

• **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

Bayport International Holdings

550 South Federal HWY, Fort Lauderdale, FL 33301

1-888-204-2949

www.bayportholdingsinc.com

Info@bayportholdingsinc.com

SIC Code 6798

Quartely Report

For the period ended June 30, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was 241,931,777 at June 30, 2023

The number of shares outstanding of our Common Stock was 236,931,777 at December, 30, 2022

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 Control of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

Our name was Exit Only, from inception in 2005 until we changed our name to Bayport International Holdings, Inc as of 11-2012

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years:

- We converted to a Florida corporation from a Colorado corporation on February 19, 2021
- We are an active Florida corporation at the Report Date

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

- Trading in our stock was suspended by the SEC on March 12, 2021 commencing at 9:30 AM EST and terminating at 11:59 PM on March 25, 2021

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred during the Reporting Period and to the date of the publication of this information statement:

- In April, 2022 pursuant to a court order, a reorganization began that resulted in a change in control, the return of large blocks of stock to Treasury and restoration of Jerrold Krystoff as CEO and Director. Amended and restated Articles of Incorporation was finalized May 27, 2022.

The address of our principal executive office and principal place of business is 550 South Federal Highway, Fort Lauderdale, FL 33301

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years? No: ☒ Yes: ☐

2) Security Information

Transfer Agent

Name: Liberty Stock Transfer Inc
Phone: (732) 372-0707
Email: info@liberystocktransfer.com
Address: 1041 Highway 36, Suite 310, Atlantic Highlands, NJ 07716

Publicly Quoted or Traded Securities:

Trading symbol:	BAYP
Exact title and class of securities outstanding:	Common Shares
CUSIP:	736068108
Par or stated value:	\$0.001
Total shares authorized:	16,978,000,000 as of 06/30/2023
Total shares outstanding:	241,931,777 as of 06/30/2023
Total number of shareholders of record:	100 as of 03/31/2023

Other classes of authorized or outstanding equity securities:

Exact title and class of the security:	Series A Preferred Stock
CUSIP (if applicable):	None
Par or stated value:	\$0.0001
Total shares authorized:	10,000,000 as of 06/30/2023
Total shares outstanding (if applicable):	None as of date 06/30/2023
Total number of shareholders of record	None as of date 06/31/2023

Exact title and class of the security:	Series B Preferred Stock
CUSIP (if applicable):	None
Par or stated value:	\$0.0001
Total shares authorized:	10,000,000 as of 06/30/2023
Total shares outstanding (if applicable):	5,000,000 as of 06/30/2023
Total number of shareholders of record	2 as of 06/30/2023

Security Description:

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

The common stock has one vote per share on all matters presented to the stockholders for approval, the right to receive dividends as, when and if declared by the board of directors after payment of any dividends payable to holders of preferred stock and the right to receive all assets in liquidation after payment of all debts and payments of preferences to holders of preferred stock.

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

Series A Preferred Stock –

The holders of the Series A Preferred Stock have super voting rights equal to 1 million votes for each preferred share outstanding. The preferred shares are convertible into common shares at rate of 900 common shares for each preferred share. Preferred B shares have a dividend preference of twice the dividend amount paid to common shareholder and also have a liquidation preference to receive up to \$4 Million after all payments have been made for senior obligation including Preferred B Shares that are senior to preferred A Shares

Series B Preferred Stock

The holders of the Series B Preferred Stock have super voting rights equal to 1 million votes for each preferred share outstanding. The preferred shares are convertible into common shares at rate of 900 common shares for each preferred share. Preferred B shares have a dividend preference of twice the dividend amount paid to

common shareholder and also have a liquidation preference to receive up to \$4 Million after all payments have been made for senior obligations.

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

A. Changes to the Number of Outstanding Share

Shares Outstanding on 12/31/2020 Common: 1,359,625 Preferred A: 1,000 Preferred B: 0	
---	--

Date	Transaction	Number	Class	Value	Discount to market	Issued to.	Reason for share issuance	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
02/25/2021	New Issuance	300,000,000	Common	\$0.001	Yes	Endicott Holdings Group LLC/Mahmoud Jrab	Services	Restricted	\$4(a)(2)
02/25/2021	New Issuance	10,000,000	Common	\$0.001	Yes	Top Knot, Inc./ John Kellas	Advisory Services	Restricted	\$4(a)(2)
03/10/2021	New Issuance	30,000,000	Common	\$0.001	Yes	Adache Holdings, LLC/ Dan Adache	Share Exchange Agreement	Restricted	\$4(a)(2)
03/10/2021	New Issuance	30,000,000	Common	\$0.001	Yes	JEBAC, LLC/Jerrold Krystoff	Share Exchange Agreement	Restricted	\$4(a)(2)
03/10/2021	New Issuance	2,500,000	Preferred B	\$0.0001	N/A	Adache Holdings LLC/Dan Adache	Share Exchange Agreement	Restricted	\$4(a)(2)
03/10/2021	New Issuance	2,500,000	Preferred B	\$0.0001	N/A	JEBAC LLC/Jerrold Krystoff	Share Exchange Agreement	Restricted	\$4(a)(2)
03/10/2021	New Issuance	5,000,000	Preferred B	\$0.0001	N/A	Endicott Holdings Group, LLC/Mahmoud Jrab	Share Exchange Agreement	Restricted	\$4(a)(2)
05/04/2021	New Issuance	20,824,000	Common	\$0.001	N/A	Top Knot, Inc/ John Kellas, President	Debt Conversion	Unrestricted	\$4(a)(2)
09/23/2021	New Issuance	1,000,000	Preferred B	\$0.0001	N/A	Endicott Holdings Group, LLC/ Mahmoud Jrab	Management Agreement	Restricted	\$4(a)(2)
04/12/2022	Shares Cancelled	(300,000,000)	Common	\$0.001	Yes	Endicott Holdings Group LLC/Mahmoud Jrab	Court Order	N/A	N/A
04/12/2022	Shares Cancelled	(6,000,000)	Preferred B	\$0.0001	N/A	Endicott Holdings Group, LLC/ Mahmoud Jrab	Court Order	N/A	N/A
04/12/2022	Shares Cancelled	(1,000)	Preferred A	\$0.0001	N/A	Endicott Holdings Group, LLC/ Mahmoud Jrab	Court Order	N/A	N/A

10/5/2022	New Issuance	35,000,000	Common Stock	\$0.001	No	JM Equities, Inc Michael Behme	Investment	Restricted	N/A
10/5/2022	New Issuance	10,000,000	Common Stock	\$0.001	Yes	Osvaldo Torres	Legal Fees	Restricted	N/A
10/5/2022	New Issuance	5,000,000	Common Stock	\$0.001	Yes	Torres Law, PA/Osvaldo Torres	Legal Fees	Restricted	N/A
10/5/2022	New Issuance	5,000,000	Common Stock	\$0.001	Yes	Geoffrey Marks	Legal Fees	Restricted	\$4(a)(2)
10/5/2022	New Issuance	1,750,000	Common Stock	\$0.001	No	Daytona Land Co/Jone Detert	Advisor Fee JM Equities, LLC	Restricted	\$4(a)(2)
10/5/2022	New Issuance	35,000,000	Common Stock	\$0.001	Yes	T&T Strategic Holdings, LLC Beatrice Toledo	\$10,000 purchase	Restricted	\$4(a)(2)
10/5/2022	New Issuance	11,000,000	Common Stock	\$0.001	No	Michael Mota	3Fam Acquisition	Restricted	\$4(a)(2)
10/5/2022	New Issuance	3,000,000	Common Stock	\$0.001	No	Moises Midel	3Fam Acquisition	Restricted	\$4(a)(2)
10/5/2022	New Issuance	2,000,000	Common Stock	\$0.001	No	Brandon Siemion	3Fam Acquisition	Restricted	\$4(a)(2)
10/5/2022	New Issuance	1,000,000	Common Stock	\$0.001	No	Michael Katz	3Fam Acquisition	Restricted	\$4(a)(2)
10/5/2022	New Issuance	1,000,000	Common Stock	\$0.001	No	Joe Ricci	3Fam Acquisition	Restricted	\$4(a)(2)
10/5/2022	New Issuance	1,000,000	Common Stock	\$0.001	No	Fernando Salinas	3Fam Acquisition	Restricted	\$4(a)(2)
10/5/2022	New Issuance	500,000	Common Stock	\$0.001	No	Michael Christofaro	3Fam Acquisition	Restricted	\$4(a)(2)
10/5/2022	New Issuance	500,000	Common Stock	\$0.001	No	Ryan Ardito	3Fam Acquisition	Restricted	\$4(a)(2)
10/5/2022	New Issuance	15,000,000	Common Stock	\$0.001	Yes	Ocean Blue Investor Group, LLC Jerrold Krystoff, CEO	Executive Compensation	Restricted	\$4(a)(2)
10/5/2022	New Issuance	10,000,000	Common Stock	\$0.001	Yes	Michael Mota, President	Executive Compensation	Restricted	\$4(a)(2)
10/5/2022	New Issuance	2,000,000	Common Stock	\$0.001	Yes	Mary Lehan,	Executive Compensation	Restricted	\$4(a)(2)
10/5/2022	New Issuance	2,000,000	Common Stock	\$0.001	Yes	Jay Chapler, CFO	Executive Compensation	Restricted	\$4(a)(2)
10/5/2022	Stock Retirement	(5,000,000)	Common Stock	\$0.001	Yes	JEBAC LLC/Jerrold Kyrstoff	Transfer for legal fees	N/A	N/A
10/5/2022	New Issuance	5,000,000	Common Stock	\$0.001	Yes	Michael Schlesinger	Transfer for legal	Restricted	\$4(a)(2)
10/5/2022	New Issuance	2,000,000	Common Stock	\$0.001	No	Summers Productions, Inc./Allan M Migdall	Advisory Fee	Restricted	\$4(a)(2)
2/21/2023	New Issuance	2,000,000	Common Stock	\$0.001	Yes	Gary Metzger	Advisory Fee	Restricted	\$4(a)(2)
4/28/2023	New Issuance	2,500,000	Common Stock	\$0.001	Yes	Baldwin & Baldwin LLC/Daniel	Advisory Fee	Restricted	\$4(a)(2)

						Baldiwn			
4/28/2023	New Issuance	2,500,000	Common Stock	Common Stock	Yes	Lucibella Investments LLC/Piero Navarro	Advisory Fee	Restricted	§4(a)(2)

Shares Outstanding on June 30, 2023:
Common: 241,931,777
Preferred A: 0
Preferred B: 5,000,000

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: ☐

4) Issuer's Business, Products and Services

A. Summarize the issuer's business operations

Bayport International is a publicly traded holding company focused on unique opportunities in the areas of real estate, entertainment and technology. Bayport's management team has extensive experience in these areas and the ability to select, create, manage and develop highly profitable opportunities.

Real estate highlights include converting the former Memorial Hospital located in Pawtucket, RI into a multi-use facility, which includes 300 affordable housing units desperately needed, and the potential future development of the Palazzo Del Lago in the Orlando, FL area, planned as a 1,552 Room, World-Class, Lakefront Resort Hotel Resort and Villa Complex. Orlando has evolved into an exceptional tourist area and convention center location.

Bayport owns and plans to operate VirtualCons, a global event & entertainment platform made for celebrities and their fans providing access and delivering engaging one-of-a-kind experiences. Its planned conventions are being designed to allow fans to meet and greet their favorite characters from entertainment and its apps are planned to allow fans to interact with celebrities through autographs and meets and greets.

Bayport acquired a majority interest in GPS Mediaworks, a multi-media content creator. GPS employs cutting edge virtual stage technology used in the production of motions pictures, television, live concerts and similar venues. GPS technologies can reduce production time and costs by thirty to fifty percent.

Bayport owns Soffie Cares. Soffie Cares plans to launch a portal to provide telehealth and telemental health services with one affordable monthly cost of \$39.99 per family accessing a network of over six thousand caring physicians and counselors with no limits to patient care. Services planned to be available through the Soffie Cares portal include urgent care and behavioral health counseling. Also available is the Soffie Cares Foundation providing these same medical benefits with financial assistance to employers and non-profit organizations.

Below is a description of the Company's business lines.

I. Former Memorial Hospital of Rhode Island Conversion

Bayport International Holdings acquired a 47.5 equity ownership in Memorial Real Estate Group, Rhode Island LLC (MREG), which plans to take full ownership in the former Memorial Hospital of Rhode Island through a voluntary foreclosure in November 2023. The plan is to convert the former hospital into a multi-use facility made up of 330 affordable housing units and just over 100,000 square feet of commercial space once financing is secured.

Background on Property and Development Plan

The current building sits in the southern portion of Pawtucket, just one block from the Seekonk River and what will soon be a foot-bridge connecting the East and West portions of the city. The project's 300 affordable housing units are expected to reinvigorate a district which has lost what might be considered the heart of the neighborhood in Memorial Hospital. Robust housing, job training space, and potentially a grocery store will enhance the livability of the neighborhood. The project will be directly across the bridge from the city's new soccer stadium and a massive residential and commercial development. The address of the building is 111 Brewer Street, Pawtucket, RI. It is seven floors, 384,404 square feet and sits on 7.8 acres. The property is zoned for mixed use / mulit-family, which includes veteran and affordable housing.

Bayport's management has engaged with city officials and the RIHousing, the Rhode Island housing authority, in order to maneuver the project into the state's affordable housing pipeline. The main hospital building itself is well-suited for such an undertaking; the existing hospital rooms are spacious with ADA-accessible bathrooms and plumbing lines sufficient to support the build-out of kitchens. Many existing walls will be able to be preserved as the studio, one and two-bedroom units take shape. The building is served by two elevators, a large lobby, and ample common space sufficient to provide residents with a place to interact and build or preserve community, essential to the mission of MREG and the City of Pawtucket.

It is MREG's intent to serve a diverse population. Among those to whom marketing will be focused is the veterans community, both general and senior. In order to provide sustainable, viable, long-term housing solutions for that population, Memorial Real Estate Group will be seeking Section 8 vouchers for as many of the units as possible. Unfortunately, VASH vouchers are not available, nor are there a great many Section 811 vouchers available through RIH. Nevertheless, affordable units will be marketed to Veterans and their families with the expectation that some in the Veteran community will bring individual vouchers with them to the project. Furthermore, MREG is seeking to parlay some vouchers from the City of Providence for use at the former Memorial Hospital site.

The City of Pawtucket currently has an overwhelming need for affordable housing. Currently only 8% of the available housing stock is marketed to a population whose incomes are 80% of AMI or less. The Memorial renovation will not fulfill the entire need in the Blackstone Valley, but it will make a dent. For this reason, the project has overwhelming support from the City and Mayor Grebien.

Intertwined with the initiative to create more affordable housing, in coordination with the city, MREG intends to lease space to community-oriented tenants who will provide job-training and education platforms serving as an economic boon to the community. While the completed project aims to put a significant dent in the affordable housing deficit in the City of Pawtucket and its Blackstone Valley community, in the interim the former hospital building will act as a temporary shelter for those under-housed and those on the brink of homelessness.

Management has advanced the drawings and has submitted a tax credit funding application with RIHousing to obtain financing for the affordable housing component.

Background on MREG:

MREG has been formed to consolidate under one entity two mortgages totaling \$11 Million owed by the current owner Memorial Development Group (MDG). MREG Membership interest in MREG includes Feenix Partners with 47.5%, Bayport International Holdings with 47.5% and Nex Bank with 5%. Feenix and Nex Bank are the original owners of the mortgages. MDG is currently in default on its mortgages. MREG and MDG have completed all the documentation for the lenders to pursue a voluntary foreclosure, which is planned to take place in November of 2023. The foreclosure will wipe clean any claims or liens on the property outside of the mortgages. There is approximately \$250,000 in State Taxes on the property that will remain in place. MREG spent \$2.3 Million during the first six months of 2023 to stabilize the building and received a certificate of occupancy to rent hospital size rooms and to provide coop style office space.

Property Appraisal

ValBridge Property Advisors completed appraisal of the property in September of 2022 Included was an "As Is" analysis summarized below.

Value Conclusions - Entire Condominium As IS	
Value Type	Market Value
Property Right Appraised	Fee Simple
Effective Date of Value	30-Jun-22
Value Conclusion	\$61,200,000
	\$193/PSF
	\$227,509/Unit

Tax/Historical Credits:

The property is entitled to Historical Federal Tax Credits and Historical State Tax Credits totaling nearly \$20 Million. The State of Rhode Island has a \$250 Million Fund dedicated to affordable housing development. We anticipate being able to receive funds from there as well although this is not included in our analysis.

II. Palazzo Del Lago

PROJECT DESCRIPTION

The Resort and Residences at Palazzo Del Lago is planned to be one of the country's most prestigious world-class hotel and resort residential destinations. Phase I of the project is a 1,552 luxury room and suite resort hotel. Phases Two and Three will consist of 800 resort residences in four 18-story villa towers. The Palazzo Resort is planned to be in Orlando featuring watersports, tennis, world-class destination spa, 121,000 square feet of state-of-the-art convention and banquet facilities, and seven classically themed restaurants and lounges.

LOCATION

The Palazzo Del Lago Resort and Residences is planned to be in the center of one of the most intense theme/park entertainment, convention and retail corridors in the world and is seeking to potentially purchase a property on or near Lake Bryan. If the desired site can be acquired, Palazzo Del Lago would be a true waterfront beach resort on a 214-acre spring-fed lake. The desired site fronts on International Drive (the main tourist corridor) and is only 3 minutes from Walt Disney World, 3 minutes from Sea World, 5 minutes from the Orange County Convention Center, 10 minutes from Universal Studios and 15 minutes from the Orlando International Airport.

BUSINESS STRATEGY

The total project cost for all three phases is expected to be approximately \$1.7 billion. The resort project will be built in three phases. Phase One is a 1,552 room and suite resort hotel, convention center and resort amenities. Phases Two and Three consist of 800 resort residences. In addition, the project shows an annual internal rate of return in excess of 22% for all three phases over the projected 81 month project term (including construction, sales and hotel stabilization) assuming a capital event in the final month (after stabilization of the hotel operation).

MARKET SUMMARY

The Orlando area boasts approximately 75 million tourists annually. The demand for quality hotel rooms for convention center attendees continues to grow. Market analysis indicates that there is a growing demand for 4-star resort hotel and convention properties. The Orange County Convention Bureau states that the area lacks sufficient luxury accommodations to book conventions and are losing conventions to other locations due to lack of quality hotels. Over the past 10 years, annual occupancy percentages have remained consistently strong

PROJECT STATUS.

Bayport is currently seeking financing to develop the project. The original site is still available, which Bayport may be able to purchase once financing is secured, however, there is no guarantee that Bayport will get the desired site since it is on the market and anyone else with financial capacity can purchase it at the moment. And while there are other properties nearby for sale, there is no guarantee they will remain available. There is also no guarantee that Bayport will be able to secure financing for the project.

In term of project itself, Bayport has architectural designs, civil engineering plans, environmental impact study, some of these must be updated. Bayport also has sales center with a model of the project on display that is currently leased to another party that can be taken back with 90-day notice. In the event Bayport ends up with a different site, some of the studies and documents will have to be entirely redone.

III. VirtualCon

VirtualCon is an app designed to encourage community connection and solve the problems live events face during an ever-changing world. Delivering a powerful social platform that will give you everything you need in one single app. The ability to attend a convention at your leisure when you are unable to travel due to availability, travel restrictions, or a global pandemic. Some of the key features of the APP include the ability to

- attend conventions to be staged and/or sponsored by VirtualCon,
- chat with like-minded individuals about their shared passion about a specific television show, movie genre, or topic
- have a one-on-one conversation with their favorite celebrity (to be paid by VirtualCon) to attend without leaving the comfort of their home
- purchase personalized autographs from their favorite stars

- tune-in live to their favorite convention from anywhere in the world when they did not have access to attend in person
- SHOUTOUTS Personalized video messages of congratulation, support, or appreciation from celebrities to fans
- MEET & GREET Fans and celebrities meet face-to-face, virtually
- AUTOGRAPHS Fans can search our extensive database of celebrities and get a generic or personalized autograph of their favorite star

The APP is not currently operational. We anticipate launching programs for the APP during the first quarter of 2024.

IV. Soffie Cares

The Product:

Soffie Cares plans to launch a portal to access telehealth and telemental health service with one affordable monthly cost of \$39.99 per family. Families will have access to a network of over six thousand caring physicians and counselors under contract to the platform accessible through the Soffie Cars portal.

Soffie Cares services include urgent care and behavioral health counseling. Also available is the Soffie Cares Foundation providing these same medical benefits with financial assistance to employers and non-profit organizations.

Healthcare Platform

Soffie Cares has a contract with the telehealth thirty-party platform. This allows Soffie Care to use the platform and to provide patients a seamless connection to health care professionals. And while other groups have access to this and other telehealth platforms, Soffie Cares believes its marketing strategy will allow it to penetrate many different markets and drive traffic to Soffie Cares.

The Need:

Soffie Cares understands with the fast pace of living in America today the need to improve the efficiencies and urgencies requiring access to urgent healthcare and mental health cancelling. In the state of Florida, the average time from scheduling to see your primary care physician is sixty to ninety days where these same visits can be accomplished by Soffie Cares Telehealth within minutes including necessary prescriptions filled within hours.

Also, the CDC just announced Death by Suicide has reached an all-time high with more than fifty thousand Americans committing suicide each year. This averages to one American ending their life every ten minutes.

Soffie Cares is offering full mental health counseling to all family members included in the monthly subscription at no additional charge. Soffie Cares will be available throughout the United States.

The Approach:

The marketing and research team at Soffie Cares spent several months researching and evaluating every known telehealth company providing urgent care and behavioral health counseling. Many hours were spent watching customer videos sharing their experiences both pros and cons paying close attention to their recommendations if they had the ability to make improvements. Many of these telehealth companies had hidden costs to receive their top-level care requiring either health insurance or large cash payments, placing limits on the patient's ability to receive the help they required.

Soffie Cares understands the importance of everyone having equal access to top-level healthcare regardless of financial status and career choices. Our marketing model develops partnerships with organizations and vertical markets where health insurance is not provided by their employers. These markets include performing arts, real estate and hospitality. Soffie Cares also believes its all-inclusive model will offer an improved and more efficient mental health environment for Veterans and their families.

Our Advantage:

Every American and their family members will have the opportunity to receive unlimited healthcare and mental health counseling through Soffie Cares over 6,000 mental health providers and board certified physicians 24/7 from any location within minutes regardless their financial status.

V. GPS

GPS Mediaworks, a multi-media content creator. GPS employs cutting edge virtual stage technology used in the production of motions pictures, television, live concerts and similar venues. GPS technologies can reduce production time and costs by thirty to fifty percent.

Technology Description

With careful adjustment and calibration, an OSVP set can be made to closely approximate the appearance of a real set or outdoor location. OSVP can be viewed as an application of extended reality. OSVP contrasts with virtual studio technology, in which a green screen backdrop surrounds the set, and the virtual surroundings are composited into the green screen plate downstream from the camera, in that in OSVP the virtual world surrounding the set is visible to the camera, actors, and crew, and objects on set are illuminated by light from the LED screen, creating realistic interactive lighting effects, and that the virtual background and foreground are captured directly in camera, complete with natural subtle cues like lens distortion, depth of field effects, bokeh and lens flare. This makes it a far more natural experience that more closely approximates location shooting, making the film-making process faster and more intuitive than can be achieved on a virtual set.

To render parallax depth cues correctly from the viewpoint of a moving camera, the system requires the use of match moving of the background imagery based on data from low-latency real-time motion capture technology to track the camera.

Applications and Customers

GPS main clients is expected to be movie and television producers. And while many of large production studio already use this, the goal for GPS is make the same technology available to smaller independent producers that do not have the financial ability to create these stages on their own. GPS will also be available to support concerts and other types of entertainment. The portable nature of the GPS can make it available on any location.

In addition, a research group at MIT Media Labs showed that the bokeh effect can be used to make imperceptibly small barcodes, or bokodes. By using barcodes as small as 3 mm with a small lens over them, if the barcode is viewed out of focus through an ordinary camera focused at infinity, the resulting image is large enough to scan the information in the barcode.

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

On March 28, 2021, the Company purchased 100% of Palazzo Del Lago, LLC via a share exchange agreement. On September 19, 2022 Bayport issue 20,000,000 shares of restricted common stock in exchange for 100% 3 Fam, LLC, a Florida limited liability corporation.

On July 13, 2023 the Company purchased 100% of Soffie Cares for 20 Million of restricted common stock and on July 22, 2023 a 70% Equity interest in GPS Mediaworks was purchases for 10 Million restricted common stock

C. Describe the issuers' principal products or services.

Please see section A.

5) Issuer's Facilities

The Company occupies offices at 550 South Federal Highway, Ft. Lauderdale, FL 33301. The building is own by Dan Adache, a Bayport shareholder that has make the building available for Bayport use

6) Officers, Directors, and Control Persons

Names	Affiliation	Residential Address	Number owned	Share type	Percentage of Class
JEBC LLC Jerrold Krystoff	CEO& Chairman	Ft. Lauderdale, FL	24,000,000	Common	9.92%
Adache Holdings LLC	Control Person	Ft. Lauderdale, FL	30,000,000	Common	12.4%

Daniel Adache					
Torres Law, PA Ozvaldo Torres	Corporate Counsel	Ft Lauderdale, FL	17,000,000	Common	7.03%
Adache Holdings, LLC Daniel Adache	Control Person	Ft Lauderdale, FL	2,500,000	Pref B	50%
JEBAC, LLC Jerrold Krystoff	CEO, Director	Ft. Lauderdale, FL	2,500,000	Pref B	50%
Ocean Blue Investor Group Jerrold Krystoff	CEO, Director	Ft. Lauderdale, FL	15,000,000	Common	6.2%
T&T Strategic Holdings, Beatriz Toledo	Control Person	Ft. Lauderdale, FL	35,000,000	Common	14.9%
JM Equities, LLC Michael Belme	Control Person	Ft. Lauderdale, FL	35,000,000	Common	14.9%
Michael Mota	President	Lincoln, RI	10,280,000	Common	4.25%
Jay Chapler	CFO	New Rochelle, NY	2,000,000	Common	.83%

7) Legal/Disciplinary History

A. No named person listed above has, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

We do not have any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which we or any of our subsidiaries is a party or of which any of our or their property is the subject.

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.

Jackson L. Morris, Esq.
126 21st Avenue SE
St. Petersburg, FL 33705
813-892-5969
jackson.morris@rule144solution.com

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: Jay Chapler
Title: Chief Financial Officer

Relationship to Issuer:

Describe the qualifications of the person or persons who prepared the financial statements: Mr. Chapler has been a financial professional for over 30-years. The financials statements were also reviewed by a CPA with over 30 years of experience.

Index to Financial Statements

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

Bayport International Holdings, Inc.

Notes to Financial Statements

For the Quarter ending June 30, 2023

(Unaudited)

(Unaudited)

		06/30/23	03/31/23	12/31/22
ASSETS				
CURRENT ASSETS				
Cash		\$6,283		
Total Current Assets		\$6,283	\$0	\$0
PROPERTY AND EQUIPMENT				
		\$0	\$0	\$0
OTHER ASSETS				
Palazzo del Lago Resort		\$7,002,393	\$7,002,393	\$7,002,393
3 Fams Productions		\$110,000	\$110,000	\$110,000
RORA cryptocurrencies		\$202,125	\$202,125	\$202,125
47.5% Equity Interest in Memorial RE Group		\$750,000		
Total Non-Current Assets		\$8,064,518	\$7,314,518	\$7,314,518
TOTAL ASSETS		\$8,070,801	\$7,314,518	\$7,314,518
LIABILITIES AND STOCKHOLDERS DEFICIT				
CURRENT LIABILITIES				
Accrued Liabilities		\$685,675	\$469,425	\$250,075
Short-term Note		770,516		
Total Current Liabilities		\$1,456,191	\$469,425	\$250,075
STOCKHOLDERS EQUITY				
Preferred stock A – 1000 shares authorized, issued and outstanding, \$0.0001 par		\$0	\$0	\$0
Preferred stock B – 40,000,000 shares authorized, \$0.0001 Par value, 5,000,000 issued and outstanding on December 31, 2022 and December 31, 2021. respectively.		\$500	\$500	\$500
Common stock – 17,000,000,000 shares authorized, \$0.001 Par value; 241,931,777 and 334,181,777 shares issued and outstanding as of June 30, 2022, and December 31, 2022, respectively.		\$241,930	\$236,930	\$234,930
Additional Paid in Capital		\$6,589,854	\$6,567,354	\$6,558,354
Retained Earnings (deficit)		-\$217,675	\$40,309	\$270,659
Total Stockholders' Equity		\$6,614,609	\$6,845,093	\$7,064,443
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$8,070.801	\$7,314.518	\$7,314.518

[illegible]

(Unaudited)

Page 14 of 22

Bayport International Holdings, Inc.
Statement of Stockholders Equity
June 30, 2023
(Unaudited)

	Preferred Stock A		Preferred Stock B		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders Equity
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance December 31, 2020	10,000,000	\$1,000			13,559,635,302	\$1,356	\$651,139	-\$1,234,616	-\$581,121
Reverse Split	-9,999,000				-13,558,277,525				
Common Stock Issued for Service					310,000,000	\$310,000	-\$279,000		\$31,000
Investment in Palazzo del Lago					60,000,000	\$60,000	\$60,000	\$2,280,750	\$2,179,270
Preferred Issued for Palazzo del Lago			5,000,000	\$500			\$4,601,143		\$4,601,643
Preferred Stock Issued for Services			5,000,000	\$500					\$500
Common Issued for Debt Retirement					20,824,000	\$20,824	\$561,297		\$582,121
Preferred Stock Issued for Services			1,000,000	\$100			\$52,400		\$52,500
Net Income Attributable to Shareholders								-\$85,000	-\$85,000
Balance December 31, 2021	1,000	\$1,000	11,000,000	\$1,100	392,181,777	\$392,180	\$5,646,979	\$961,134	\$7,002,393
Common Stock returned to Treasury	-1,000	-\$1,000	-6,000,000	-\$600	-300,000,000	-\$300,000	\$269,000	\$0	-\$32,600
3 Fam Acquisition					20,000,000	\$20,000	\$90,000		\$110,000
RORA crypto-coin acquisition					36,750,000	\$36,750	\$165,375		\$202,125
Stock issued to T&T Strategic Holdings, LLC					35,000,000	\$35,000	\$157,500		\$192,500
Stock issued to Executive Contractors					29,000,000	\$29,000	\$130,500		\$159,500
Stock issued for legal fees					20,000,000	\$20,000	\$90,000		\$110,000
Stock issued for finders fees					2,000,000	\$2,000	\$9,000		\$11,000
Net Loss Attributable to Stockholders								-\$690,475	
Balance December 31, 2022	0	\$0	5,000,000	\$500	234,931,777	\$234,930	\$6,558,354	\$270,659	\$7,064,443
Stock issued for Advisory fees					2,000,000	\$2,000	\$9,000		\$11,000
Net Loss Attributable to Stockholders								-\$230,350	
Balance March 31, 2023	0	\$0	5,000,000	\$500	236,931,777	\$236,930	\$6,567,354	\$40,309	\$6,845,093
Stock issued for Advisory fees					5,000,000	\$5,000	\$22,500		\$27,500
Net Loss Attributable to Stockholders								-\$257,984	
Balance June 30, 2023	0	\$0	5,000,000	\$500	241,931,777	\$241,930	\$6,589,854	-\$217,675	\$6,614,609

Note 1 – Organization and Basis of Accounting Policies

Bayport International Holdings, Inc. was originally founded in February 8, 2005 as a Nevada Corporation, and later domiciled in Colorado. Operations varied for the Company from mining, skin care to cannabis but was never able to generate consistently profitable operations.

On February 16, 2021, Bayport converted into a Florida corporation and underwent new management. Jerrold Krystoff became the CEO and Director.

The new management team's singular objective is to rapidly increase the current and future shareholder value of its stock by divesting from previous stale business models and expand its investments footprint into the following three divisions under the Bayport umbrella: The hospitality development group of real estate projects that include the Palazzo del Lago resort currently under

development in Orlando, Florida; entertainment to include the 3 Fam Production Virtual Con Brand and other production companies; environmental technology development and expansion of strategic technologies in web 3.0, asset backed Crypto currencies, and cutting edge technologies. Our future expands with the acquisition of vetted, cash flowing businesses in the above-mentioned industries.

Our mission is to protect our investors through a diversified asset base with various asset classes that allow liquidity and self-sufficiency. A diverse balance sheet mitigates any unforeseeable market shifts and political changes around the globe, which are critically important in uncertain times. Our new team of experienced leaders continue to create a vision that is still in the early stages of development. Growth is an aspect, yet one that promises to offer investors an opportunity to take part in an unfolding journey right from the start.

We are at the earliest stage of the company's new life cycle. At our core, the business mission is to provide consumers with world class experiences and services. During the Companies restructuring, there were little operations generating revenue.

We help our partner businesses revamp their strategies, increase their addressable market opportunities, and operationally focus on accelerating revenue growth to become high-growth, venture-fundable businesses. Our philosophy often runs counter to conventional wisdom: we aren't merely seeking copycats of currently successful businesses.

Going Concern

The Company's financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business. The accompanying financial statements do not include adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from an inability of the Company to continue as a going concern.

The ability of Bayport to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it establishes a revenue stream and becomes profitable. If Bayport is unable to obtain adequate capital it could be forced to cease operations. Accordingly, these factors raise substantial doubt as to Bayport's ability to continue as a going concern.

In order to continue as a going concern, Bayport will need to, among other things, raise additional capital, develop a reliable source of revenue, and achieve a profitable level of operations. Management's plans to continue as a going concern include raising capital through borrowing and sales of common stock and successfully implementing our business plan. However, management cannot provide any assurances that Bayport will be successful in raising additional capital or successfully implementing any of its plans.

Accounting Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at financial statement date and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include assumptions made in estimated useful lives of property and equipment, assumptions inherent in purchase price allocation, accruals for potential liabilities, certain assumptions used in deriving the fair value of derivative liabilities, share-owned compensation and beneficial conversion features of notes payable, and realization of deferred tax assets.

Stock-Based Compensation

The Company periodically issues stock to employees and non-employees in non-capital raising transactions for services and financing cost. Bayport accounts for stock options and warrant grants issued and vesting to employees based on the authoritative guidance provided by the Financial Accounting Standards Board where the value of the award is measured on the date of the grant and recognized over the vesting period. Bayport accounts for stock grants issued and vesting to non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board where the value of the stock compensation is based on the measurement date as determined at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Non-employee stock-based compensation charges generally

are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option grants are immediately vested and the total stock-based compensation charge in the period of the measurement date.

At the date of these financial statements, Bayport does not have stock options or warrants.

Fair Value of Financial Instruments

Bayport follows paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments and paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (US GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are as follows:

Level 1 Quoted market prices in active markets for identical assets or liabilities on the reporting date.

Level 2 Price inputs other than quoted in Level 1, which are directly or indirectly observable on the reporting date.

Level 3 Pricing inputs generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is observable. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobserved inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, prepaid expense, accounts payable and accrued payable and notes payable, approximate their fair value because of the short maturity of these instruments.

Acquisitions and Business Combinations

Bayport allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed, and separately identified intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, specifically with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows, acquired technology, trade-marks and trade names, useful lives, and discount rates. Management's estimates of fair values are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Derivative Financial Instruments

Bayport evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative is initially recorded at its fair value and is then re-evaluated at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative could be required within 12 months of the balance sheet date.

Cash Equivalents

Bayport considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Accounts Receivable

All of Bayport's accounts receivable balance is related to trade receivables. Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts, if any, is the Company's best estimate of the amount of probably credit losses in its existing accounts receivable. Bayport will maintain allowances for doubtful accounts, estimating losses resulting from the inability of its customers to make required payments for products. Accounts with known financial issues are first reviewed and specific estimates are recorded. The remaining accounts receivable balances are then grouped into categories by the amount of days the balance is past due, and the estimated loss is calculated as a percentage of the total category based on past history. Account balances are charge off against the allowance when it is probably that the receivable will not be recovered.

Net Income (Loss) Per Share

Basic earnings per share is computed using the weighted-average number of common shares outstanding during the period. Diluted earning (loss) per share is computed using the weighted-average number of common shares and the dilutive effect of contingent shares outstanding during the period. Potentially dilutive contingent shares, which primarily consists of convertible notes, stock issuable for stock options and warrants have been excluded from the diluted loss per share calculation because their effect is anti-dilutive.

Segments

The Company determined its reporting units in accordance with ASC 280, "Segment Reporting"

("ASC 280") Management evaluates a reporting unit by first identifying its operating segments under ASC 280. The Company then evaluates such operating segment to determine if it includes one or more components that constitute a business. If there are components within an operating system that meet the definition of a business, the Company evaluates those components to determine if they must be aggregated into one or more reporting units. If applicable, when determining if it is appropriate to aggregate different operating segments, the Company determines if the segments are economically similar and, if so, the operating segments are aggregated.

Bayport management has determined that the Company has three operating segments. The Company's reporting segment reflects the matter in which its chief operating decision maker reviews results and allocates resources. The Company's reporting segment meets the definition of an operating segment and does not include the aggregation of multiple operating segments.

Property and Equipment

Bayport records Property and equipment at cost. Depreciation is provided over the estimated useful lives of the assets, which range from three to seven years. Expenditures for major renewals and betterment that extend the original estimated economic useful lives of the applicable assets are capitalized. Expenditures for normal repairs and maintenance are charged to expense as incurred. The cost and related accumulated depreciation of assets sold, or otherwise disposed of are removed from the accounts, and any gain or loss is included in operations.

Intangibles

Bayport uses assumptions in establishing the carrying value, fair value and estimated lives of the Company's long-lived assets and goodwill. The criteria used for these evaluations include management estimate of the assets continuing ability to generate positive income from operations and positive cash flow in future periods compared to the carrying value of the asset, the strategic significance of any identifiable intangible asset in its business objectives as well as the market capitalization of the Company. Cash flow projections used for recoverability and impairment analysis use the same key assumptions and are consistent with projections used for internal budgeting, and for lenders and third parties. If assets are considered to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the asset. Useful lives and related amortization or depreciation expense are based on the Company's estimate of the period that the assets will generate revenues or otherwise be used. Factors that would influence the likelihood of a material change in the Company's reported results include significant decline in the economic and competitive environment on which the asset depends, significant changes in the Company's strategic business objectives, and utilization of the asset.

Income Taxes

Income taxes are accounted for in accordance with the provisions of Statement of Financial Accounting Standards ("SFAS") no 109. 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. Deferred tax assets and liabilities are measured using existing tax rates expected to be calculated based on the Company's income in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is reassigned in income in the period that includes the enactment date. Violations allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly. Currently the Company has not valued an NOI, because of the expectations of obsolescence.

Research and Development Expenses

Cost to research and development are charged to research and development expense as incurred.

Revenue Recognition

Bayport accounts for revenue in accordance with Accounting Standards Codification 606, Revenue from Contracts and Customers. The underlying principle of ASC 606 is to recognize revenue to depict the transfer of goods or services to customers in the amount expected to be collected. ASC 606 creates a five step model that requires entities to exercise judgment when considering the terms of contracts, which includes 1) identifying the terms contracts or agreement, 2) identifying Bayport performance requirements in the contracts or agreement, 3) determining the transaction price, 4) allocating the contract price to separate performance obligations, 5) recognizing revenue as each performance obligation is completed. Under ASC 606, revenue is recognized when delivery of product or services are performed, based on written sales or contract terms, or control is transferred. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring the product or services to a customer.

Note 2 – Acquisitions and Divestitures

On March 26, 2021 Bayport acquired the Palazzo Del Lago LLC for 60,000,000 common stock, and 5,000,000 shares of Preferred B stock.

Due to the illiquid nature and limited circulation of Bayport stock, and Palazzo del Lago, LLC at the time the transaction took place, Palazzo del Lago, LLC was recorded at the asset value of Palazzo del Lago, LLC, which closely approximates cost.

On September 19, 2022, Bayport acquired the interest of 3 Fam, LLC, a Florida Limited Liability Corporation for 20,000,000 shares of Bayport Common Stock. 3 FAMS, LLC is a diversified entertainment and media company that organizes production around special events.

Bayport values the 3 Fam investment at the market value of the stock exchanged on the date of acquisition and maintains the investment as an independently operating stock investment.

Bayport acquired a 47.5% Membership Interest in Memorial Real Estate Group. The purchase was financed through a short-term note of \$750,000 issued by Bayport and purchased by Joe Ricci. Joe Ricci is the father-in-law of Michael Mota the President of Bayport and therefore a Related Party Transaction. The Note has 13% Interest Rate and a 12-month Maturity. Mr. Ricci was entitled to receive 10,000,000 Common Shares in Bayport as an equity bonus for the loan.

Note 3 – Forced Change in Control

Certain stockholders and related individuals involved in Bayport issued controlling interest of stock to themselves and others in 2021 with little defensible basis. Such individuals, with voting control of Bayport, brought action to remove Mr. Jerrold Krystoff from his position as CEO and Director and filed a Corporate Amendment of confirmation on August 31, 2021 with the Secretary of State of Florida.

Mr Krystoff brought legal action in the Florida courts against those certain stockholders involved in the illegal action to remove him. The court ruled. During the focus of litigation, the Company had no operations.

Court proceeding were finalized in April 2022, Mr Krystoff re-gained control of the Company as CEO, as discussed in Footnote 6.

Note 4 – Convertible Notes Payable

The Company entered into an agreement with an Institutional Investor for the principal sum of up to \$250,000 and to pay guaranteed interest on the principal balance hereof at an amount equivalent to 10% of the principal sum, to the extent such principal sum and “guaranteed” interest and any other interest, fees, liquidated damages and/or items due to Holder herein have not been repaid or converted into the Company's common stock in accordance with the terms. Such note was converted into stock

On April 19, 2021, Bayport settled convertible debts with Top Knot, Inc., \$546,641.33, plus interest and legal costs, in accordance with the Section 3(a)10 of the Securities Act of 1933, Bayport settled the obligations by issuing 20,824,000 shares of unrestricted common stock on May 24, 2021.

Note 5 – Stockholders’ Equity

The Company is authorized to issue 17,000,000,000 common shares of \$0.001 par value common stock. On September 30, 2022 2021, the Company had Shares of common stock outstanding.

On February 25, 2021, the Company issued 310,000,000 shares in exchange for advisory services. This transaction was challenged in court and the shares have subsequently been returned to treasury.

On June 30, 2022, 5,000,000 shares of Preferred B stock is outstanding. On March 10, 2021, the Company issued 60,000,000 shares of Common and 5,000,000 shares of Preferred B stock for the purchase of Palazzo del Lago, LLC, and an additional 5,000,000 shares of Preferred B stock. Preferred B stock has special conversion rights allowing each share of Preferred B stock to be converted into 900 shares of common stock, totaling 4,500,000,000 common shares.

On April 12, 2022, a court settlement ordered the retirement of 300,000,000 shares of common stock, 6,000,000 shares of Preferred B stock and 1,000 shares of Preferred A stock returned to treasury. At September 30, 2022 there are no Preferred A shares outstanding.

On May 4, 2021, the Company issued 20,824,000 common shares for a debt conversion under SEC provision 3(a)10 to Top Knot, Inc, a related party.

On September 19, 2022 Bayport issued 20,000,000 shares of stock in exchange for 100% of 3 Fam, LLC, a Florida limited liability corporation.

Note 6– Contingencies and Litigation

Legal Proceedings

The Company may be subject to legal proceedings and claims arising from contracts or other matters from time to time in the ordinary course of business.

Management is not aware of any pending or threatened litigation where the ultimate disposition or resolution could have a material adverse effect on its financial position, results of operations or liquidity. As of f 31, 2022, the Company is not involved in any litigation or disputes.

On April 12, 2022, Bayport entered into a Global Settlement Agreement and Mutual Release to resolve litigation that began in late 2021 to challenge the legitimacy of certain control persons removing Jerrold Krystoff from his position as Director and CEO. The court ruling required Endicott Holdings Group, LLC. (“Endicott”) to return 300,000,000 shares of common stock, 6,000,000 shares of Preferred Stock B, and 1,000 shares of Preferred A stock to treasury, representing 100% of Endicott’s Holdings Group, LLC. Paul Strickland, Endicott Holdings Group, LLC and Ed Bronson jointly and severally indemnified Bayport from any, and all, past, and future claims, demands, liens, subrogated interests or further claims.

Settlement required the following that Bayport executed:

- Bayport filed and the State of Florida accepted, Reinstated Articles
- Bayport’s stock transfer agent cancellation of 100% of stock shares forfeited by Endicott Holdings Group, LLC.
- Former Secretary Paul Strickland delivered his resignation letter and the State of Florida confirmed such resignation with an Amendment to the Articles of Corporation.
- The Florida Secretary of State accepts an Amendment to the Articles of Corporation confirming Jerrold Krystoff as the sole Director and Chief Executive Officer of the Corporation.

As a result of the settlement, Mr. Jerrold Krystoff was restored as CEO.

Note 7 – Retroactive Accounting Restatement

In 2021, while the Company was under the previous management, certain accounting entries were made to reflect the purchase of Palazzo del Lago, that were later reversed, that resulted in erroneous financial statement presentation.

These transactions were corrected to recognize and value the asset purchase correctly and write off certain debts that have been deemed non-collectable. These retroactive changes impacted the value of equity accounts including Additional Paid in Capital and Accumulated Deficit (earning).

Note 8 – Subsequent Event

On October 4, 2022, Bayport acquired 937,000 RORA Crypto coins (RORAP) from JM Equities, LLC for 35,000,000 common shares of Bayport stock. RORA crypto coins do not yet have a free trading market as of the date of the financial statements, but have been given an assumed and currently accepted value of \$800 per coin. Currently, there is no active trading market for the coins, but such market is currently under development and is expected to launch midyear 2023.

RORA coin assets are valued on Bayport's balance sheet at the quoted value of the Bayport shares on October 4, 2022 times the number of shares used to acquire coin interest from JME Equities. Bayport did not have an active trading market on October 4, 2022. Our coin position in RORA will be marked to market when there is an active trading market open for RORA.

On October 5, 2022 and October 17, 2022, Bayport issued 35,000,000 restricted Common shares to T&T Strategic Holdings, LLC in exchange for \$10,000.

Note 9 – Related Parties

Bayport acquired a 47.5% Membership Interest in Memorial Real Estate Group. The purchase was financed through a short-term note of \$750,000 issued by Bayport and purchased by Joe Ricci. Joe Ricci is the father-in-law of Michael Mota the President of Bayport and therefore a Related Party Transaction. The Note has 13% Interest Rate and a 12-month Maturity. Mr. Ricci was entitled to receive 10,000,000 Common Shares in Bayport as an equity bonus for the loan.

Bayport received a loan from HDGUSA in the amount of \$20,516.27. HDGUSA is owned by the CEO Jerrold Krystoff and therefore a related party transaction. The loan has an interest rate of 10% and matures in 12-months. The funds from the loan were used to pay Bayport operating expenses.

10) Issuer Certification

Principal Executive Officer:

I, Jerrold Krystoff, certify that:

1. I have reviewed this disclosure statement for Bayport International Holdings Inc for the quarter ended June 30, 2023;
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.

October 13, 2023

/s/ Jerrold Krystoff

Jerrold Krystoff

Chief Executive Officer

Principal Financial Officer:

I, Jay Chapler, certify that:

1. I have reviewed this disclosure statement for Bayport International Holdings Inc for the quarter ended June 2023;
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.

October 13, 2023

/s/ Jay Chapler

Chief Financial Officer