

Amended
Disclosure Statement Pursuant to the Pink Basic Disclosure
Guidelines

4CABLETV INTERNATIONAL, INC.

23100 SW 192ND Ave., Suite B, Miami, FL 33170

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3999

[Annual Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

3,790,431,716 as of December 31, 2022

2,907,861,113 as of December 31, 2021

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "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 and address(es) 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.

Since inception and until May 2013 the Company operated under the name "Liberto, Inc"

On May 6, 2013 FINRA approved the name change from Liberto Inc to 4Cable TV International, Inc., as well as the symbol to CATV

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):

4Cable TV International, Inc.'s Certificate of Incorporation was filed in the State of Nevada on April 11, 2013, filed under Entity Number E0182682013-8

On March 25, 2016, the Company converted its jurisdiction of organization to the State of Florida, where was chartered under Document number P16000032682.

On July 22, 2016, the Company changed its name to WorldWide Entertainment Holdings, Corp., such name change was reverted on October 8, 2020 to 4CableTV International, Inc.

The Company's current status is Active.

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

Not Applicable.

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

Not Applicable.

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

23100 SW 192nd Ave, Suite B, Miami, Florida 33170

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

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

23100 SW 192nd Ave, Suite B, Miami, Florida 33170

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

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Transfer Online, Inc.
Phone: 503-227-2950
Email: info@transferonline.com

Address: 512 SE Salmon Street, Portland, OR 97214

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: CATV
Exact title and class of securities outstanding: Common Stock
CUSIP: 351038104
Par or stated value: \$0.00001
Total shares authorized: 5,000,000,000 as of date: December 31, 2022
Total shares outstanding: 3,790,431,716 as of date: December 31, 2022
Number of shares in the Public Float²: 3,513,405,559 as of date: December 31, 2022
Total number of shareholders of record: 75 as of date: December 31, 2022

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____
Total number of shareholders of record: _____ as of date: _____

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____
Total number of shareholders of record: _____ as of date: _____

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: Preferred B
CUSIP (if applicable): 351038104
Par or stated value: 0.000001
Total shares authorized: 15,000,000 as of date: December 31, 2022
Total shares outstanding (if applicable): 4,423 as of date: December 31, 2022
Total number of shareholders of record (if applicable): 12 as of date: December 31, 2022

² "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.

Exact title and class of the security: Preferred C
CUSIP (if applicable): 351038104
Par or stated value: 0.000001
Total shares authorized: 9,999,995 as of date December 31, 2022
Total shares outstanding (if applicable): 0 as of date December 31, 2022
Total number of shareholders of record (if applicable): 0 as of date: December 31, 2022

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

One class of stock shall be common stock, par value \$0.00001, of which the Corporation shall have the authority to issue Five Billion (5,000,000,000) shares.

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

Preferred Shares

The second class of stock shall be preferred stock, par value \$0.00001, of which the Corporation shall have the authority to issue Twenty-Five Million (25,000,000) shares. The Corporation has not hired an outside Transfer Agent for the issuance of any class or series of Preferred Stock. Rather, The Corporation recognizes a Board of Directors Resolution, issuing Preferred Stock, executed by a majority of the Board of Directors, as sufficient evidence of issuance of said Preferred Stock so as to suffice as a Certificate of Stock of any Series of Preferred Stock. Said Board of Directors Resolutions, by its creation and sufficient execution implies that said issued shares of Preferred Stock comply with the herein stated Rights, Privileges and terms of each Series of Preferred Stock.

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitation, if any, of these articles or as may be set forth in the bylaws of the Corporation.

Of the Twenty Five Million (25,000,000) shares of preferred stock authorized, Five (5) have been designated as Series A Preferred Stock; (Fifteen Million) 15,000,000 shares have been designated as Series Band Nine Million, Nine Hundred Ninety-Nine Thousand, Nine Hundred Ninety-Five (9,999,995) shares have been designated as Series C which shall have the designations, powers, preferences and relative and other special rights and the following qualifications, limitations and restrictions set forth below:

Series A Preferred Stock:

- 1) Designations and Amounts. The Board of Directors of the Company, pursuant to authority granted in the Articles of Incorporation, has created a series of preferred stock designated as Series A Preferred Stock (the "Series A Preferred Stock") with a stated value of \$0.00001 per share. The number of authorized shares constituting the Series A Preferred Stock is Five (5) shares. The Board of Directors of the Company further hereby determines that authorization

of additional Series A Preferred Stock shall require a majority vote of the stock holders. No further issuances of any number of Series A Convertible Preferred Stock shall be allowed without the written consent of the majority of the then issued and outstanding Series A Convertible Preferred Stock.

- 2) Dividends. The holders of Series A Preferred Stock shall be entitled to receive dividends, payable via cash or stock in parity with the common stock holders.
- 3) Voting. Except as otherwise required by law or expressly provided herein, the holders of shares of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the stockholders of the Company and shall aggregately have Sixty One Percent (61%) of all votes that are votable from all common and preferred classes of stock for every five (5) Shares of Series A Preferred Stock held pursuant to the provisions hereof at the record date for the determination of stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken. Except as otherwise required by law or expressly provided herein, the holders of the share of Series A Preferred Stock and common stock shall vote together as a single class, and not as separate classes.
- 4) Conversion
 - a) Conversion Rate. The Shares of Series A Preferred Stock shall be convertible at the option of the Holder into one thousand (1 000) shares of common stock; any such shares convert into fully paid and non-assessable shares of common stock.
 - b) Method of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of common stock, such holder shall surrender the certificate or certificates therefore, duly endorsed, at the office of the Company or of any transfer agent for the Series A Preferred Stock, and shall give written notice 15 business days prior to date of conversion to the Company at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of common stock are to be issued. The Company shall, within five business days, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of common stock to which such holder shall be entitled as aforesaid. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made, and such date is referred to herein as the "Conversion Date."
 - c) Partial Conversion. In the event of the conversion of some but not all of the shares of Series A Preferred Stock represented by a certificate or certificates surrendered, the Company shall execute and deliver to or on the order of the holder, at the expense of the Company, a new certificate representing the number of shares of Series A Preferred Stock which were not converted.
 - d) Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted or otherwise acquired by the Company, the shares so converted shall be canceled and shall resume the status of authorized shares of preferred stock without differentiation as to series. All such shares may be reissued as part of a new series of preferred stock subject to the conditions and restrictions on issuance set forth in the Articles of Incorporation or in any certificate of designation creating a series of preferred stock or any similar stock or as otherwise required by law.
 - e) Transfer Taxes. The Company shall pay all documentary, stamp or other transactional taxes attributable to the issuance or delivery of shares of common stock upon conversion of any shares of Series A Preferred Stock, provided that the Company shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series A Preferred Stock in respect of which such shares are being issued.
 - f) Adjustments to Conversion Rate
 - i) Subdivisions, Combinations, or Consolidations of Common Stock. In the event the outstanding shares of common stock shall be subdivided, combined or consolidated, by stock split, stock dividend, combination or like event, into a greater or lesser number of shares of common stock after the effective date of this Certificate of Designation, the Series A Conversion Rate in effect immediately prior to such subdivision, combination, consolidation or

stock dividend shall, concurrently with the effectiveness of such subdivision, combination or consolidation, be proportionately adjusted as more fully set forth in Section 4(/)(ii).

ii) Adjustment for Common Stock Dividends and Distributions. If the Company at any time subdivides, combines or consolidates the outstanding shares of common stock as contemplated by Section 4(/)(i), in each such event the Series A Conversion Rate that is then in effect shall be adjusted as of the time of such event by multiplying the Series A Conversion Rate then in effect by a fraction (x) the numerator of which is the total number of shares of common stock issued and outstanding immediately after the time of such subdivision, combination or consolidation, and (y) the denominator of which is the total number of shares of common stock issued and outstanding immediately prior to such subdivision, combination or consolidation.

iii) Reclassifications and Reorganizations. In the case, at any time after the date hereof, of any capital reorganization, merger or any reclassification of the stock of the Company (other than solely as a result of a stock dividend or subdivision, split-up or combination of shares), the Series A Conversion Rate then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted and the terms of the Series A Preferred Stock shall be deemed amended such that the shares of the Series A Preferred Stock shall, after such reorganization or reclassification, be convertible into the kind and number of shares of stock or other securities or property of the Company or otherwise to which such holder would have been entitled if immediately prior to such reorganization or reclassification, the holder's shares of the Series A Preferred Stock had been converted into common stock.

iv) Distributions Other Than Cash Dividends Out of Retained Earnings. If the Company shall declare a cash dividend upon its common stock payable otherwise than out of retained earnings or shall distribute to holders of its common stock shares of its capital stock (other than shares of common stock and other than as otherwise would result in an adjustment pursuant to this Section 4(1)), stock or other securities of other persons, evidences of indebtedness issued by the Company or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for common stock or other securities of the Company convertible into or exchangeable for common stock), then, in each such case, provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of common stock receivable thereupon, the amount of securities of the Company and other property which they would have received had their Series A Preferred Stock been converted into common stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities and other property receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4(1) with respect to the rights of the holders of the Series A Preferred Stock.

- g) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Rate pursuant to Section 4(1), the Company at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of the Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments; (ii) the Series A Conversion Rate at the time in effect; and (iii) the number of shares of common stock and the amount, if any, of other securities, cash or property which at the time would be received upon the conversion of the Series A Preferred Stock.
- h) Fractional Shares. Fractional shares of Series A Preferred Stock may be issued and all conversion, voting and other rights shall be applied to such fractional shares on a proportional basis; provided, however, that in lieu of any fractional shares of common stock to which the holder of Series A Preferred Stock would be entitled upon conversion or otherwise pursuant hereto, the Company shall issue to such holder, one whole share of common stock. The

number of whole shares to be issuable to each holder upon such conversion shall be determined on the basis of the number of shares of common stock issuable upon conversion of the total number of shares of Series A Preferred Stock of such holder at the time converting into common stock.

5) Liquidation.

- a. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to stockholders shall be distributed among the holders of the shares of Series A Preferred Stock and common stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to common stock pursuant to the terms hereof immediately prior to such dissolution, liquidation or winding up of the Company.
- b. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company which will involve the distribution of assets other than cash, the Company shall promptly engage an independent appraiser to determine the fair market value of the assets to be distributed to the holders of shares of its capital stock. The Company shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Series A Preferred Stock of the appraiser's valuation. Any equity securities of other entities to be distributed shall be valued as follows: (i) if the common stock is listed on a national securities exchange or NASDAQ, the last sale price of the common stock in the principal trading market for the common stock on such date or, if there are no sales common stock on that date, then on the next preceding date on which there were any sales of common shares, as reported by the exchange or NASDAQ, as the case may be; or (ii) if the common stock is not listed on a national securities exchange or NASDAQ, but is traded in the over-the-counter market, the closing bid price for the common stock on such date, as quoted by the OTC Bulletin Board or the National Quotation Bureau, Incorporated or similar publisher of such quotations or, if there are no sales common stock on that date, then on the next preceding date on which there were any sales of common shares, as quoted by the OTC Bulletin Board or the National Quotation Bureau, Incorporated or similar publisher of such quotations, as the case may be; or (iii) if the fair market value of the common stock cannot be determined pursuant to clause (i) or (ii) above, such price as the Board of Directors of the Company shall reasonably determine, in good faith.

6) Registration Rights. None.

7) Redemption. Series A Preferred Shares are not redeemable.

8) No Impairment. Except and to the extent as waived or consented to by the holder, or as otherwise provided herein, the Company shall not by any action, including, without limitation, amending its Articles of Incorporation or Bylaws, or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series A Preferred Stock, but will at all times in good faith assist in the carrying out of all such terms and in the taking of all such actions as may be necessary or appropriate to protect the rights of holders as set forth in this Certificate of Designations against impairment.

9) Loss. Theft. Destruction of Series A Preferred Stock Certificates. Upon receipt of evidence satisfactory to the Company of the loss, theft, destruction or mutilation of shares of Series A Preferred Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity or security reasonably satisfactory to the Company, or, in the case of any such mutilation, upon surrender and cancellation of the Series A Preferred Stock, the Company shall make, issue and deliver, in lieu of such lost, stolen, destroyed or mutilated shares of Series A Preferred Stock, new shares of Series A Preferred Stock of like tenor. The Series A Preferred Stock shall be held and owned upon the express condition that the provisions of this Section are exclusive with respect to the replacement of mutilated, destroyed, lost or stolen shares of Series A Preferred Stock and shall preclude any and all other rights and remedies notwithstanding any law or statute existing or hereafter enacted to the contrary with

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- respect to the replacement of negotiable instruments or other securities without the surrender thereof. It is hereby determined that holding of ownership of any class of Preferred stock does not require the issuance of a stock certificate(s). Said ownership can be verified and determined by the execution of a Board of Directors Resolution that clearly iterates the issuance thereof; except that as determined herein in the case of subsequent issuance of Series A Preferred Stock the Board of Directors Resolution must be accompanied by a Resolution of the Majority of Shareholders which approves the subsequent issuance.
- 10) **Notices.** The holders of the Series A Preferred Stock shall be entitled to receive all communications sent by the Company to the holders of the common stock. Any notice required by the provisions of this Section 10 to be given to the holder of shares of the Series A Preferred Stock shall be deemed given when personally delivered to such holder or five business days after the same has been deposited in the United States mail, certified or registered mail, return receipt requested, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Company.
 - 11) **Severability.** If any right, preference or limitation of the Series A Preferred Stock set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein that can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.
 - 12) **Seniority.** The Series A Preferred Stock shall be senior to any additional Series of Preferred Stock issued by the Company.

 - 13) **Intentionally Left Blank.**

 - 14) **Control Block.** The issuance of Series A Preferred Stock is intended to effect a Super Majority Voting Control of the Company. Any provision herein or otherwise that impedes or restricts said Super Majority Voting Control is hereby stricken to the degree required so as to maintain the integrity of said Super Majority Voting Control.

Series B Preferred Stock:

- 1) DESIGNATION AND NUMBER OF SHARES. (Fifteen Million) 15,000,000 shares of Series B Preferred Stock, par value \$0.00001 per share (the "Preferred Stock"), are authorized pursuant to Article IV of the Corporation's Amended Certificate of Incorporation (the "Series B Preferred").
- 2) DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.
- 3) LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$ 100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.
- 4) CONVERSION AND ANTI-DILUTION.
 - (a) Each share of Series B Preferred Stock (the "Series B Preferred"), is convertible into Two Hundred and Fifty Thousand (250,000) shares of common stock of the company. Accordingly, each share of Series B Preferred is convertible at a par value of \$0.00001 per share at any

time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.00001 per share (the "Common Stock") equal to the price of \$1.00 price per share, the Series B Preferred Stock, divided by the par value of the Series B Preferred, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates or other documents as required herein, evidencing the Series B Preferred Stock to be converted.

(b) Within 2 weeks after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

(d) Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 4(a) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

- 5) VOTING RIGHTS. Each share of Series B Preferred Stock shall have one vote for any election or other vote placed before the shareholders of the Company.
- 6) PRICE.
 - a. The initial price of each share of Series B Preferred Stock shall be \$2.50.
 - b. The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.
- 7) LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

Series C Preferred Stock:

- 1) DESIGNATION AND NUMBER OF SHARES. (Nine Million, Nine Hundred Ninety-Nine Thousand, Nine Hundred Ninety-Five) 9,999,995 shares of Series C Preferred Stock, par value \$0.001 per share (the "Series C Preferred"), are authorized pursuant to Article IV of the Corporation's Amended Certificate of Incorporation (the "Preferred Shares").
- 2) DIVIDENDS. The holders of Series C Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.
- 3) LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series C Preferred Stock, the holders of the Series C Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series C Preferred Stock in excess of \$ 100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series C Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series C Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.
- 4) CONVERSION AND ANTI-DILUTION.
 - (a) Each share of Series C Preferred Stock (the "Series C Preferred"), is convertible into One Thousand (1,000) shares of common stock of the company. Accordingly, each share of Series C Preferred is convertible at a par value of \$0.001 per share at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.00001 per share (the "Common Stock") equal to the price of \$1.00 price per share, the Series C Preferred Stock, divided by the par value of the Series C Preferred, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series C Preferred Stock of the holder's intention to convert the shares of Series C Stock, together with the holder's stock certificate or certificates or other documents as required herein, evidencing the Series C Preferred Stock to be converted.
 - (b) Within 2 weeks after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series C Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series C Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series C Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series C Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

- (c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series C Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series C submitting such conversion notice.
 - (d) Shares of Series C Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 4(a) prior to the reverse split. The conversion rate of shares of Series C Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.
- 5) VOTING RIGHTS. Each share of Series C Preferred Stock shall have one vote for any election or other vote placed before the shareholders of the Company.
- 6) PRICE.
- (a) The initial price of each share of Series C Preferred Stock shall be \$1.00.
 - (b) The price of each share of Series C Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.
- 7) LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series C Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

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

None

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

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 of (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
Shares Outstanding as of Second Most Recent Fiscal Year January 1, 2021									
Opening Balance:									
Common: 2,850,655,938									
Preferred: Series A: 5									
Preferred: Series B: 2558									
02/09/21	New Issuance	1,595.60	Preferred Series B	\$ 1,864.70	NA	Central Health and Innovation - Michael Feldenkrais	CIGN Membership Acquisition	Restricted	Exempt
02/09/21	New Issuance	75.09	Preferred Series B	\$ 1,864.70	NA	Aleksander Bayrammedov	CIGN Membership Acquisition	Restricted	Exempt
02/09/21	New Issuance	225.26	Preferred Series B	\$ 1,864.70	NA	Sergey Finkelshteyn	CIGN Membership Acquisition	Restricted	Exempt
02/09/21	New Issuance	957.36	Preferred Series B	\$ 1,864.70	NA	Roberto Gonzalez	CIGN Membership Acquisition	Restricted	Exempt
02/09/21	New Issuance	382.94	Preferred Series B	\$ 1,864.70	NA	KK Family Investments, LLC - Shaheed Khan	CIGN Membership Acquisition	Restricted	Exempt
02/09/21	New Issuance	255.30	Preferred Series B	\$ 1,864.70	NA	Joseph Julien Craan	CIGN Membership Acquisition	Restricted	Exempt
02/09/21	New Issuance	187.72	Preferred Series B	\$ 1,864.70	NA	Sono Holdings, LLC - Carlos Eduardo Maldonado	CIGN Membership Acquisition	Restricted	Exempt
02/09/21	New Issuance	75.09	Preferred Series B	\$ 1,864.70	NA	Valdislav Salaridze	CIGN Membership Acquisition	Restricted	Exempt
02/09/21	New Issuance	9	Preferred Series B	\$ 5,555.55	NA	Group Riverland S.A.S - Jorge Quiroz	Green Bros S.A.S Equity Acquisition	Restricted	Exempt
05/27/21	New Issuance	160	Preferred Series B	\$ 1,250.00	NA	Masa Supply, LLC - Nelson Martinez	Cash	Restricted	Exempt
08/20/21	New Issuance	7,687,166	Common Stock	\$ 0.00748	NA	Brenda Stewart & Lancer R. Stewart	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	27,000,000	Common Stock	\$0.0030	No	Adar Bay, LLC - Ari Goldstein	Conversion of Convertible Promissory Note	Restricted	Exempt
10/01/21	New Issuance	1,520,159	Common Stock	\$0.0076	No	Steven Valencia	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	1,032,051	Common Stock	\$0.0078	No	Barry Higdon	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	3,108,108	Common Stock	\$0.0074	No	Eric Hough	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	2,183,544	Common Stock	\$0.0079	No	Hamler Enterprises LLC - Jerome A Hamler	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	1,455,696	Common Stock	\$0.0079	No	Hamler Enterprises LLC - Jerome A Hamler	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	9,324,324	Common Stock	\$0.0074	No	99 Awareness LLC - Hodari Askari	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	1,064,111	Common Stock	\$0.0076	No	Out the Door Transport LLC - Norlan Delgado	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	2,183,544	Common Stock	\$0.0079	No	Ownership Assets & Education, LLC - Detrone Peoples	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	1,032,051	Common Stock	\$0.0078	No	Charles Fonseca	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	2,281,746	Common Stock	\$0.0050	No	Andres Angel	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	1,597,222	Common Stock	\$0.0050	No	Marie Simmons	Conversion of Debt	Restricted	Exempt
10/01/21	New Issuance	3,422,619	Common Stock	\$0.0050	No	Kimura Investments, LLC - Andre Suero	Conversion of Debt	Restricted	Exempt
11/30/21	New Issuance	4,375,000	Common Stock	\$0.0016	No	Raul Gabino	Conversion of Debt	Restricted	Exempt
01/11/22	New Issuance	51,998,547	Common Stock	\$0.0028	No	KK Family Investments, LLC - Shaheed Khan	Conversion of Debt	Restricted	Exempt
01/11/22	New Issuance	51,998,547	Common Stock	\$0.0028	No	Central Health and Innovation - Michael Feldenkrais	Conversion of Debt	Restricted	Exempt
01/11/22	New Issuance	40,443,413	Common Stock	\$0.0028	No	KK Family Investments, LLC - Shaheed Khan	Conversion of Debt	Restricted	Exempt
02/09/22	New Issuance	185,924,117	Common Stock	\$ 425.10	No	Central Health and Innovation - Michael Feldenkrais	Conversion of Series B Preferred Shares	Restricted	Exempt
02/09/22	New Issuance	185,924,117	Common Stock	\$ 425.10	No	KK Family Investments, LLC - Shaheed Khan	Conversion of Series B Preferred Shares	Restricted	Exempt
02/09/22	New Issuance	144,117,647	Common Stock	\$ 425.10	No	KK Family Investments, LLC - Shaheed Khan	Conversion of Series B Preferred Shares	Restricted	Exempt
02/09/22	Conversion	(576)	Preferred Series B	\$ 425.34	NA	Shaheed Khan	Corporation Clinic Acquisition	Restricted	Exempt
02/09/22	Conversion	(741)	Preferred Series B	\$ 425.10	NA	KK Family Investments, LLC - Shaheed Khan	Healthcare & Wellness Clinics of America Acquisition	Restricted	Exempt
02/09/22	Conversion	(741)	Preferred Series B	\$ 425.10	NA	Central Health and Innovation - Michael Feldenkrais	Healthcare & Wellness Clinics of America Acquisition	Restricted	Exempt
02/28/22	New Issuance	2,981,481	Common Stock	\$ 0.0027	No	Eric Kaplan	Conversion of Debt	Restricted	Exempt
02/28/22	New Issuance	2,981,481	Common Stock	\$ 0.0027	No	Alex Carasquillo	Conversion of Debt	Restricted	Exempt
02/28/22	New Issuance	4,472,222	Common Stock	\$ 0.0027	No	Rioja Group, LLC, Leonardo Urdaneta	Conversion of Debt	Restricted	Exempt
03/01/22	New Issuance	2,333,333	Common Stock	\$ 0.0030	No	Robert Chaplin	Conversion of Debt	Restricted	Exempt
03/01/22	New Issuance	10,000,000	Common Stock	\$ 0.0030	No	Robert Chaplin	Conversion of Debt	Restricted	Exempt
03/01/22	New Issuance	2,333,333	Common Stock	\$ 0.0030	No	360 Repair Techs, Inc. - Mguel Radillo	Conversion of Debt	Restricted	Exempt
03/01/22	New Issuance	11,666,667	Common Stock	\$ 0.0030	No	All Niter Inc. - Mguel Radillo	Conversion of Debt	Restricted	Exempt
03/17/22	New Issuance	2,500,000	Common Stock	\$ 0.0020	No	Donald Gonzales	Conversion of Debt	Restricted	Exempt
04/01/22	New Issuance	4,591,368	Common Stock	\$ 0.00218	No	Carlo Lerullo	Conversion of Debt	Restricted	Exempt
04/29/22	New Issuance	3,213,958	Common Stock	\$ 0.00218	No	Kimberly & Kevin Beatrix AR Booting, Inc. Adam Radillo	Conversion of Debt	Restricted	Exempt
05/12/22	New Issuance	3,469,927	Common Stock	\$ 0.00202	No	Paramount Parking Enforcement Corp. Elena Visnevschi	Conversion of Debt	Restricted	Exempt
05/12/22	New Issuance	3,469,927	Common Stock	\$ 0.00202	No	Paramount Parking Enforcement Corp. Elena Visnevschi	Conversion of Debt	Restricted	Exempt
06/26/22	New Issuance	22,500,000	Common Stock	\$ 0.002	No	Lili Sheng	Conversion of Debt	Restricted	Exempt
06/26/22	New Issuance	22,500,000	Common Stock	\$ 0.002	No	Carlos Perez	Conversion of Debt	Restricted	Exempt
06/29/22	New Issuance	11,075,949	Common Stock	\$ 0.00158	No	Gilbert Chrispin	Conversion of Debt	Restricted	Exempt
07/07/22	New Issuance	16,762,500	Common Stock	\$ 0.002	No	Culture Club, LLC - Antar Sosa	Conversion of Debt	Restricted	Exempt
08/11/22	New Issuance	50,000,000	Common Stock	\$ 0.002	No	Patricia Nava	Conversion of Debt	Restricted	Exempt
08/16/22	New Issuance	7,500,000	Common Stock	\$ 0.002	No	Karina Hulsey & Tsvetan Dimitrov	Conversion of Debt	Restricted	Exempt
09/15/22	New Issuance	6,250,000	Common Stock	\$ 0.002	No	Andres Pacheco	Conversion of Debt	Restricted	Exempt
09/15/22	New Issuance	19,500,000	Common Stock	\$ 0.002	No	Andres Pacheco	Conversion of Debt	Restricted	Exempt
Shares Outstanding on 12/31/22									
Ending Balance:									
Common: 3,790,431,716									
Preferred: Series A: 5									
Preferred Series B: 4,423									
3,790,431,716									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: Yes: (If yes, you must complete the table below)

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
11/19/14	\$ 7,368	\$ 55,000	\$ 16,814	11/15/2016	60% of low est for prior 25 days	JMJ Financial - Justin Keener	Loan
4/24/15	\$ 34,140	\$ 21,000	\$ 72,375	1/28/2016	55% of average of 3 low est prices in 10 prior days	Vis Vires Group, Inc / Curt Kramer	Loan
8/26/15	\$ 1,600	Partial acquisition from Karen Plattes	\$ 2,090	01/00/00	Conversion dividing by \$0.25	DTS Partners (Acq. Plattes) John D. Thomas	Loan
7/9/15	\$ 28,000	\$ 28,000	\$ 15,509	4/12/2016	55% of average of 3 low est prices in 10 prior days	Vis Vires Group, Inc / Curt Kramer	Loan
2/9/2021	\$ 1,275,000	\$ 1,275,000	\$ 144,774	2/9/2022	Convertible into Series B Preferred Sh	Central Health & Innovation, LLC - Michael Feldenkrais	CIGN LLC acquisition
2/9/2021	\$ 60,000	\$ 60,000	\$ 6,813	2/9/2022	Convertible into Series B Preferred Sh	Aleksander Bayrammedov	CIGN LLC acquisition
2/9/2021	\$ 180,000	\$ 180,000	\$ 20,439	2/9/2022	Convertible into Series B Preferred Sh	Sergey Finkelshteyn	CIGN LLC acquisition
2/9/2021	\$ 765,000	\$ 765,000	\$ 86,864	2/9/2022	Convertible into Series B Preferred Sh	Roberto Gonzalez	CIGN LLC acquisition
2/9/2021	\$ 306,000	\$ 306,000	\$ 34,746	2/9/2022	Convertible into Series B Preferred Sh	KK Family Interests, LLC - Shaheed Khan	CIGN LLC acquisition
2/9/2021	\$ 204,000	\$ 204,000	\$ 23,164	2/9/2022	Convertible into Series B Preferred Sh	Joseph Julien Craan	CIGN LLC acquisition
2/9/2021	\$ 150,000	\$ 150,000	\$ 17,032	2/9/2022	Convertible into Series B Preferred Sh	Sono Holdings LLC - Carlos Eduardo Maldonado	CIGN LLC acquisition
2/9/2021	\$ 60,000	\$ 60,000	\$ 6,813	2/9/2022	Convertible into Series B Preferred Sh	Valdislav Salaridze	CIGN LLC acquisition
2/28/2022	\$ 100,000	\$ 100,000	\$ 10,000	3/28/2023	Convertible into common stock	Kams Group, LLC, Manuel Salas	Cash
3/10/2022	\$ 70,000	\$ 70,000	\$ 350	4/13/2023	Convertible into common stock	Zar Prdocutions, Inc./Johnny Salazar	Cash
4/13/2022	\$ 6,000	\$ 6,000	\$ 240	5/13/2023	Convertible into common stock	Yan Paoli Sanchez	Cash
5/4/2022	\$ 30,000	\$ 30,000	\$ 1,050	6/4/2023	Convertible into common stock	Escalona Group, LLC, Rolando Escalona	Cash

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

At the time of this filing, the Company combines integrative and complimentary care services to promote better, longer and healthier lives. Lifestyle Medicine involves the use of evidence-based lifestyle therapeutic approaches to prevent treat, and, in many cases, reverse lifestyle-related, chronic diseases that are so prevalent today. The company has shifted operations to build cultivation facilities out of container pods.

B. List any subsidiaries, parent company, or affiliated companies.

Subsidiary	Business Scope
Healthcare & Wellness Clinics of America, LLC	Aesthetic services, alternative, Lifestyle Medicine
Healthcare & Wellness of Florida, LLC	Medicine and chiropractic care in Florida
Get Medicated, LLC	Sale of CBD Flower and Delta 8 products.
Corporation Clinic, Inc.	Distributor of CBD products
CIGN, LLC	Cultivation and sale of Hemp seedlings, seeds, and flower. Build cultivation facilities out of container pods.
Green Bros, S.A.S	Holder of licenses pertaining to the growth and sale of cannabis in the country of Colombia

C. Describe the issuers' principal products or services.

The company has shifted its operations to sales of cultivation facilities using container pods. The Company will continue to look for locations and partners to operate it's franchise models in the CBD retail arm: one a health clinic and the other a restaurant/bistro. The company also sells Hemp seeds, Hemp flower and biomass, and CBD products.

5) Issuer's Facilities

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

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

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

23100 SW 192nd Ave Suite B Miami, FL 33170 is a leased management facility for operation of the Company.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Michael Feldenkrais</u>	<u>Sole Officer & Sole Director</u>	<u>Davie, FL</u>	<u>5</u>	<u>Series A Preferred</u>	<u>100%</u>	<u>This stock has voting rights at 61% of any amount of votes being cast at any time.</u>
<u>Roberto Gonzalez</u>	<u>Acting CFO</u>	Miami, FL	957.36	<u>Series B Preferred</u>	<u>21%</u>	21% of Series B
KK Family Investments, LLC- Shaheed Khan	Owner of more than 5%	<u>Pompano Beach, FL</u>	<u>382.94</u>	<u>Series B Preferred</u>	<u>8%</u>	<u>8% of the Series B Preferred</u>
KK Family Investments, LLC- Shaheed Khan	Owner of more than 5%	<u>Pompano Beach, FL</u>	<u>422,483,626</u>	<u>Common Stock</u>	<u>11%</u>	<u>11% of the I&O Common Stock</u>

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities 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);

No

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;

No

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

No

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.

No

- 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. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

Not Applicable

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Howard Mulligan
Firm: Greenspoon Marder, LLP
Address 1: 590 Madison Avenue, Suite 1800
Address 2: New York, NY 10022
Phone: 212-524-5000
Email: howard.mulligan@gmlaw.com

Accountant or Auditor

Name: Roberto Gonzalez
Firm: CFO
Address 1: 23100 SW 192nd Ave
Address 2: Miami, FL 33170
Phone: 786-652-3200
Email: rgonzalez@canitgrow.com

Investor Relations

Name: Diego Leiva
Firm:
Address 1: 23100 SW 192nd Ave
Address 2: Miami, FL 33170
Phone: 954-698-2374
Email: diego.leiva@canitindustries.com

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____

[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

- IFRS
 U.S. GAAP

B. The following financial statements were prepared by (name of individual)³:

Name: **Michael Feldenkrais**
Title: **CEO**
Relationship to Issuer: **Chief Executive Officer of the Company**

Name: **Roberto Gonzalez**
Title: **CFO**
Relationship to Issuer: **Chief Executive Officer of the Company**

Describe the qualifications of the person or persons who prepared the financial statements:
CEO and CPA

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Michael Feldenkrais certify that:

1. I have reviewed this Annual Disclosure Report for the period ended December 31, 2022 of 4Cable TV International, 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.

April 18, 2023

/s/ Michael Feldenkrais [CEO's Signature]

Principal Financial Officer:

I, Roberto Gonzalez certify that:

1. I have reviewed this Annual Disclosure Report for the period ended December 31, 2022 of 4Cable TV International, 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.

April 18, 2023

/s/ Roberto Gonzalez [CFO's Signature]

4CABLE TV INTERNATIONAL, INC.

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Unaudited)**

INDEX

4Cable TV International, Inc.
Condensed Consolidated Financial Statements
For The Year Ended December 31, 2022 and 2021
(Unaudited)

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Condensed Consolidated Statement of Changes in Stockholders' Equity (Deficit) (Unaudited)	4
Condensed Consolidated Statement of Cash Flows (Unaudited)	5
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4CABLE TV INTERNATIONAL, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets

	December 31, 2022 (Unaudited)	December 31, 2021 (Unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 180	\$ 5,950
Accounts receivable	2,807,798	2,883,411
Inventory Asset	554,797	575,913
Other current assets	125,777	254,579
Total current assets	3,488,551	3,719,853
Property and equipment, net	1,518,795	1,419,106
Goodwill	11,441,382	11,441,382
Other assets	249,829	286,909
Total assets	\$ 16,698,558	\$ 16,867,250
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	344,048	\$ 243,430
Credit card payable	28,948	27,095
Auto loan payable	66,235	33,562
Advances from Clients	3,936,944	4,051,419
Convertible Notes	3,722,246	4,211,562
Loans Payable	590,083	311,650
Sales tax payable	296	606
Other current liabilities	645,169	568,306
Total current liabilities	9,333,969	9,447,630
Long Term Liabilities		
ROU - Lease Liability	225,628	215,130
	49,107	50,100
Total liabilities	9,608,703	9,712,860
Commitments and Contingencies		
Shareholder Loan	(12,975)	(12,975)
Stockholders' Equity		
Common stock, \$0.00001 par value, shares authorized: 5,000,000,000 shares; issued and outstanding: 3,790,431,716 shares at December 31, 2022 and 2,907,861,113 shares at December 31, 2021, respectively	36,689	29,084
Preferred Stock : Series A \$ 0.00001 par value, shares authorized: 5 shares; issued and outstanding: 5 shares at December 31, 2022 and December 31, 2021		-
Preferred Stock : Series B \$ 0.00001 par value, shares authorized: 15,000,000 shares; issued and outstanding: 4,423 shares at December 31, 2022 and 6,481 shares at December 31, 2021	1,250	1,250
Additional paid-in capital	10,659,404	10,038,499
Accumulated Deficit	(2,901,468)	(2,828,522)
Net Loss	(718,010)	(72,946)
Total stockholders' equity	7,064,891	7,154,390
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 16,698,558	16,867,250
	0	

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

4CABLE TV INTERNATIONAL, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Operation

For the Years Ended December 31, 2022 and 2021

(Unaudited)

	<u>2022</u>	<u>2021</u>
REVENUES	\$ 54,701	\$ 7,116,438
COST OF SALES	<u>34,831</u>	<u>4,637,679</u>
GROSS PROFIT	<u>19,870</u>	<u>2,478,759</u>
OPERATING EXPENSE	-	
General and Administrative expenses	508,594	2,021,147
Depreciation/Amortization	<u>285,960</u>	<u>137,324</u>
Total operating expense	<u>794,555</u>	<u>2,158,471</u>
	-	
(Loss) Income from Operations	(774,685)	320,288
OTHER INCOME (EXPENSES)	-	
Loss on sale of PPE	(8,630)	(3,433)
Gain on Settlement of Debt	415,452	-
Interest Expense	<u>(350,148)</u>	<u>(389,801)</u>
Total other income (expense)	<u>56,674</u>	<u>(393,234)</u>
	-	
NET (LOSS) INCOME	\$ <u>(718,011)</u>	\$ <u>(72,946)</u>
Net income (loss) per share applicable to common stockholders - basic	\$ <u>-</u>	\$ <u>-</u>
	-	
Net income (loss) per share applicable to common stockholders - diluted	\$ <u>-</u>	\$ <u>-</u>
Weighted average number of common shares outstanding - basic	<u>2,850,665,938</u>	<u>2,850,665,938</u>
Weighted average number of common shares outstanding - diluted	<u>6,508,979,049</u>	<u>6,508,979,049</u>

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

4 CABLE TV INTERNATIONAL, INC. AND SUBSIDIARIES
Statements of Change in Stockholders' Equity (Deficit)
(Unaudited)

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid in Capital	Contingencies & Commitments	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount				
BALANCE, DECEMBER 21, 2017	5	\$ -	500	\$ 1,250	1,614,130,803	\$ 16,290	\$ 1,518,525	\$ (2,493,177)	\$ (957,113)	
Cancellation of common shares										
Issuance of common shares for conversion of debt					148,086,000	1,486	5,944		7,430	
Contingencies & commitments								130	130	
Net Income								(84,925)	(84,925)	
BALANCE, DECEMBER 31, 2018	5	\$ -	500	\$ 1,250	1,762,216,803	\$ 17,776	\$ 1,524,469	\$ 130	\$ (2,578,102)	\$ (1,034,478)
Contingencies & commitments								40	\$ 40	
Issuance of common shares for conversion of debt					472,308,199	4,575	19,025		23,600	
Issuance of common shares for services										
Net loss								(78,681)	(78,681)	
BALANCE, DECEMBER 31, 2019	5	\$ -	500	\$ 1,250	2,234,525,002	\$ 22,350	\$ 1,543,494	\$ 170	\$ (2,656,783)	\$ (1,089,518)
Contingencies & commitments								60	\$ 60	
Convertible Notes conversions					616,140,936	6,161	21,194		27,355	
Companies acquisitions			2,058	0			875,000		(56,992)	818,008
Net Loss								(43,528)	(43,528)	
BALANCE, DECEMBER 31, 2020	5	\$ -	2,558	\$ 1,250	2,850,665,938	\$ 28,512	\$ 2,439,688	\$ 230	\$ (2,757,303)	\$ (287,622)
Series B Shares issued for Stock Purchase Agreement	-	-	9	0.00	-	-	50,000	-	-	50,000
Series B Shares issued for Stock Purchase Agreement	-	-	3,754	0.04	-	-	7,000,000	-	-	7,000,000
Series B Shares issued for Cash	-	-	160	0.00	-	-	200,000	-	-	200,000
Adjustment to balance of Common Stock	-	-	-	-	(10,000)	0.10	-	-	-	0.10
Equity Contributions	-	-	-	-	-	-	-	-	(71,221)	(71,221)
Change in Commitments and Contingencies	-	-	-	-	-	-	-	(13,205)	-	(13,205)
Shares issued for Conversion of Convertible Promissory Note Adar	-	-	-	-	27,000,000	270	81,164	-	-	81,434
Shares issued for Conversion of Advances From Clients	-	-	-	-	30,205,175	302	267,647	-	-	267,949
Net Loss	-	-	-	-	-	-	-	-	(72,946)	(72,946)
BALANCE, December 31, 2021	5	\$ -	6,481	\$ 1,250	2,907,861,113	\$ 29,084	10,038,499	\$ (12,975)	(2,901,470)	\$ 7,154,389
Shares issued for conversion of Series B Preferred Shares	-	-	(2,058)	(0.02)	515,965,883	5,160	(5,160)	-	-	-
Shares issued for conversion of Convertible Notes	-	-	-	-	144,440,408	1,444	396,733	-	-	398,177
Shares issued for Conversion of Advances From Clients	-	-	-	-	222,164,312	1,001	229,332	-	-	230,334
Net Loss	-	-	-	-	-	-	-	-	(718,010)	(718,010)
BALANCE, December 31, 2022	5	\$ -	4,423	\$ 1,250	3,790,431,716	\$ 36,689	10,659,404	\$ (12,975)	(3,619,479)	\$ 7,064,891

4 CABLE TV INTERNATIONAL, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash-Flow
For the Years Ended December 31, 2022 and 2021
(Unaudited)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (Loss) Income	\$ (718,011)	\$ (72,946)
Adjustment to reconcile net income (loss) to net cash provided operating activities:		
Gain on Settlement of Debt	119,056	-
Depreciation and amortization expense	285,960	137,324
Loss on Sale of fixed asset		3,433
Change in operating assets and liabilities:		
Decrease (Increase) in Accounts receivable	75,614	(2,298,246)
(Increase) in Inventory	21,116	(462,883)
Decrease (Increase) in Other Assets	262,061	169,063
(Decrease) in ROU Asset	-	(215,130)
Increase (decrease) in Accounts payable	94,361	50,440
Increase in Other Liabilities	(162,317)	761,392
Increase in client advances		2,461,317
(Decrease) in ROU Liability	-	215,130
Net cash received from operating activities	695,851	748,894
CASH FLOWS FROM INVESTING ACTIVITIES:		
Advances to related entities	-	-
Acquisition of Property and Equipment	(388,582)	(1,322,868)
Disposition of Property and Equipment	51,306	
Cash Acquired in Acquisitions	-	348,083
Net cash used in investing activities	(337,276)	(974,785)
CASH FLOWS FROM FINANCING ACTIVITIES		
Funds from sales of Series B Preferred Shares	-	163,559
Proceeds from loans payable	298,554	-
EIDL & SBA loans	-	77,433
Shareholder loan	32,952	(13,205)
Net Cash provided by financing activities	331,506	227,787
NET CHANGE IN CASH	(5,770)	1,896
CASH, beginning of period	5,950	4,054
CASH, end of period	\$ 180	\$ 5,950
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Issuance of Series B Preferred Shares for Acquisitions	\$ -	\$ 7,050,000
Issuance of Convertible Promissory Notes for Acquisitions	\$ -	\$ 3,000,000
Issuance of Common Shares for conversion on Convertible Debt	\$ 398,177	\$ 81,163
Issuance of Common Shares in Settlement of Client Advances	\$ 450,070	\$ 267,950
Issuance of Common Shares for Conversion of Series B Preferred	\$ 5,160	\$ -
SUPPLEMENTAL DISCLOSURES:		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -

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

NOTE I: NATURE OF ORGANIZATION

4Cable TV International, Inc (the "Company" or "4Cable TV") was initially incorporated in the State of Nevada, on November 8, 2007, having been established to develop a kind of artificial lobster meat.

On April 13, 2016, the Company was re-domiciled under the laws of the State of Florida. The Company's strategic direction was to focus on the acquisition, development, and marketing of proprietary patented products that are readily marketable internationally.

In December 2020, the Company's management and new shareholders decided to change strategic direction to focus on combine integrative and complimentary care services to promote a better, longer and healthier life. Lifestyle Medicine involves the use of evidence-based lifestyle therapeutic approaches, to prevent, treat, and, oftentimes, reverse lifestyle-related, chronic diseases that are soprevalent today. Rather than just treating symptoms with ever-increasing quantities of medication and procedures. With this change of focus and control, the Company identified and closed on 2 acquisition targets in 2020 and 2 additional acquisition targets during the three months ended March 31, 2021.

On December 31, 2020, the Company entered into a Membership Interest Purchase Agreement (the "HWCOA MIPA") to acquire 100% of the equity of Healthcare & Wellness Clinics of America, LLC, a Delaware limited liability company, devoted to the support of global CBD services and products through its subsidiaries. The purchase of the equity interests had a purchase price of \$900,000 payable through a \$270,000 promissory note and Series B Preferred Shares. Healthcare & Wellness Clinics of America's acquisition includes its subsidiaries Healthcare & Wellness Clinics of Florida, LLC and Get Medicated, LLC.

On December 31, 2020, the Company entered into a Stock Purchase Agreement (the "Corporation Clinic SPA") to acquire 100% of the common stock of Corporation Clinic, Inc., a Florida corporation, devoted to wholesale and online distribution of the products under the brands Chai and Hip. The shares were acquired for a purchase price of \$350,000, consisting of a promissory note for \$105,000 and the issuance of Series B Preferred Shares.

On February 9, 2021, the Company acquired 100% of the equity interest in CIGN, LLC. The Membership Purchase Agreement (the "CIGN MPA") provided for the purchase of equity interest in CIGN for \$10,000,000, consisting of convertible promissory notes totaling \$3,102,000 and a total of 3,754 shares of the Company's Series B Preferred Stock valued at \$7,000,000. CIGN is located in Florida and is involved in the cultivation and sale of Hemp seeds and Seedlings.

On March 21, 2021, the Company acquired 100% of the common stock in Green Bros. S.A.S. Green Bros S.A.S ("Green Bros") is a Colombian simplified stock corporation. The Stock Purchase Agreement ("Green Bros SPA") provided for the purchase of 100% of the equity in exchange for 9 shares of the Company's Series B Preferred Stock with a value of \$50,000. Green Bros does not have operations at this time, rather is holds licenses that permit the sale and grow of cannabis in Colombia.

On June 10, 2021 CIGN signed a Service Agreement with Freedom Town Holdings, LLC. (FTH) wherein CIGN was to provide materials and labor for the purpose of assisting FTH in the fulfillment and completion of FTH's Management Agreement with Fluent Servicing, LLC (FLUENT), to include specifically:

- a) Provide all labor related items to successfully produce sellable THC and CBD biomass in compliance with the MMTC Code:
- b) Provide all consumables/inputs to grow CBD and THC plants:
- c) Assist FTH with the materials necessary to meet the production schedules required of FTH.

On or about August 23, 2021, the Department of Health approved the facility leased by Fluent Servicing, LLC wherein the service agreement was to be performed. FTH subsequently began planting with the assistance of CIGN. CIGN performed all of its obligations under the contract. On or about December 24, 2021, FTH and FLUENT decided to declare a harvest loss on the produced crop. On or about December 31, 2021, as per the Service Agreement, CIGN sent the invoices for their work to FTH and FLUENT (payment guarantor of the contract). FTH and FLUENT have refused to pay for the services performed under the contract. The outstanding invoices are over \$1,600,000.00, yet the law suit damages sought include

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the acceleration of the contract making the damages the company is seeking to be upwards of \$18,000,000.00.

NOTE 2: GOING CONCERN

These unaudited condensed consolidated financial statements have been prepared on a going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the foreseeable future. As of December 31, 2022, the Company has an accumulated deficit of \$2,901,468 and recognized net loss of \$981,759 for the year ended December 31, 2022. This raises substantial doubt about the Company's ability to continue as a going concern.

Management's plans include raising capital through the equity markets to fund operations and eventually generate growth in revenue through its business; however, there can be no assurance that the Company will be successful in such activities. Management recognized revenues of \$54,701.00 during the year ended December 31, 2022. Management while focused on growth of revenue it has also focused on the reducing its liabilities in order to improve liquidity. These unaudited condensed consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classifications of the liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNT POLICIES

Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements of 4Cable TV International, Inc., for the years ended December 31, 2022 and 2021 include its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements include the accounts of 4Cable TV International, Inc., and its subsidiaries Healthcare & Wellness Clinics of America, LLC (and its subsidiaries Healthcare & Wellness Clinics of Florida, LLC and Get Medicated, LLC., Corporation Clinic, Inc., CIGN, LLC and Green Bros S.A.S., which are controlled and owned 100% by 4Cable TV International, Inc.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for financial statements and with the instructions for Alternative Reporting Standard for OTC Pink. Accordingly, they do not contain all information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements.

In the opinion of the Company's management, the accompanying unaudited financial statements contain all the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of the Company as of December 31, 2022 and the results of operations and cash flows for the periods presented. The results of operations for the year ended December 31, 2022 are not necessarily indicative of the operating results for the full fiscal year or any future period.

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") in the United States of America requires management to adopt accounting policies and make estimates and assumptions that affect amounts reported in the unaudited condensed consolidated financial statements.

Goodwill

Goodwill represents the excess of fair value over identifiable tangible and intangible net assets acquired in business combinations. Goodwill is not amortized, instead goodwill is reviewed for impairment at least annually, or on an interim basis between annual tests when events or circumstances indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying value.

Carrying Value, Recoverability and Impairment of Long-Lived Assets

The Company evaluates the recoverability of its fixed assets and other assets in accordance with ASC 360, Impairment or Disposal of Long-Lived Assets. Long-lived assets are evaluated for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. The recoverability of assets to be held and used is measured by a comparison of the carrying amount to estimated undiscounted future net cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated undiscounted future net cash flows, an impairment charge is recognized by the amount by which the carrying amount exceeds the fair value of the asset.

Cash and Cash Equivalents

The Company's cash and cash equivalents are maintained with recognized financial institutions located in the United States. The Company considers all highly liquid investments with a maturity date of less than 90 days or less to be cash equivalents. In the normal course of business, the Company may carry balances with certain financial institutions that exceed federally insured limits. The Company has not experienced losses on balances in excess of such limits and management believes the Company is not exposed to significant risks in that regard.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount, net of an allowance for doubtful accounts. The Company performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of their current credit information; and determines the allowance for doubtful accounts based on historical write-off experience, customer specific facts and general economic conditions that may affect a client's ability to pay.

Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company determines when receivables are past due, or delinquent, based on how recently payments have been received. The Company has a net of \$2,883,411 and \$77,311 in accounts receivable at December 31, 2021 and 2020, respectively.

Inventory

Seed and Seedling Inventory

The Company does treat the seeds and seedlings as inventory and their value is recognized on a cost basis, in accordance with ASC Topic 303. The direct costs of plant cultivation and maintenance are capitalized, at the time of each harvest, on a continuous basis. These costs typically include the initial seed cost, the costs of direct labor, the costs of growth additives and pest control products, any direct equipment costs plus utilities for maintenance of optimum climatic conditions for growth. Additional labor may be hired at harvest time and such costs capitalized.

After the seeds are harvested, the accumulated capitalized costs are divided by the number of seeds harvested to arrive at an inventory cost per seed which is then transferred from "growth in progress" to completed seed inventory pending future sale.

Inventory quantity adjustments are made at each harvest and each sale of product. Inventory cost is calculated using the "weighted average" method and is sold out of inventory based on FIFO (First in First out). Harvested seeds are packaged, dated, and marked with ownership information, and stored in a secure facility. Losses due to shrinkage, spoilage and damage will be monitored and recorded. Inventory is held at the lower of cost of Net Realizable Value.

Retail Products

The Company also carries inventory as it relates to the activities of HWCOA and its subsidiaries.

Inventory is stated at the lower of cost or net realizable value, determined using weighted average cost. Costs of inventory purchased from third party vendors for retail sales at stores is determined using the first in first out method. Cost includes expenditures directly related to the wholesale purchase and distribution of the products. Primary costs include packaging, and shipping. The Company periodically reviews physical inventory for excess, obsolete, and potentially impaired items. The reserve estimate for excess and obsolete inventory is based on expected future use and on an assessment of market conditions. At December 31, 2021 and December 31, 2020, the Company's management determined that a reserve for excess and obsolete inventory was not necessary.

Property and Equipment

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized over the remaining life of the asset.

Maintenance and repairs are charged to operations as incurred. Depreciation of property and equipment is computed by the straight-line method (after taking into account their respective estimated residual values shown in the table below) over the estimated useful lives of the respective assets.

<u>Fixed Asset</u>	<u>Useful Life (Years)</u>
Building	39
Improvements	5
Furniture and office equipment	3-5
Computer Equipment	3-5
Vehicles	5-7

During the years ended December 31, 2022 and 2021, the Company incurred depreciation expense of \$285,960 and \$137,324, respectively.

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
	\$	\$
Furniture and Office Equipment	1,228,144	1,228,144
Improvements	433,429	188,429
Vehicles	92,406	157,941
Total	1,753,979	1,574,514
Accumulated Depreciation	(235,184)	(155,408)
Total	\$ 1,518,795	\$ 1,416,106

Beneficial Conversion Feature

If the conversion features of conventional convertible debt provide for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to ASC 470-20 *Debt with Conversion and Other Options*. In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortizes the discount to interest expense over the life of the debt using the effective interest method.

Embedded Conversion Features

The Company evaluates embedded conversion features within convertible debt under ASC 815 Derivatives and Hedging to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 Debt with Conversion

and Other Options for consideration of any beneficial conversion features.

On July 19, 2016 the Company filed Form 15 as Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange Act of 1934, or suspension of duty to file reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934, therefore the Company is no longer applying embedded conversion features within convertible debt under ASC 815 Derivatives and Hedging to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings.

Related Party Transactions

The Company follows ASC 850, Related Party Disclosures, for the identification of related parties and disclosure of related party transactions.

In accordance with ASC 850, the Company's condensed unaudited consolidated financial statements include disclosures of material related party transactions, other than compensation arrangements, expense reimbursements, and other similar items in the ordinary course of business, as well as transactions that are eliminated in the preparation of the condensed unaudited consolidated financial statements.

Michael Feldenkrais, the Company's Chief Executive Officer, sole director and voting control shareholder, has had ownership in entities that have been acquired by the Company and as a result has received issuances of shares of Series B Preferred Stock and Convertible Promissory Notes through entities he owns. Additionally, entities in which Mr. Feldenkrais has ownership and management have been advanced funds from CIGN prior to the acquisition.

Revenue Recognition

The Company recognizes revenue pursuant to Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606). The Company recognizes revenues, net of sales incentives and sales returns, including shipping and handling charges billed to customers, upon delivery of goods to the customer—at which time the Company's performance obligation is satisfied—at an amount that the Company expects to be entitled to in exchange for those goods in accordance with the five-step analysis outlined in Topic 606:

- (i) identify the contract with the customer,
- (ii) identify the performance obligations in the contract,
- (iii) determine the transaction price,
- (iv) allocate the transaction price to the performance obligations, and
- (v) recognize revenue when (or as) performance obligations are satisfied.

Product Sales

We recognize revenue from sales of our products to our customers, including shipping fees, when title passes to the customer, which usually occurs upon shipment or delivery, depending upon the terms of the sales order; when persuasive evidence of an arrangement exists; when sales amounts are fixed or determinable; and when collectability is reasonably assured. Estimates of product returns for quality reasons and of price allowances (based on historical experience, product shipment analysis and customer contractual arrangements) are recorded when revenue is recognized. Allowances include volume-based incentives and special pricing arrangements.

We record allowances for accounts receivable that we believe may not be collected.

The "Output" method (ASC 606-10-55-17) of revenue recognition is applied to the sale of seeds and seedlings. The Company has, in most cases, full control of the sale or disposition of products it grows on behalf of its customers and, by holding responsibility for the sale of the client's seed or other by-products the Company is charged with returning the specific share of revenues to the client as specified in their contract. This gives the Company the ultimate measurement tool in that continued return of revenues consistent with timely production of products.

The Company also generates revenues by selling hemp seed and seedlings grown by the Company (or its consignment broker) for sale through its network of customers and brokers. As the Company assumes control of the goods and services provided by its clients “before they are transferred to the customer”, the Company has adopted the Gross method of reporting its revenues “as a principal” in accordance with the amended rules of ASC 606.

The Company has entered into contractual relationships wherein they grow and sell hemp plants on behalf of clients. ASC 606 provides that a business can recognize the revenue generated for a contract when all these criteria are met.

- Both parties should approve the contract (in writing, orally, or via some other agreed-upon practice)
- Both parties can identify what goods or services are to be transferred to the customer
- Payment terms are identified and agreed upon
- The contract has commercial substance
- The business believes it is probable that they will collect on the payment agreed upon in exchange for the goods or services transferred to the customer.

Risks and Uncertainties

The Company is subject to significant risks common to companies operating within the hemp and CBD industries, including, but not limited to, federal laws, government regulations and jurisdictional laws. Currently, under United States federal laws, the cultivation and sale of cannabis for both medical and recreational use is illegal. The Company is subject to uncertainty and risks that can have a material impact upon operations as there is no certainty as to when or if federal laws will be changed as it pertains to the status of cannabis as an illegal Schedule I drug. If the federal government elects to enforce the law as currently written or otherwise changes the laws in an adverse way with respect to cannabis, it could have an adverse effect on the Company’s operations, including potential prosecution under the laws and liquidation of the Company. Additionally, there are no guarantees the State of Florida and local municipalities where our operations are based will continue to allow for the legal growth and sale of cannabis for medical purposes.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Additionally, the recognition of future tax benefits, such as net operating loss carryforwards, is required to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are determined using enacted tax rates expected to apply to taxable income in the years in which the assets and liabilities are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date.

In the event the future tax consequences of differences between the financial reporting bases and the tax bases of the Company’s assets and liabilities result in deferred tax assets, an evaluation of the probability of being able to realize the future benefits indicated by such asset is required. A valuation allowance is provided for the portion of the deferred tax asset when it is more likely than not that some or all of the deferred tax asset will not be realized. In assessing the realizability of the deferred tax assets, management considers the scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies.

The Company files income tax returns in the United States, Florida State, which are subject to examination by the tax authorities in this jurisdiction. Generally, the statute of limitations related to the Company’s federal and state income tax return is three years. The state impact of any federal changes for prior years remains subject to examination for a period up to five years after formal notification to the states.

Management has evaluated tax positions in accordance with ASC 740, *Income Taxes*, and has not identified any significant tax positions, other than those disclosed. All of the Company’s tax years since inception remain subject to examination by Federal and State jurisdictions.

Earnings (Loss) Per Share

Basic net income (loss) per common share ("*Basic EPS*") excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per common share ("*Diluted EPS*") reflects the potential dilution that could occur if stock options or other contracts to issue shares of common stock were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an anti-dilutive effect on net income (loss) per common share.

NOTE 4: ACQUISITIONS

CIGN, LLC

On February 9, 2021, the Company acquired 100% of the equity interest in CIGN, LLC. The Membership Purchase Agreement (the "CIGN MPA") provided for the purchase of equity interest in CIGN for \$10,000,000, consisting of convertible promissory notes totaling \$3,000,000 and a total of 3,754 shares of the Company's Series B Preferred Stock valued at \$7,000,000. CIGN is located in Florida and is involved in the cultivation and sale of Hemp seeds and seedlings.

Mr. Feldenkrais, an officer, sole director and voting control shareholder of the Company, was an equity holder of CIGN through a related entity that he is an equity holder of.

The Company did not incur material acquisition costs associated with the CIGN MPA.

The following table represents the fair value of the consideration paid allocated to the assets and liabilities acquired in applying the acquisition method for the completion of the business combination.

Description	February 9, 2021
3,754 shares of Series B Preferred Stock	\$ 7,000,000
Convertible Promissory Notes	3,000,000
Total Consideration	\$ 10,000,000
Assets Acquired:	
Cash	\$ 348,083
Accounts Receivable, net	210,800
Inventory, net	98,136
Property and Equipment, net	183,195
Other Assets	495,419
Intangibles	99,696
Goodwill	10,168,442
Total Assets Acquired	\$ 11,603,771
Less Liabilities Acquired:	
Accounts Payable	(23,464)
Advances from Clients	(1,578,210)
Other Accounts Payable and Accrued Expenses	(2,097)
Total Liabilities Acquired	\$ (1,603,771)
Total Assets and Liabilities Acquired	\$ 10,000,000

The preliminary fair value of CIGN's identifiable intangible assets was \$10,168,442 at February 9, 2021.

The estimated fair values assigned to identifiable assets acquired assumed are provisional and are based on the information that was available as of the acquisition date to estimate the fair value of assets acquired and liabilities

assumed. The Company believes that information provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed, but the Company is waiting for additional information necessary to finalize those fair values. Therefore, the provisional measurements of fair value reflected are subject to change and such changes could be significant. The Company expects to finalize the valuation and complete the purchase price allocation as soon as practicable, but no later than one year from the acquisition date.

Green Bros, S.A.S.

On March 21, 2021, the Company acquired 100% of the common stock in Green Bros. S.A.S. Green Bros S.A.S (“Green Bros”) is a Colombian simplified stock corporation. The Stock Purchase Agreement (“Green Bros SPA”) provided for the purchase of 100% of the equity in exchange for 9 shares of the Company’s Series B Preferred Stock with a value of \$50,000. Green Bros does not currently have operations, rather it holds licenses that permit the sale, grow and export of cannabis in Colombia.

The Company did not incur material acquisition costs associated with the Green Bros SPA.

Description	March 31, 2021
9 shares of Series B Preferred Stock	\$ 50,000
Total Consideration	\$ 50,000
Assets Acquired:	
Goodwill	\$ 50,000
Total Assets Acquired	\$ 50,000

The estimated fair values assigned to identifiable assets acquired assumed are provisional and are based on the information that was available as of the acquisition date to estimate the fair value of assets acquired and liabilities assumed. The Company believes that information provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed, but the Company is waiting for additional information necessary to finalize those fair values. Therefore, the provisional measurements of fair value reflected are subject to change and such changes could be significant. The Company expects to finalize the valuation and complete the purchase price allocation as soon as practicable, but no later than one year from the acquisition date.

NOTE 5: NOTES PAYABLE

Convertible Notes Payable

JMJ Financial

On November 19, 2014, the Company entered into a convertible advance with JMJ Financial. The advance, with a face value of \$350,000 was monetized for \$50,000, bore interest at 12% per annum and was payable on October 29, 2016. The net of proceeds received after issuance costs and fees was \$45,000. The note is convertible at the holder’s discretion into shares of the Company’s common stock based on a conversion formula as follows: the lesser of \$0.12 or 60% of the lowest trade price in the 25 trading days previous to the conversion. JMJ Financial exercised the convertible option, resulting in the following transactions as disclosed in the chart below:

Conversion Date	Amount Converted	Shares Received	Price Per Share
07/02/15	\$4,375	2,500,000	0.00175
7/8/15	6,355	4,100,000	0.00155
8/26/15	3,187.50	12,750,000	0.00025
8/31/15	3,500	14,000,000	0.00025
9/9/15	2,579.25	17,195,000	0.00015

9/16/15	2,100.00	21,000,000	0.00010
9/22/15	1,185.00	23,700,000	0.00005
9/29/15	1,430.00	28,600,000	0.00005
9/30/15	1,575.00	31,500,000	0.00005
10/2/15	1,650.00	33,000,000	0.00005

The balance of this Note as of December 31, 2022 for principal was \$7,368 and accrued interest of \$17,472, respectively.

Auctus Private Equity Fund, LLC

On January 30, 2015, the Company entered into a convertible advance with Auctus Private Equity Fund, LLC. The advance, with a facevalue of \$55,750, bore interest at 10% per annum and was payable on October 30, 2015. The note is convertible at the holder's discretion into shares of the Company's common stock based on the conversion price (the "Conversion Price") shall equal the Variable Conversion Price (as defined herein) (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower relating to the Borrower's securities or the securities of any subsidiary of the Borrower, combinations, recapitalization, reclassifications, extraordinary distributions and similar events). The "Variable Conversion Price" shall mean 55% multiplied by the Market Price (as defined herein) (representing a discount rate of 45%). "Market Price" means the average of the lowest Trading Price (as defined below) for the Common Stock during the twenty-five (25) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date. "Trading Price" means, for any security as of any date, the closing bid price on the Over-the-Counter Bulletin Board (the "OTCBB"), OTCQB or applicable trading market as reported by a reliable reporting service ("Reporting Service") designated by the Holder or, if the OTCBB is not the principal trading market for such security, the closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded or, if no closing bid price of such security is available in any of the foregoing manners, the average of the closing bid prices of any market makers for such security that are listed in the "pink sheets" by the National Quotation Bureau, Inc. The Conversion Price may be adjusted downward if, within three (3) business days of the transmittal of the Notice of Conversion to the Company, the Common Stock has a closing bid which is 5% or lower than that set forth in the Notice of Conversion. If the shares of the Borrower's Common Stock have not been delivered within three (3) business days to the Company, the Notice of Conversion may be rescinded.

On August 3, 2015 Auctus Private Equity Fund, LLC declared default in the amount of \$ 35,238. Auctus Private Equity Fund, LLC exercised the convertible option, resulting in the following transactions as disclosed in the chart below:

Conversion Date	Amount Converted	Shares Received	Price Per Share
12/21/20	\$8,131	135,511,674	\$0.00006
11/30/20	5,163	129,071,012	0.00004
11/05/20	4,917	122,936,500	0.00004
10/22/20	4,684	117,093,500	0.00004
10/15/20	4,461	111,528,250	0.00004
10/07/15	1,708	37,965,111	0.00005
10/02/15	1,418	31,512,222	0.00005
09/29/15	1,289	28,654,444	0.00005
09/24/15	1,121	24,920,666	0.00005
09/18/15	2,034	22,604,111	0.00009
09/15/15	1,806	20,063,222	0.00009
09/11/15	2,576	19,079,703	0.00014
09/04/15	3,457	15,363,111	0.00023
09/01/15	3,448	12,770,481	0.00027
08/27/15	3,448	12,770,370	0.00027
08/12/15	1,527	2,827,096	0.00054
08/07/15	6,266	9,282,888	0.00068

08/03/15	5,653	6,611,532	0.00086
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The balance of this Note as of December 31, 2022 for principal was \$31,374 and accrued interest of \$81,026.56.

Vis Vires Group, Inc

On April 24, 2015, the Company entered into a convertible advance with Vis Vires Group, Inc. The advance, with a face value of \$ 21,000, bore interest at 8% per annum and was payable on January 28, 2016. The note is convertible at the holder's discretion into shares of the Company's common stock based on a conversion price ("Conversion Price"), which shall equal to the Variable Conversion Price (as defined herein) (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower relating to the Borrower's securities or the securities of any subsidiary of the Borrower, combinations, recapitalization, reclassifications, extraordinary distributions and similar events). The "Variable Conversion Price" shall mean 55% multiplied by the Market Price (as defined herein) (representing a discount rate of 45%) "Market Price" means the average of the lowest three (3) Trading Prices (as defined below) for the Common Stock during the ten (10) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date. "Trading Price" means, for any security as of any date, the closing bid price on the Over-the-Counter Bulletin Board, Pink Sheets electronic quotation system or applicable trading market (the "OTC") as reported by a reliable reporting service ("Reporting Service") designated by the Holder (i.e. Bloomberg) or, if the OTC is not the principal trading market for such security, the closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded or, if no closing bid price of such security is available in any of the foregoing manners, the average of the closing bid prices of any market makers for such security that are listed in the "pink sheets". If the Trading Price cannot be calculated for such security on such date in the manner provided above, the Trading Price shall be the fair market value as mutually determined by the Borrower and the holders of a majority in interest of the Notes being converted for which the calculation of the Trading Price is required in order to determine the Conversion Price of such Notes. "Trading Day" shall mean any day on which the Common Stock is tradable for any period on the OTC, or on the principal securities exchange or other securities market on which the Common Stock is then being traded. Vis Vires Group, Inc., declared default adding \$17,500 for penalties. On January 18, 2019 Vis Vires Group, Inc, exercised the convertible option by converting \$4,360 into 72,666,667 shares of Common Stock. The balance of this Note as of December 31, 2022 for principal was \$34,140 and accrued interest of \$70,484.

DTS Partners

On August 24, 2015 DTS Partners acquired \$2,000 of its potentially dilutive convertible note from Karen Plattes. The note bore interest at 15% per annum and was payable on December 1, 2014. On August 26, 2015 DTS Partners, exercised the convertible option by converting \$400 into 10,000,000 shares of Common Stock. The balance of this partially acquired Note as of December 31, 2022 for principal was \$1,600 and accrued interest of \$2,036.

Loans Payable

The Company assumed certain debts back in the 2015 and before, which as of this filing are still under review, all the debt based on the documents provided by the previous board members are related to money the Company borrowed from each beneficiary. Interest on each loan is as follows: (i) Theresa Schnellman: 15%, (ii) Pasquale J Lausito: 15%, (iii) On Deck Capital, Inc: 6% and (iv) Elizabeth Stajniak: 6%. All loans are already due.

As of December 31, 2022, the aggregate principal balance and accrued interest on these loans totaled \$381,793, principal and interest were as disclosed in the chart below:

Date	Lender	Face Value	December 31, 2022	
			Principal	Interest
1/9/15	Theresa Schnellman	\$71,083	\$71,083	\$150,931
Various	Various lenders	3,384	\$3,384	-
7/10/14	Pasquale J Lausito	25,000	25,000	57,121
1/19/15	On Deck Capital, Inc	133,356	133,356	90,255

CIGN Convertible Promissory Notes

On February 9, 2021, as part of the consideration issued pursuant to the CIGN MIPA, the Company issued Convertible Promissory Notes totaling \$3,000,000 to the equity holders of CIGN.

The Convertible Promissory Notes have an interest rate of 6% per annum and a due date of February 9, 2022. The Convertible Promissory Notes are convertible into shares of the Company's Series B Preferred Stock. The Convertible Promissory Notes conversion price shall be an amount equal to the 30-day average of the stock price of the Company's common stock on the U.S. Over-The-Counter ("OTC") Market.

At December 31, 2022, the holders of the CIGN Convertible Promissory Notes and amounts due are:

Note Holder	December 31, 2022	
	Principal	Accrued Interest
Central Health and Innovations, LLC – Michael Feldenkrais	\$ 1,275,000	\$ 144,773.63
Aleksander Bayrammedov	60,000	6,812.88
Sergey Finkelshteyn	180,000	20,438.63
Roberto Gonzalez	765,000	86,864.18
KK Family Investments, LLC	306,000	34,745.67
Joseph Julien Craan	204,000	23,163.78
Vadislav Salirdze	60,000	17,032.19
Sono Holdings, LLC	150,000	6,812.88
Total	\$ 3,000,000	\$340,643.83

Health & Wellness Clinics of America, LLC Convertible Promissory Notes

On December 31, 2020, the Company as part of the equity purchase of Healthcare & Wellness Clinics of America, LLC and its subsidiaries, Healthcare & Wellness Clinics of Florida, LLC and Get Medicated, LLC, \$270,000 in convertible promissory notes were issued. These notes were converted into common shares.

Corporation Clinic Inc. Convertible Promissory Note

On December 31, 2020, the Company as part of the Stock Purchase Agreement with the equity holder of Corporation Clinic, Inc., a Florida corporation, a convertible promissory note for \$105,000. At December 31, 2022, these notes were converted into common shares.

NOTE 6: RELATED PARTY LOANS AND RECEIVABLES

Michael Feldenkrais, the Company's Chief Executive Officer, sole director and voting control shareholder, has had ownership in entities that have been acquired by the Company and as a result has received issuances of shares of Series B Preferred Stock and Convertible Promissory Notes through entities he owns. Additionally, entities in which Mr. Feldenkrais has ownership and management have been advanced funds from CIGN prior to the acquisition.

The Company has identified the following Related Party Transactions during the year ended December 31, 2021:

As part of the CIGN MPA, Central Health and Innovation, LLC, an entity in which Mr. Feldenkrais has an equity ownership in, was issued 1,577 shares of Series B Preferred Stock valued at \$2,940,597 and a convertible promissory note, convertible into shares of Series B Preferred Stock, in the amount of \$1,275,000. At December 31, 2022, the convertible promissory

note has a principal balance of \$1,275,000 and accrued interest of \$144,773.63.

- In February 2021, CIGN entered into an Agricultural Lease Agreement with CIGN Real Estate, LLC, an entity in which Mr. Feldenkrais is the sole equity holder. The lease has a term of 2 years and provides for monthly rent payments of \$10,000.

Mr. Feldenkrais does not have an employment agreement with the Company.

NOTE 7: LEASES

In February 2021, CIGN entered into an Agricultural Lease Agreement with CIGN Real Estate, LLC, an entity in which Mr. Feldenkrais is the sole equity holder. The lease has a term of 2 years and provides for monthly rent payments of \$10,000. The lease for land and greenhouses located in Miami Dade County, Florida.

Pursuant to ASC 842 – Leases, the Company has capitalized the asset and recognized a liability in connection with the operational lease. At December 31, 2022, the Right Use of Asset had a net value of \$183,631.78.

NOTE 8: EQUITY

Common Stock

At December 31, 2022, the Company had issued and outstanding shares of common stock of 3,790,431,716 shares of common stock.

December 31, 2022

During the 12 months ended December 31, 2022, certain holders of shares of the Series B Preferred Stock, that received their shares as part of the Healthcare and Wellness Clinics of America and Corporation Clinic acquisitions, converted their outstanding Series B Preferred Shares into shares of the Company's common stock. The new common shareholders include Central Health and Innovation, LLC, partly owned by the CEO, Michael Feldenkrais, and the remainder was issued to KK Family Investments, LLC. The total shares issued for the conversion from the 2,058 Preferred B shares issued for the acquisition of Healthcare and Wellness Clinics of America and Corporation Clinic resulted in the conversion to 515,965,883 common shares. Of these, Central Health and Innovation, LLC received 185,924,118 common shares and KK Family Investments, LLC received 330,041,765 common shares.

The \$375,000 in promissory notes that were also part of the purchase price of that transaction, were likewise converted into common shares. The shares were converted at a market price resulting in the issuance of an additional 144,440,408 common shares. Of these, Central Health and Innovation, LLC received 51,998,547 common shares while, KK Family Investments, LLC received 92,441,861 common shares.

During the twelve months ended December 31, 2022 the Company issued 210,102,148 shares of its common stock to holders of contract debt as payment of such debt.

Preferred Shares

Series A Preferred Stock

At December 31, 2022, the Company had 5 shares of its super majority voting Series A Preferred Shares issued and outstanding. The shares are held by the Company's sole officer and director, Michael Feldenkrais.

Series B Preferred Stock

Preferred B Conversions

During the twelve months ended December 31, 2022, certain holders of shares of the Series B Preferred Stock, that received their shares as part of the Healthcare and Wellness Clinics of America and Corporation Clinic acquisitions, converted their outstanding Series B Preferred Shares into shares of the Company's common stock. The new common shareholders include Central Health and Innovation, LLC, partly owned by the CEO, Michael Feldenkrais, and the remainder was issued to KK Family Investments, LLC. The total shares issued for the conversion from the 2,058 Preferred B shares issued for the acquisition of Healthcare and Wellness Clinics of America and Corporation Clinic resulted in the conversion to 515,965,883 common shares. Of these, Central Health and Innovation, LLC received 185,924,118 common shares and KK Family Investments, LLC received 330,041,765 common shares.

The \$375,000 in promissory notes that were also part of the purchase price of that transaction, were likewise converted into common shares. The shares were converted at a market price resulting in the issuance of an additional 144,440,408 common shares.

Common Stock Conversions

At December 31, 2022, the Company had issued and outstanding shares of common stock of 3,790,431,716 shares of common stock.

Year Ended December 31, 2022

In January 2022, the company converted its note of \$143,100.00 in funds owed to KK Family Investments, LLC - Shaheed Khan under contract into 51,998,547 shares of common stock.

In January 2022, the company converted its note of \$143,100.00 in funds owed to Central Health and Innovation - Michael Feldenkrais under contract into 51,998,547 shares of common stock.

In January 2022, the company converted its note of \$111,300.00 in funds owed to KK Family Investments, LLC - Shaheed Khan under contract into 40,443,413 shares of common stock.

In January 2022, the company converted Central Health and Innovation - Michael Feldenkrais' 741 Series B Preferred Shares into 185,924,117 shares of common stock.

In January 2022, the company converted KK Family Investments, LLC -Shaheed Khan's 741 Series B Preferred Shares into 185,924,117 shares of common stock.

In January 2022, the company converted KK Family Investments, LLC -Shaheed Khan's 576 Series B Preferred Shares into 144,117,647 shares of common stock.

In February 2022, the Company converted \$8,050 in funds owed to Eric Kaplan under contract into 2,981,481 shares of its restricted common stock at \$0.0027.

In February 2022, the Company converted \$8,050 in funds owed to Alex Carrasquillo under contract into 2,981,481 shares of its restricted common stock at \$0.0027.

In February 2022, the Company converted \$12,075 in funds owed to Rioja Group, LLC under contract into 4,472,222 shares of its restricted common stock at \$0.0027.

In March 2022, the Company converted \$7,000 in funds owed to Robert Chaplin under contract into 2,333,333 shares of its restricted common stock at \$0.0030.

In March 2022, the Company converted \$30,000 in funds owed to Robert Chaplin under contract into 10,000,000 shares of its restricted common stock at \$0.0030.

In March 2022, the Company converted \$7,000 in funds owed to 360 Repair Techs, Inc. - Miguel Radillo under contract into 2,333,333 shares of its restricted common stock at \$0.0030.

In March 2022, the Company converted \$35,000 in funds owed to All Niter Inc. - Miguel Radillo under contract into 11,666,667 shares of its restricted common stock at \$0.0030.

In March 2022, the Company converted \$5,000 in funds owed to Donald Gonzales under contract into 2,500,000 shares of its restricted common stock at \$0.0020.

In April 2022, the Company converted \$10,000 in funds owed to Carlo Lerullo under contract into 4,591,368 shares of its restricted common stock at \$0.00218.

In April 2022, the Company converted \$7,000 in funds owed to Kimberly & Kevin Beatrix under contract into 3,213,958 shares of its restricted common stock at \$0.00218.

In May 2022, the Company converted \$7,000 in funds owed to AR Booting under contract into 3,469,927 shares of its restricted common stock at \$0.00202.

In May 2022, the Company converted \$7,000 in funds owed to Paramount Parking Enforcement Corp under contract into 3,469,927 shares of its restricted common stock at \$0.00202.

In June 2022, the Company converted \$45,000 in funds owed to Lili Sheng under contract into 22,500,000 shares of its restricted common stock at \$0.002.

In June 2022, the Company converted \$45,000 in funds owed to Carlos Perez under contract into 22,500,000 shares of its restricted common stock at \$0.002.

In June 2022, the Company converted \$17,500 in funds owed to Gilbert Chrispin under contract into 11,075,949 shares of its restricted common stock at \$0.00158.

In July 2022, the Company converted \$33,525 in funds owed to Culture Club, LLC - Antar Sosa under contract into 16,762,500 shares of its restricted common stock at \$0.002.

In August 2022, the Company converted \$100,000 in funds owed to Patricia Nava under contract into 50,000,000 shares of its restricted common stock at \$0.002.

In August 2022, the Company converted \$15,000 in funds owed to Karina Hulseley & Tsvetan Dimitrov under contract into 7,500,000 shares of its restricted common stock at \$0.002.

In September 2022, the Company converted \$12,500 in funds owed to Andres Pacheco under contract into 6,250,000 shares of its restricted common stock at \$0.002.

In September 2022, the Company converted \$39,000 in funds owed to Andres Pacheco under contract into 19,500,000 shares of its restricted common stock at \$0.002.

Year Ended December 31, 2021

On January 11, 2021, the Company issued 2,148,820,062 shares of restricted common stock were issued to an escrow account as determined by Marquis Trading, LLC as a reserve for the possible conversion of the convertible promissory notes held by Marquis Trading, LLC. Pursuant to a January 7, 2021 agreement between the Company and Marquis Trading, LLC, the Company agreed to provide shares for the coverage of the conversion of the convertible promissory notes for principal and accrued interest totaling \$111,322. The shares were issued and placed into escrow, but are not considered

outstanding, as Marquis Trading has no rights to the shares unless they choose to convert the outstanding debt. This debt was satisfied so the shares in escrow were released.

During the quarter ended March 31, 2021, management adjusted common stock for the issuance of 10,000 shares in order to tie to Transfer Agent Records.

In October 2021, the Company issued 27,000,000 shares to Adar Bay for the conversion of their outstanding convertible promissory note of \$81,434 in connection with the settlement on the lawsuit.

In October 2021, the Company converted \$267,950 in funds owed to clients under contracts into 30,205,175 shares.

Preferred Shares

Series A Preferred Stock

At December 31, 2022, the Company had 5 shares of its super majority voting Series A Preferred Shares issued and outstanding. The shares are held by the Company's sole officer and director, Michael Feldenkrais.

Series B Preferred Stock

Year Ended December 31, 2022

During the twelve months ended December 31, 2022, certain holders of shares of the Series B Preferred Stock, that received their shares as part of the Healthcare and Wellness Clinics of America and Corporation Clinic acquisitions, converted their outstanding Series B Preferred Shares into shares of the Company's common stock on February 9, 2022. The new common shareholders include Central Health and Innovation, LLC, partly owned by the CEO, Michael Feldenkrais, and the remainder was issued to KK Family Investments, LLC. The total shares issued for the conversion from the 2,058 Preferred B shares issued for the acquisition of Healthcare and Wellness Clinics of America and Corporation Clinic resulted in the conversion to 515,965,883 common shares. Of these, Central Health and Innovation, LLC received 185,924,118 common shares and KK Family Investments, LLC received 330,041,765 common shares.

Year Ended December 31, 2021

On May 27, 2021, the Company entered into a Shares Purchase Agreement with Masa Supply LLC for the purchase of a total of 160 shares of its Series B Preferred Stock at \$1,000 per share.

On February 9, 2021, the Company acquired 100% of the equity interest in CIGN, LLC. The CIGN MPA provided for the purchase of equity interest in CIGN for \$10,000,000, consisting of convertible promissory notes totaling \$3,000,000 and a total of 3,754 shares of the Company's Series B Preferred Stock valued at \$7,000,000. Of the 3,754 shares of Series B Preferred Stock, 1,577 shares of Series B Preferred Stock were issued to an entity, which Michael Feldenkrais, the Company's sole officer, director and controlling shareholder has ownership of.

On March 21, 2021, the Company acquired 100% of the common stock in Green Bros. S.A.S. Green Bros S.A.S ("Green Bros") is a Colombian simplified stock corporation. The Stock Purchase Agreement ("Green Bros SPA") provided for the purchase of 100% of the equity in exchange for 9 shares of the Company's Series B Preferred Stock with a value of \$50,000.

NOTE 9: COMMITMENTS AND CONTINGENCIES

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals. As of December 31, 2021, and December 31, 2020, the Company had \$0 in contingent liabilities, and

the below outstanding lawsuits against the Company:

As of December 31, 2019, the Company was informed of a Civil Action initiated by On Deck Capital Inc., at the Arlington Circuit Court, Civil Division, Case # 013CL16002837-00 where the plaintiff claims a debt of \$133,356 and an interest of 6% per year pursuant to Virginia Code §6.2-301, the Company accrued such interest up to current. The Company understands that a settlement in the near future may be possible.

On December 31, 2020, the Company acquired all of the Membership Interests on Healthcare & Wellness Clinics of America, LLC, which includes in its liabilities a lawsuit initiated by Dr. David Fink, the Company has settled this lawsuit as of March 17, 2023.

On June 11, 2021, Adar Bays, LLC, filed suit against the Company and Michael Feldenkrais, an officer, director and majority shareholder of the Company in U.S. District Court. Adar Bays is suing for collection on outstanding debt in the amount of \$1,494,500 plus attorney fees. This suit was settled on October 1, 2021.

On September 2021, the Auctus Fund, LLC filed suit for breach of contract against the Company in the United States District Court for the District of Massachusetts, the complaint has asked for relief and damages against the Company, though no specific monetary amounts were requested. This lawsuit and debt have been settled on April 5, 2023.

On June 10, 2021 CIGN signed a Service Agreement with Freedom Town Holdings, LLC. (FTH) wherein CIGN was to provide materials and labor for the purpose of assisting FTH in the fulfillment and completion of FTH's Management Agreement with Fluent Servicing, LLC (FLUENT), to include specifically:

- a) Provide all labor related items to successfully produce sellable THC and CBD biomass in compliance with the MMTC Code:
- b) Provide all consumables/inputs to grow CBD and THC plants:
- c) Assist FTH with the materials necessary to meet the production schedules required of FTH.

On or about August 23, 2021, the Department of Health approved the facility leased by Fluent Servicing, LLC wherein the service agreement was to be performed. FTH subsequently began planting with the assistance of CIGN. CIGN performed all of its obligations under the contract. On or about December 24, 2021, FTH and FLUENT decided to declare a harvest loss on the produced crop. On or about December 31, 2021, as per the Service Agreement, CIGN sent the invoices for their work to FTH and FLUENT (payment guarantor of the contract). FTH and FLUENT have refused to pay for the services performed under the contract. The outstanding invoices are over \$1,600,000.00. The requested damages are over \$18,400,000.00 plus interest and attorney's fees.

NOTE 10: SUBSEQUENT EVENTS AFTER DECEMBER 31, 2022

The Company has evaluated subsequent events that occurred through the date these financial statements were issued and has determined the following subsequent events.

Dr. Fink v. Healthcare and Wellness Center of America, LLC settled on March 17, 2022 for shares and \$50,000 in cash payable over time.

The 2015 debt and lawsuit filed on September 2021 by Auctus Private Equity Fund, LLC has been settled for 15,000,000 common shares as of April 5, 2023.