the CRS, the holders of Series B Preferred Stock shall not be entitled to receive dividends.

Voting Rights. Except as otherwise provided by the CRS, the holders of the issued and outstanding shares of the Series B Preferred Stock shall not be entitled to vote.

Liquidation Rights. In the event of liquidation, dissolution, or winding up of our affairs, whether voluntary or involuntary, the holders of shares of the Series B Preferred Stock can share ratably in our assets, and shall share equally and ratably in our assets available for distribution after giving effect to any liquidation preference of any shares of the Series A Preferred Stock but before any distribution to the holders of our Common Stock. A merger, conversion, exchange, or consolidation of the Company with or into any other person or sale or transfer of all or any part of our assets (which shall not in fact result in the liquidation of the corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of our affairs.

Conversion, Redemption, or Preemptive Rights. The holders of Series B Preferred Stock shall not have the right to convert their shares of Series B Preferred Stock to Common Stock, unless approved by an action by the holders of the majority of our Series A Preferred Stock and the majority of the holders of our Common Stock, until the corporation realizes \$2,000,000 in gross income and the corporation is profitable, or unless otherwise provided under the terms that shall from time to time be fixed by the board of directors, but shall have no redemption or preemptive rights.

Consideration for Shares. The Series B Preferred Stock authorized by our Articles shall be issued for such consideration as shall be fixed, from time to time, by the board of directors.

### Subsequent Events Concerning Our Series B Preferred Stock.

On or about April 4, 2019, our control shareholders acted unanimously by written consent to convert the holders of Series B Preferred Stock to shares of our Common Stock at the mandated conversion rate at four (4) shares of Series B Preferred Stock for one share of our Common Stock. As the result of that written consent, our president was directed to reserve 99,028,000 shares of our Common Stock to the holders of our Series B Preferred

Stock. The issuance of the shares of our Common Stock to Series B Preferred Stock shareholders shall be available on or before December 31, 2019 in book-entry form and available through our stock transfer agent.

Following the conversion of the Series B Preferred Stock shares, the further action by written consent provides that we will file restated articles of incorporation, which, among other items, will indicate that we will altogether eliminate our authorization to issue Series B Preferred Stock.

### **Series C Preferred Stock.**

We are authorized to issue 2,000,000 shares, \$0.001 par value per share, of our Series C Preferred Stock. As of the date of this Report, we have not issued any shares of Series C Preferred Stock.

We have not subscribed for a CUSIP Identifier for our Series C Preferred Stock, and, our Series C Preferred Stock is not listed on any regional or national exchange and is not quoted over-the-counter.

The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional, and other rights, and the qualifications, limitations, or restrictions thereof, of our Series C Preferred Stock, are as follows:

Dividend Rate. The holders of Series C Preferred Stock shall not be entitled to receive any dividends.

Voting Rights. The holders of the issued and outstanding shares of the Series C Preferred Stock shall be entitled to cast 175 votes for each share held by them on any matter called for a vote by our board of directors.

Liquidation Rights. In the event of liquidation, dissolution, or winding up of our affairs, whether voluntary or involuntary, the holders of shares of the Series C Preferred Stock can share ratably in our assets, and shall share equally and ratably in our assets available for distribution after giving effect to any liquidation preference of any shares of the Series A Preferred Stock but before any distribution to the holders of our Common Stock. A merger, conversion, exchange, or consolidation of the Company with or into any other person or sale or transfer of all or any part of our assets (which shall not in fact result in the liquidation of the corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of our affairs.

Conversion, Redemption, or Preemptive Rights. The holders of Series C Preferred Stock shall have the right to convert their shares of Series C Preferred Stock to Common Stock, as their exclusive option, on notice to us utilizing the form of notice of conversion associated with the Series C Preferred Stock, at the rate of 175 shares of Common Stock for every one share of Series C Preferred Stock owned or held by them.

Consideration for Shares. The shares of the Series C Preferred Stock issued in future shall be issued for such consideration as shall be fixed, from time to time, by the board of directors.

### **Subsequent Events Concerning Our Series C Preferred Stock.**

On or about April 4, 2019, our control shareholders acted unanimously by written consent to file restated articles of incorporation, which, among other items, will indicate that we will altogether eliminate our authorization to issue Series C Preferred Stock.

### **General Provisions Related to Our Common Stock.**

Non-Assessment of Stock. Our capital stock, after the amount of the subscription price has been fully paid, shall not be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed.

Personal Liability of Shareholders. Pursuant to the Colorado Business Corporation Act, as amended, no shareholder of the corporation is or shall become individually liable for our debts or liabilities.

### **Stock Transfer Agent.**

Our stock transfer agent is Pacific Stock Transfer Co. ("Pacific"), which is located at 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119. Pacific's telephone number is (702) 361-3033; its telecopier number is (702) 433-1979; and, its website is <http://www.pacificstocktransfer.com>.

As of the date of this Report, Pacific is registered and in good standing with the U. S. Securities and Exchange Commission ("Commission").

### **Trading Suspensions; Administrative Actions.**

We have not had any trading suspension orders or any other type of administrative action or order issued by the Commission or the Financial Industry Regulatory Authority ("FINRA") at any time.

### **Depository Trust and Clearing Corporation; Common Stock Eligibility.**

From the date of our incorporation to-date, we have not applied nor subscribed for Depository Trust and Clearing Corporation ("DTCC") services for our Common Stock. Consequently, shares of our Common Stock can only be traded "paper-only" and cannot be traded electronically using DTC or FAST (Fast Automatic Securities Transfer) services or settled electronically with National Settlement Service. *(For additional comment by management in respect of DTCC eligibility for our Common Stock, please refer to the section in this Report entitled Subsequent Events; Reverse Split of Our Common Stock.)*

We have not performed a stock split, paid a stock dividend, effected a recapitalization of our securities, entered into a merger, effected a spin-off, or performed a reorganization during the preceding 12 months. We are currently evaluating several significant operating assets, either by our purchase of the assets or by the acquisition of one or more corporations, which we expect to consummate during the first calendar quarter of year 2020, if at all.

### **Acquisition of Material Assets.**

*Although not within the preceding 12-month period, during the Reporting Period covered by this Report, we did acquire a material asset, the transaction for which is described as follows:*

On or about December 15, 2017, we entered into a stock purchase, sale, and exchange agreement with Sebastien C. Dufort and IDGreen Corp a/k/a IDGlobal Corp., a Colorado corporation ("IDGC") (US.IDGC.PK).

*The parties to that certain agreement viewed the acquisition to be a "security-based swap", as such phrase and transaction are described in Exchange Act Release 34-64087 (dated, March 17, 2011) and/or in Exchange Act Release 34-64628 (dated, June 8, 2011).*

Mr. Dufort sold, transferred, assigned, and delivered 71,100,000 shares of IDGC's Series A Preferred control stock owned by him in exchange for the issuance to Mr. DuFort of 7,100,000,000 shares of our common stock. As the result of the transaction with Mr. DuFort, we acquired 51% voting control in IDGC.

The stock issuances were timely reported to the Commission in accordance with Section 16 of the Act.

The specific purpose of the transaction was to promote the collective growth and development of both ourselves and IDGC, and for the specific purpose of inter-exchanging the collective business strategies and knowledge of each of Mr. DuFort and Randolph S. Hudson, our president and chief executive officer, and the shareholders and investors of ourselves and IDGC.

Under that transaction, there were certain limitations imposed on Mr. DuFort and us with respect to any disposition in future by us of IDGC, its assets, and any subsidiary. The key to these impositions and limitations was the fact that our control stockholder, Mr. Hudson, must have had to have approved the sale of any IDGC asset together with Mr. DuFort and IDGC's Board of Directors.

There was no contract or other arrangement with us that provided for Mr. DuFort to purchase additional shares of our common stock. Furthermore, we agreed to compensate Mr. DuFort for serving on our board of directors, and for other matters' consultant for our business affairs and those of our subsidiaries,

As the result of the transaction with Mr. DuFort, we did not contemplate selling, transferring, or disposing of any of our assets, nor of those held in any of our active or dormant subsidiaries.

Prior to the effect of the transaction, Mr. Hudson was the only member of our board of directors. As the result of the transaction, Mr. DuFort was appointed to our board of directors. We were not obligated to fill additional vacancies on our board of directors.

In due course, following the effect of the transaction, there were a few opportunities that arose for IDGC and its shareholders. Following extensive discussions, Mr. DuFort and Mr. Hudson agreed that it might better serve IDGC's shareholders if we rescinded the transaction. At that time, we were unable to accelerate our then plan of operations. Consequently, on or about April 4, 2018, each of us, Mr. DuFort, and IDGC rescinded the subject transaction. As a continuation of the rescission, Mr. DuFort voluntarily resigned as a member of our board of directors.

The rescission of the transaction was timely reported to the Commission in accordance with Section 16 of the Act.

### **Certain Relationships and Related Transactions Relating to Our Acquisition of Material Assets.**

The transaction described above concerned Sebastien C. DuFort. As the result of that transaction, we were obligate to compensate Mr. DuFort for his service on our board of directors between December 15, 2017 and April 4, 2018. Moreover, as of the date of this Report, Mr. DuFort serves us as our senior vice-president of business development and is seated as a member on our board of directors. In addition to his current wages accruing, we have allocated and classified his former stipend (as the result of the aforementioned transaction) as accruing and owing to an officer and/or director on our statements of financial condition.

### **Historical Information Related to Our Securities.**

Prior to the Reporting Period covered by this Report, we did declare stock splits, paid stock dividends, effected recapitalizations of our securities, and performed a merger. The information regarding these historic events from the date of our inception is set forth in the section below and elsewhere in this Report, as applicable.

#### Stock Splits.

The following historical stock split activity is listed in reverse chronological order:

<u>Split Date</u>	<u>Split Type</u>	<u>Split Ratio</u>	<u>Record Date</u>	<u>Pay Date</u>
04/29/2011	Forward	31.0:30.0	-	04/29/2011
02/08/1999	Reverse	1.0:20.0	-	02/08/1999

### Stock Dividends.

The following historical stock dividend activity is listed in reverse chronological order:

<u>Date</u>	<u>Type</u>	<u>Cash Amount</u>	<u>Share Amount</u>	<u>Ex-Date</u>	<u>Record Date</u>	<u>Pay Date</u>
06/06/2011	Dividend	\$0.00	(1)	06/06/2011	06/06/2011	10/03/2011
03/14/2011	Dividend	\$0.00	(2)	03/14/2011	03/14/2011	03/15/2011
11/15/2010	Dividend	\$0.00	(3)	11/15/2010	11/15/2010	11/16/2010

(1) Each shareholder who held 1,711.56 shares of our Common Stock received one share of restricted Series B Convertible Preferred Stock in Pegasus Tel, Inc. (US.PTEL.PK). This dividend was not quoted Ex.

(2) Each shareholder who held our Common Stock received one percent of our Common Stock as a dividend. This dividend was not quoted Ex.

(3) Each shareholder who held our Common Stock received five percent of our Common Stock as a dividend. This dividend was not quoted Ex.

### Recapitalizations.

The following table sets forth each recapitalization performed by us from the date of our incorporation through December 31, 2016. (We have not amended our articles of incorporation to restate or effect a recapitalization of any class or series of our stock during the Reporting Period covered by this Report.)

<u>Amendment Date</u>	<u>Class or Series of Stock</u>	<u>Prior Par Value per Share</u>	<u>Prior Capitalization (in number of shares)</u>	<u>Amended Recapitalization (in number of shares)</u>	<u>Change in Par Value, If Any</u>
12/04/2009	Preferred (1)	\$1.00	5,000,000	50,000,000	\$0.001
12/04/2009	Common	\$0.001	50,000,000	250,000,000	-
12/10/2009	Common	\$0.001	250,000,000	500,000,000	-
01/25/2010	Common	\$0.001	500,000,000	5,000,000,000	-
03/15/2010	Preferred (1)	\$0.001	50,000,000	95,000,000	-
03/15/2010	Series B Preferred (3)	-	-	80,000,000	\$0.001
04/22/2010	Series A Preferred (2)	\$0.001	95,000,000	-	-
06/01/2010	Series C Preferred (3)	-	-	2,000,000	\$0.001
09/29/2010	Common	\$0.001	5,000,000,000	10,000,000,000	-
04/11/2011	Common	\$0.001	10,000,000,000	15,000,000,000	-
04/20/2011	Series A Preferred	\$0.001	95,000,000	75,000,000	\$0.001

10/07/2011	Common	\$0.001	15,000,000,000	30,000,000,000	-
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- (1) Indicates the security is undesignated as to class or series.
- (2) Indicates title of security was renamed and/or redesignated as to class or series.
- (3) Amendment to authorize new class or series of stock.

Prior Mergers, Business Combinations, and Reorganizations.

Prior to the Reporting Period covered by this Report, we engaged in one merger and/or business combination transaction, which transaction is described as follows:

On February 4, 2000, we consummated an agreement with Encounter.com Acquisition Corp. for the sale of 24,726,198 of its common shares (75% of our issued and outstanding shares) in exchange for certain Internet technology and a business plan that then represented our business. That agreement, among other things, included a requirement for the seller to negotiate a reduction of certain of our liabilities. At the closing, all of our officers and directors were replaced with nominees of the buyer.

Prior to February 4, 2000, we were managed by 574125 B.C. LTD, whose place of business was located at Suite 250 - 1455 Bellevue Avenue, West Vancouver, British Columbia. We ceased operations in Canada immediately upon the transfer of the 24,726,198 common shares to Encounter.com Acquisition Corp.

Former Trading Symbols.

From the date of our inception, our Common Stock has been quoted and traded under various symbols.

During the Reporting Period covered by this Report, we have not filed any notification of corporate actions with FINRA to apply for a symbol change.

Prior to the date of this Report, and for the periods that FINRA (formerly the National Association of Securities Dealers ("NASD")) maintains public records of events associated with any issuer's symbol changes, our symbol has changed, accordingly, as indicated in the table below:

Initial Symbol		"ENCR"
Symbol Change	03/01/2000 (2)	Symbol Change from "ENCR" to "ENCRE" (1)
Symbol Change	02/18/2010	Symbol change from "ENCR" to "ENTI"
Symbol Change	04/29/2011	Symbol change from "ENTI" to "ENTID"
Symbol Change	06/02/2011	Symbol change from "ENTID" to "ENTI"

(1) FINRA, then the NASD, imposed the letter "E" as the fifth letter designator on our symbol because we did not comply with NASD's Eligibility Rule by registering our common voting equity securities under the Securities Exchange Act of 1934 or the Securities Act of 1933.

(2) Date approximate.

FINRA does not maintain nor disclose historical records in respect of symbol changes prior to the earliest event stated above.

Previous SEC Registration Statements and Terminations.

Our common stock has been registered or exempt from registration from our date of incorporation through July 31, 2009. The complete list of our registration statements, available exemptions, and termination of registration are stated in the table below:

<u>Effective or Filing Date</u>	<u>Description</u>	<u>Active Dates</u>	<u>Explanation and/or Comments</u>
July 1986	<i>Compliance with Rule 15c2-11; Initiation of Quotation on the Nasdaq Bulletin Board</i>	07/01/1986 - 09/01/1994	<i>Initially, our common stock was quoted over-the-counter on what then was the OTCBB. At that time, a company could initiate a listing following the submission of a Form 211 by a broker-dealer without the qualification of a valid registration statement. Certain exempt transactions, such as a Rule 504 transaction, would qualify an issuer to become fully-reporting. Following NASD's adoption of the Eligibility Rule, certain issuers were required to register their securities under the Exchange Act or the Securities Act of 1933 ("Securities Act"). If a company did not meet the eligibility requirements, then the issuer was delisted from the Bulletin Board. Our securities were delisted from the Bulletin Board on September 1, 1994, at which time our reporting obligations, and those of our predecessor(s), were terminated.</i>
February 1999	<i>We conducted a limited offering under Rule 504 of Regulation D.</i>	02/01/1999- 01/31/2000	<i>We completed the sale of 8,000,000 shares of common stock to 20 investors for \$0.01 per share pursuant to Rule 504 of Regulation D of the Securities Act. The offering was</i>

			<i>completed solely to non-U.S. investors. Total offering price was \$80,000. No sales commissions were paid.</i>
April 1999	<i>We conducted a limited offering under Rule 504 of Regulation D.</i>	04/1999-03/1999	<i>We sold 80,000 shares of common stock were at \$2.50 per share to "574125 B.C. LTD." pursuant to Rule 504 of Regulation D of the Securities Act. Total offering price was \$200,000. The offering was completed to persons known to our officers and directors. 574125 B.C. LTD provided management services to the Company at that time. No sales commissions were paid.</i>
February 2000	<i>We sold shares pursuant to an exemption offered by Section 4(2) of the Securities Act.</i>	February 2000	<i>We sold 24,726,198 shares of common stock to Encounter.com Acquisition Corp. in exchange for the technology rights and business plan described herein. These shares were sold pursuant to Section 4(2) of the Securities Act and have were marked "restricted."</i>
February 11, 2000	<i>Delisting from Bulletin Board to Pink Sheets.</i>	March 9, 2000	<i>Our stock was delisted from the Bulletin Board and moved to the Pink Sheets due to our failure to timely file a registration statements with the Commission.</i>
March 21, 2000	<i>Registration of Securities on Form 10SB12G under the Exchange Act</i>	March 21, 2000- July 31, 2009	<i>We registered our common stock under the Exchange Act.</i>
May 2000	<i>We conducted a limited offering under Rule 504 of Regulation D.</i>	May 31, 2000- May 30, 2001	<i>We sold 1,000,000 shares of common stock to five investors for \$0.25 per share pursuant to Rule 504 of Regulation D of the Securities Act. One Hundred Thousand additional shares were sold in this offering after fiscal year end May 31, 2000. The total gross receipts of this offering were \$275,000. No sales commissions were paid. All investors were accredited investors.</i>

December 2000	<i>Our subsidiary, Cybercastingcorp, conducted a limited offering under Rule 506 of Regulation D.</i>	December 31, 2000 - Conversion	<i>Our subsidiary, Cyber-Casting-Corp sold 400,000 shares of its common stock for \$0.50 per share pursuant to Rule 506 of Regulation D of the Securities Act. The total offering price was \$200,000. No sales commissions were paid. All investors were accredited investors.</i>
July 31, 2009	<i>We filed a Form 15 pursuant to Rule 12(g)-4(a)2(ii).</i>	July 31, 2009- Permanent	<i>We terminated our Form 10 Registration Statement under the Exchange Act and terminated our obligation to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.</i>

Recent FINRA Review Activity.

Our most recent, successful review of corporate actions we submitted to FINRA, was completed on or about February 10, 2010.

From between February 2014 and January 2018, we filed four notifications of corporate actions, respectively, with FINRA; however, we either permitted the notifications to expire on their own merits or we withdrew them. The principal reason we did not follow through on each of those notifications was because we were unable to provide adequate responses to FINRA regarding our incomplete filings with the Commission as the result of our having filed a Form 15 to terminate the registration of our securities under the Securities Exchange Act of 1934 ("Exchange Act") and to terminate our obligation to file reports with the Commission required by Section 13 or Section 15(d) of the Exchange Act.

**Subsequent Events.**

Registration of Our Common Stock Under a Selling Stockholders Registration Statement.

It is our intent, directed under one or more corporate actions adopted by the written consent of our control shareholders on or about April 4, 2018, to register our common stock under a selling stockholders registration statement on Form S-1 (the "Registration Statement") under the Securities Act of 1933. Because we issued all the shares of our Common Stock, it is our intent to register all the outstanding shares of our Common Stock pursuant to that registration. Our board of directors acted unanimously by written consent in lieu of a meeting to approve the shareholder's corporate actions. We cannot determine or predict when the SEC will make effective the registration statement, if at all. Any statement by any person to the contrary constitutes a criminal offense.

Reverse Split of Our Common Stock.

It is our intent, directed under one or more corporate actions adopted by the written consent of our control shareholders on or about April 4, 2018, to effect a reverse split of our Common Stock at the ratio of 1:3,000 (the "Reverse Split"). We have not determined or fixed the record date for the reverse split. Our board of directors acted unanimously by written consent in lieu of a meeting to approve the shareholder's corporate action(s). The reverse split will become effective following FINRA's approval and consent of the corporate action(s), if at all, the date of which we cannot determine nor predict. Moreover, we cannot predict the date on which we will submit a notification of corporate action(s) to FINRA to request the anticipated corporate action(s).

As an automatic result of the reverse split, should FINRA consent and permit the same to become effective, with no further action on our part, rather, an action to be performed by our stock transfer agent, we expect our Common Stock to be DTC and FAST-eligible.

Elimination of Authority to Issue Series B Preferred Stock; Forced Conversion to Shares of Common Stock.

It is our intent, directed under one or more corporate actions adopted by the written consent of our control shareholders on or about April 4, 2018, to eliminate our authority to issue shares of Series B Preferred Stock. Prior to restating our articles of incorporation to eliminate our authorization to issue Series B Preferred Stock, we are converting the holders of our Series B Preferred Stock to holders of our Common Stock. To that extent, we have reserved 99,028,000 shares of our Common Stock to issue to the holders of our Series B Preferred Stock.

Elimination of Authority to Issue Series C Preferred Stock.

It is our intent, directed under one or more corporate actions adopted by the written consent of our control shareholders on or about April 4, 2018, to eliminate our authority to issue Series C Preferred Stock. As of the date of this Report, there are no holders of shares of our Series C Preferred Stock and none will be affected by our action.

Restatement of Our Articles of Incorporation in Colorado.

It is our intent, directed under one or more corporate actions adopted by the written consent of our control shareholders on or about April 4, 2018, to restate our articles of incorporation following the effectiveness, if any, of our anticipated reverse split. There can be no assurance that FINRA will consent to our corporate action in this regard. However, should FINRA consent to our corporate action (i.e., the reverse split, among others), then, we will restate our articles of incorporation to indicate our then present capital structure, accordingly.

Declaration of a Stock Dividend.

It is our intent, directed under one or more corporate actions adopted by the written consent of our control shareholders on or about April 4, 2018, to declare a stock dividend following the effectiveness of the aforementioned reverse split; whereby, each holder of one share of our common stock will receive one share of our Series A Preferred Stock. There can be no assurance that FINRA will consent to the reverse split nor to approve the corporate action regarding the prospective dividend.

Prior to the declaration and distribution of the dividend, it is the intent of our board of directors to apply for a CUSIP Identifier for our Series A Preferred Stock and to initiate a quotation of our Series A Preferred Stock on Link ATS.

Acquisition of a Material Asset.

Our totally-held subsidiary, Encounter Tech Oklahoma Co, Inc. f/d/b/a Encounter Mid-America Properties, Inc., an Oklahoma corporation ("Tech"), has been in the process of conducting definitive negotiations since approximately July 2019 to-date. The purpose of these negotiations has been for us to purchase a hotel, restaurant, and bar from an Oklahoma limited liability company, Ganesh and Maruti, LLC.

Two of our senior executive officers and directors have periodically stayed at the hotel property since on or about September 28, 2019, and, continue to visit with one or both of the managing members of G and M.

The principal issues that are preventing a closing of the transaction are (a) the variation in the sale and purchase price due to certain factors directly pertaining to the hotel's operation and physical condition, (b) the interim management of the hotel prior to the closing, and (c) the requirement by the sellers for us to immediately undertake the remodeling of the restaurant and bar prior to the closing.

Our board of directors expects to resolve this matter by January 31, 2020 by one means or another.

#### Redomestication of Our Subsidiary, Encounter Tech Oklahoma Co., Inc.

It is the intent of our board of directors to authorize our president to redomesticate our subsidiary, Tech, from Oklahoma to Colorado during the first calendar quarter of year 2020.

While Tech is in good standing with the State of Oklahoma and has paid its corporate and franchise taxes to the State of Oklahoma for Tech's fiscal year that ended in November 2019, it will be financially prohibitive for Tech to remain an Oklahoma corporation following its separation and distribution from us. The State of Oklahoma bases its franchise taxes on, among other things, the number of shares authorized, issued, and outstanding, and the par value per share, and, should we effect a spin-off of our subsidiary, even in the most optimistic of cases assuming the reverse split did occur, the franchise tax on the capital structure of Tech (which would resemble our post-reversal capital structure) would place Tech at a significant disadvantage and burden in terms of the expense of Oklahoma's franchise tax system.

Conversely, the State of Colorado does not impose a franchise tax on a domestic corporation's capital structure, and, moreover, Colorado does not impose a state tax on a domestic corporation's income if the income was not derived in the State of Colorado.

#### Spin-off of Our Subsidiary, Encounter Tech Oklahoma Co., Inc.

It is our intent, directed under one or more corporate actions adopted by the written consent of our board of directors on October 10, 2019, to spin-off our totally held subsidiary, Encounter Tech Oklahoma Co., Inc. f/d/b/a Encounter Mid-America Properties, Inc., by filing a separation and distribution agreement together with a direct offering registration statement on Form S-1. We anticipate this event will occur during the first calendar quarter in year 2020.

Among other items, the spin-off will provide that then each holder of shares of our Common Stock will receive one (1) share in Tech.

### **ISSUANCE HISTORY.**

#### **Current Information.**

During the past two completed fiscal years, the year-ended December 31, 2017 and the year-ended December 31, 2018, and during the three subsequent fiscal quarters-ended on March 31, 2019, June 30, 2019, and September 31, 2019, respectively, the table below indicates all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services:

Number of Shares Outstanding as of January 1, 2018	Opening Balance: Common: 14,751,308,020 Preferred (A): 50,000,000
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<u>Date of Transaction</u>	<u>Transaction Type</u>	<u>Number of Shares Issued or Cancelled</u>	<u>Class of Securities</u>	<u>Value of Shares Issued at Issuance</u>	<u>Were Shares Issued at Market Price at the Time of Issuance?</u>	<u>Shares Issued to Individual/Entity and Relationship</u>	<u>Reason for Share Issuance</u>	<u>Shares Restricted or Unrestricted as at Report Date</u>	<u>Exemption or Registration Type</u>
12/18/2017	Issuance	7,100,000,000	Common Stock	\$0.0001	No.	Sebastien C. DuFort, then a non-affiliate	Stock Purchase/Share Exchange	Restricted	Exempt, Section 4(2)
04/04/2018	Cancellation	7,100,000,000	Common Stock	-	-	Sebastien C. DuFort, then a non-affiliate	Rescission of Stock Purchase/Share Exchange	-	-
08/17/2018	Issuance	15,149,663,980	Common Stock	\$0.0005	No.	Randolph S. Hudson, Issuer's President	Partial Compensation Years 2014 and 2015	Restricted.	Exempt, Section 4(2)

Shares Outstanding on December 20, 2019

Ending Balance:  
Common: 29,900,972,000  
Preferred (A): 50,000,000

## **DEBT SECURITIES, INCLUDING PROMISSORY AND CONVERTIBLE NOTES.**

### **Current Information.**

The table below lists and describes the issuance of promissory notes, convertible notes, or convertible debentures that were issued and/or eligible for conversion during the past two completed fiscal years, the year-ended December 31, 2017 and the year-ended December 31, 2018, and during the three subsequent fiscal quarters-ended on March 31, 2019, June 30, 2019, and September 31, 2019, respectively:

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (Pricing Mechanism for Determining Conversion of Instrument to Shares)</u>	<u>Name of Noteholder</u>	<u>Reason for Issuance</u>
09/28/2019	\$10,000.00 (2)	\$10,000.00	-	(1)	(1)	Greg Szatko	Loan
10/06/2019	\$3,500.00	\$3,500.00	-	(1)	(1)	Sebastien C. DuFort	Loan

- (1) The maturity and/or call date of this obligation will be determined by the date we are able to effect our reverse split. At present, we do not have a sufficient number of authorized but unissued shares of our Common Stock to convert the obligation under its terms. It will be necessary for us to await the effect of the reverse split, if and when FINRA consents to the same.
- (2) Subject to periodic adjustment under the terms of the variable credit accommodation.

## **FINANCIAL STATEMENTS.**

We have elected to file our statements of financial condition and notes as a separate report for the Reporting Period covered by this Report. Our election in this regard is permitted as an option by Pink Basic Disclosure Guidelines, as amended and in force as of the date of this Report.

We are presenting our unaudited statements of financial condition in accordance with U. S. Generally Accepted Accounting Principles ("GAAP") used by the Financial Accounting Standards Board ("FASB") as the foundation for its comprehensive set of approved accounting methods and practices.

Our statements of financial condition were prepared by our acting chief financial officer, Randolph S. Hudson.

Although filed separately from this Report, we incorporate our statements of financial condition for the Reporting Period herein this Report by reference thereto.

### **ISSUER'S BUSINESS, PRODUCTS, AND SERVICES.**

We are a company that specialized in social media, video technology, and online streaming solutions.

As an initial key component of our business following our incorporation, we offered Internet products and services, including Internet access, colocation and professional services. In September 2000, through our subsidiary CyberCastingCorp.com (which is now dormant), executed agreements to acquire two Internet service providers. The acquisitions brought us Internet-related capabilities such as delivery of high-speed Internet access; broadband wireless; networking expertise; colocation facility development; and management experience and technical personnel for providing Internet services. Working in conjunction with the two Internet service providers, we began offering colocation service in Las Vegas, Nevada through a strategic partnership agreement with an existing colocation facility, and has formed another subsidiary, CybAirCorp, to market Internet access, professional services and colocation services. The aforementioned projects and acquisitions each required substantial capital funding, and it was difficult for us to obtain such financing.

In 2009, we switched our focus and plan of operations to provide end-to-end technology and online marketing services, including design, build, hosting, and online marketing support. We specialized in social media, video technology, and online entertainment web solutions. We utilized our pre-built applications to provide the platforms in which to base solutions for businesses looking to utilize video technology to increase online collaboration and interaction. Our goal was to provide our clients with the best methods to increase user value and achieve desired business results. In striving to achieve our goals we acquired RTR Media, Inc. and Camera Crew Inc. which operated as totally-held subsidiaries and brought us expertise in web-based structure and video filming/production respectively. We also did business under the name "MusicMatrix.com" which was our flagship music video oriented social networking site. Its primary products & services encompass website subscriptions for our flagship site MusicMatrix.com. MusicMatrix.com was a fully integrated social community which will allows users to participate in music video editing competitions in order to win both prizes and recognition. We developed a cutting edge, innovative, and simple to use platform for MusicMatrix.com which facilitated the video uploading, editing, sharing, and viewing experiences. In addition, users not interested in editing music videos were given incentive to drive traffic to the site and promote the featured artist or song.

Our MusicMatrix.com library continues to be available on the Internet on sites such as YouTube and other social media-related applications. Although we no longer offer MusicMatrix.com services, our products remain active and popular on the Internet.

In year 2017, we initiated a corporate restructuring program; whereunder, we began to reposition ourselves and discontinue our negligible operations and disposing of our underperforming assets.

As one segment of our restructuring program, we have been evaluating our position with respect to our joint ventures and other transactions with third-party public company affiliates. We are also in the process of filing certain applications and documents with various state and federal regulatory agencies and with self-regulatory agencies in order to seek the necessary approvals and effect its overall restructuring program. During our restructuring program, we will be introducing our new website to better inform its shareholders, investors, and the public of recent and proposed recent developments.

The overall restructuring program is expected to be fully-functional, with our primary acquisitions in commercial real estate and hospitality to be underway during the first calendar quarter of year 2020; however, the company may receive the required regulatory approvals, authorizations, and/or consents before that time.

## ISSUER'S FACILITIES.

Our executive office is located at 2100 Constitution Boulevard, Suite 168, in Sarasota, Florida. We also maintain a regional branch office at 681 Portland Avenue in Rochester, New York. We occupy the Sarasota, Florida office by permission granted to us by Ken Brand. We occupy the Rochester, New York office by permission granted to us by New York Rental Excellence Corporation, a New York corporation ("NYREC"). We do not pay rent for either office, and we are not obligated to issue promissory notes, or other evidences of indebtedness to either landlord. Our occupancy at both offices is at-will.

### **Certain Relationships and Related Transactions.**

Kenneth Brand, the owner of the Sarasota, Florida office property, is the second largest holder of our common stock following our chief executive officer, Randolph S. Hudson. In addition, Mr. Brand was the control shareholder and the largest holder of shares of common stock of Central Wireless, Inc., a Colorado corporation (US.CWIR.PK) ("Central"). In or about February 2014, Mr. Brand transferred his non-common stock interests in Central to First Hudson Trust of New York, a Massachusetts Trust formed and operating under the laws of the State of Oklahoma ("First Trust") and Electronic Merchant Systems of Rochester, Inc., a New York corporation ("EMSR"). Our chairman, president, and chief executive officer, Mr. Hudson, is the Managing Administrative Trustee of First Trust. The Chairman, President, and Chief Executive Officer of EMSR is Michael P. Grande, who also serves as the Chairman, President, and Chief Executive Officer of EMSR. Mr. Grande formerly served as Chairman, President, and Chief Executive Officer of Central, and, Mr. Hudson served as Central's Vice-Chairman of the Board and Senior Vice-President. EMSR and First Trust sold their joint control interest to Charles Townsend in or about February 2016.

Mr. Grande, the landlord of the Rochester, New York office property, through EMSR, was also associated with Mr. Hudson, through First Trust, by EMSR's and First Trust's purchase of our control shares in or about September 2013, and, in addition to the acquisition of CWIR (as stated above), EMSR and First Trust acquired control of Hall of Fame Beverages, Inc., a Delaware corporation (US.HFBG.PK) ("Fame") in or about February 2014; Oncology Med, Inc., a Delaware corporation (US.ONCO.PK) ("Oncology") in or about December 2013; and, Real American Capital Corporation, a Delaware corporation (US.RLAB.PK) ("American") in or about February 2014. In addition to his position with Central, Mr. Grande served as our Vice-Chairman of the Board and Senior Vice-President; he served as the Chairman of the Board, President, and Chief Executive Officer of Oncology; and, he served as Vice-Chairman of the Board and Senior Vice-President of American. In addition to his positions with us, Mr. Hudson served as the Vice-Chairman of the Board of Fame; he served as Vice-Chairman of the Board of Oncology; and, he served as the Chairman of the Board, President, and Chief Executive Officer of American. In addition, EMSR and First Trust acquired control of Apple Rush, Inc., a Delaware corporation (US.APRU.PK) ("Rush"); however, First Trust and EMSR rescinded the transaction among each of them and the former control stockholder, by mutual agreement, approximately two weeks from the effective date of the initial transaction. EMSR and First Trust sold their control interests in us, Fame, Oncology, and American between March 2015 and February 2016, respectively. Mr. Hudson also currently serves as the Executive Advisor to Mr. Grande's privately held companies, NYREC, Monroe Heating & Home, Inc., a New York corporation ("Monroe"), and Fiduciary Financial Corporation, a New York corporation ("Fiduciary").

## OFFICERS, DIRECTORS, AND CONTROL PERSONS.

The following table provides information regarding every person or entity owning more than five percent (5%) or more of our securities, as well as the information regarding our officers and directors:

Name of Officer, Director, or Control Person	Affiliation with Issuer	Residential Address	Number of Shares Owned	Share Type and/or Class	Ownership Percentage of Class Outstanding
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Randolph S. Hudson	Indirect Beneficial Owner and Control Person (1)	Monterey, California	50,000,000	Series A Preferred Stock, \$0.001 par value per share (2)	100%
Randolph S. Hudson	Chairman, President, CEO, Acting CFO	Monterey, California	11,152,934,383 (3)	Common Stock, \$0.001 par value per share	36.9% (3)
Dean M. Denton	Vice-Chairman, SVP, CAO	Nevada City, California	250,000,000	Common Stock, \$0.001 par value per share	1.2%
Sebastien C. DuFort	Sr. Vice-President and Director	Lockport, Illinois	250,000,000	Common Stock, \$0.001 par value per share	1.2%

- (1) By Mr. Hudson's indirect beneficial ownership of shares of Series A Preferred Stock, \$0.001 par value per share, through First Hudson Trust of New York and as proxyholder for Electronic Merchant Systems Rochester, Inc., and by voting his shares of the company's Common Stock, Mr. Hudson can outvote all of the issuer's remaining shareholders combined, thus, resulting in his control of the issuer.
- (2) This class and series of the issuer's stock entitles the holder thereof to 175 votes per share multiplied by the total number of shares of Series A Preferred Stock issued and outstanding.
- (3) This percentage and the number of shares underlying the percentage represented in this table is subject to audit and a final determination. Depending on Mr. Hudson's allocations to various persons or entities as compensation or settlement for various obligations of the issuer, this percentage may increase to 45.1%. As of the date of this Report, the sum of shares indicated, and the correlating percentage are those reported to the Commission under our Section 16 ownership disclosure obligation.

### **Certain Relationships and Related Transactions.**

There are no family relationships existing among any of the issuer's officers, directors, or the control person.

The issuer's vice-chairman, senior vice president, corporate secretary, and chief administrative officer, Dean M. Denton, has been in the employ of Mr. Hudson, in unaffiliated privately held companies and partnerships controlled by Mr. Hudson, for over 10 years prior to the date of this Report. In addition to Mr. Denton's employment by us, Mr. Denton has served as the Senior Vice-President, Corporate Secretary, and Chief Administrative Officer of Fame, Oncology, Central, and American.

Mr. Hudson and Mr. DuFort previously conducted business with one another, as Mr. Hudson served as an advisor to Mr. DuFort in his position as Chairman of the Board, President, and Chief Executive Officer of IDGlobal Corp., a Colorado corporation (US.IDGC.PK) ("IDGlobal"). In addition, the issuer acquired control of IDGlobal in 2017; however, by mutual agreement, Mr. Hudson and Mr. DuFort rescinded that certain stock purchase and sale transaction for reasons unrelated to either company.

### **LEGAL AND DISCIPLINARY HISTORY.**

No officer, director, or control person of the issuer has, in the past 10 years, been the subject of:

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

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

No officer, director, control person, professional service provider, third-party service provider, or advisor to the issuer is disqualified under Rule 262 of the Commission (17 CFR 229.262).

#### **Prospective Litigation.**

As of the date of this Report, we do not foresee any litigation pending or threatened against us.

### **THIRD PARTY PROVIDERS.**

The following is a list of the name, address, telephone number, and email address for each of the following outside service providers:

#### **Securities Counsel.**

Jeffrey M. Jayson, Esq.  
The Law Offices of Jeffrey M. Jayson  
18 Thurston Road  
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Telephone: (585) 434-7014

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#### **Auditor.**

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New Delhi 110085, India

Telephone: +91-98106 61322

Email: [ankit@ajsh.in](mailto:ankit@ajsh.in)

**ISSUER CERTIFICATIONS.**

**Principal Executive Officer.**

I, Randolph S. Hudson, certify that:

1. I have reviewed this Cumulative Disclosure Statement of Encounter Technologies, Inc., a Colorado corporation.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: December 20, 2019



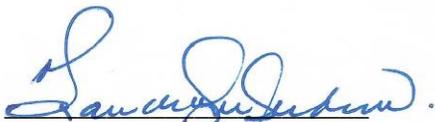
By: Randolph S. Hudson  
Chief Executive Officer

**Principal Financial Officer.**

I, Randolph S. Hudson, certify that:

1. I have reviewed this Cumulative Disclosure Statement of Encounter Technologies, Inc., a Colorado corporation.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: December 20, 2019



By: Randolph S. Hudson  
Acting Chief Financial Officer