

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Skywealth Group Inc

A Florida Corporation

2/F Connaught Harbourfront House

No. 35-36 Connaught Road West

Hong Kong, China 0000

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timothylam@outlook.com

SIC – 2741

Quarterly Report

For the Period Ending: December 31, 2021

(the “Reporting Period”)

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

225,000

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

225,000

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

225,000

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 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: ☒

⁵ “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Name of Issuer (and its predecessors)	Date of Name Change
Skywealth Group Inc. herein referred to as “SKWG” or the “Company	February 1, 2021
TIE Technologies, Inc.	August 12, 2019
Humanatare Distribution Corp	August 13, 2012
TIE Technologies, Inc.	September 29, 2011
Smart Environmental Systems, Inc.	August 12, 2011
TIE TECHNOLOGIES, INC.	February 20, 2002
Global Wide Web, Inc.	February 12, 2001
TIE Technologies, Inc.	October 9, 2000
Keyclub.net, Inc	May 17, 1999
Mr. Roller Boogie’s, Inc	

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer’s current standing in its state of incorporation (e.g. active, default, inactive):

Incorporated in Florida, Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar’s resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

On February 05, 2021, the Company approved and effectuated a 1 for 250 reverse stock split of its common stock.

The address(es) of the issuer’s principal executive office:

2/F Connaught Harbourfront House
No. 35-36 Connaught Road West
Hong Kong 00000

The address(es) of the issuer’s principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

Trading symbol:	<u>TTCS</u>	
Exact title and class of securities outstanding:	<u>Common Stock ("Common Stock")</u>	
CUSIP:	<u>886501204</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>300,000,000</u>	as of date: <u>February 12, 2022</u>
Total shares outstanding:	<u>225,000</u>	as of date: <u>December 31, 2021</u>
Number of shares in the public float:	<u>25,363</u>	as of date: <u>February 12, 2022</u>
Total number of shareholders of record:	<u>299</u>	as of date: <u>February 12, 2022</u>

Transfer Agent

Name: Signature Stock Transfer, LLC
Address: 14673 Midway Road, suite 220
Address 2: Addison, TX 75001
Phone: +1 (972) 612-4120
Email: jason@signaturestocktransfer.com

Is the Transfer Agent registered under the Exchange Act?

Yes: ☒ No: ☐

⁶ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act

Item 3. Issuance History

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of 09/30/2019	<u>Opening Balance:</u> Common: 225,000* Preferred: 0		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
03/22/2020	New Issuance	10,000,000	Series A Preferred stock	\$0.001	No	David Lazar, Custodian Ventures/Purchased by Terence Ho of Advanced Capital Group	Cash	R	144A
Shares Outstanding on 12/31/2021:	<u>Ending Balance:</u> Common: 225,000 Preferred: 10,000,000								

* On February 05, 2021, the Company approved and effectuated a 1 for 250 reverse stock split of its common stock.

B. Debt Securities, Including Promissory and Convertible Notes

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

Name: Mario A. Beckles
Title: Outside CPA, August 14, 2019 to present
Relationship to Issuer: Independent, no relationship

The unaudited Balance Sheet as of December 31, 2021 and 2020, unaudited Statement of Stockholder Deficit for as of December 31, 2021 and 2020, Statement of Operations for the three months ended December 31, 2021 and 2020, and Statement of Cashflows for the three months ended December 31, 2021 and 2020, are included at the end of this report.

5) Issuer's Business, Products and Services

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Skywealth Group, Inc. currently has no operations.

B. Please list any subsidiaries, parents, or affiliated companies. N/A

Subsidiary Name	Domicile	Address	Officer/Director	% Owned	Owned By
N/A					

C. Describe the issuers' principal products or services, and their markets

N/A.

6) Issuers facilities

Skywealth Group, Inc. has no operating facility.

Item 7. Officers Directors and Control Persons

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Edward Andercheck	Former Chief Executive/ Owner of more than 5%	Franklin, TN 37069	51,639	Common Stock	22.95%	
Jerry Wolff	Former Director	New York, NY 10168	11,258	Common Stock	5.00%	
Terence Ho	Chief Executive Officer	Hong Kong China	10,000,000	Series A Preferred Stock	100.00%	
David Lazar	Former Chief Executive Officer	Oceanside, NY 11572	830	Common Stock	0.00	

8) Legal/Disciplinary History

A. Criminal and legal proceedings of Officers, Directors and Control Persons.

Neither of the persons listed above have, 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 violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject.

On June 18, 2019, the Second Judicial District Court of Leon County Florida approved a special shareholders meeting whereby the Company elected David Lazar of Custodian Ventures, LLC as director and custodian, with proper notice having been given to the shareholders, officers and directors of Humanatere Distribution Corp, Inc. There was no opposition..

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Matthew McMurdo
Firm: McMurdo Law Group, LLC
Address 1: 1185 Avenue of Americas, 3rd Floor
Address 2: New York, NY 10036
Phone: (917) 318-2865
Email: matt@nannaronelaw.com

Accountant:

Name: Mario A. Beckles
Firm: Beckles & Co
Address 1: 2001 Hollywood Blvd. Suite 208
Address 2: Hollywood, FL 33020
Phone: 954-251-2005

Investor Relations Consultant: N/A

Other Service Providers: N/A

10) Issuer Certification

Principal Executive Officer:

I, Mr. Terence Ho certify that:

1. I have reviewed this Quarterly statement of Skywealth Group, Inc.;
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.

Date: February 14, 2022
Signature: /s/ Terence Ho
Name: Mr. Terence Ho
Title: Acting Chief Executive Officer

Principal Financial Officer:

I, Mr. Terence Ho certify that:

1. I have reviewed this Quarterly statement of Skywealth Group Inc.;
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.

Date: February 14, 2022
Signature: /s/ Terence Ho
Name: Mr. Terence Ho
Title: Acting Chief Executive Officer

SKYWEALTH GROUP INC.
BALANCE SHEETS
(Unaudited)

	December 31, 2021	September 30, 2021
ASSETS		
CURRENT ASSETS:		
Prepaid expense	\$ 586	\$ 2,334
TOTAL ASSETS	<u>\$ 586</u>	<u>\$ 2,334</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accrued expenses	2,300	1,250
Loan Payable – related party	<u>49,565</u>	<u>48,806</u>
Total current liabilities	<u>51,865</u>	<u>50,056</u>
Commitments and Contingencies	-	-
STOCKHOLDERS' DEFICIT		
Series A Preferred stock, par value \$0.001 per share: 10,000,000 shares issued and outstanding as of December 31, 2021 and September 30, 2020	10,000	10,000
Common stock, par value \$0.248 per share; 300,000,000 shares authorized; 225,000 shares issued and outstanding as of December 31, 2021 and September 30, 2021, respectively	55,838	55,838
Additional paid in capital	1,814,458	1,814,458
Accumulated Deficit	<u>(1,931,576)</u>	<u>(1,928,019)</u>
Total stockholders' deficit	<u>(51,279)</u>	<u>(47,722)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 586</u>	<u>\$ 2,334</u>

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

SKYWEALTH GROUP INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended December 31,	
	2021	2020
	\$	\$
	–	–
Operating expenses		
Legal fees	-	200
Audit and accounting fees	1,050	500
Registration expense	2,508	2,917
General and administrative	-	-
Total operating expense	3,558	3,617
Net loss	\$ (3,558)	\$ (3,617)
Net loss per common share – basic and diluted	\$ (0.02)	\$ (0.00)
Weighted average common shares outstanding – basic and diluted	225,000	225,000

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

SKYWEALTH GROUP INC.
STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED DECEMBER 31, 2021 AND DECEMBER 31, 2020
(Unaudited)

	Common Stock: Shares	Common Stock: Amount	Preferred Stock: (A) Shares	Preferred Stock: Amount	Additional Paid-in Capital	Accumulated Deficit	Totals
Balance – September 30, 2020	<u>255,000</u>	<u>\$ 55,838</u>	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>\$ 1,814,458</u>	<u>\$ (1,910,921)</u>	<u>(30,625)</u>
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(3,617)</u>	<u>(3,617)</u>
Balance – December 31, 2020	<u>255,000</u>	<u>\$ 55,838</u>	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>\$ 1,814,458</u>	<u>\$ (1,914,538)</u>	<u>(34,242)</u>

	Common Stock: Shares	Common Stock: Amount	Preferred Stock: (A) Shares	Preferred Stock: Amount	Additional Paid-in Capital	Accumulated Deficit	Totals
Balance – September 30, 2021	<u>225,000</u>	<u>\$ 55,838</u>	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>\$ 1,814,458</u>	<u>\$ (1,928,019)</u>	<u>(47,722)</u>
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(3,558)</u>	<u>(3,558)</u>
Balance – December 31, 2021	<u>255,000</u>	<u>\$ 55,838</u>	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>\$ 1,814,458</u>	<u>\$ (1,931,576)</u>	<u>(51,279)</u>

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

- Prior period common stock retroactively adjusted to reflect 1:250 stock split

SKYWEALTH GROUP INC.
STATEMENTS OF CASH FLOWS
FOR THE PERIOD
(Unaudited)

	For the Three Months Ended December 31,	
	2021	2020
OPERATING ACTIVITIES:		
Net loss	\$ (3,558)	\$ (3,617)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Changes in assets and liabilities		
Prepaid expense	1,749	2,917
Accounts payable and accrued expenses	1,050	-
Loan payable – related party	759	700
NET CASH USED IN OPERATING ACTIVITIES	-	-
NET (DECREASE) IN CASH	-	-
CASH – BEGINNING OF PERIOD	-	-
CASH – END OF PERIOD	\$ -	\$ -
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash paid during the periods for:		
Interest	-	-
Taxes	-	-
NON CASH INVESTING AND FINANING ACTIVITIES:		
Payments on related party debt	-	-
Proceeds from issuance of preferred stock	-	-

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

SKYWEALTH GROUP INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED DECEMBER 31, 2021 AND SEPTEMBER 30, 2021
(Unaudited)

Note 1 – Organization and basis of accounting

Basis of Presentation and Organization

The Company was incorporated in the State of Florida on April 07, 1980, under the name “Mr. Roller Boogie’s Inc.” On May 17, 1999, the name was changed to “KeyClub.net.” On October 10, 2000, the name was changed back to Tie Technologies, Inc. On February 12, 2001, the name was changed to Global Wide Web, Inc.. On February 20, 2002 the name was changed from Global Wide Web, Inc back to Tie Technologies, Inc. On August 12, 2011, the name was changed from Tie Technologies Inc. to Smart Environmental Systems, Inc. On September 29, 2011 the name was changed back to Tie Technologies, Inc. On August 12, 2013, the name was again changed to Humanatere Distribution Corp.

On June 18, 2019, the second judicial District Court of Leon County Florida approved a special shareholders meeting whereby the Company elected David Lazar of Custodian Ventures, LLC as director and custodian, with proper notice having been given to the shareholders, officers and directors of Humanatere Distribution Corp, Inc. There was no opposition.

On August 02, 2019, the name was changed back to Tie Technologies, Inc. The name of the company was changed to better reflect the direction and business of our company.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar’s resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

On February 05, 2021, the Company approved and effectuated a 1 for 250 reverse stock split of its common stock.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America (“GAAP”). The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company’s product portfolio. The Company has not realized significant sales through since inception. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital, or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 2 – Summary of significant accounting policies

Cash and Cash Equivalents

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Employee Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718 Compensation - Stock Compensation (“ASC 718”). ASC 718 addresses all forms of share-based payment (“SBP”) awards including shares issued under employee stock purchase plans and stock incentive shares. Under ASC 718 awards result in a cost that is measured at fair value on the awards’ grant date, based on the estimated number of awards that are expected to vest and will result in a charge to operations.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of December 31, 2021 and September 30, 2021, and expenses for the three months ended December 31, 2021 and 2020, and cumulative from inception. Actual results could differ from those estimates made by management.

Subsequent Event

The Company evaluated subsequent events through the date when financial statements are issued for disclosure consideration.

Recent Accounting Pronouncements

In February 2016, the FASB issued an accounting standards update for leases. The ASU introduces a lessee model that brings most leases on the balance sheet. The new standard also aligns many of the underlying principles of the new lessor model with those in the current accounting guidance as well as the FASB's new revenue recognition standard. However, the ASU eliminates the use of bright-line tests in determining lease classification as required in the current guidance. The ASU also requires additional qualitative disclosures along with specific quantitative disclosures to better enable users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The pronouncement is effective for annual reporting periods beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, for nonpublic entities using a modified retrospective approach. Early adoption is permitted. The Company is still evaluating the impact that the new accounting guidance will have on its consolidated financial statements and related disclosures and has not yet determined the method by which it will adopt the standard.

Note 3- Going Concern

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 4 – Discontinued Operations

The Company has fully impaired all assets since the shutdown of its operations in 2008 and has recorded the effects of this impairment as part of its discontinued operations. With the absence of a substantial amount of the old records and the passage of the statute of limitations the company has recorded a discontinued operations expense in 2010 the most current year since operations shutdown based on the accumulated records obtained to date through the three months ended December 31, 2021.

Note 5 – Related party transaction

On June 18, 2019, the second judicial District Court of Leon County Florida approved a special shareholders meeting whereby the Company elected David Lazar of Custodian Ventures, LLC as director and Chief Executive Officer, with proper notice having been given to the shareholders, officers and directors of Humanatere Distribution Corp, Inc. There was no opposition.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar's resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

During the fiscal year ended September 30, 2021, Advanced Capital Investment Group advanced a total of \$14,681 for payment of accounting, legal fees and registration fees. As of December 31, 2021 and September 30, 2021, the company had a loan payable of \$49,565 and \$48,806 to Advanced Capital Investment Group, respectively. This loan is unsecured, non-interest bearing, and has no specific terms for repayment.

Note 6 – Common Stock

On February 05, 2021, the Company approved and effectuated a 1 for 250 reverse stock split of its common stock.

As of December 31, 2021, 225,000 shares of common stock remain outstanding.

Note 7 – Preferred Stock

On February 18, 2020 the Company created 10,000,000 shares of Series A Preferred Stock, out of the 10,000,000 shares that were already authorized. On March 22, 2020, the Company issued 10,000,000 shares of the Series A preferred stock to David Lazar, Chief Executive Officer for \$10,000.

On December 10, 2020, Advanced Capital Investment Group entered into a stock purchase agreement whereby they purchased 100% of the 10,000,000 shares of Series A preferred stock from David Lazar in exchange for \$150,000 in cash. As a result of the sale, and David Lazar's resignation as acting Custodian, sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

The following is a description of the material rights of our Series A Preferred Stock:

Each share of Series A Preferred Stock shall have a par value of \$0.001 per share. The Series A Preferred Stock shall vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, on a 25 for one basis. If the Company effects a stock split which either increases or decreases the number of shares of Common Stock outstanding and entitled to vote, the voting rights of the Series A shall not be subject to adjustment unless specifically authorized.

Each share of Series A Preferred Stock shall be convertible into 100 shares of Common Stock ("Conversion Ratio"), at the option of a Holder, at any time and from time to time, from and after the issuance of the Series A Preferred Stock.

Subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, upon any payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, as and if declared by the Board of Directors, as if the Series A Preferred Stock had been converted into Common Stock.

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series A Preferred Stock (each, the "the Original Issue Price") for each share of Series A Preferred Stock then held by them, plus declared but unpaid dividends. Unless the Corporation can establish a different Original Issue Price in connection with a particular sale of Series A Preferred Stock, the Original issue price shall be \$0.001 per share for the Series A Preferred Stock. If, upon the occurrence of any liquidation, dissolution or winding up of the Corporation, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the entire assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of the each series of Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

The Series A Preferred Stock shares are nonredeemable other than upon the mutual agreement of the Company and the holder of shares to be redeemed, and even in such case only to the extent permitted by this Certificate of Designation, the Corporation's Articles of Incorporation and applicable law.

Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price of the Series A Preferred Stock by the Series A Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion.

Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the applicable Series A Conversion Price in effect for such share immediately upon the earlier of (i) except as provided below in Section 4(c), the Corporation's sale of its Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended; (ii) a liquidation, dissolution or winding up of the Corporation as defined in section 2(c) above but subject to any liquidation preference required by section 2(a) above; or (iii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series C Preferred Stock.

As of December 31, 2021, 10,000,000 shares of series A preferred stock remain outstanding.

Note 8 – Subsequent events

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued, February 11, 2022, and has determined that it does not have any material subsequent events to disclose in these financial statements.