

GOURMET PROVISIONS INTERNATIONAL CORPORATION

FORM 1-A/A

(Amended Registration A Offering Under the Securities Act of 1933)

Filed 11/21/18

Address	322 MALL BLVD #149 MONROEVILLE, PA, 15146
Telephone	724-600-4720
CIK	0001387636
Symbol	GMPR
SIC Code	5810 - Retail-Eating and Drinking Places
Fiscal Year	12/31

1-A: Filer Information

Issuer CIK	0001387636
Issuer CCC	XXXXXXXX
DOS File Number	
Offering File Number	024-10908
Is this a LIVE or TEST Filing?	<input checked="" type="checkbox"/> LIVE <input type="checkbox"/> TEST
Would you like a Return Copy?	<input type="checkbox"/>
Notify via Filing Website only?	<input type="checkbox"/>
Since Last Filing?	<input type="checkbox"/>

Submission Contact Information

Name
Phone
E-Mail Address

1-A: Item 1. Issuer Information

Issuer Infomation

Exact name of issuer as specified in the issuer's charter	UNIQUE FOODS Corp
Jurisdiction of Incorporation / Organization	DELAWARE
Year of Incorporation	2003
CIK	0001387636
Primary Standard Industrial Classification Code	RETAIL-EATING PLACES
I.R.S. Employer Identification Number	20-0977907
Total number of full-time employees	6
Total number of part-time employees	2

Contact Infomation

Address of Principal Executive Offices

Address 1
Address 2
City
State/Country
Mailing Zip/ Postal Code

322 MALL BLVD
#149
MONROEVILLE
PENNSYLVANIA
15146

Phone	724-600-4720
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Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement.

Name	HAROLD H. MARTIN
Address 1	
Address 2	
City	
State/Country	
Mailing Zip/ Postal Code	
Phone	

Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active.

Financial Statements

Industry Group (select one)	<input type="checkbox"/> Banking <input type="checkbox"/> Insurance <input checked="" type="checkbox"/> Other
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Use the financial statements for the most recent period contained in this offering statement to provide the following information about the issuer. The following table does not include all of the line items from the financial statements. Long Term Debt would include notes payable, bonds, mortgages, and similar obligations. To determine "Total Revenues" for all companies selecting "Other" for their industry group, refer to Article 5-03(b)(1) of Regulation S-X. For companies selecting "Insurance", refer to Article 7-04 of Regulation S-X for calculation of "Total Revenues" and paragraphs 5 and 7 of Article 7-04 for "Costs and Expenses Applicable to Revenues".

Balance Sheet Information

Cash and Cash Equivalents	\$ 40089.00
Investment Securities	\$ 0.00
Total Investments	\$
Accounts and Notes Receivable	\$ 1049.00
Loans	\$
Property, Plant and Equipment (PP&E):	\$ 484911.00
Property and Equipment	\$
Total Assets	\$ 835455.00
Accounts Payable and Accrued Liabilities	\$ 40801.00
Policy Liabilities and Accruals	\$
Deposits	\$
Long Term Debt	\$ 495000.00
Total Liabilities	\$ 1014765.00
Total Stockholders' Equity	\$ -179310.00
Total Liabilities and Equity	\$ 835455.00

Statement of Comprehensive Income Information

Total Revenues	\$ 662391.00
Total Interest Income	\$
Costs and Expenses Applicable to Revenues	\$ 773012.00
Total Interest Expenses	\$

Depreciation and Amortization	\$ 92510.00
Net Income	\$ -176758.00
Earnings Per Share - Basic	\$ -1.38
Earnings Per Share - Diluted	\$ -1.38
Name of Auditor (if any)	

Outstanding Securities

Common Equity

Name of Class (if any) Common Equity	COMMON
Common Equity Units Outstanding	37727321
Common Equity CUSIP (if any):	90916J409
Common Equity Units Name of Trading Center or Quotation Medium (if any)	OTC MARKETS

Preferred Equity

Preferred Equity Name of Class (if any)	CLASS A
Preferred Equity Units Outstanding	22950000
Preferred Equity CUSIP (if any)	000000000
Preferred Equity Name of Trading Center or Quotation Medium (if any)	N/A

Debt Securities

Debt Securities Name of Class (if any)	N/A
Debt Securities Units Outstanding	0
Debt Securities CUSIP (if any):	000000000
Debt Securities Name of Trading Center or Quotation Medium (if any)	N/A

1-A: Item 2. Issuer Eligibility

Issuer Eligibility

Check this box to certify that all of the following statements are true for the issuer(s)



- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not subject to section 13 or 15(d) of the Securities Exchange Act of 1934.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101 (c) of Regulation AB.
- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

1-A: Item 3. Application of Rule 262

Application Rule 262

Check this box to certify that, as of the time of this filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification.



Check this box if "bad actor" disclosure under Rule 262(d) is provided in Part II of the offering statement.

☐

1-A: Item 4. Summary Information Regarding the Offering and Other Current or Proposed Offerings

Summary Information

Check the appropriate box to indicate whether you are conducting a Tier 1 or Tier 2 offering

☒ Tier1 ☐ Tier2

Check the appropriate box to indicate whether the financial statements have been audited

☒ Unaudited ☐ Audited

Types of Securities Offered in this Offering Statement (select all that apply)

☒ Equity (common or preferred stock)

Does the issuer intend to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)?

☒ Yes ☐ No

Does the issuer intend this offering to last more than one year?

☐ Yes ☒ No

Does the issuer intend to price this offering after qualification pursuant to Rule 253(b)?

☐ Yes ☒ No

Will the issuer be conducting a best efforts offering?

☒ Yes ☐ No

Has the issuer used solicitation of interest communications in connection with the proposed offering?

☐ Yes ☒ No

Does the proposed offering involve the resale of securities by affiliates of the issuer?

☐ Yes ☒ No

Number of securities offered

207000000

Number of securities of that class outstanding

37727321

The information called for by this item below may be omitted if undetermined at the time of filing or submission, except that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. Please refer to Rule 251(a) for the definition of "aggregate offering price" or "aggregate sales" as used in this item. Please leave the field blank if undetermined at this time and include a zero if a particular item is not applicable to the offering.

Price per security

\$ 0.0100

The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer

\$ 2000000.00

The portion of the aggregate offering price attributable to securities being offered on behalf of selling securityholders

\$ 70000.00

The portion of the aggregate offering price attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement

\$ 0.00

The estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement

\$ 0.00

Total (the sum of the aggregate offering price and aggregate sales in the four preceding paragraphs)	\$ 2070000.00
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Anticipated fees in connection with this offering and names of service providers

Underwriters - Name of Service Provider	NONE	Underwriters - Fees	\$ 0.00
Sales Commissions - Name of Service Provider	TO BE DETERMINED	Sales Commissions - Fee	\$ 0.00
Finders' Fees - Name of Service Provider	N/A	Finders' Fees - Fees	\$ 0.00
Audit - Name of Service Provider	N/A	Audit - Fees	\$ 0.00
Legal - Name of Service Provider	LAW OFFICES OF HAROLD H. MARTIN	Legal - Fees	\$ 18000.00
Promoters - Name of Service Provider	N/A	Promoters - Fees	\$ 0.00
Blue Sky Compliance - Name of Service Provider	TO BE DETERMINED	Blue Sky Compliance - Fees	\$ 0.00
CRD Number of any broker or dealer listed:			
Estimated net proceeds to the issuer	\$ 2000000.00		
Clarification of responses (if necessary)			

1-A: Item 5. Jurisdictions in Which Securities are to be Offered

Jurisdictions in Which Securities are to be Offered

Using the list below, select the jurisdictions in which the issuer intends to offer the securities

Selected States and Jurisdictions	<u>FLORIDA</u>
	<u>NEW YORK</u>

Using the list below, select the jurisdictions in which the securities are to be offered by underwriters, dealers or sales persons or check the appropriate box

None	<input type="checkbox"/>
Same as the jurisdictions in which the issuer intends to offer the securities	<input checked="" type="checkbox"/>
Selected States and Jurisdictions	<u>FLORIDA</u>
	<u>NEW YORK</u>

1-A: Item 6. Unregistered Securities Issued or Sold Within One Year

Unregistered Securities Issued or Sold Within One Year

None ☒

Unregistered Securities Act

(e) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption

An offering statement pursuant to Regulation A relating to these securities has been filed with the Securities and Exchange Commission. Information contained in this Preliminary Offering Circular is subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted before the offering statement filed with the Commission is qualified. This Preliminary Offering Circular shall not constitute an offer to sell or the solicitation of an offer to buy nor may there be any sales of these securities in any state in which such offer, solicitation or sale would be unlawful before registration or qualification under the laws of any such state. We may elect to satisfy our obligation to deliver a Final Offering circular by sending you a notice within two business days after the completion of our sale to you that contains the URL where the Final Offering Circular or the offering statement in which such Final Offering Circular was filed may be obtained.

UNIQUE FOODS CORPORATION

207,000,000 SHARES OF COMMON STOCK

Unique Foods Corporation (“we” or the “Company”) is offering for sale a maximum of 200,000,000 shares of its common stock at a fixed price of \$.01 per share. There is no minimum number of shares that must be sold by us for the offering to close, and therefore we may receive no proceeds or very minimal proceeds from the offering. The Selling Security Holders are offering for sale a maximum of 7,000,000 shares of common stock at a fixed price of \$.01 per share. We will not receive any of the proceeds from the sale of shares by the Selling Security Holders. The offerings will terminate upon the earlier of the sale of all 207,000,000 shares being offered, or one year after the offering statement is qualified by the Securities and Exchange Commission.

Generally, no sale may be made to you in this offering if the aggregate purchase price you pay is more than 10% of the greater of your annual income or net worth. Different rules apply to accredited investors and non-natural persons. Before making any representation that your investment does not exceed applicable thresholds, we encourage you to review Rule 251(d)(2)(i)(C) of Regulation A. For general information on investing, we encourage you to refer to www.investor.gov.

Prior to this qualification, there has been only a limited public trading market for the common stock of the Company. Our shares trade under the symbol UPZS on OTC Pink (Pink Sheets).

Investing in our securities involves a high degree of risk. See “Risk Factors” beginning on page 5 of this offering circular for a discussion of information that should be considered in connection with an investment in our securities.

Common Stock Offered By	Number of Shares	Price to Public	Underwriting discount and commissions(1)	Proceeds to Company (2)
The Company	200,000,000	\$.01	\$ -	\$ 2,000,000
Selling Security Holders	7,000,000	\$.01	\$ -	

(1) We may offer shares through registered broker dealers. We may pay finders, but information as to the finder or brokers must be disclosed in an amendment to this offering circular.

(2) Does not include expenses of the offering estimated at \$30,000. See “Plan of Distribution.”

The United States Securities and Exchange Commission does not pass upon the merits of or give its approval to any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering circular or other solicitation materials. These securities are offered pursuant to an exemption from registration with the Commission; however, the Commission has not made an independent determination that the securities offered are exempt from registration.

We are providing the disclosure in the format prescribed by Part I of the S-1 format of Form 1-A.
322 Mall Blvd #149, Monroeville, PA 15146
(724)600-4720; www.uniquepizza.com

The date of this Preliminary Offering Circular is November 19, 2018

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Please read this offering circular carefully. It describes our business, our financial condition and results of operations. We have prepared this offering circular so that you will have the information necessary to make an informed investment decision.

You should rely only on information contained in this offering circular. We have not authorized any other person to provide you with different information. This offering circular is not an offer to sell, nor is it seeking an offer to buy, these securities in any state where the offer or sale is not permitted. The information in this offering circular is complete and accurate as of the date on the front cover, but the information may have changed since that date.

OFFERING CIRCULAR SUMMARY

This summary provides an overview of selected information contained elsewhere in this offering circular. It does not contain all the information you should consider before making a decision to purchase the shares we are offering. You should very carefully and thoroughly read the more detailed information in this offering circular and review our financial statements contained herein.

Overview

Unique Foods Corporation, formerly Unique Pizza & Subs Corp., and originally Coastal Services Group, Inc. (“we”, or “the Company”), was incorporated in Delaware in 2003, as the successor of a pizza and sub shop business started by James C. Vowler in 1991. We are engaged in franchising, conversion and ownership of pizza and sub shops, and we also sell Jose Madrid Salsa and PopsyCakes through our wholly owned subsidiaries. We also have a 50% interest in a California brew pub restaurant business called Unique Pizza Tap House.

We consider ourselves to be a consumer food holding company with several independently run businesses as subsidiaries.

We provide these companies both 1) the enhanced ability to raise money for operations or expansion, and 2) an equity exit and liquidity strategy for the owner, heirs, and/or investors.

We expect to use the proceeds of this offering to expand our franchising operations and for marketing as well as general and administrative expenses. See “Use of Proceeds.”

Our business office is located at 322 Mall Blvd. #149, Monroeville, PA 15146. Our telephone number is (724) 600-4720.

Summary of the Offering

Securities Offered	200,000,000 shares of Common Stock by the Company 7,000,000 shares of Common Stock by the Selling Security Holders
Offering price per Share	\$.01 per share of Common Stock.
Number of shares outstanding before the offering of common shares	37,727,321 shares of Common Stock as of the date hereof, and 573,750,000 shares issuable upon conversion of outstanding preferred stock.
Number of shares outstanding after the offering of common shares if all the shares being offered are sold	237,727,321 shares of Common Stock will be issued and outstanding after this offering is completed if all the shares being offered are sold.
Minimum number of shares to be sold in this offering	None.
Market for the common shares	There is only a limited public market for the common shares and a broad public market may never develop. The common stock is quoted on OTC Pink, informally known as the “Pink Sheets,” under the symbol UPZS.
Use of proceeds	The Company intends to use the proceeds of this offering for marketing and for general and administrative purposes. The Company will receive none of the \$70,000 in proceeds to be received by the Selling Security Holders. See “Use of Proceeds” section for details.
Termination of the offering	The offering will conclude upon the earlier of the sale of all 207,000,000 shares or one year after the date of this offering circular.

You should rely only upon the information contained in this offering circular. The Company and the Selling Stock Holders have not authorized anyone to provide you with information, including projections of performance, different from that which is contained in this offering circular. The Company and the Selling Stock Holders are offering to sell shares of common stock and seeking offers only in jurisdictions where offers and sales are permitted. The information contained in here is accurate only as of the date of this offering circular, regardless of the time of delivery of this offering circular or of any sale of the common stock.

RISK FACTORS

Please consider the following risk factors and other information in this offering circular relating to our business and prospects before deciding to invest in our common stock.

This offering and any investment in our common stock involves a high degree of risk. You should carefully consider the risks described below and all of the information contained in this offering circular before deciding whether to purchase our common stock. If any of the following risks actually occur, our business, financial condition and results of operations could be harmed and you may lose all or part of your investment.

The Company considers the following to be all known material risks to an investor regarding this offering. The Company should be viewed as a high-risk investment and speculative in nature. An investment in our common stock may result in a complete loss of the invested amount. Please consider the following risk factors before deciding to invest in our common stock.

RISKS RELATED TO OUR BUSINESSES

We operate in a highly competitive industry and potential competitors could duplicate our business model.

We are involved in a highly competitive industry where we compete with numerous other companies who offer products and services similar to those we offer. There is no aspect of our business, which is protected by patents; we rely on copyrights, trademarks, and trade names. As a result, potential competitors will likely attempt to duplicate our business model. Some of our potential competitors may have significantly greater resources than we have, which may make it difficult for us to compete. There can be no assurance that we will be able to successfully compete against these other entities.

Changes in consumer preferences or negative publicity could adversely impact our results.

Our restaurants will feature innovative pizzas, subs, salads and appetizers in an upscale, family-friendly, casual environment. Our success depends, in part, upon the popularity of these foods and this style of informal dining. Shifts in consumer preferences away from this cuisine or dining style could materially adversely affect our future profitability. Guest satisfaction is important to us, and we believe that our success depends on the value and quality of items that we offer our guests. Any incident that erodes consumer trust in or affinity for our brands could significantly reduce their values. Like most restaurant chains, we can also be materially adversely affected by negative publicity, whether accurate or not, concerning food quality, illness, injury, publication of government or industry findings concerning food products served by us or other health concerns or operating issues stemming from one or more restaurants. These types of publicity could reduce our guest traffic which could adversely affect our operating results.

New information or attitudes regarding diet and health could result in changes in regulations and consumer eating habits that could adversely affect our revenues.

Regulations and consumer eating habits may continue to change as a result of new information and attitudes regarding diet and health. These changes may include regulations that impact the ingredients and nutritional content of our menu items. The federal government as well as a number of states, counties and cities have enacted menu labeling laws requiring restaurant operators to make certain nutritional information available to guests or have enacted legislation prohibiting the sales of certain types of ingredients in restaurants. The success of our restaurant operations depends, in part, upon our ability to effectively respond to changes in consumer health and disclosure regulations and to adapt our menu offerings to fit the dietary needs and eating habits of our guests without sacrificing flavor. If consumer health regulations or consumer eating habits change significantly, we may be required to modify or discontinue certain menu items. To the extent we are unable to respond with appropriate changes to our menu offerings, it could materially affect guest demand for our concepts and have an adverse impact on our revenues.

Our menu and marketing programs may not be successful.

We expect to undertake new menu and marketing initiatives to drive comparable sales and guest traffic while building long-term, sustainable value. Our profitability depends, in part, upon consumer reception of these initiatives as unsuccessful initiatives could result in incremental expenses incurred without the benefit of higher revenues. Furthermore, if our competitors were to introduce more effective menu and marketing programs than ours, it could adversely affect our guest traffic which could adversely affect our operating results.

Our operations are susceptible to changes in food and supply costs, which could adversely affect our margins.

Our profitability will depend, in part, on our ability to anticipate and react to changes in food and supply costs. We will negotiate prices for all of our ingredients and supplies through either contracts (terms of one month up to one year) or commodity pricing formulas. We currently expect prices for commodity products to increase in 2019 compared to 2018. Furthermore, various factors beyond our control, including adverse weather conditions and governmental regulations, could also cause our food and supply costs to increase beyond our expectations. We cannot predict whether we will be able to anticipate and react timely to changing food and supply costs by adjusting our purchasing practices. A failure to do so could adversely affect our operating results or cash flows.

We may be subject to complaints and litigation that could have an adverse effect on our business.

We may be the subject of complaints or litigation from guests alleging food borne illnesses, injuries or other food quality, health or operational concerns. Adverse publicity resulting from these allegations may materially adversely affect our restaurants and brand, regardless of whether the allegations are valid or whether we are liable. We are also subject to complaints or allegations from current, former or prospective employees from time to time. The restaurant industry has seen a rise in purported class action lawsuits in recent years, and the Company may be subject to them. A lawsuit or claim could result in an adverse decision against us that could have a material adverse effect on our business. Additionally, the costs and expense of defending ourselves against lawsuits or claims, regardless of merit, could have an adverse impact on our profitability and could cause variability in our results compared to expectations. Further, defending such claims may divert financial and management resources that would otherwise be used to benefit the future performance of our operations.

Our future revenue and earnings per share growth depends in part upon the growth of our royalty, license and franchise revenues, which depends on contract partners we do not control.

Our revenue and earnings per share growth from ancillary sources including license and franchise agreements will depend, in part, upon the performance of contract partners acting independently. Adverse events beyond our control, such as quality issues related to a food product or a failure to maintain quality standards at a franchised restaurant, could negatively impact our brand, business and results of operations. A decline in ancillary revenues could have a material adverse impact on our growth, profitability and results of operations.

Our success depends, in part, on our ability to achieve our planned growth strategy, which partly depends on factors outside our control, including the current economic environment.

We are pursuing a disciplined growth strategy that, to be successful, depends on our ability and the ability of our franchisees and licensees to open new restaurants and to operate these new restaurants on a profitable basis. Successful expansion depends on numerous factors, many of which are beyond our control, including: the hiring, training and retention of qualified operating personnel, especially managers; competition for restaurant sites; negotiation of favorable lease terms; timely development of new restaurants, including the availability of construction materials and labor; management of construction and development costs of new restaurants; securing required governmental approvals and permits; competition in our markets; and general economic conditions.

Expansion into new markets may present increased risks due to our unfamiliarity with those areas

Our expansion strategy, in part, may also entail opening restaurants in markets in which we have little or no operating experience. These new markets may have different competitive conditions, consumer tastes and discretionary spending patterns than our restaurants in our existing markets. In addition, our new restaurants will typically take several months to reach budgeted operating levels due to problems associated with new restaurants, including lack of market awareness, inability to hire sufficient staff and other factors. Restaurants opened in new markets may never reach expected sales and profit levels, thereby affecting our overall profitability. Although we have attempted to mitigate these factors by paying careful attention to training and staffing needs, there can be no assurance that we will be successful in operating new restaurants on a profitable basis.

Our regionally branded products may not be able to compete successfully with nationally branded products.

Competition to obtain shelf space for our branded products with retailers is primarily based on the expected or historical performance of our product sales relative to our competitors. The principal competitive factors for sales of our branded products to consumers are brand recognition and loyalty, product quality, promotion, and price. Some of our branded competitors have significantly greater resources and brand recognition than we do.

Competitive pressures or other factors could cause us to lose sales, which may require us to lower prices, increase the use of discounting or promotional programs, or increase marketing expenditures, each of which would adversely affect our margins and could result in a decrease in our operating results and profitability.

We operate in the highly competitive food industry.

We face competition in our product lines from other companies that have varying abilities to withstand changes in market conditions. Some of our competitors have substantial financial, marketing, and other resources, and competition with them in our various business segments and product lines could cause us to reduce prices, increase capital, marketing or other expenditures, or lose sales, which could have a material adverse effect on our business and financial results.

Some customer buying decisions are based on a periodic bidding process in which the successful bidder is assured the selling of its selected product to the food retailer, super center, mass merchandiser, or foodservice distributors, until the next bidding process. Our sales volume may decrease significantly if our offer is too high and we lose the ability to sell products through these channels, even temporarily. Alternatively, we risk reducing our margins if our offer is successful but below our desired price point. Either of these outcomes may adversely affect our results of operations. Additionally, competition can impact our ability to pass on increased costs or otherwise increase prices.

We may be unsuccessful in our future acquisition endeavors, if any, which may have an adverse effect on our business.

Consistent with our expansion strategy, our future growth depends, in large part, on our acquisition of additional food manufacturing businesses, products or processes. We may be unable to identify suitable targets, opportunistic or otherwise, for acquisition or make acquisitions at favorable prices. If we identify a suitable acquisition candidate, our ability to successfully implement the acquisition would depend on a variety of factors, including our ability to obtain financing on acceptable terms.

Acquisitions involve risks, including those associated with integrating the operations, financial reporting, disparate technologies, and personnel of acquired companies; managing geographically dispersed operations; the diversion of management's attention from other business concerns; the inherent risks in entering markets or lines of business in which we have either limited or no direct experience; unknown risks; and the potential loss of key employees, customers, and strategic partners of acquired companies. We may not successfully integrate businesses or technologies we acquire in the future and may not achieve anticipated revenue and cost benefits. Acquisitions may not be accretive to our earnings and may negatively impact our results of operations due to, among other things, the incurrence of debt, one-time write-offs of goodwill, and amortization expenses of other intangible assets. In addition, future acquisitions could result in dilutive issuances of equity securities.

We may be unable to anticipate changes in consumer preferences, which may result in decreased demand for our products.

Our success depends in part on our ability to anticipate the tastes, eating habits, and overall purchasing trends of consumers and to offer products that appeal to their preferences. Consumer preferences change from time to time, and our failure to anticipate, identify, or react to these changes could result in reduced demand for our products, which would adversely affect our operating results and profitability.

We may be subject to product liability claims for misbranded, adulterated, contaminated, or spoiled food products.

We sell food products for human consumption, which involves risks such as product contamination or spoilage, misbranding, product tampering, and other adulteration of food products. Consumption of a misbranded, adulterated, contaminated, or spoiled product may result in personal illness or injury. We could be subject to claims or lawsuits relating to an actual or alleged illness or injury, and we could incur liabilities that are not insured or that exceed available insurance coverage. Even if product liability claims against us are not successful or fully pursued, these claims could be costly and time consuming, and may require management to spend time defending the claims rather than operating our business. A product that has been actually or allegedly misbranded or becomes adulterated could result in product withdrawals, product recalls, destruction of product inventory, negative publicity, temporary plant closings, and substantial costs of compliance or remediation. Any of these events, including a significant product liability judgment against us, could result in a loss of confidence in our food products, which could have an adverse effect on our financial condition, results of operations, or cash flows.

New laws or regulations or changes in existing laws or regulations could adversely affect our business.

The food industry is subject to a variety of federal, state, local, and foreign laws and regulations, including those related to food safety, food labeling, and environmental matters. Governmental regulations also affect taxes and levies, healthcare costs, energy usage, international trade, immigration, and other labor issues, all of which may have a direct or indirect effect on our business or those of our customers or suppliers. Changes in these laws or regulations, or the introduction of new laws or regulations, could increase the costs of doing business for the Company, our customers, or suppliers, or restrict our actions, causing our results of operations to be adversely affected.

Changes in weather conditions, natural disasters, and other events beyond our control could adversely affect our results of operations.

Changes in weather conditions, climate changes, and natural disasters such as floods, droughts, frosts, earthquakes, hurricanes, fires, or pestilence, may affect the cost and supply of commodities and raw materials. Additionally, these events could result in reduced supplies of raw materials. Our competitors may be affected differently by weather conditions and natural disasters depending on the location of their suppliers and operations. Further, changes in weather could impact consumer demand and our earnings may be affected by seasonal factors including the seasonality of our supplies and such changes in consumer demand. Damage or disruption to our production or distribution capabilities due to weather, natural disaster, fire, terrorism, pandemic, strikes, or other reasons could impair our ability to manufacture or sell our products. Failure to take adequate steps to reduce the likelihood or mitigate the potential impact of such events, or to effectively manage such events if they occur, particularly when a product is sourced from a single location, could adversely affect our business and results of operations, as well as require additional resources to restore our supply chain.

Disruption of our supply chain or distribution capabilities could have an adverse effect on our business, financial condition, and results of operations.

Our ability to manufacture, move, and sell products is critical to our success. We are subject to damage or disruption to raw material supplies or our manufacturing or distribution capabilities due to weather, including any potential effects of climate change, natural disaster, fire, terrorism, adverse changes in political conditions or political unrest, pandemic, strikes, import restrictions, or other factors that could impair our ability to manufacture or sell our products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, could adversely affect our business, financial condition, and results of operations, as well as require additional resources to restore our supply chain.

Our business and growth depend on the contributions of our-founder and CEO, James Vowler.

The success of our business continues to depend on the contributions of our founder and CEO, James Vowler and certain other executives of the Company. The loss of the services of James Vowler or other executives could have a material adverse effect on our business and plans for future development.

ADDITIONAL RISKS RELATED TO OUR COMMON STOCK

We have incurred net losses and may never be profitable.

Since we have incurred net losses since inception, it is difficult for potential investors to evaluate our business. We expect that we will continue to need to raise additional capital in order to fund our operations. There can be no assurance that such additional capital will be available to us on favorable terms or at all. There can be no assurance that we will be profitable.

Our financial statements have not been audited by a certified public accountant.

Management has prepared the accompanying financial statements. They have not been audited by a certified public accountant. A certified public accountant is required to undertake certain procedures when it audits financial statements. Those audit procedures are designed to ensure the reliability and accuracy of the financial statements and to detect fraud and the potential for fraud in the issuer's financial reports. Investors will not have the benefit accruing from an independent audit of the financial statements.

No intention to pay dividends.

A return on investment may be limited to the value of our common stock. We do not currently anticipate paying cash dividends in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting it at such time as the Board may consider relevant. Our current intention is to apply net earnings, if any, in the foreseeable future to increasing our capital base and development and marketing efforts. There can be no assurance that the Company will ever have sufficient earnings to declare and pay dividends to the holders of our common stock, and in any event, a decision to declare and pay dividends is at the sole discretion of the Board. If we do not pay dividends, our common stock may be less valuable because a return on your investment would only occur if the Company's stock price appreciates.

Our ability to continue as a going concern is not free from doubt.

The net loss for the six months ended June 30, 2018 was (\$95,972), for the year ended December 31, 2017 was (\$493,771). There is substantial doubt about our ability to continue as a going concern. Our financial statements have been prepared on a going concern basis, which assumes we will be able to realize our assets and discharge our liabilities in the normal course of business for the foreseeable future. We have incurred a loss since 2003 (Inception) resulting in an accumulated deficit of approximately (\$2,484,122) as of June 30, 2018 and further losses are anticipated in the development of our business.

Our ability to continue as a going concern is dependent upon our becoming profitable in the future and, or, obtaining the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. There is no guarantee that we will be successful in achieving these objectives.

Risks of expansion of our business arise due to our limited operating history.

Historically we have had few officers other than James Vowler and his father, William Vowler. As we obtain customers, we will be required to establish a corporate infrastructure, and management has limited experience in managing an enterprise. Our continued growth and profitability depend on our ability to successfully realize our growth strategy by expanding our sales. We cannot assure that our efforts will be successful nor that we will not incur unforeseen administrative and compliance costs.

Our failure to obtain capital may significantly restrict our proposed operations. We need capital to operate and fund our business plan. We do not know what the terms of any future capital raising may be but any future sale of our equity securities will dilute the ownership of existing stockholders and could be at prices substantially below the price of the shares of common stock sold in this offering. Our failure to obtain the capital, which we require, may result in the slower implementation or curtailment of our business plan.

Capital and credit market conditions may adversely affect our access to various sources of capital and/or the cost of capital, which could impact our business activities, dividends, earnings and common stock price, among other things.

We depend on key personnel, including James Vowler, our founder and Chief Executive Officer, and future members of management, and the loss of services of one or more members of our management team, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners and existing and prospective industry participants, which could negatively affect our financial condition, results of operations, cash flow and trading price of our common stock.

Our success depends on our ability to attract and retain the services of executive officers, senior officers and restaurant managers. There is substantial competition for qualified personnel in our industry and the loss of our key personnel could have an adverse effect on us. Our continued success and our ability to manage anticipated future growth depend, in large part, upon the efforts of key personnel, particularly James Vowler, our Chief Executive Officer. The loss of services of Mr. Vowler or other members of our management team which we may hire, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners and industry participants, which could negatively affect our financial condition, results of operations and cash flow.

The ability of stockholders to control our policies and effect a change of control of our company is limited by certain provisions of our Articles of Incorporation and bylaws and by Delaware law.

There are provisions in our Articles of Incorporation and bylaws that may discourage a third party from making a proposal to acquire us, even if some of our stockholders might consider the proposal to be in their best interests. These provisions include the following:

Our Articles of Incorporation authorizes our board of directors to shares of preferred stock with such rights, preferences and privileges as determined by the board, and therefore to authorize us to issue such shares of stock. We believe these Articles of Incorporation provisions will provide us with increased flexibility in structuring possible future financings. The additional classes or series will be available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. Although our board of directors does not currently intend to do so, it could authorize us to issue a class or series of stock that could, depending upon the terms of the particular class or series, delay, defer or prevent a transaction or a change of control of our company that might involve a premium price for holders of our common stock or that our common stockholders otherwise believe to be in their best interests.

The Delaware General Corporation Law (“DGCL”) permits our board of directors, without stockholder approval and regardless of what is currently provided in our Articles of Incorporation or bylaws, to implement certain takeover defenses, including adopting a classified board or increasing the vote required to remove a director. Such takeover defenses may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide our common stockholders with the opportunity to realize a premium over the then current market price.

Each item discussed above may delay, deter or prevent a change in control of our company, even if a proposed transaction is at a premium over the then-current market price for our common stock. Further, these provisions may apply in instances where some stockholders consider a transaction beneficial to them. As a result, our stock price may be negatively affected by these provisions.

Our board of directors may change our policies without stockholder approval.

Our policies, including any policies with respect to investments, leverage, financing, growth, debt and capitalization, will be determined by our board of directors or those committees or officers to whom our board of directors delegates such authority. Our board of directors will also establish the amount of any dividends or other distributions that we may pay to our stockholders. Our board of directors or the committees or officers to which such decisions are delegated will have the ability to amend or revise these and our other policies at any time without stockholder vote. Accordingly, our stockholders will not be entitled to approve changes in our policies, and, while not intending to do so, may adopt policies that may have a material adverse effect on our financial condition and results of operations.

Our business could be adversely impacted if there are deficiencies in our disclosure controls and procedures or internal control over financial reporting.

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations. While management will continue to review the effectiveness of our disclosure controls and procedures and internal control over financial reporting, there can be no guarantee that our internal control over financial reporting will be effective in accomplishing all control objectives all of the time. Furthermore, our disclosure controls and procedures and internal control over financial reporting with respect to entities that we do not control or manage may be substantially more limited than those we maintain with respect to the subsidiaries that we have controlled or managed over the course of time. Deficiencies, including any material weakness, in our internal control over financial reporting which may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, a decline in our stock price, or otherwise materially adversely affect our business, reputation, results of operations, financial condition or liquidity.

The subscription agreement for the purchase of common stock from the Company contains an exclusive forum provision, which will limit investors ability to litigate any issue that arises in connection with the offering anywhere other than the state and Federal courts in Wilmington, Delaware,

The subscription agreement states that it shall be governed by the local law of the State of Delaware, and the parties consent to the exclusive jurisdiction of the state and Federal courts in Wilmington, Delaware. They will not have the benefit of bringing a lawsuit in a more favorable jurisdiction or under more favorable law than the local law of the State of Delaware. This amounts to a litigation risk that should be considered by each investor before signing the subscription agreement.

RISKS RELATED TO THE MARKET FOR OUR COMMON STOCK

There has been only a limited public market for our common stock and an active trading market for our common stock may not develop following this offering.

There has not been any broad public market for our common stock, and an active trading market may not develop or be sustained. Shares of our common stock may not be able to be resold at or above the initial public offering price. The initial public offering price of our common stock has been determined arbitrarily by management without regard to earnings, book value, or other traditional indication of value. Our common stock may trade below the initial public offering price following the completion of this offering. The market value of our common stock could be substantially affected by general market conditions, including the extent to which a secondary market develops for our common stock following the completion of this offering, the extent of institutional investor interest in us, the general reputation of companies in the food industry and the attractiveness of their equity securities in comparison to other equity securities, our financial performance and general stock and bond market conditions.

The market price and trading volume of our common stock may be volatile following this offering.

Even if an active trading market develops for our common stock, the trading price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. If the trading price of our common stock declines significantly, you may be unable to resell your shares at or above the public offering price.

Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include:

- actual or anticipated variations in our quarterly operating results;
- changes in our funds from operations or income estimates;
- publication of research reports about us or the restaurant industry;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- additions or departures of key management personnel;
- actions by institutional stockholders;
- speculation in the press or investment community;
- the realization of any of the other risk factors presented in this offering circular;
- the extent of investor interest in our securities;
- investor confidence in the stock and bond markets, generally;
- changes in tax laws;
- future equity issuances;
- failure to meet income estimates; and

In the past, securities class-action litigation has often been instituted against companies following periods of volatility in the price of their common stock. This type of litigation could result in substantial costs and divert our management's attention and resources, which could have an adverse effect on our financial condition, results of operations, cash flow and trading price of our common stock.

There could be volatility in our share price due to shares held by only a few people.

A small number of stockholders own a significant portion of our public float. As of the date of this offering circular, a limited number (less than 10) persons beneficially own and control a significant portion of the public float of the Company. The Company has no control over the decisions of any of these stockholders to retain ownership of their shares. The trading price of the Company's common stock could be adversely affected or be subject to volatility if one or more of these stockholders should determine to sell their shares.

Furthermore, the Company has outstanding 22,950,000 shares of Convertible Preferred Stock. If all of the Convertible Preferred Stock is converted at the current conversion rate, an additional 573,750,000 shares of common stock could be issued to the holders thereof. There are also convertible promissory notes outstanding in the amount of \$724,900, plus accrued interest. The sale of shares by converting holders of preferred stock, or note holders, could adversely affect the trading price of our common stock.

James Vowler owns 20 million Series A Preferred Shares which could convert into 500 million common shares if the Company's Articles of Incorporation permitted more than 500 million total outstanding common shares. Since there will be 237,727,321 shares of common stock outstanding after the offering is completed, Mr. Vowler can convert into and/or vote 262,272,679 common shares together with the 28,653,905 shares of common stock that he currently owns, allowing him to maintain majority control (subject to the prior conversion of other convertible securities).

There are \$724,900 of outstanding convertible promissory notes that convert into an aggregate of 274,981,820 common shares based on fixed conversion prices and discounts to market conversion prices pegged at a recent (11/14/18) market price of \$.011 per share. Each note contains a provision stating that it would not be able to convert into more than ten percent (10%) of the Company's outstanding shares.

Our shares are “Penny Stock,” which impairs trading liquidity.

Disclosure requirements pertaining to penny stocks may reduce the level of trading activity in the market for our common stock and investors may find it difficult to sell their shares. Trades of our common stock will be subject to Rule 15c-9 of the SEC which rule imposes certain requirements on broker/dealers who sell securities subject to the rule to persons other than established customers and accredited investors. For transactions covered by the rule, brokers/dealers must make a special suitability determination for purchasers of the securities and receive the purchaser's written agreement to the transaction prior to sale. The SEC also has rules that regulate broker/dealer practices in connection with transactions in “penny stocks”. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in that security is provided by the exchange or system). The penny stock rules require a broker/dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker/dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker/dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker/dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation.

If you invest in this offering, you will experience immediate dilution.

We expect the initial public offering price of shares of our common stock to be higher than the pro forma net tangible book value per share of our outstanding shares of common stock. Accordingly, if you purchase shares of common stock in this offering, you will experience immediate dilution of approximately \$.0023 in the pro forma net tangible book value per share of common stock. This means that investors who purchase shares of common stock will pay a price per share that exceeds the pro forma net tangible book value of our assets after subtracting our liabilities.

Future issuances of debt securities and equity securities may negatively affect the market price of shares of our common stock and, in the case of equity securities, may be dilutive to existing stockholders.

In the future, we may issue debt or equity securities or incur other financial obligations, including stock dividends and shares that may be issued in exchange for common units and equity plan shares/units. Upon liquidation, holders of our debt securities and other loans and preferred stock will receive a distribution of our available assets before common stockholders. We are not required to offer any such additional debt or equity securities to existing stockholders on a preemptive basis. Therefore, additional common stock issuances, directly or through convertible or exchangeable securities (including common units and convertible preferred units), warrants or options, will dilute the holdings of our existing common stockholders and such issuances or the perception of such issuances may reduce the market price of shares of our common stock. Any convertible preferred units would have, and any series or class of our preferred stock would likely have, a preference on distribution payments, periodically or upon liquidation, which could eliminate or otherwise limit our ability to make distributions to common stockholders.

As an “Emerging Growth Company” any decision to comply with the reduced disclosure requirements applicable to emerging growth companies could make our common stock less attractive to investors.

We are an “emerging growth company,” as defined in the JOBS Act, and, for as long as we continue to be an “emerging growth company,” we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to “emerging growth companies,” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an “emerging growth company” for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

- In addition, Section 107 of the JOBS Act also provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to opt in to the extended transition period for complying with the revised accounting standards.

Our status as an “Emerging Growth Company” under the JOBS Act of 2012 may make it more difficult to raise capital.

Because of the exemptions from various reporting requirements provided to us as an “emerging growth company” and because we will have an extended transition period for complying with new or revised financial accounting standards, we may be less attractive to investors and it may be difficult for us to raise additional capital as and when we need it. Investors may be unable to compare our business with other companies in our industry if they believe that our financial accounting is not as transparent as other companies in our industry. If we are unable to raise additional capital as and when we need it, our financial condition and results of operations may be materially and adversely affected.

We will not have reporting obligations under Sections 14 or 16 of the Securities Exchange Act of 1934, nor will any shareholders have reporting requirements of Regulation 13D or 13G, nor Regulation 14D.

So long as our common shares are not registered under the Exchange Act, our directors and executive officers and beneficial holders of 10% or more of our outstanding common shares will not be subject to Section 16 of the Exchange Act. Section 16(a) of the Exchange Act requires executive officers and directors, and persons who beneficially own more than 10% of a registered class of equity securities to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of common shares and other equity securities, on Forms 3, 4 and 5, respectively. Such information about our directors, executive officers, and beneficial holders will only be available through this (and any subsequent) offering statement, and periodic reports we file there under.

Our reporting obligation to file reports following this offering will be suspended if, on the first day of any fiscal year (other than a fiscal year in which the offering statement under the Securities Act has been qualified), we have fewer than 300 shareholders of record and we file Form 1-Z with the SEC. In such an event, we may cease providing periodic reports and current or periodic information, including operational and financial information, may not be available with respect to our results of operations. Our common shares are not registered under the Securities Exchange Act of 1934, as amended, and we do not intend to register our common shares under the Exchange Act for the foreseeable future, provided that, we will register our common shares under the Exchange Act if we have, after the last day of our fiscal year, more than either (i) 2000 persons; or (ii) 500 shareholders of record who are not accredited investors, in accordance with Section 12(g) of the Exchange Act.

Further, as long as our common shares are not registered under the Exchange Act, we will not be subject to Section 14 of the Exchange Act, which, among other things, prohibits companies that have securities registered under the Exchange Act from soliciting proxies or consents from shareholders without furnishing to shareholders and filing with the Securities and Exchange Commission a proxy statement and form of proxy complying with the proxy rules.

In addition, so long as our common shares are not registered under the Exchange Act, our Company will not be subject to the reporting requirements of Regulation 13D and Regulation 13G, which requires the disclosure of any person who, after acquiring directly or indirectly the beneficial ownership of any equity securities of a class, becomes, directly or indirectly, the beneficial owner of more than five (5%) of the class.

The reporting required by Section 14(d) of the Exchange Act provides information to the public about persons other than the company who is making the tender offer. A tender offer is a broad solicitation by a company or a third party to purchase a substantial percentage of a company’s common stock for a limited period of time. This offer is for a fixed price, usually at a premium over the current market price, and is customarily contingent on shareholders tendering a fixed number of their shares.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information contained in this Offering Circular includes forward-looking statements. The statements herein which are not historical reflect our current expectations and projections about the Company's future results, performance, liquidity, financial condition, prospects and opportunities and are based upon information currently available to the Company and its management and management's interpretation of what is believed to be significant factors affecting the business, including many assumptions regarding future events. Such forward-looking statements include statements regarding, among other things:

- potential governmental regulations relating to or that may impact the restaurant industry and food industry;
- increased costs or exposure to liability as a result of changes in laws or regulations applicable to the restaurant and food industry;
- general volatility of the capital and credit markets and the market price of our common stock;
- exposure to litigation or other claims;
- loss of key personnel;
- the risk that we may experience future net losses;
- failure to obtain necessary outside financing on favorable terms, or at all;
- risks associated with future sales of our common stock by existing shareholders or the perception that they intend to sell substantially all of the shares of our common stock that they hold;
- risks associated with the market for our common stock; or
- any of the other risks included in this offering circular, including those set forth under the headings "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Our Business."

Forward-looking statements, which involve assumptions and describe our future plans, strategies, and expectations, are generally identifiable by use of the words "will," "shall," "may," "should," "expect," "anticipate," "estimate," "believe," "intend," "plan," or "project" or the negative of these words or other variations on these words or comparable terminology. Actual results, performance, liquidity, financial condition, prospects and opportunities could differ materially from those expressed in, or implied by, these forward-looking statements as a result of various risks, uncertainties and other factors, including the ability to raise sufficient capital to continue the Company's operations. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks outlined under "Risk Factors" and matters described in this Offering Circular generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this Offering Circular will in fact occur.

Prospective investors should not place undue reliance on any forward-looking statements. Except as expressly required by the federal securities laws, there is no undertaking to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason.

The specific discussions herein about the Company include financial projections and future estimates and expectations about the Company's business. The projections, estimates and expectations are presented in this Offering Circular only as a guide about future possibilities and do not represent actual amounts or assured events. All the projections and estimates are based exclusively on the officers of the Company's own assessment of its business, the industry in which it works and the economy at large and other operational factors, including capital resources and liquidity, financial condition, fulfillment of contracts and opportunities. The actual results may differ significantly from the projections.

Prospective investors should not make an investment decision based solely on the Company's projections, estimates or expectations.

USE OF PROCEEDS

Our offering is being made on a best efforts basis. No minimum number of shares must be sold. The offering price per share is \$.01 per share. We expect to use the funds of this offering, amounting to \$2,000,000, for implementing our franchising plans (25%), for marketing (25%) and for general and administrative expenses (50%)

No proceeds will be used to compensate or make payments to any officers or directors, except for ordinary business expenses incurred in the normal course of business, or as set forth under the caption “Executive Compensation.” We reserve the right to change the intended use of proceeds if necessitated by business conditions or unexpected events.

DETERMINATION OF OFFERING PRICE

The offering price of the common stock has been arbitrarily determined and bears no relationship to any objective criterion of value. The price does not bear any relationship to our assets, book value, any historical earnings or net worth. In determining the offering price, management considered such factors as the prospects, if any, for similar companies, anticipated results of operations, present financial resources and the likelihood of acceptance of this offering. In addition, no investment banker, appraiser, or other independent third party has been consulted concerning the offering price for the shares or the fairness of the offering price used for the shares. We cannot assure you that a public market for our securities will develop or continue or that the securities will ever trade at a price higher than the offering price.

DESCRIPTION OF BUSINESS AND PLAN OF OPERATION

Corporate History

Unique Foods Corporation, formerly Unique Pizza & Subs Corp., and originally Coastal Services Group, Inc. (“we”, or “the Company”) was incorporated in Delaware in 2003. The Company’s mission is to become a leading national franchiser and purveyor of specialty foods. The Company has a store conversion strategy which targets existing pizza shops as potential franchisees, as well as an organic strategy that targets new restaurants as franchisees. The Company will provide all franchisees with a customer call center, state-of-the-art point-of-sale system, economies of scale buying power and other services to potentially increase the new store’s profit margins. The Company also has a variable interest entity relationship with a California based restaurant, Unique Pizza Taphouse, and has wholly owned subsidiaries with Jose Madrid Salsa and PopsyCakes.

Our Business Model

Currently, our only franchised pizza store is the Unique Pizza Tap House, although historically, we have operated and franchised over 25 pizza and sub shops. Our plan for franchising targets existing pizza shops as potential franchisees. We also have an acquisition strategy and an organic strategy of opening new stores. Some of the key elements of our business model and goals include the following:

- Become one of the Leading pizza Franchises in the US
- **Revenue** sources to include:
 - o Franchise Fees
 - o 8% of Franchisee Revenue (major franchise’s charge between 11 & 14%)
 - § 5% for Corporate
 - § 3% for Advertising and Customer Support Center
 - o Vendor/Supplier Rebates
 - o Stock Sales
- Three **Growth** propositions (both Franchised and Company owned)
 - o ‘Organic’ – new store openings
 - o Conversions – existing independent stores
 - o Acquisitions -- both pizza/sub businesses as well as ‘complimentary businesses’ that could also become independent profit centers
- ‘Brick and Mortar’ (buildings/structures) would **NOT** be important, but emphasis would be on product, building color scheme and ‘look and feel,’ Unique Pizza and Subs® signage, employee attire, etc.

- Store service option **Flexibility**, such as they can provide: (a) pick-up and delivery only, (b) sit-down and (a), (c) inclusion of wine, beer and/or liquor license
- Make a low '**Cost of Entry**' (franchise fee) and overall ongoing Affordability
 - o Initial Franchise Fee established at \$20K
 - o Provide financing opportunities
 - o Weekly fees tied to store revenues @ average of 5% below competitors
 - o Individual (vs. quantity) pricing available for consumables such as shirts, hats, menu's business cards, gifts, etc.
 - o Shared advertising fees
- Minimize Employee **Theft** of money and/or product through the use of Automation
 - o Common Point of Sale system for all stores
 - o Centralized toll free Call Center for ALL stores
 - o Professional Customer Response Representatives for Order Accuracy
 - o Product and Ingredient Consumption activities/histories matched to revenue
 - o Accurate revenue and product Usage Tracking
- Improve store **Profits**
 - o Up-selling to improve average 'order/ticket' price
 - o Marketing
 - o Headcount Reduction
 - o Order Accuracy
 - o Volume-based Pricing and vendor Discounts
 - o Product Profitability Analysis
- A **Customer Loyalty Program** is required to reward great consumers and to stimulate those who may need incentives or had a less than satisfactory experience
- Minimize call **Order Time** without compromising **Order Accuracy**
 - o Utilize Automated Call Directory (ACD) software tools
 - o Corporate Enterprise system
 - o Customer Data-base accuracy
- Product **Consistency** expected of major franchises, regardless of cook's expertise
 - o Thorough Documentation
 - o Timeless Training (Head Years, Web-based and On-site)

This business model assumes that we have the capital and resources to build out a large franchise system. There can be no assurances that we will have the capital necessary to implement our plan or be successful in doing so.

Jose Madrid Salsa

The Company completed the acquisition of the Jose Madrid Salsa Company in October 2015. Jose Madrid is a fresh, all natural based salsa company that produces and markets hand crafted batches of salsa since 1976. Jose Madrid currently generates revenue through mail order, direct sales, retail, wholesale, food brokers and fund raisers. Unique Foods has already begun to expand the Jose Madrid brand through fundraisers, trade shows, festivals, franchise opportunities and retail. Mike Zakany, the founder, is the President of the Jose Madrid subsidiary.

In 1976, Mike Zakany and his brother started a restaurant in downtown Zanesville, Ohio. After months of planning and building, Zak's Restaurant was a reality. The contemporary casual restaurant was a welcome addition to the small urban center and was quite successful from the family matriarch, helped her sons integrate more authentic Mexican cuisine into the menu and life of the restaurant.

The Zakany family has always had a rich history as entrepreneurs. Mike's paternal grandparents opened a butcher shop and grocery store in Zanesville in 1942. Mike's father, uncle and entire family worked very hard to continue to grow the family business over the years. Zak's Restaurant was a natural extension of the Zakany's involvement and love for the food business. The restaurant quickly developed a strong clientele. Clearly, people liked the "New Mexico" style food, the phenomenal increase in the "to go" food sales and the additional increase in dining room business confirmed their niche in the "New Mexico" style of food on the menu. The demand for salsa was a key part of the complete menu; salsa enhanced the flavors of all the dishes served. It then became time to develop the salsa to meet the demand. Mike started an extensive marketing study that examined all kinds of spices and chili peppers. He read with great interest about the migration patterns of the European Spaniards to Mexico and the influence America's native people had on the newcomer's cuisine.

Mike continued to work on the salsa recipes based on his research and experimentation. The restaurant customers were the critics for the salsa formulas born from Mike's hard work in the kitchen. Eventually, the "favorite" blend of spices, chili peppers and herbs were developed. These recipes came from the direct influence of his maternal grandfathers cooking culture. In 1987, José Madrid Salsa became a reality, named after the family icon and beloved grandfather from Clovis, New Mexico. Mike Zakany's tribute to his grandfather celebrates his childhood memories of the larger than life man.

Sales and Operating Profit of José Madrid Salsa have been as follows:

	2016	2017	2018 (Estimated)
Revenue	\$ 149,353	\$ 500,874	\$ 495,000
Operating Profits	\$ (64,449)	\$ (107,346)	\$ 110,000

PopsyCakes

James Vowler, President & CEO of Unique Foods Corporation said, "The opportunity to acquire PopsyCakes was brought to me in November of 2015. PopsyCakes are sold and distributed using very comparable source outlets as the Salsa is, corporate sales, restaurants, fundraisers, high end retail, direct mail and will be a great new revenue source. We will add the PopsyCakes to all of our Jose Madrid Salsa booths, where we currently reach over 2 million potential customers annually at the numerous trade shows and corporate events that we attend. We will now be able to feature a very high end complimentary item at these booths marketed at the same price point as our salsa." We invite you to try the world's first cupcake on a pretzel! PopsyCakes are handmade cupcakes smothered in imported Italian chocolates, placed on a crispy pretzel stick. PopsyCakes have the perfect combination of sweet and salty, making them a UNIQUE decadent gourmet dessert. PopsyCakes' humble beginnings were conceptualized from a school project, by a high school student, in her mother's kitchen, and are now a growing sensation. Treat yourself or that special someone to PopsyCakes today!

The PopsyCakes Company was founded by Jessica Cervantes when she decided to create an innovative cupcake on an edible stick in 2006 at the age of 16. Ever since her grandmother taught her how to bake, Jessica has loved measuring and tasting different ingredients - and mixing them up to see how her culinary creations would turn out. But it wasn't until Jessica became a part of the International Business and Finance Academy at John A. Ferguson Senior High school, that baking and business came together in a brand new recipe for success. The budding baker/entrepreneur, who immigrated to the U.S. from Cuba as a child, competed against 25,000 business students across the country and won first place in the Network for Teaching Entrepreneurship (NFTE.com) National business plan, a competition which was held on October 23, 2008 in New York City. Her innovative creation has received a great deal of attention from the dessert industry across the United States.

PopsyCakes generates revenue through: mail order, airports gift shops, direct sales, candy stores, restaurants, Bar Mitzvahs (certified Kosher product), birthday parties, high end retail, wholesale, food brokers, corporate sales, wedding / party favors and fundraisers

Sales and Operating Profit of PopsyCakes have been as follows:

	2016	2017	2018 (Estimated)
Revenue	\$ 6,927	\$ 23,231	\$ 45,000
Operating Profits	\$ (2,989)	\$ (4,979)	\$ 5,000

Unique Pizza Tap House

Unique Pizza Tap House opened in November 2016 and is located in Murrieta, CA. This showcase restaurant is 6000+ square feet, serves all of the Unique Foods gourmet pizzas and features the innovative IPourIt self-pour draft beer system. The location is 50% owned by the Company and 50% owned by master franchisee Kevin Serrano. The Unique Pizza Tap House includes the full line of Jose Madrid Salsa and PopsyCakes, and will be used as a training facility for future franchisees.

Sales and Operating Profit of the Unique Pizza Tap House have been as follows:

	2016	2017	2018 (Estimated)
Revenue	\$ 520,298	\$ 1,744,889	\$ 1,200,000
Operating Profits	\$ (224,519)	\$ (373,960)	\$ 185,000

Christopher Street Products

On September 15, 2016, the Company signed a royalty deal with New York City based Christopher Street LLC. Under the agreement, the Company will create and market a custom line of Unique Pizzas under the Christopher Street label, Jose Madrid Salsa will create and market a line of custom hand crafted Salsa, and PopsyCakes will create and market custom flavored and decorated PopsyCakes. The Company will also work with Christopher Street's management group to expand and market the existing lines of Bath & Shower Gels, Shampoo and Conditioners and Hand and Body lotions. Christopher Street celebrates the start of the Gay Rights movement that took place on Christopher Street in NYC's Greenwich Village in the 1970's and to this day Christopher Street serves as an international symbol of gay pride. Our new line of quality products pledge to support the causes that are near and dear to the hearts of this community. In the Spring of 2017, Christopher Street launched 17 unique products into the 400+ HomeGoods locations.

Sales and Operating Profits from Christopher Street Products have been as follows:

	2016	2017	2018 (Estimated)
Revenue	\$ 10,416	\$ 34,932	\$ 110,000
Operating Profits	\$ (4,495)	\$ (7,487)	\$ 24,000

Frozen Line of Unique Pizza

The Company started developing its frozen pizza line over 15 years ago when it became the official pizza shop of the Pittsburgh Penguins and Riverhounds. It went into these venues to build awareness of the brand but mainly to develop the proper formulas necessary to duplicate its superior quality product in mass quantities. After a great deal of investment of capital, time and effort Unique Pizza is almost ready to launch their gourmet lines of Frozen Pizza. It took many years to find the right manufacturing partner that will duplicate the necessary quality and handle the potential growth. The Company currently has agreements in place with Essence Global and Larasan Pharmaceuticals to distribute Unique Frozen Pizzas throughout China and India. Essence Global will handle the shipping, customs and part of the distribution in China. Larasan will utilize its vast network of outlets to distribute throughout China and India. After the launch of the frozen pizza in China and India, the Company intends to bring some versions to the U.S. and elsewhere.

Competition

There is intense competition in all of our food product lines, often times with competitors who are larger and much better capitalized. We are involved in a highly competitive industry where we compete with numerous other companies who offer products and services similar to those we offer. There is no aspect of our business, which is protected by patents; we rely on copyrights, trademarks, and trade names. As a result, potential competitors will likely attempt to duplicate our business model. Some of our potential competitors may have significantly greater resources than we have, which may make it difficult for us to compete.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect or change on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the Company is a party, under which the Company has (i) any obligation arising under a guarantee contract, derivative instrument or variable interest; or (ii) a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

Critical Accounting Policies and Estimates

Use of Estimates

Preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions.

Stock-Based Compensation

The Company accounts for its stock-based compensation in accordance with ASC 718, Compensation — Stock Compensation, which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors to be recognized in the financial statements, based on their fair value. The Company measures share-based compensation to consultants in accordance with ASC 505-50, Equity-Based Payments to Non-Employees, and recognizes the fair value of the award over the period the services are rendered or goods are provided.

LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims against the Company.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock trades on OTC Link under the symbol UPZS. The following table reflects the high and low sales prices for our common stock in the calendar quarters indicated; such prices may not reflect actual transactions or retail markdowns or commissions.

Quarter Ended	High	Low
June 30, 2018	\$ 0.20	\$ 0.05
March 31, 2018	\$ 0.35	\$ 0.12
December 31, 2017	\$ 0.50	\$ 0.12
September 30, 2017	\$ 0.0075	\$ 0.0038
June 30, 2017	\$ 0.0086	\$ 0.0041
March 31, 2017	\$ 0.0135	\$ 0.0080
December 31, 2016	\$ 0.0026	\$ 0.0023
September 30, 2016	\$ 0.0502	\$ 0.0120
June 30, 2016	\$ 0.0772	\$ 0.0101

As of the date of this offering circular, we had approximately 2,044 record holders of our common stock.

We do not have a stock option plan in place and have not granted any stock options at this time.

DILUTION

Purchasers of our common stock offered in this offering circular will experience an immediate and substantial dilution of the net tangible book value of their common stock from the initial public offering price. Such dilution results from the offering price of the shares by the Company. At June 30, 2018, we had a consolidated net tangible book value of approximately \$(179,310) or \$(0.0048) per share of our common stock held by continuing investors. After giving effect to the sale of the shares of our common stock offered hereby, including the use of proceeds as described under “Use of Proceeds,” and the deduction of underwriting discounts and commissions, the pro forma net tangible book value at June 30, 2018 attributable to common stockholders would have been \$1,820,690 or \$0.0077 per share of our common stock. This amount represents an immediate increase in net tangible book value of \$0.0124 per share to continuing investors and an immediate dilution in pro forma net tangible book value of \$0.0023 per share from the assumed initial public offering price of \$0.01 per share of our common stock to new public investors. The following table illustrates this per-share dilution:

Assumed initial public offering price per share	\$	\$0.01
Net tangible book value per share before this offering (1)	\$	(0.0048)
Net increase in pro forma net tangible book value per share attributable to this offering (2)	\$	0.0124
Pro forma net tangible book value per share after this offering	\$	0.0077
Dilution in pro forma net tangible book value per share to new investors	\$	0.0023

- (1) Net tangible book value per share of our common stock before this offering is determined by dividing net tangible book value based on June 30, 2018, net book value of the tangible assets (consisting of total assets less intangible assets) of the Company by the number of shares of our common stock issued.
- (2) Net increase in pro forma net tangible book value per share attributable to this offering is determined by subtracting (i) the net tangible book value per share before this offering (see note (1) above) and (ii) the pro forma net tangible book value divided by the number of outstanding shares of common stock after this offering.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the notes thereto of the Company, as well as the financial statements and the notes thereto of the Company included in this Offering Circular. The following discussion contains forward-looking statements. Actual results could differ materially from the results discussed in the forward-looking statements. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" above.

Overview

The Company formerly Coastal Services Group, Inc. was incorporated on November 20, 2003. The Company's mission is to become a leading national franchisor and owner of several distinct consumer food subsidiaries.

Operating Results

For the Years Ended December 31, 2017 and December 31, 2016.

We generated gross revenue of \$1,581,138 for the year ended December 31, 2017, compared to \$447,559 for the year ended December 31, 2016.

Cost of Revenue

We had cost of revenue of \$722,788 during the year ended December 31, 2017, compared to \$239,435 for the year ended December 31, 2016.

Operating expenses

Operating expenses during the year ended December 31, 2017 amounted to \$1,863,668 compared to \$735,530 for the year ended December 31, 2016. The operating expenses in 2017 included depreciation expense of \$185,020 and other general and administrative expenses of \$912,576, compared to depreciation expense of \$161,234 and other general and administrative expenses of \$165,477 in 2016.

Net loss

As a result of the foregoing, during the year ended December 31, 2017, we recorded a net loss of \$568,771, compared to a net loss of \$296,452 for the year ended December 31, 2016.

Liquidity and Capital Resources

For the Years Ended December 31, 2018 and 2017

During the year ended December 31, 2017, net cash flows used in operating activities were \$189,937, compared to net cash flows of \$79,061 provided by operating activities during the year ended December 31, 2016. The negative cash flow from operation in 2017 was due to net loss of \$568,771. Comparatively, the negative cash flow from operation in 2016 was primarily due to net loss of \$296,452.

There were non-cash investing activities during the year ended December 31, 2017 of \$8,450, and no cash from investing activities for the year ended December 31, 2016.

During the year ended December 31, 2017, net cash flows provided by financing activities were \$171,664, and \$86,800 for the year ended December 31, 2016, due primarily to the proceeds from advances on a line of credit and Increase in convertible notes payable.

For the Three Months Ended June 30, 2018 and June 30, 2017

We generated gross revenue of \$196,610 for the three months ended June 30, 2018, compared to \$340,572 for the three months ended June 30, 2017.

Cost of Revenue

We had cost of revenue of \$118,685 for the three months ended June 30, 2018, compared to \$170,048 for the three months ended June 30, 2017.

Operating Expenses

Operating Expenses during the three months ended June 30, 2018 amounted to \$381,548, compared to \$396,305 for the three months ended June 30, 2017. The operating expenses in the three months ended June 30, 2018 included depreciation expense of \$46,255 and other general and administrative expenses of \$203,624, compared to depreciation expense of \$46,255 and other general and administrative expenses of \$108,257 in the three months ended June 30, 2017.

Net Loss

As a result of the foregoing, during the three months ended June 30, 2018, we recorded a net loss of \$95,972, compared to a net loss of \$82,100 during the three months ended June 30, 2017.

For the Six Months Ended June 30, 2018 and June 30, 2017

We generated gross revenue of \$436,310 for the six months ended June 30, 2018, compared to \$673,056 for the six months ended June 30, 2017.

Cost of Revenue

We had cost of revenue of \$226,081 for the six months ended June 30, 2018, compared to \$301,758 for the six months ended June 30, 2017.

Operating Expenses

Operating Expenses during the six months ended June 30, 2018 amounted to \$546,931, compared to \$693,528 for the six months ended June 30, 2017. The operating expenses in the six months ended June 30, 2018 included depreciation expense of \$92,510 and other general and administrative expenses of \$180,965, compared to depreciation expense of \$92,510 and other general and administrative expenses of \$166,077 in the six months ended June 30, 2017.

Net Loss

As a result of the foregoing, during the six months ended June 30, 2018, we recorded a net loss of \$176,758, compared to a net loss of \$106,694 during the six months ended June 30, 2017.

Liquidity and Capital Resources

For the Six Months Ended June 30, 2018 and 2017

During the six months ended June 30, 2018 and 2017, net cash flows used in operating activities were \$15,253 and negative \$42,786, respectively, due primarily to net losses during the periods.

There were no cash flows from investing activities during the six months ended June 30, 2018 and 2017.

During the six months ended June 30, 2018 and 2017, net cash flows provided by financing activities were \$0 and \$45,400, respectively, due primarily to the proceeds from an advance under a line of credit.

As of June 30, 2018, the Company had cash on hand of \$40,089. We may be required to raise additional funds, particularly if we are unable to generate positive cash flow as a result of our operations. In order to continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations the Company will need, among other things, additional capital resources. Management's plans to continue as a going concern include raising additional capital through borrowings and the sale of common stock. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain undue restrictions on our operations, in the case of debt financing, or cause substantial dilution for our stockholders, in case of an equity financing.

PLAN OF DISTRIBUTION

The Company is offering a maximum of 200,000,000 shares of its common stock on a best efforts basis at a fixed price of \$.01 per share and any funds raised from this offering will be immediately available to us for our use. There will be no refunds. The Selling Stock Holders are offering 7,000,000 shares of their common stock on a best efforts basis at a fixed price of \$.01 per share. The offering will terminate upon the earlier of the sale of all 207,000,000 shares or one year from the date of this offering circular. There is no minimum number of shares that we have to sell in this offering. All money we receive from the offering will be immediately appropriated by us for the uses set forth in the Use of Proceeds section of this offering circular. No funds will be placed in an escrow account during the offering period and no money will be returned once the subscription has been accepted by us.

We intend to sell the shares in this offering through our President, James Vowler. He will not receive any compensation for offering or selling the shares. We do not intend to involve underwriters or broker-dealers in connection with our best efforts offering of shares of common stock.

Once the offering statement is effective, James Vowler will contact individuals with whom he has an existing or past pre-existing business or personal relationship and will attempt to sell them the shares. They will be required to sign the subscription agreement attached as Exhibit 4.1 to this Offering Circular.

Mr. Vowler is relying on Rule 3a4-1 of the Securities Act of 1934 to offer the company's shares without registering as a broker. Mr. Vowler is able to rely on Rule 3a4-1 of the Securities Act of 1934 due to the fact that he is: (a) not subject to statutory disqualification pursuant to section 3(a)(39) of the Securities Act of 1933; (b) not compensated in connection with his participation by the payment of commissions or other payments based either directly or indirectly on the offering; (c) not an associated person of a broker dealer; (d) primarily performs, or is intended primarily to perform at the end of the offering, substantial duties for or on behalf of the issuer otherwise than in connection with transactions in securities; (e) not a broker or dealer, or has been a broker or dealer, within the preceding 12 months; and (f) does not participate in selling an offering of securities for any issuer more than once every 12 months.

The Selling Security Holders intend to sell 7,000,000 shares in this offering through registered broker-dealers from time to time. We will not receive proceeds from the sale of shares by the Selling Security Holders. Purchasers from the Selling Security Holders will not be required to sign the subscription agreement attached as Exhibit 4.1 to this Offering Circular.

The Selling Security Holders in this offering may be considered an underwriter, as that term is defined in Section 2(11) of the Securities Act. We are not aware of any underwriting arrangements that have been entered into by the Selling Security Holders. The distribution of the securities by the Selling Security Holders may be effected in one or more transactions that may take place in the OTC Markets, including broker's transactions or privately negotiated transactions.

The Selling Security Holders may pledge all or a portion of the securities owned as collateral for margin accounts or in loan transactions, and the securities may be resold pursuant to the terms of such pledges, margin accounts or loan transactions. Upon default by such Selling Security Holders, the pledge in such loan transaction would have the same rights of sale as the Selling Security Holders under this offering circular. The Selling Security Holders may also enter into exchange traded listed option transactions, which require the delivery of the securities listed under this offering circular. The Selling Security Holders may also transfer securities owned in other ways not involving market makers or established trading markets, including directly by gift, distribution, or other transfer without consideration, and upon any such transfer the transferee would have the same rights of sale as such Selling Security Holders under this offering circular.

The Selling Security Holders will be affected by the applicable provisions of the Securities Exchange Act of 1934, including, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the securities by the Selling Security Holders or any such other person. We have instructed our Selling Security Holders that they may not purchase any of our securities while they are selling shares under this offering circular.

We will not pay for any expenses relating to the sale of shares by the Selling Security Holders except the expenses related to filing this offering circular.

SELLING SECURITY HOLDERS

The entities named below are the "Selling Security Holders." The table assumes that all of the securities will be sold in this offering. However, any or all of the securities listed below may be retained by the Selling Security Holders, and therefore, no accurate forecast can be made as to the number of securities that will be held by the Selling Security Holders upon termination of this offering.

Except as noted, the Selling Security Holder listed in the table will have sole voting and investment powers with respect to the securities indicated and has never been one of our officers or directors. We will not receive any proceeds from the sale of the securities by the Selling Security Holders. The Selling Security Holders are not a broker-dealer or affiliated with a broker-dealer. The Selling Security Holders may be deemed to be an underwriter.

The Selling Security Holders intend to sell the shares in this offering through registered broker-dealers from time to time. Their ownership percentages based on 37,727,321 currently outstanding common shares and 22,950,00 Preferred A shares outstanding (which are convertible on a 1 for 25 common shares basis), yielding 611,477,321 common shares outstanding on a fully diluted basis, are as follows:

	<u>Total Shares Owned</u>	<u>% Before Offering</u>	<u>% After Offering</u>	<u>Material Transactions With the Selling Security Holder</u>
The Brewer Group, Inc. 7951 SW 6th Street #216 Plantation FL, 33324 Attn: Jack Brewer	1,500,000	0.2%	0.0%	[1]
Plans for Growth, LLC 10950 SW 247 Terrace Homestead, FL 33032 Attn: Richard Silverman	2,400,000	0.4%	0.0%	[2]
Marc Falcone 2357 St Victoria Dr Gilbertsville PA 19525	3,100,000	0.5%	0.0%	[3]

1. The Brewer Group, Inc. is a consultant to the Company and has provided \$120,000 in convertible note financing to the Company pursuant to a Convertible Note dated October 19, 2017. The natural person who has sole voting and investment power over The Brewer Group, Inc. is Jack Brewer.

2. Plans for Growth, LLC is a limited liability company that invested in 2,400,000 shares of the Company. The natural person who has sole voting and investment power over Plans for Growth, LLC is Richard Silverman.

3. Marc Falcone is a former employee of the Company who entered into a Settlement Agreement and Release with the Company dated September 10, 2018.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS**Identification of Directors, Executive Officers and Significant Employees.**

Our directors hold office until their successors are elected and qualified, or until their deaths, resignations or removals. Our officers hold office at the pleasure of our board of directors, or until their deaths, resignations or removals.

Our directors, executive officers and significant employees their ages, positions held, and durations of such are as follows:

Name	Position Held with Our Company	Age	Date First Elected or Appointed	Approximate hours per week
<u>Directors and Executive Officers:</u>				
James Vowler	President, Chief Executive Officer, Chief Financial Officer and Director	46	April 1, 1995	40+
William Vowler	GM, Vice President and Director	72	January 15, 2006	30
<u>Significant Employees:</u>				
Bala Indurti	Chief Operating Officer	64	July 16, 2014	10
Michael Zakany	Founder of Jose Madrid Salsa	69	August 15, 2015	40+
Dr. M. S. Reddy	Senior Advisor	67	August 15, 2015	40+
Vincent Viola	President of Christopher Street Products	51	September 14, 2016	40+
Kevin Serrano	Tap House Franchisee	42	October 14, 2016	40+

Business Experience

The following is a brief account of the education and business experience of our directors, executive officers and significant employees during at least the past five years, indicating their principal occupations and employment during the period, and the name and principal business of the organization in which such occupations or employment were carried on.

James Vowler, President, CEO, Chief Financial Officer and Director

Since 1995, Mr. Vowler a director and the principal officer of the Company. Jim Vowler, who attended Northeastern University with a major in Entrepreneurship, has been an owner/operator of pizza shops since 1991. Having started out owning a Pittsburgh based pizza franchise, Jim Vowler decided "there had to be something better" so he originally developed Unique Pizza Factory which from its conception was developed to have the consistency of a major franchise with the quality of a mom and pop store. He also designed Unique Pizza as a franchise that can easily convert existing pizza shops over to Unique Pizza and Subs shops allowing for rapid growth in any pizza market. After operating Unique Pizza Factory (the precursor to Unique Pizza), for over ten (10) years, he has carved a niche in the industry, which Unique Foods will now be able to grow from. During the growing and learning processes, Jim's experience grew such that he now really understands how to duplicate and document the 'recipes' for franchise-wide product consistency. He also personally performed all the construction, design, decorating, painting and equipment installation for over twenty (20) pizza shops; thus understanding the work and costs associated with the physical operation; thus allowing for both new and conversion stores to be easily planned, designed, implemented and ready to manage 'turn-key' operation. Jim Vowler's tenacity, work-ethic, enthusiasm, love of the pizza and restaurant business and his commitment for offering consistent quality products along with his knowledge of the pizza industry makes him the key individual of the total operation. In addition, his strong desire to 'partner with Franchisee's and the community' in which the stores are located, exemplifies the credibility he establishes in the quest to have a 'win/win' business/community relationship that is delivered through charity participation, local advertising, employment and fellowship.

William Vowler, GM, Vice President and Director

Since 2005, Mr. Vowler has been the GM, Vice President and Director of the Company.

William J. Vowler is responsible for overseeing the company's customer service operations, including Unique Pizza and Subs' customer response center. He has held executive positions in the product service areas for corporations such as Honeywell International, Sensormatic Electronics, and Digital Equipment Corporation. Previous successes include growing service revenue for Digital from \$35million to \$750 million, achieving a "Best in Class" profitability of \$344 million. He has been recognized as a progressive leader by implementing changes based on the voice and views of customers and utilizing customer relations focused programs. His business education is extensive, including the Emory Business School, Wharton School of Business, University of Michigan and Harvard Business School.

Dr. Malireddy Srinivasulu Reddy (M.S. Reddy), Senior Advisor

Dr Reddy is famously known as the “Cheese King” because of his notoriously successful cheese & dairy—highly scientific biotechnology-based ingredient business. Dr. M.S. Reddy currently serves as Chairman and President of USA based American Dairy and Food Consulting Laboratories, and International Media and Cultures with twelve manufacturing facilities in eight states.

Dr. M.S. Reddy has been nominated for the 2012 Nobel Peace Prize by the chair of the United States Association of the state of Colorado. According to the chair of the U.N, Dr. Reddy has also been nominated by the world renowned professors of law, economics and register of the American Universities, Universities of India and also by the ranking members of the judiciary committee of the House of Representatives of the State of Colorado (U.S.A).

He has received over 100 national and international awards and honors from all over the world. Among the notable are: Richard M. Hoyt memorial award from the American Dairy Science Association, Outstanding Young Alumnus Recognition award from the Iowa State University, Sigma-Xi Research award, Outstanding Scientist award from IAFC, Washington, D.C., 2003, 2004 and 2005, Outstanding Businessman of the year award, and prestigious U.S. President Ronald Regan Gold Medal award at Washington, D.C. Dr. Reddy holds over 150 U.S. and international patents and has published over 70 scientific articles and has written several popular books, including A to Z of success. He is one of the leading authorities in the world in applied microbiology as it relates to dairy foods, probiotics, and pollution mitigation. Over 100 of his company’s patented high tech products are used in commerce all over the world. He has served as a technical consultant to over 70 national and international companies all over the world and also serves on the Committee of Complementary Alternative Medicine Division of AAPI. Dr. Reddy gave over 300 motivational, technical, and medical lectures, at his own cost, to improve the optimism all over the world, to uplift the communities and to curb poverty, hunger and disease. For all his lifetime achievements he was nominated, in good standing, for the 2012, 2014, 2015 Nobel Peace Prize.

Dr. Reddy is developing a custom cheese blend exclusively for Unique Pizza & Subs’ frozen pizza. This exclusive cheese blend will include a “farm harvested” active probiotic.

Mike Zakany, Founder & President – Jose Madrid Salsa

In 1976, Mike started a restaurant in downtown Zanesville, Ohio. The demand for salsa was a key part of the complete menu; salsa enhanced the flavors of all the dishes served. In 1987, José Madrid Salsa became a reality, named after the family icon and beloved grandfather from Clovis, New Mexico.

Vinny Viola, President – Christopher Street Products

Vinny oversees CSP which offers a diversified product mix of gourmet food and body care products. He also owns a successful retail liquor and wine shop in New York and is partners with Toby Keith, creating “Wild Shot”, which has become the best-selling premium mescal in the U.S. He has a history of creating and marketing new wine products and flavored rums.

Kevin Serrano, Operating Partner – Unique Pizza TapHouse (Murrieta,CA)

Kevin is a Master Franchisee. His region encompasses the Northern Border inclusive of, San Luis Obispo, Kern and San Bernardino counties to the Southern Border of California.

Conflicts of Interest

At the present time, the Company does not foresee any direct conflict between our directors' executive officers, or significant employees other business interests and their involvement in the Company.

None of them has been the subject of the following events:

- (1) He has not been convicted, within ten years before the filing of the offering statement (or five years, in the case of issuers, their predecessors and affiliated issuers), of any felony or misdemeanor:(i) In connection with the purchase or sale of any security;(ii) Involving the making of any false filing with the Commission; or(iii) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;
- (2) He is not subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the offering statement, that, at the time of such filing, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:(i) In connection with the purchase or sale of any security;(ii) Involving the making of any false filing with the Commission; or(iii) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;
- (3) He is not subject to a final order (as defined in Securities Act Rule 261 of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:(i) At the time of the filing of the offering statement, bars the person from:(A) Association with an entity regulated by such commission, authority, agency, or officer;(B) Engaging in the business of securities, insurance or banking; or(C) Engaging in savings association or credit union activities; or(ii) Constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within ten years before such filing of the offering statement;
- (4) He is not subject to an order of the Commission entered pursuant to section 15(b) or 15B(c) of the Securities Exchange Act of 1934 or section 203(e) or (f) of the Investment Advisers Act of 1940 or (f)) that, at the time of the filing of this offering statement:(i) Suspends or revokes such person's registration as a broker, dealer, municipal securities dealer or investment adviser;(ii) Places limitations on the activities, functions or operations of such person; or(iii) Bars such person from being associated with any entity or from participating in the offering of any penny stock;
- (5) He is not subject to any order of the Commission entered within five years before the filing of the offering statement that, at the time of such filing, orders the person to cease and desist from committing or causing a violation or future violation of:(i) Any scienter-based anti-fraud provision of the federal securities laws, including without limitation section 17(a)(1) of the Securities Act of 1933, section 10(b) of the Securities Exchange Act of 1934 and 17 CFR 240.10b-5, section 15(c)(1) of the Securities Exchange Act of 1934 and section 206(1) of the Investment Advisers Act of 1940, or any other rule or regulation thereunder; or(ii) Section 5 of the Securities Act of 1933.
- (6) He is not suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade;
- (7) He has not filed (as a registrant or issuer), or was or was named as an underwriter in, any registration statement or offering statement filed with the Commission that, within five years before the filing of the offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued; or
- (8) He is not subject to a United States Postal Service false representation order entered within five years before the filing of the offering statement, or is, at the time of such filing, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations.

Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers hold their offices until they resign, are removed by the Board, or their successor is elected and qualified.

EXECUTIVE COMPENSATION

The table below summarizes all compensation awarded to, earned by, or paid to our named executive officers and directors for all services rendered in all capacities to us for their appointment for the period ended June 30, 2018.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
James Vowler, President, CEO and Director	2016	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2017	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
William Vowler, GM, Vice President and Director	2016	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2017	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

(1) Our executive officers are reimbursed for their expenses, but do not take any salary or other benefits for their service.

Equity Awards

Our directors are not compensated for their services. The board has not implemented a plan to award options to our directors. There are no contractual arrangements with any member of the board of directors. We have no director's service contracts. No compensation is paid to directors for acting as such.

Employment Contracts and Employees

We have no employment contracts with any of our officers or directors. We currently employ our CEO and GM as our full time executive officers.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of June 30, 2018 with respect to the holdings of: (1) each person known to us to be the beneficial owner of more than 5% of our Common Stock; (2) each of our directors, nominees for director and named executive officers; and (3) all directors and executive officers as a group. To the best of our knowledge, each of the persons named in the table below as beneficially owning the shares set forth therein has sole voting power and sole investment power with respect to such shares, unless otherwise indicated. Unless otherwise specified, the address of each of the persons set forth below is in care of the Company. The percentages are based on 37,727,321 shares of our common stock and 22,950,000 shares of our Convertible Preferred Stock outstanding as of the date above, or 611,477,321 fully converted common shares.

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Percentage Before Offering</u>	<u>Percentage After Offering</u>
James Vowler (1)	500,092,000	81.8%	61.6%
Dr. M. S. Reddy(1)	57,000,000	9.3%	7.0%
All officers and directors as a group (2 persons)	500,092,000	81.8%	61.6%

(1) Each share of Convertible Preferred Stock is convertible into 25 shares of common stock.

Regardless of the success of this offering, our officers and director and current stockholders will continue to own a substantial portion of our common stock after the offering. Since they may continue to control the Company after the offering, investors may be unable to change the course of the operations. Thus, the shares we are offering may lack the value normally attributable to voting rights. This could result in a reduction in value of the shares you own because of their ineffective voting power. None of our common stock is subject to outstanding options, warrants, or securities convertible into common stock.

TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS AND DIRECTOR INDEPENDENCE

Transactions with Related Persons

We issued 23,000,000 common shares and 20,000,000 shares of Series A Convertible Preferred Stock to James Vowler in 2005. We also issued 2,100,000 shares of common stock to 19 shareholders in connection with the acquisition of PopsyCakes. In connection with the acquisition of Jose Madrid Salsa, we issued 5,800,000 shares of common stock to Mike Zakany, and in connection with the acquisition of our 50% interest in Unique Pizza Tap House, we issued 1,000,000 shares of common stock to Kevin Serrano. Other than the foregoing, we do not have any transactions with related persons to report.

A related party, Credo Ventures, LLC, a variable interest entity that owns our California restaurant subsidiary known as Unique Pizza Tap House, incurred a promissory note in the amount of \$495,000 payable to the mother of the managing member of Credo Ventures, LLC, who loaned the monies as of December 31, 2017. The promissory note bears interest of 10% per annum, has equal monthly payments payable of \$10,517 over sixty months maturing on October 17, 2020, and the restaurant equipment is the collateral. See Exhibit 10.1 to this Offering Circular for a copy of the promissory note.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

We have had no changes in or disagreements with any independent registered public accountant. As mentioned elsewhere herein, our financial statements have not been reviewed by an independent registered public accountant.

INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this offering circular as having prepared or certified any part of this offering circular or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the Common Stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

The Law Offices of Harold H. Martin, P.A. will pass on the validity of the common stock being offered pursuant to this offering circular.

DESCRIPTION OF CAPITAL STOCK

Our Articles of Incorporation provides that we may issue up to 500,000,000 shares of common stock, \$0.0001 par value per share, referred to as common stock, and 50,000,000 shares of preferred stock, \$0.0001 par value per share, including 22,950,000 shares of Series A Convertible Preferred Stock. As of the date of this offering circular, there are 37,727,321 outstanding shares of common stock. Upon completion of the maximum offering, 237,727,321 shares of our common stock will be issued and outstanding, and 22,950,000 shares of Series A Convertible Preferred Stock will be issued and outstanding.

James Vowler owns 20 million Series A Preferred Shares which could convert into 500 million common shares if the Company's Articles of Incorporation permitted more than 500 million total outstanding common shares. Since there will be 237,727,321 shares of common stock outstanding after the offering is completed, Mr. Vowler can convert into and/or vote 262,272,679 common shares together with the 28,653,905 shares of common stock that he currently owns, allowing him to maintain majority control (subject to the prior conversion of other convertible securities. See the discussion of the Series A Convertible Preferred Stock below.

There are \$724,900 of outstanding convertible promissory notes that convert into an aggregate of 274,981,820 common shares based on fixed conversion prices and discounts to market conversion prices pegged at a recent (11/14/18) market price of \$.011 per share. Each note contains a provision stating that it would not be able to convert into more than ten percent (10%) of the Company's outstanding shares.

Under Delaware law, our stockholders generally are not personally liable for our debts and obligations solely as a result of their status as stockholders.

Common Stock

All of the shares of our common stock offered hereby will be duly authorized, validly issued, fully paid and non-assessable and all of the shares of our common stock have equal rights as to earnings, assets, dividends and voting. Subject to the preferential rights of holders of any other class or series of our stock, holders of shares of our common stock are entitled to receive dividends and other distributions on such shares if, as and when authorized by our board of directors out of funds legally available therefor. Shares of our common stock generally have no preemptive, appraisal, preferential exchange, conversion, sinking fund or redemption rights and are freely transferable, except where their transfer is restricted by federal and state securities laws, by contract or by the restrictions in our Articles of Incorporation. In the event of our liquidation, dissolution or winding up, each share of our common stock would be entitled to share ratably in all of our assets that are legally available for distribution after payment of or adequate provision for all of our known debts and other liabilities and subject to any preferential rights of holders of our preferred stock, if any preferred stock is outstanding at such time, and our Articles of Incorporation restrictions on the transfer and ownership of our stock.

Except as may otherwise be specified in the terms of any class or series of our common stock, each outstanding share of our common stock entitles the holder to one vote on all matters submitted to a vote of stockholders, including the election of directors, and, except as may be provided with respect to any other class or series of stock, the holders of shares of common stock will possess the exclusive voting power. There is no cumulative voting in the election of our directors. Directors are elected by a plurality of all of the votes cast in the election of directors.

Under Delaware law, a Delaware corporation generally cannot dissolve, amend its Articles of Incorporation, merge, consolidate, sell all or substantially all of its assets or engage in a statutory share exchange unless declared advisable by its board of directors and approved by the affirmative vote of stockholders entitled to cast at least a majority of all of the votes entitled to be cast on the matter. Our Articles of Incorporation provides for approval of any of these matters by the affirmative vote of stockholders entitled to cast a majority of all the votes entitled to be cast on such matters. Delaware law also permits a Delaware corporation to transfer all or substantially all of its assets without the approval of the stockholders of the corporation to an entity if all of the equity interests of the entity are owned, directly or indirectly, by the corporation.

Preferred Stock

Our Articles of Incorporation authorizes our board of directors to classify any unissued shares of preferred stock into one or more classes or series of preferred stock. Prior to the issuance of shares of each class or series, our board of directors is required by Delaware law and by our Articles of Incorporation to set, subject to the provisions of our Articles of Incorporation regarding the restrictions on ownership and transfer of our stock, the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption of each such class or series. As a result, our board of directors could authorize the issuance of shares of preferred stock that have priority over shares of our common stock with respect to dividends or other distributions or rights upon liquidation or with other terms and conditions that could have the effect of delaying, deferring or preventing a transaction or a change of control of our company that might involve a premium price for holders of our common stock or that our common stockholders otherwise believe to be in their best interests. As of the date hereof, 22,950,000 shares of Series A Convertible Preferred Stock out of the authorized 50,000,000 shares of preferred stock are outstanding and we have no present plans to issue any additional shares of preferred stock. Holders of the Series A Convertible Preferred Stock have the same voting and liquidation rights as the common stock on an as-converted basis. Each share of Series A Convertible Preferred Stock is convertible into 25 shares of common stock.

Transfer Agent and Registrar

Our transfer agent and registrar for our shares of common stock is Pacific Stock Transfer. Its address is 4045 South Spencer Street, Las Vegas, NV 89119, and its telephone number is (702) 361-3033.

SHARES ELIGIBLE FOR FUTURE SALE

General

Upon completion of this offering, we will have outstanding 237,727,321 shares of our common stock. Of these shares, the 200,000,000 shares sold in this offering and 8,955,814 currently outstanding shares will be freely transferable without restriction or further registration under the Securities Act, subject to the limitations on ownership set forth in our Articles of Incorporation, except for any shares purchased in this offering by our “affiliates,” as that term is defined by Rule 144 under the Securities Act. The remaining 28,771,507 shares of common stock will be “restricted securities” as defined in Rule 144. Restricted securities may be sold in the public market only if the sale is registered under the Securities Act or qualifies for an exemption from registration, including an exemption under Rule 144, as described below.

Prior to this offering, there has been no active public market for our common stock. We can provide no assurance as to: (1) the likelihood that an active market for our shares of common stock will develop; (2) the liquidity of any such market; (3) the ability of the stockholders to sell the shares; or (4) the prices that stockholders may obtain for any of the shares. We cannot make any prediction as to the effect, if any, that future sales of shares, or the availability of shares for future sale, will have on the market price prevailing from time to time. Sales of substantial amounts of our common stock, or the perception that such sales could occur, may adversely affect prevailing market prices of our common stock. See “Risk Factors—Risks Related to the Market for Our Common Stock”. For a description of certain restrictions on transfers of our shares of common stock held by our stockholders, see “Description of Capital Stock.”

Rule 144

Rule 144(b)(1) provides a safe harbor pursuant to which certain persons may sell shares of our stock that constitute restricted securities without registration under the Securities Act. “Restricted securities” include, among other things, securities acquired directly or indirectly from the issuer, or from an affiliate of the issuer, in a transaction or chain of transactions not involving any public offering. In general, the conditions that must be met for a person to sell shares of our stock pursuant to Rule 144(b)(1) are as follows: (1) the person selling the shares must not be an affiliate of ours at the time of the sale, and must not have been an affiliate of ours during the preceding three months, and (2) either (A) at least one year must have elapsed since the date of acquisition of the restricted securities from us or any of our affiliates or (B) if we satisfy the current public information requirements set forth in Rule 144, at least six months have elapsed since the date of acquisition of the restricted securities from us or any of our affiliates.

Rule 144(b)(2) provides a safe harbor pursuant to which persons who are affiliates of ours may sell shares of our stock, whether restricted securities or not, without registration under the Securities Act if certain conditions are met. In general, the conditions that must be met for a person who is an affiliate of ours (or has been within three months prior to the date of sale) to sell shares of our stock pursuant to Rule 144(b)(2) are as follows (1) at least twelve months must have elapsed since the date of acquisition of the shares of stock from us or any of our affiliates, (2) the seller must comply with volume limitations, manner of sale restrictions and notice requirements and (3) we must satisfy the current public information requirements set forth in Rule 144. In order to comply with the volume limitations, a seller may not sell, in any three month period, more than 1% of the shares of our common stock then outstanding as shown by the most recent report or statement published by us, which will equal approximately 4,843,091 shares immediately after this offering.

AVAILABLE INFORMATION

We have filed with the SEC an offering statement on Form 1-A under the Securities Act with respect to the common stock offered hereby. This offering circular, which constitutes part of the offering statement, does not contain all of the information set forth in the offering statement and the exhibits and schedule thereto, certain parts of which are omitted in accordance with the rules and regulations of the SEC. For further information regarding our common stock and our Company, please review the offering statement, including exhibits, schedules and reports filed as a part thereof. Statements in this offering circular as to the contents of any contract or other document filed as an exhibit to the offering statement, set forth the material terms of such contract or other document but are not necessarily complete, and in each instance reference is made to the copy of such document filed as an exhibit to the offering statement, each such statement being qualified in all respects by such reference.

A copy of the offering statement and the exhibits and schedules that were filed with the offering statement may be inspected without charge at the Public Reference Room maintained by the Securities and Exchange Commission at 100 F Street, N.E. Washington, DC 20549, and copies of all or any part of the offering statement may be obtained from the Securities and Exchange Commission upon payment of the prescribed fee. Information regarding the operation of the Public Reference Room may be obtained by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission maintains a website that contains reports and other information regarding registrants that file electronically with the SEC. The address of the website is www.sec.gov.

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UNIQUE FOODS CORP f/k/a UNIQUE PIZZA AND SUBS CORPORATION CONSOLIDATED BALANCE SHEET

	AS OF DECEMBER 31,	
	2017 (UNAUDITED)	2016 (UNAUDITED)
CURRENT ASSETS		
Cash	\$ 10,358	\$ 31,081
Accounts Receivable	22,676	1,725
Prepaid Expense	—	—
Deposits	179,200	179,000
Inventory--Salsa, PopsyCakes and Pizza	50,064	35,719
TOTAL CURRENT ASSETS	262,298	247,525
PROPERTY AND EQUIPMENT		
Cooking and Kitchen Equipment	115,061	106,611
Brew house Equipment	745,237	745,237
Delivery Vehicles	50,100	50,100
Computer and Office Equipment	23,147	23,147
TOTAL PROPERTY AND EQUIPMENT	933,545	925,095
Less: Accumulated Depreciation	(356,124)	(171,102)
NET PROPERTY AND EQUIPMENT	577,421	753,993
GOODWILL	54,566	54,566
TOTAL ASSETS	894,285	1,056,084
LIABILITIES		
CURRENT LIABILITIES		
Accounts Payable	\$ 3,488	\$ 3,488
Royalties Payable	403	403
Shareholder Loan Payable	30,000	30,000
Current Portion of Convertible Notes Payable	315,432	216,254
Note Payable to a Related Party Individual	495,000	—
Derivative Liability	45,000	45,000
Federal Income Taxes Payable	10,000	10,000
Accrued Interest and Late Fees	78,129	18,619
TOTAL CURRENT LIABILITIES	977,452	323,764
TOTAL LIABILITIES	977,452	323,764
COMMITMENTS AND CONTINGENCIES	\$ —	\$ —
STOCKHOLDER'S EQUITY		
Preferred Stock (\$0.0001 par value; 50,000,000 shares authorized; 22,000,000		

shares issued and outstanding at December 31, 2017 and 20,000,000 shares issued and outstanding at December 31, 2016; convertible one for twenty-five into common shares)	\$	2,200	\$	2,000
Common stock (\$0.0001 par value; 500,000,000 shares authorized; 1,872,984 shares issued and outstanding at December 31, 2017 and 778,710 shares issued and outstanding at December 31, 2016		187		78
Common Stock to be Issued to a Related Party		1,813		700
Preferred Stock to be Issued to a Related Party		200		200
Additional Paid in Capital		2,118,997		2,016,960
Retained Earnings/(Accumulated Deficit)		(2,382,364)		(1,813,593)
Non-Controlling Interest		175,800		525,975
TOTAL STOCKHOLDER'S EQUITY (DEFICIT)		(83,167)		732,320
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY/(DEFICIT)	\$	894,285	\$	1,056,084

	Common Stock		to be issued		Preferred Stock		to be issued		Paid-in	Controlling	Accumulated
	Shares (in thousands)	Amount	Shares (in thousands)	Amount	Shares (in thousands)	Amount	Shares (in thousands)	Amount	Capital	Interest	Deficit
Balances, January 1, 2016	334	\$ 33	7,000	\$ 700	22,000	\$ 2,200	2,000	\$ 200	\$1,732,488	\$ —	\$ (1,517,141)
Shares issued on acquisition of Popsy Cakes	8	1	—	—	—	—	—	—	—	—	—
Common Stock issued for services	81	8	—	—	—	—	—	—	90,422	—	—
Conversion of Debt into Common Shares	355	36	—	—	—	—	—	—	193,851	—	—
Contributed Capital	—	—	—	—	—	—	—	—	—	—	—
Net Loss for the Year ended December 31, 2016	—	—	—	—	—	—	—	—	—	—	(296,452)
Balances, December 31, 2016	778	\$ 78	7,000	\$ 700	22,000	\$ 2,200	2,000	\$ 200	\$2,016,960	\$ —	\$ (1,813,593)
Non-controlling interest	—	—	—	—	—	—	—	—	—	175,800	—
Common Stock to be issued for services	—	—	11,125	1,113	—	—	—	—	28,999	—	—
Conversion of Debt into Common Shares	1,094	—	—	—	—	—	—	—	57,018	—	—
Net Loss for the Year ended December 31, 2017	—	—	—	—	—	—	—	—	—	—	(568,771)
Balances, December 31, 2017	1,872	78	18,125	1,813	22,000	2,200	2,000	200	2,118,997	175,800	(2,382,364)

*Consolidated Financial Statements prepared by company management
See Notes to Consolidated Financial Statements*

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UNIQUE FOODS CORP
f/k/a UNIQUE PIZZA AND SUBS CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

	FOR THE YEARS ENDED DECEMBER 31,	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (568,771)	\$ (296,452)
Non-Controlling Interest	175,800	—
Amortization and Depreciation	185,022	161,234
Common Shares issued for services received	—	90,430
Decrease in Prepaid Expense	—	—
(Increase) in Inventory	(14,345)	(6,701)
(Increase) in Accounts Receivable	(20,951)	(1,690)
(Increase) in Deposits	(200)	—
(Decrease) in Accounts Payable and Accruals	59,510	(25,882)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(189,937)	(79,061)
CASH FLOWS TO/(FROM) INVESTING ACTIVITIES:		
Fixed Assets	(8,450)	—
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(8,450)	—
CASH FLOWS TO/(FROM) FINANCING ACTIVITIES:		
Repayment on car note payable	—	(3,200)
Increase in convertible notes payable	125,864	—
Advances on Line of Credit	45,800	90,000

NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	171,664	86,800
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	(20,733)	7,739
CASH AND CASH EQUIVALENTS,		
BEGINNING OF THE PERIOD	31,081	23,342
END OF THE PERIOD	\$ 10,348	\$ 31,081
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
CASH PAID DURING THE PERIOD FOR:		
Interest	\$ —	\$ —
Taxes	\$ —	\$ —
NON-CASH INVESTING ACTIVITIES		
Incurrence of Prepaid Expense for 2017 services, payable via promissory note payable	\$ 60,000	\$ 60,000
Common Stock issued for conversion of notes payable	\$ 260,146	\$ 55,556

*Consolidated Financial Statements prepared by company management
See Notes to Consolidated Financial Statements*

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Unique Foods Corp

f/k/a Unique Pizza and Subs Corporation

Notes to Consolidated Financial Statements

For the Years Ended December 31, 2017 and 2016

Note 1 - Organization

Unique Foods Corporation (the “Company”) formerly Unique Pizza and Subs Corporation a Delaware corporation was incorporated November 20, 2003. The Company’s mission is to be a leading national franchiser. The Company has a store conversion strategy which targets existing pizza shops as potential franchisees. The Company will provide all franchisees with a customer call center, state-of-the-art point-of-sale system, economies of scale buying power and other services to potentially increase the new store’s profit margins. The Company also has a variable interest entity relationship with a California based restaurant and has wholly owned subsidiaries with Jose Madrid Salsa and Popsy Cakes.

The Company was a party to a reverse merger on February 9, 2006. The reverse merger was between Unique Pizza and Subs Corporation (formerly known as Coastal Services Group, Inc.) and their wholly owned subsidiary Coastal Communications, Inc. As a result of the reverse merger, all existing assets of Coastal Communications, Inc. have been removed from the financial statements. In addition, all of the liabilities of Coastal Communications, Inc. were removed from the financial statements. As a result, the financial statements include the following: The balance sheet consists of the net remaining assets at historical cost after the reverse merger. The statement of operations includes only the income and expenses of Unique Pizza and Subs Corporation (formerly known as Coastal Services Group, Inc.) and none of the income and expenses of Coastal Communications, Inc. (the previously wholly owned subsidiary).

Note 2 – Summary of Significant Accounting Policies

Management’s Use of Estimates: The Company’s consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires that the Company make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition, the fair value and useful lives of intangible assets, property and equipment, income taxes, and contingencies, among others. Actual results could differ from those estimates.

Revenue Recognition: One of the Company’s business model is to sell franchise agreements to customers. The revenue from these sales are recorded when the agreement to purchase the franchise is executed by the customer.

The Company also derives revenues from the sale of its food products consisting of salsa, pizza, restaurant food and candied pretzels.

Revenue is recorded when all the following have occurred: (1) persuasive evidence of an arrangement exists, (2) asset is transferred to the customer without further obligation, (3) the sales price to the customer is fixed or determinable, and (4) collectability is reasonably assured.

Cost of Sales: Cost of sales represents costs directly related to the production and third-party manufacturing of the Company’s products.

Products sold are typically sold directly to the customer at point of sale; costs associated with shipping and handling is shown as a component of cost of sales.

Basis of Presentation. The financial statements include the accounts of Unique Pizza and Subs Corporation and its wholly owned subsidiaries along with a variable interest entity in the California restaurant prepared in accordance with accounting principles generally accepted in the United States of America.

The accrual basis is the basis of accounting used. All significant intercompany balances and transactions have been eliminated.

Risk and Uncertainties - The Company is subject to risks common to companies in the service industry, including, but not limited to, litigation, development of new technological innovations and dependence on key personnel.

Note 2 – Summary of Significant Accounting Policies (Continued)

Fair Value of Financial Assets and Financial Liabilities- The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and 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. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. 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 fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amounts of the Company’s consolidated financial assets and liabilities, such as cash, accounts receivable, inventory, goodwill, accounts payable, accrued interest, derivative liabilities, notes payable and customer deposits approximate their fair values because of the short maturity of these instruments. The Company’s bank note payable approximates the fair value of such instrument based upon management’s best estimate of interest rates that would be available to the Company for similar consolidated financial arrangement at December 31, 2017 and 2016.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis, consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at December 31, 2017 and 2016, nor gains or losses are reported in the statement of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date for the years ended December 31, 2017 and 2016

Cash and Cash Equivalents - For purposes of the Consolidated Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Impairment of Long-Lived Assets: The Company evaluates the recoverability of its fixed assets and other assets in accordance with section 360-10-15 of the FASB Accounting Standards Codification for disclosures about Impairment or Disposal of Long-Lived Assets. Disclosure requires recognition of impairment of long-lived assets in the event the net book value of such assets exceeds its expected cash flows. If so, the asset is considered to be impaired and is written down to fair value, which is determined based on either discounted future cash flows or appraised values. The Company adopted the statement on inception. No impairments of these types of assets were recognized during the years ended December 31, 2017 and 2016.

Income Taxes: The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

Fixed Assets: The Company’s property and equipment consisting of building improvements, restaurant and office equipment, software, and furniture are stated at cost and depreciated over their estimated useful lives ranging from 5-7 years of the respective assets. Depreciation is computed using the straight-line method. Book depreciation for the years ended December 31, 2017 and 2016 is \$185,020 and \$161,234, respectively. Expenditures for maintenance and repairs are charged to expense as incurred.

Note 2 – Summary of Significant Accounting Policies (Continued)

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

Advertising Costs - Advertising costs are expensed as incurred. The Company does not incur any direct-response advertising costs.

Income(Loss) Per Share - Net income(loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income(loss) per share is computed by dividing net income(loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income(loss) per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. There were no potentially dilutive shares outstanding as of December 31, 2017 and 2016.

Inventory - Inventory, consisting of finished food products purchased, is located on the premises of our respective subsidiaries and is stated at the lower of cost or market using the first in first out method. No allowances were necessary at December 31, 2017 and 2016. The Company periodically reviews historical sales activity to determine potentially obsolete items and evaluates the impact of any anticipated changes in future demand.

Share-Based Payments - The Company acquires nonmonetary assets including goods for its common stock. The goods are recorded at the fair value of the nonmonetary asset exchanged or at an independent quoted market price for items exchanged.

The Company accounts for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Comprehensive Income (Loss) - The Company reports comprehensive income and its components following guidance set forth by section 220-10 of the FASB Accounting Standards Codification which establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. There were no items of comprehensive income (loss) applicable to the Company during the period covered in the consolidated financial statements.

Accounts Receivable and Allowance for Doubtful Accounts – We grant credit to customers based on an evaluation of their financial condition but most of our sales are immediately collected in cash at the point of sale. The estimate of the allowance for doubtful accounts, which is charged off to bad debt expense, is based on management’s assessment of current economic conditions and historical collections experience.

At December 31, 2017 and 2016, the Company did not have an allowance for doubtful accounts.

For the years ended December 31, 2017 and 2016, the Company had \$0 and \$0 in bad debt expense, respectively.

Related Parties -The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Non-Controlling Interest – The Company owns 50% of Credo Ventures, LLC, a variable interest entity.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Note 2 – Summary of Significant Accounting Policies (Continued)

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Contingencies - The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. However, there is no assurance that such matters will not materially and adversely affect the Company's business, consolidated financial position, and consolidated results of operations or consolidated cash flows.

Principles of Consolidation – The consolidated financial statements include the accounts of Jose Madrid Salsa, Popsy Cakes, Christopher Street (various products) and Credo Ventures (restaurant). All inter-company accounts and transactions have been eliminated in consolidation.

Recent Accounting Pronouncements - The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its consolidated financial condition or the results of its operations.

FASB Accounting Standards Codification

In April 2015, the FASB issued Accounting Standards Update No. 2015-03, *Interest—Imputation of Interest (Topic 835-30): Simplifying the Presentation of Debt Issuance Costs* (“ASU 2015-03”). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs is not affected by ASU 2015-03. ASU 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted. Upon adoption, the Company will reclassify debt issuance costs from prepaid expenses and other current assets and other assets as a reduction to debt in the condensed consolidated balance sheets. The Company is not planning to early adopt ASU 2015-03 and does not anticipate that the adoption of ASU 2015-03 will materially impact its consolidated financial statements.

In July 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory* (“ASU 2015-11”), which applies guidance on the subsequent measurement of inventory. ASU 2015-11 states that an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonable predictable costs of completion, disposal and transportation. The guidance excludes inventory measured using last-in, first-out or the retail inventory method. ASU 2015-11 is effective for interim and annual reporting periods beginning after December 15, 2016. Early adoption is permitted. The Company is not planning to early adopt ASU 2015-11 and is currently evaluating ASU 2015-11 to determine the potential impact to its consolidated financial statements and related disclosures.

Stock Compensation

In March 2016, the FASB issued ASU 2016-09, *Stock Compensation*, which is intended to simplify the accounting for share-based payment award transactions. The new standard will modify several aspects of the accounting and reporting for employee share-based payments and related tax accounting impacts, including the presentation in the statements of operations and cash flows of certain tax benefits or deficiencies and employee tax withholdings, as well as the accounting for award forfeitures over the vesting period. The guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within that year, and will be adopted by the Company in the first year of fiscal 2017. The Company anticipates the new standard will not result in an increase in the number of shares used in the calculation of diluted earnings per share and will not add volatility to the Company's effective tax rate and income tax expense due to its net operating loss carryforward. The magnitude of such impacts will depend in part on whether significant employee stock option exercises occur.

Subsequent Events

(Included in *Accounting Standards Codification* (“ASC”) 855 “Subsequent Events”, previously SFAS No. 165 “Subsequent Events”): SFAS No. 165 established general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the consolidated financial statements are issued or available to be issued (“subsequent events”). An entity is required to disclose the date through which subsequent events have been evaluated and the basis for that date. For public entities, this is the date the consolidated financial statements are issued. SFAS No. 165 does not apply to subsequent events or transactions that are within the scope of other GAAP and did not result in significant changes in the subsequent events reported by the Company. SFAS No. 165 became effective for interim or annual periods ending after September 15, 2009 and did not impact the Company's consolidated financial statements. The Company evaluated for subsequent events through the issuance date of the Company's consolidated financial statements. No recognized or non-recognized subsequent events were noted.

Note 3 – Shareholders' Equity

As of February 19, 2006, pursuant to a unanimous consent of the sole director, the articles of incorporation were approved to be amended to increase the number of authorized shares from 700,000,000 to 4,000,000,000. Then, in May of 2010, pursuant to a unanimous consent of the board of directors, the articles of incorporation were amended to reduce the authorized common shares to 300,000,000. Then again, in the third year of 2017, the Company increased the authorized to 900,000,000 shares of common.

For the year ended December 31, 2017 the Company issued 1,163,123 post split shares of common stock for the conversion of \$260,146 of convertible notes payables principal and related accrued interest. As of December 31, 2017, and 2016 there were 1,892,984 and 778,710 shares issued and outstanding, respectively.

At December 31, 2017, there were 22,000,000 shares of preferred stock issued and outstanding to the Company's officer, director, and majority shareholder. These are convertible into shares of common stock at a rate of one preferred share into twenty-five common shares. Therefore, there are potentially 550,000,000 additional shares of common stock that could be issued in the future upon conversion from preferred shares by this person. The

Company affected a one for two hundred and fifty reverse stock split on March 6, 2014. The consolidated financial statements herein have been retroactively restated in compliance with US SEC staff accounting bulletin topic 4.C. The effects of these shares are non-dilutive at December 31, 2017 due to the net loss recorded.

Note 4 – Convertible Notes Payable

The Company had an unsecured note payable to an unrelated third party, but this was paid in full during the second year of 2016 leaving a balance due at December 31, 2017 of \$-0- on the original principal amount of \$325,000. The note had an imputed interest rate of 6% per annum, the effects of which are included in the consolidated financial statements in the amount of \$5,010 including \$5,000 in late fees. The note had a conversion feature into common shares feature at \$.005 per share. The promissory note never converted into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note was not a derivative liability under EITF 00-19 due to its fixed floor conversion.

The Company has an unsecured convertible note payable to an unrelated third party at December 31, 2017 of \$189,900 representing cash advances made to the Company in the amounts of \$20,000 and \$25,000 in late 2014, \$99,100 in 2015 and 2016 and \$45,800 in 2017. The entire promissory note has a line of credit in the amount of \$250,000 for the Company to draw upon. The interest rate is 10% per annum

The note is currently payable on demand, and has a conversion feature into common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is a derivative liability under EITF 00-19 due to its variable floor conversion option.

ASC Topic 815 ("ASC 815") requires that all derivative financial instruments be recorded on the balance sheet at fair value. Fair values for exchange traded securities and derivatives are based on quoted market prices. Where market prices are not readily available, fair values are determined using market-based pricing models incorporating readily observable market data and requiring judgment and estimates.

The Company issued a convertible note as per above and has evaluated the terms and conditions of the conversion features contained in the notes and warrants to determine whether they represent embedded or freestanding derivative instruments under the provisions of ASC 815. The Company determined that the conversion features contained in the notes and warrants represent freestanding derivative instruments that meet the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instruments in the notes and warrants is reflected in the Company's balance sheet as a liability. The fair value of the derivative financial instruments of the convertible notes and warrants was measured at the inception date of the notes and warrants and each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date.

The Company valued the conversion features in its convertible notes using the Black-Scholes model. The Black-Scholes model values the embedded derivatives based on a risk-free rate of return ranging from 0.02% to 0.02%, grant dates at the beginning of the year, the term of convertible note, conversion prices is lesser of 1) \$.015, or 2) 50% of stock bid price at date of note issuance, current stock prices on the measurement date ranging from \$0.005 to \$0.011, and the computed measure of the Company's stock volatility, ranging from 221.61% to 359.23%.

Included in the December 31, 2017 and 2016 consolidated financial statements is a derivative liability in the amount of \$45,000 to account for this transaction. There were no balances in prior periods since this liability arose in late 2014. It will be revalued yearly henceforth and adjusted as a gain or loss to the statements of operations depending on its value at that time.

At January 2016, the company issued a convertible note with \$30,000 principal to a third party, with \$12,000 initial interest. The note has an interest rate of 8% per annum. For the yearly ended December 31, 2017, 15,000,000 shares of common stock are issued to settle \$3,000 accrued interest payable.

Note 4 – Convertible Notes Payable (Cont.)

Included in the Consolidated Statement of Operations for the previous year end consolidated financial statements was a \$45,000 in change of fair value of derivative and \$45,000 of debt discount amortization in non-cash charges pertaining to the derivative liability as it pertains to the gain on derivative liability and debt discount, respectively.

The Company has an unsecured note payable to an unrelated third party at December 31, 2017 in the principal amount of \$-0- remaining on an original principal amount of \$60,000. The note has an interest rate of 6% per annum. \$10,873 and \$10,000 of accrued interest payable and late fees payable on this loan are included in the accompanying consolidated balance sheet. The note is currently payable on demand and has a conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is not a derivative liability under EITF 00-19 due to its fixed floor conversion.

The Company has two convertible notes payable with L&H, Inc., unrelated third party. One was issued on August 24, 2017 in the amount of \$50,000 and the other one was issued on September 1, 2017 in the amount of \$25,000.

The Company has two additional unsecured notes payable to an unrelated third party at December 31, 2017 each in the principal amounts of \$60,000. The notes have an interest rate of 6% per annum. \$2,320 of accrued interest payable on each loan is included in the accompanying consolidated balance sheet. The notes are payable under one-year maturities and has a conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is not a derivative liability under EITF 00-19 due to its fixed floor conversion.

During the year ended December 31, 2017, the Company signed an additional unsecured note payable, in exchange for 2017 professional services to be performed by an unrelated third party, in the principal amount of \$60,000. The note has an interest rate of 6% per annum. The note is payable under a one-

year maturity and has a conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is not a derivative liability under EITF 00-19 due to its fixed floor conversion. \$60,000 prepaid expense was expensed during the year ended December 31, 2017.

Note 5 – Note Payable to a Related Party Individual

Pursuant to the Company's variable interest entity relationship with a California based restaurant, the Company incurred a promissory note in the amount of \$495,000. The amount payable to the individual, related through the variable interest entity relationship as the mother of the managing member of Credo Ventures, LLC who loaned the monies to Credo Ventures, LLC, at December 31, 2017 is \$495,000. The promissory note bears interest of 10% per annum, has equal monthly payments payable of \$10,517 over sixty months maturing on October 17, 2020 and the restaurant equipment is the collateral.

Note 6 – Income (Loss) Per Share

Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Basic and diluted loss per share was less than \$(.30) and \$(.38) for the years ended December 31, 2017 and 2016, respectively.

Note 7 – Supplemental Cash Flow Information

Supplemental disclosures of cash flow information for the years ended December 31, 2017 and 2016 are summarized as follows:

Cash paid during the periods for interest and income taxes:

	2017	2016
Income Taxes	\$ —	\$ —
Interest	\$ —	\$ —

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Note 8 – Going Concern and Uncertainty

The Company has suffered recurring losses from operations since inception. In addition, the Company has yet to generate an internal cash flow from its business operations. These factors raise substantial doubt as to the ability of the Company to continue as a going concern.

Management's plans with regard to these matters encompass the following actions: 1) obtain funding from new investors to alleviate the Company's liquid working deficiency, and 2) implement a plan to generate sales. The Company's continued existence is dependent upon its ability to resolve its liquidity problems and increase profitability in its current business operations. However, the outcome of management's plans cannot be ascertained with any degree of certainty. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of these risks and uncertainties

Note 9 – Goodwill

On August 15, 2015, the Company acquired 100% of the capital stock of Jose Madrid Sales Corporation, an Ohio corporation, in exchange for the issuance of 950,000 shares of the Company's preferred stock. The fair value of this stock issuance was determined using the fair value of the Company's common stock on the closing date, at a market quoted price of \$.008. Accordingly, the Company recognized goodwill of \$53,011 as follows:

Fair value of the consideration transferred	\$ 190,000
Net of identifiable assets acquired and liabilities assumed	\$ (136,989)
Goodwill	\$ 53,011

The Company subsequently tested the goodwill for impairment and assessed the goodwill was not impaired since there was significant operating revenue and profits generated from Jose Madrid Salsa during the subsequent period thereto.

On December 31, 2015, the Company acquired 100% of the capital stock of PopsyCakes Distributing, LLC, a Florida corporation, in exchange for the issuance of 2,000,000 shares of the Company's common stock. The fair value of this stock issuance was determined using the fair value of the Company's common stock on the closing date, at a market quoted price of \$.0031. Accordingly, the Company recognized goodwill of \$1,555 as follows:

Fair value of the consideration transferred	\$ 6,200
Net of identifiable assets acquired and liabilities assumed	\$ (4,645)
Goodwill	\$ 1,555

The Company subsequently tested the goodwill for impairment and assessed the goodwill was not impaired since there was significant operating revenue and profits generated from Popsy Cakes during the subsequent period thereto.

Note 10—Segment Reporting

The Company follows the guidance set forth by section 280-10 of the FASB Accounting Standards Codification for reporting and disclosure on operating segments of the Company.

The Company's segment information is as follows:

For the year ended December 31, 2017:

	Christopher Street	Jose Madrid Salsa	Popsy Cakes	Unique Pizza Taphouse
Revenue	\$ 34,932	\$ 500,874	\$ 23,231	\$ 1,744,889
Operating Profit/(Loss)	\$ (7,487)	\$ (107,346)	\$ (4,979)	\$ (373,960)

For the year ended December 31, 2016:

	Christopher Street	Jose Madrid Salsa	Popsy Cakes	Unique Pizza Taphouse
Revenue	\$ 10,416	\$ 149,353	\$ 6,927	\$ 520,298
Operating Profit/(Loss)	\$ (4,495)	\$ (64,449)	\$ (2,989)	\$ (224,519)

Note 11 – Subsequent Events

The Company evaluated for subsequent events through the issuance date of the Company's financial statements.

Subsequent to year end, the Company issued 43,022,222 shares of common stock for the conversion of convertible notes.

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UNIQUE FOODS CORP f/k/a UNIQUE PIZZA AND SUBS CORPORATION CONSOLIDATED BALANCE SHEET AS OF JUNE 30, 2018

	AS OF JUNE 30,	
	2018 (UNAUDITED)	2017 (UNAUDITED)
CURRENT ASSETS		
Cash	\$ 40,089	\$ 33,695
Accounts Receivable	1,049	990
Prepaid Expense	—	30,000
Deposits	179,200	179,000
Inventory--Salsa, PopsyCakes and Pizza	75,640	73,382
TOTAL CURRENT ASSETS	295,978	317,067
PROPERTY AND EQUIPMENT		
Cooking and Kitchen Equipment	115,061	106,611
Brew house Equipment	745,237	745,237
Delivery Vehicles	50,100	50,100
Computer and Office Equipment	23,147	23,147
TOTAL PROPERTY AND EQUIPMENT	933,545	925,095
Less: Accumulated Depreciation	(448,634)	(263,612)
NET PROPERTY AND EQUIPMENT	484,911	661,483
GOODWILL	54,566	54,566
TOTAL ASSETS	835,455	1,033,116
LIABILITIES		
CURRENT LIABILITIES		
Accounts Payable	\$ 40,801	\$ 3,488
Royalties Payable	403	403
Shareholder Loan Payable	30,000	30,000
Current Portion of Convertible Notes Payable	315,432	298,859
Note Payable to a Related Party Individual	495,000	495,000
Derivative Liability	45,000	45,000
Federal Income Taxes Payable	10,000	10,000
Accrued Interest and Late Fees	78,129	69,264
TOTAL CURRENT LIABILITIES	1,014,765	952,014
TOTAL LIABILITIES	1,014,765	952,014
COMMITMENTS AND CONTINGENCIES	\$ —	\$ —
STOCKHOLDER'S EQUITY		
Preferred Stock (\$0.0001 par value; 50,000,000 shares authorized; 22,950,000 shares issued and outstanding at June 30, 2018 and 22,000,000 at June 30, 2017;		

convertible one for twenty-five into common shares)	\$	2,295	\$	2,200
Common stock (\$0.0001 par value; 3,000,000,000 shares authorized; 8,399,302 shares issued and outstanding at June 30, 2018 and 113,872 at June 30, 2017		840		11
Common Stock to be Issued to a Related Party		1,813		1,813
Preferred Stock to be Issued to a Related Party		200		200
Additional Paid in Capital		2,308,527		2,019,508
Retained Earnings/(Accumulated Deficit)		(2,559,122)		(2,061,675)
Non-Controlling Interest		66,137		119,045
TOTAL STOCKHOLDER'S EQUITY (DEFICIT)		(179,310)		81,102
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY/(DEFICIT)	\$	835,455	\$	1,033,116

*Consolidated Financial Statements prepared by company management
See Notes to Consolidates Financial Statements*

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UNIQUE FOODS CORP
f/k/a UNIQUE PIZZA AND SUBS CORPORATION
CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)

	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	JUNE 30, 2018	JUNE 30, 2017	JUNE 30, 2018	JUNE 30, 2017
Revenue:				
Sales	\$ 315,295	\$ 510,620	\$ 662,391	\$ 974,814
Total Revenue	315,295	510,620	662,391	974,814
Cost of Goods Sold	118,685	170,048	226,081	301,758
Gross Profit	196,610	340,572	436,310	673,056
Costs and Expenses:				
Samples	3,046	2,423	6,360	5,017
Travel	6,085	3,870	10,479	5,940
Rent	16,409	48,150	51,123	96,300
Depreciation Expense	46,255	46,255	92,510	92,510
Show Fees	12,485	9,200	27,740	14,350
Stock Compensation	—	18,913	—	18,913
Professional Fees	6,384	15,000	12,594	30,000
Contract Labor	76,596	137,736	145,013	250,211
Utilities	10,664	6,501	20,147	14,210
Other Selling, General and Admin	203,624	108,257	180,965	166,077
Total Costs and Expenses	381,548	396,305	546,931	693,528
Loss from Continuing Operations	(184,938)	(55,733)	(110,621)	(20,472)
Interest Expense	—	(26,367)	—	(53,934)
Non-Controlling Interest	88,966	—	(66,137)	(32,288)
Income Taxes	—	—	—	—
NET LOSS	\$ (95,972)	\$ (82,100)	\$ (176,758)	\$ (106,694)
Basic Loss per Common Share	\$ *	\$ (1.38)	\$ *	\$ (.94)
Diluted Loss per Common Share	\$ *	\$ (1.38)	\$ *	\$ (.94)

"*" = less than \$.01

*Consolidated Financial Statements prepared by company management
See Notes to Consolidated Financial Statements*

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UNIQUE FOODS CORP
f/k/a UNIQUE PIZZA AND SUBS CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY/(DEFICIT)
FOR THE SIX MONTHS ENDED JUNE 30, 2018

Common Stock	Common Stock	Preferred Stock	Preferred stock	Additional	Non	
Shares (in	to be issued	Shares (in	to be issued	Paid-in	Controlling	Accumulated
Shares (in	Shares (in	Shares (in	Shares (in			

	thousands)	Amount	thousands)	Amount	thousands)	Amount	thousands)	Amount	Capital	Interest	Deficit
Balances, December 31, 2017	1,872	\$ 187	18,125	\$ 1,813	22,000	\$ 2,200	2,000	\$ 200	\$2,238,733	\$ 175,800	(\$ 2,382,364)
Preferred Shares issued	—	—	—	—	950	95	—	—	—	—	—
Common Shares issued	6,526	653	—	—	—	—	—	—	1,652,078	—	—
Non-controlling interest	—	—	—	—	—	—	—	—	—	(109,663)	—
Net Loss for the six months ended June 30, 2018	—	—	—	—	—	—	—	—	—	—	(176,758)
Balances, June 30, 2018	8,399	\$ 840	18,125	\$ 1,813	22,950	\$ 2,295	2,000	\$ 200	\$2,308,527	\$ 66,137	(\$ 2,559,122)

*Consolidated Financial Statements prepared by company management
See Notes to Consolidated Financial Statements*

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UNIQUE FOODS CORP
f/k/a **UNIQUE PIZZA AND SUBS CORPORATION**
CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

	FOR THE SIX MONTHS ENDED.	
	JUNE 30, 2018	JUNE 30, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	(\$ 176,758)	(\$ 106,694)
Change in Non-Controlling interest	66,137	32,288
Stock Compensation	—	18,913
Amortization and Depreciation	92,510	92,510
(Increase) in Prepaid Expense	—	(30,000)
(Increase) in Inventory	(25,576)	(37,763)
(Increase)/Decrease in Accounts Receivable	21,627	735
(Increase) in Deposits	—	—
(Decrease) in Accounts Payable and Accruals	37,313	(12,775)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	15,253	(42,786)
CASH FLOWS TO/(FROM) FINANCING ACTIVITIES:		
Advances on Line of Credit	—	45,400
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	—	45,400
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	15,253	2,614
CASH AND CASH EQUIVALENTS, BEGINNING OF THE PERIOD	24,836	31,081
END OF THE PERIOD	\$ 40,089	\$ 33,695
<i>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</i>		
<i>CASH PAID DURING THE PERIOD FOR:</i>		
Interest	\$ 0	\$ 0
Taxes	\$ 0	\$ 0
<i>NON-CASH INVESTING ACTIVITIES</i>		
Incurance of Prepaid Expense for 2017 services, payable via promissory		

note payable	\$	—	\$	60,000
Common Stock issued for conversion of notes payable	\$	—	\$	71,851

*Consolidated Financial Statements prepared by company management
See Notes to Consolidated Financial Statements*

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Unique Foods Corp

f/k/a Unique Pizza and Subs Corporation

**Notes to Consolidated Financial Statements
For the 6 Months Ended June 30, 2018 and 2017**

Note 1 - Organization

Unique Foods Corporation (the “Company”) formerly Unique Pizza and Subs Corporation a Delaware corporation was incorporated November 20, 2003. The Company’s mission is to be a leading national franchiser. The Company has a store conversion strategy which targets existing pizza shops as potential franchisees. The Company will provide all franchisees with a customer call center, state-of-the-art point-of-sale system, economies of scale buying power and other services to potentially increase the new store’s profit margins. The Company also has a variable interest entity relationship with a California based restaurant and has wholly subsidiary with Jose Madrid Salsa and Popsy Cakes.

The Company was a party to a reverse merger on February 9, 2006. The reverse merger was between Unique Foods Corporation (formerly known as Unique Pizza and Subs Corporation) and their wholly owned subsidiary Coastal Communications, Inc. Because of the reverse merger, all existing assets of Coastal Communications, Inc. have been removed from the financial statements. In addition, all the liabilities of Coastal Communications, Inc. were removed from the financial statements. As a result, the financial statements include the following: The balance sheet consists of the net remaining assets at historical cost after the reverse merger. The statement of operations includes only the income and expenses of Unique Foods Corporation (formerly known as Unique Pizza and Subs Corporation) and none of the income and expenses of Coastal Communications, Inc. (the previously wholly owned subsidiary).

Note 2 – Summary of Significant Accounting Policies

Management’s Use of Estimates: The Company’s consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires that the Company make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition, the fair value and useful lives of intangible assets, property and equipment, income taxes, and contingencies, among others. Actual results could differ from those estimates.

Revenue Recognition: One of the Company’s business model is to sell franchise agreements to customers. The revenue from these sales are recorded when the agreement to purchase the franchise is executed by the customer. The Company also derives revenues from the sale of its food products consisting of salsa, pizza, restaurant food and candied pretzels.

Revenue is recorded when all the following have occurred: (1) persuasive evidence of an arrangement exists, (2) asset is transferred to the customer without further obligation, (3) the sales price to the customer is fixed or determinable, and (4) collectability is reasonably assured.

Cost of Sales: Cost of sales represents costs directly related to the production and third-party manufacturing of the Company’s products.

Products sold are typically sold directly to the customer at point of sale; costs associated with shipping and handling is shown as a component of cost of sales.

Basis of Presentation. The financial statements include the accounts of Unique Pizza and Subs Corporation and its wholly owned subsidiaries along with a variable interest entity in the California restaurant prepared in accordance with accounting principles generally accepted in the United States of America. The accrual basis is the basis of accounting used. All significant intercompany balances and transactions have been eliminated.

Risk and Uncertainties - The Company is subject to risks common to companies in the service industry, including, but not limited to, litigation, development of new technological innovations and dependence on key personnel.

Fair Value of Financial Assets and Financial Liabilities- The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and 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. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. 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 fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

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

Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
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Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.
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Note 2 – Summary of Significant Accounting Policies (Continued)

The carrying amounts of the Company's consolidated financial assets and liabilities, such as cash, accounts receivable, inventory, goodwill, accounts payable, accrued interest, derivative liabilities, notes payable and customer deposits approximate their fair values because of the short maturity of these instruments. The Company's bank note payable approximates the fair value of such instrument based upon management's best estimate of interest rates that would be available to the Company for similar consolidated financial arrangement at June 30, 2018.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis, consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at June 30, 2018, nor gains or losses are reported in the statement of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date for the 6 months ended June 30, 2018 and 2017.

Cash and Cash Equivalents - For purposes of the Consolidated Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Impairment of Long-Lived Assets: The Company evaluates the recoverability of its fixed assets and other assets in accordance with section 360-10-15 of the FASB Accounting Standards Codification for disclosures about Impairment or Disposal of Long-Lived Assets. Disclosure requires recognition of impairment of long-lived assets in the event the net book value of such assets exceeds its expected cash flows. If so, it is impaired and is written down to fair value, which is determined based on either discounted future cash flows or appraised values. The Company adopted the statement on inception. No impairments of these types of assets were recognized during the 6 months ended June 30, 2018 and 2017.

Income Taxes: The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

Fixed Assets: The Company's property and equipment consisting of building improvements, restaurant and office equipment, software, and furniture are stated at cost and depreciated over their estimated useful lives ranging from 5-7 years of the respective assets. Depreciation is computed using the straight-line method. Book depreciation for the 6 months ended June 30, 2018 and 2017 is \$92,510 and \$92,510, respectively. Expenditures for maintenance and repairs are charged to expense as incurred.

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

Advertising Costs - Advertising costs are expensed as incurred. The Company does not incur any direct-response advertising costs.

Income(Loss) Per Share - Net income(loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income(loss) per share is computed by dividing net income(loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income(loss) per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. There were no potentially dilutive shares outstanding as of June 30, 2018 and 2017.

Inventory - Inventory, consisting of finished food products purchased, is located on the premises of our respective subsidiaries and is stated at the lower of cost or market using the first in first out method. No allowances were necessary at June 30, 2018. The Company periodically reviews historical sales activity to determine potentially obsolete items and evaluates the impact of any anticipated changes in future demand.

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Note 2 – Summary of Significant Accounting Policies (Continued)

Share-Based Payments - The Company acquires nonmonetary assets including goods for its common stock. The goods are recorded at the fair value of the nonmonetary asset exchanged or at an independent quoted market price for items exchanged.

The Company accounts for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the

vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Comprehensive Income (Loss) - The Company reports comprehensive income and its components following guidance set forth by section 220-10 of the FASB Accounting Standards Codification which establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. There were no items of comprehensive income (loss) applicable to the Company during the period covered in the consolidated financial statements.

Accounts Receivable and Allowance for Doubtful Accounts – We grant credit to customers based on an evaluation of their financial condition but most of our sales are immediately collected in cash at the point of sale. The estimate of the allowance for doubtful accounts, which is charged off to bad debt expense, is based on management’s assessment of current economic conditions and historical collections experience.

At June 30, 2018 and 2017, the Company did not have an allowance for doubtful accounts.

For the 6 months ended June 30, 2018 and 2017 the Company had \$-0- in bad debt expense.

Related Parties -The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Non-Controlling Interest – The Company owns 50% of Credo Ventures, LLC, a variable interest entity.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Contingencies:The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

Note 2 – Summary of Significant Accounting Policies (Continued)

Contingencies (Cont.):If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. However, there is no assurance that such matters will not materially and adversely affect the Company’s business, consolidated financial position, and consolidated results of operations or consolidated cash flows.

Principles of Consolidation – The consolidated financial statements include the accounts of Jose Madrid Salsa, Popsy Cakes, Christopher Street (various products) and Credo Ventures (restaurant). All inter-company accounts and transactions have been eliminated in consolidation.

Recent Accounting Pronouncements - The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its consolidated financial condition or the results of its operations.

FASB Accounting Standards Codification

In April 2015, the FASB issued Accounting Standards Update No. 2015-03, *Interest—Imputation of Interest (Topic 835-30): Simplifying the Presentation of Debt Issuance Costs* (“ASU 2015-03”). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance

sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs is not affected by ASU 2015-03. ASU 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted. Upon adoption, the Company will reclassify debt issuance costs from prepaid expenses and other current assets and other assets as a reduction to debt in the condensed consolidated balance sheets. The Company is not planning to early adopt ASU 2015-03 and does not anticipate that the adoption of ASU 2015-03 will materially impact its consolidated financial statements.

In July 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory* (“ASU 2015-11”), which applies guidance on the subsequent measurement of inventory. ASU 2015-11 states that an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonable predictable costs of completion, disposal and transportation. The guidance excludes inventory measured using last-in, first-out or the retail inventory method. ASU 2015-11 is effective for interim and annual reporting periods beginning after December 15, 2016. Early adoption is permitted. The Company is not planning to early adopt ASU 2015-11 and is currently evaluating ASU 2015-11 to determine the potential impact to its consolidated financial statements and related disclosures.

Stock Compensation

In March 2016, the FASB issued ASU 2016-09, *Stock Compensation*, which is intended to simplify the accounting for share-based payment award transactions. The new standard will modify several aspects of the accounting and reporting for employee share-based payments and related tax accounting impacts, including the presentation in the statements of operations and cash flows of certain tax benefits or deficiencies and employee tax withholdings, as well as the accounting for award forfeitures over the vesting period. The guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within that year, and will be adopted by the Company in the first year of fiscal 2017. The Company anticipates the new standard will not result in an increase in the number of shares used in the calculation of diluted earnings per share and will not add volatility to the Company’s effective tax rate and income tax expense due to its net operating loss carryforward. The magnitude of such impacts will depend in part on whether significant employee stock option exercises occur.

Subsequent Events

(Included in Accounting Standards Codification (“ASC”) 855 “Subsequent Events”, previously SFAS No. 165 “Subsequent Events”)

SFAS No. 165 established general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the consolidated financial statements are issued or available to be issued (“subsequent events”). An entity is required to disclose the date through which subsequent events have been evaluated and the basis for that date. For public entities, this is the date the consolidated financial statements are issued. SFAS No. 165 does not apply to subsequent events or transactions that are within the scope of other GAAP and did not result in significant changes in the subsequent events reported by the Company. SFAS No. 165 became effective for interim or annual periods ending after September 15, 2009 and did not impact the Company’s consolidated financial statements. The Company evaluated for subsequent events through the issuance date of the Company’s consolidated financial statements. No recognized or non-recognized subsequent events were noted.

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Note 3 – Shareholders’ Equity

The Company’s is authorized to issue 3,000,000,000 shares of \$.0001 par common stock. At June 30, 2018, there were 2,099,825,471 shares outstanding. At June 30, 2017, there were 28,468,000 shares outstanding.

In December 31, 2017 the Company issued 548,782 post split shares of common stock for the conversion of and \$6,482 of convertible notes payables principal and related accrued interest thereto, respectively.

At June 30, 2018, there were 22,950,000 shares of preferred stock issued and outstanding to the Company’s officer, director, and majority shareholder. At June 30, 2017, there were 22,000,000 shares of preferred stock issued and outstanding to the Company’s officer, director and majority shareholder. These are convertible into shares of common stock at a rate of one preferred share into twenty-five common shares. Therefore, there are potentially 550,000,000 additional shares of common stock that could be issued in the future upon conversion from preferred shares by this person. The Company affected a one for two hundred and fifty reverse stock split on March 6, 2014. The consolidated financial statements herein have been retroactively restated in compliance with US SEC staff accounting bulletin topic 4.C. The effects of these shares are non-dilutive at June 30, 2018 due to the net loss recorded.

Note 4 – Convertible Notes Payable

The Company had an unsecured note payable to an unrelated third party, but this was paid in full during the second year of 2016 leaving a balance due at June 30, 2018 of \$-0- on the original principal amount of \$325,000. The note had an imputed interest rate of 6% per annum, the effects of which are included in the consolidated financial statements in the amount of \$5,010 including \$5,000 in late fees. The note had a conversion feature into common shares feature at \$.005 per share. The promissory note never converted into more than ten percent of the Company’s shares pursuant to an agreement between the parties. The promissory note was not a derivative liability under EITF 00-19 due to its fixed floor conversion.

The Company has an unsecured convertible note payable to an unrelated third party at June 30, 2018 of \$189,900 representing cash advances made to the Company in the amounts of \$20,000 and \$25,000 in late 2014, \$99,100 in 2015 and 2016 and \$45,800 in the first two years ended June 30, 2018. The entire promissory note has a line of credit in the amount of \$250,000 for the Company to draw upon. The interest rate is 10% per annum. The note is currently payable on demand and has a conversion feature into common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company’s shares pursuant to an agreement between the parties. The promissory note is a derivative liability under EITF 00-19 due to its variable floor conversion option.

ASC Topic 815 (“ASC 815”) requires that all derivative financial instruments be recorded on the balance sheet at fair value. Fair values for exchange

traded securities and derivatives are based on quoted market prices. Where market prices are not readily available, fair values are determined using market-based pricing models incorporating readily observable market data and requiring judgment and estimates.

The Company issued a convertible note as per above and has evaluated the terms and conditions of the conversion features contained in the notes and warrants to determine whether they represent embedded or freestanding derivative instruments under the provisions of ASC 815. The Company determined that the conversion features contained in the notes and warrants represent freestanding derivative instruments that meet the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instruments in the notes and warrants is reflected in the Company's balance sheet as a liability. The fair value of the derivative financial instruments of the convertible notes and warrants was measured at the inception date of the notes and warrants and each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date.

The Company valued the conversion features in its convertible notes using the Black-Scholes model. The Black-Scholes model values the embedded derivatives based on a risk-free rate of return ranging from 0.02% to 0.02%, grant dates at the beginning of the year, the term of convertible note, conversion prices is lesser of 1) \$0.015, or 2) 50% of stock bid price at date of note issuance, current stock prices on the measurement date ranging from \$0.005 to \$0.011, and the computed measure of the Company's stock volatility, ranging from 221.61% to 359.23%. Included in the June 30, 2018 consolidated financial statements is a derivative liability in the amount of \$45,000 to account for this transaction.

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Note 4 – Convertible Notes Payable (Cont.)

There were no balances in prior periods since this liability arose in late 2014. It will be revalued yearly henceforth and adjusted as a gain or loss to the statements of operations depending on its value at that time.

At January 2016, the company issued a convertible note with \$30,000 principal to a third party, with \$12,000 initial interest. The note has an interest rate of 8% per annum. For the 6 months ended June 30, 2018, 15,000,000 shares of common stock are issued to settle \$3,000 accrued interest payable.

Included in the Consolidated Statement of Operations for the previous year end consolidated financial statements was a \$45,000 in change of fair value of derivative and \$45,000 of debt discount amortization in non-cash charges pertaining to the derivative liability as it pertains to the gain on derivative liability and debt discount, respectively.

The Company has two convertible notes payable with L&H, Inc., unrelated third party. One was issued on August 24, 2017 in the amount of \$50,000 and the other one was issued on September 1, 2017 in the amount of \$25,000.

The Company has an unsecured note payable to an unrelated third party at June 30, 2018 in the principal amount of \$-0- remaining on an original principal amount of \$60,000. The note has an interest rate of 6% per annum. \$10,873 and \$10,000 of accrued interest payable and late fees payable on this loan are included in the accompanying consolidated balance sheet. The note is currently payable on demand and has a conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is not a derivative liability under EITF 00-19 due to its fixed floor conversion.

The Company has two additional unsecured notes payable to an unrelated third party at June 30, 2018 each in the principal amounts of \$60,000. The notes have an interest rate of 6% per annum. \$2,320 of accrued interest payable on each loan is included in the accompanying consolidated balance sheet. The notes are payable under one-year maturities and has a conversion into common shares feature. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is not a derivative liability under EITF 00-19 due to its fixed floor conversion.

Note 5 – Note Payable to a Related Party Individual

Pursuant to the Company's variable interest entity relationship with a California based restaurant, the Company incurred a promissory note in the amount of \$495,000. The amount payable to the individual, related through the variable interest entity relationship as the mother of the managing member of Credo Ventures, LLC who loaned the monies to Credo Ventures, LLC, at June 30, 2018 is \$495,000. The promissory note bears interest of 10% per annum, has equal monthly payments payable of \$10,517 over sixty months maturing on October 17, 2020 and the restaurant equipment is the collateral.

Note 6 – Income (Loss) Per Share

Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Basic and diluted loss per share was \$-0- and \$(1.38) for the 6 months ended June 30, 2018 and 2017, respectively.

Note 7 – Supplemental Cash Flow Information

Supplemental disclosures of cash flow information for the 6 months ended June 30, 2018 and 2017 are summarized as follows:

Cash paid during the periods for interest and income taxes:

	2018	2017
Income Taxes	\$ —	\$ —
Interest	\$ —	\$ —

Note 8 – Going Concern and Uncertainty

The Company has suffered recurring losses from operations since inception. In addition, the Company has yet to generate an internal cash flow from its business operations. These factors raise substantial doubt as to the ability of the Company to continue as a going concern.

Management's plans about these matters encompass the following actions: 1) obtain funding from new investors to alleviate the Company's liquid working deficiency, and 2) implement a plan to generate sales. The Company's continued existence is dependent upon its ability to resolve its liquidity problems and increase profitability in its current business operations. However, the outcome of management's plans cannot be ascertained with any degree of certainty. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of these risks and uncertainties.

Note 9 – Goodwill

On August 15, 2015, the Company acquired 100% of the capital stock of Jose Madrid Sales Corporation, an Ohio corporation, in exchange for the issuance of 950,000 shares of the Company's preferred stock. The fair value of this stock issuance was determined using the fair value of the Company's common stock on the closing date, at a market quoted price of \$.008. Accordingly, the Company recognized goodwill of \$53,011 as follows:

Fair value of the consideration transferred	\$	190,000
Net of identifiable assets acquired and liabilities assumed	\$	(136,989)
Goodwill	\$	53,011

The Company subsequently tested the goodwill for impairment and assessed the goodwill was not impaired since there was significant operating revenue and profits generated from Jose

Madrid Salsa during the subsequent period thereto.

On December 31, 2015, the Company acquired 100% of the capital stock of PopsyCakes Distributing, LLC, a Florida corporation, in exchange for the issuance of 2,000,000 shares of the Company's common stock. The fair value of this stock issuance was determined using the fair value of the Company's common stock on the closing date, at a market quoted price of \$.0031. Accordingly, the Company recognized goodwill of \$1,555 as follows:

Fair value of the consideration transferred	\$	6,200
Net of identifiable assets acquired and liabilities assumed	\$	(4,645)
Goodwill	\$	1,555

The Company subsequently tested the goodwill for impairment and assessed the goodwill was not impaired since there was significant operating revenue and profits generated from Popsy Cakes during the subsequent period thereto.

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Note 10—Segment Reporting

The Company follows the guidance set forth by section 280-10 of the FASB Accounting Standards Codification for reporting and disclosure on operating segments of the Company.

The Company's segment information is as follows:

For the six months ended June 30, 2018:

	Christopher Street	Jose Madrid Salsa	Popsy Cakes	Unique Pizza Taphouse
Revenue	\$ 6,282	\$ 204,755	\$ 11,759	\$ 439,595
Operating Profit/(Loss)	\$ 2,529	\$ 9,017	\$ 5,064	\$ (127,231)

For the six months ended June 30, 2017:

	Christopher Street	Jose Madrid Salsa	Popsy Cakes	Unique Pizza Taphouse
Revenue	\$ 9,245	\$ 301,330	\$ 17,305	\$ 646,934
Operating Profit/(Loss)	\$ (194)	\$ (6,328)	\$ (363)	\$ (13,586)

Subsequent Events

The Company evaluated for subsequent events through the issuance date of the Company's financial statements and has determined no subsequent events have occurred.

Subsequent to June 30, 2018, the Company performed a 250:1 reverse stock split of its common stock. The effects of such reverse stock split have been retroactively restated in the accompanying financial statements as of the beginning of the period presented.

Material Events

On June 28, 2018, the Company officially changed its name from Unique Pizza and Subs Corp. to Unique Foods Corp.

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**UNIQUE FOODS CORPORATION
207,000,000 SHARES OF COMMON STOCK
OFFERING CIRCULAR**

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS DOCUMENT OR THAT WE HAVE REFERRED YOU TO. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT. THIS PROSPECTUS IS NOT AN OFFER TO SELL COMMON STOCK AND IS NOT SOLICITING AN OFFER TO BUY COMMON STOCK IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

The Date of this Offering Circular is November 19, 2018

PART III - INFORMATION NOT REQUIRED IN THE OFFERING CIRCULAR

Item 17

Number Description of Exhibit

2.1	Articles of Incorporation
2.2	Bylaws
4.1	Form of Subscription Agreement
10.1	Promissory Note of Credo Ventures, LLC
10.2	Credo Ventures, LLC Loan Agreement
12	Opinion re legality

SIGNATURES

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form 1-A and has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized in Monroeville, PA, on the 20th day of November, 2018.

UNIQUE FOODS CORPORATION

By: /s/ James Vowler
James Vowler
President, CEO and Director

This offering statement has been signed by the following person in the capacities indicated on November 20, 2018.

By: /s/ James Vowler
James Vowler
President, CEO and Director (Principal Executive

Letter of Intent - GBH Liberia

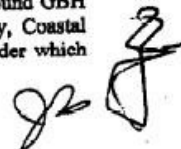
This binding letter of intent "LOI" is executed this 17th day of November 2003 by and between GBH Telecom ("GBH"), a Delaware Corporation and Atlantic Coast Group ("ACG") a Maryland corporation, collectively the "Parties".

Whereas: GBH Telecom has global telecommunications traffic relationships and interests and comprises principals that have founded and built international telecommunications companies who desire to commit financial and manpower resources to entering the African telecommunications market.

Whereas: ACG controls specific telecommunications opportunities in Liberia for international telecommunications traffic, Internet services and GSM mobiles and wishes to enter into a relationship with a telecommunications company that can bring to bear the resources necessary to realize those opportunities.

Whereas: The Parties desire to enter into this business relationship based on the representations contain herein.

Wherefore the Parties agree as follows:

1. **Formation.** The Parties shall establish a joint venture vehicle in the United States to be known as GBH Liberia. The joint venture shall be in the form of a Delaware "C" corporation with 49% of the equity interest held by GBH Telecom and 51% by ACG. Initial stock shall all be issued as common voting shares. These two founders shall both approve and sign the incorporation documents for GBH Liberia which shall include bylaws that include provision 2 to this LOI.
 2. **Control and Management of GBH Liberia.**
 - a. **Share Holder Control.** Changing the bylaws of the company shall require a supermajority of 60% of the issued voting shares.
 - b. **Board of Directors Meetings.** GBH Liberia shall be managed through a Board of four Directors with two appointed by ACG and two by GBH Telecom. Three votes in favor shall be required for resolutions to be carried.
 - c. **Initial Board Members.** The initial Board of Directors shall comprise Olanike Oyefeso-Watts from ACG as CEO, Vivien C. Jones from ACG as President, John H. Page from GBH Telecom as CTO and Jeff Guzy from GBH Telecom as CFO.
 - d. **Control of Subsidiaries.** Majority owned subsidiaries of GBH Liberia formed pursuant to this LOI shall not enter into any financial transaction or sale of stock without a corporate resolution of GBH Liberia.
 - e. **Initial Resolution.** This LOI shall serve as the resolution to found GBH Liberia and to incorporate a 100% owned Liberian subsidiary, Coastal Communications, Inc. FreedomTel shall be the trade name under which voice and data communications services are provided.
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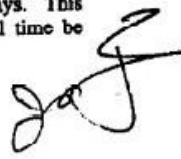
3. **Territory and Exclusivity.** Regarding telecommunications within the territory of Liberia, the Parties and individual signatories hereto hereby agree to work exclusively through this LOI and GBH Liberia for a period of twelve months.

4. Contributions and Responsibilities.

Within the scope of this LOI:

- a. ACG's responsibilities are to negotiate with the Liberian government for an international, GSM and Internet services operating license(s) and frequency permissions and to negotiate any traffic agreements with existing operators. Such initial licenses, permissions and contracts shall be vested in the local entity, Coastal Communications, to be formed by GBH Liberia.

- b. ACG shall be responsible for identifying and appointing the executive management and staff of Coastal Communications, with GBH Telecom assisting in the development of an organizational design and interview/selection of individuals with the requisite technical and operational skills. Coastal Communications policy shall be to pay market rates for the skills required for positions defined.
 - c. GBH Telecom's responsibility is to create technical plans and capital and operating budgets for all proposed telecommunications business in Liberia. These plans must be in a form suitable for presentation to and for the approval and satisfaction of the relevant government authorities and investors. GBH Telecom's responsibility also includes international call terminations, finding incoming traffic, management of the initial network implementation and, after implementation, monitoring of business and technical operations against the approved management plan and making recommendations as to changes and possible improvements.
 - d. The Parties shall jointly:
 - i. Assist each other in performance of the above duties;
 - ii. Identify and consummate any additional operating partnerships that are beneficial to GBH Liberia;
 - iii. Identify and engage funding sources so the business plan can be executed.
5. **Dilution Effect.** The Parties agree that any dilution or other effect of an investment occurring after the date of this LOI shall equally affect all share holders.
6. **Good Faith.** The Parties shall work together in good faith to conclude definitively all matters required to consummate this LOI within 30 days. This term shall be extended as necessary and reasonable should additional time be needed.



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7. Miscellaneous

- a. **Assignment of Obligations.** The Parties shall not assign their obligations to act under this LOI.
- b. **Entire Agreement.** This document is the entire agreement between the Parties and may only be amended through further written agreement between the Parties.
- c. **Amendment Waiver.** No amendment of this Agreement shall be valid unless in writing and signed by all parties. No waiver of any provision of this Agreement shall be valid unless in writing and signed by the party against whom it is sought to be enforced.
- d. **Governing Law.** This Agreement shall be governed in accordance with the laws of the State of Virginia, without reference to its conflict of laws rules. Any dispute regarding this Agreement shall be resolved by a court of competent jurisdiction in the State of Virginia and the parties hereby agree to submit to the jurisdiction of such courts.
- e. **Further Assurances.** The parties shall execute and deliver all such further documents, do or cause to be done all such further acts and things, and give all such further assurances as may be necessary to give full effect to the provisions and intent of this Agreement.
- f. **Enurement.** This Agreement shall enure to the benefit of and be binding upon the Parties and their respective successors and permitted assigns.
- g. **Counterparts.** This Agreement may be executed in several counterparts, each of which shall be deemed to be an original and all of which shall together constitute one and the same instrument.
- h. **Electronic Means.** Delivery of an executed copy of this Agreement by

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11/25/03 11:11 FAX 2022834904

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As individual and for ACG

As individual and for ACG:

As individual and for GBH Telecom

A/ individual and for GBH Telecom

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NOV 25 2003 10:59 AM FR 18M E BUSINESS 617 693 188 10 91873710410

CERTIFICATE OF INCORPORATION
OF
GBH LIBERIA, INC.

FIRST: The name of the Corporation is GBH LIBERIA, INC.

SECOND: The address of its Registered Office in the State of Delaware is 206 East Delaware Avenue, Newark, New Castle County, Delaware. The name of its Registered Agent at such address is Similex Incorporated.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

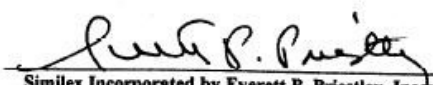
FOURTH: The Corporation shall be authorized to issue one thousand (1,000) shares of voting no par common stock.

FIFTH: The name and mailing address of the incorporator is as follows:
Similex Incorporated
206 East Delaware Avenue
Newark, Delaware 19711

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The power to make, alter, amend or repeal by-laws shall be in the Directors. The Directors shall have the power to alter or amend by resolution the rights, amounts, limitations or restrictions, etc., of any class of stock.

I, Everett P. Priestley, being the authorized officer of the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate hereby declaring and certifying that this is my act and deed and the facts herein stated are true and accordingly have hereunto set my hand this 20th day of November 2003.


Similex Incorporated by Everett P. Priestley, Incorporator



Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COASTAL SERVICES GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF NOVEMBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3730884 8300

040804407

AUTHENTICATION: 3462630

DATE: 11-08-04

BY-LAWS

of

COASTAL SERVICES GROUP, INC.

ARTICLE I

OFFICES

Section 1. The registered office shall be in the City of Newark, County of New Castle, State of Delaware.

Section 2. The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. All meetings of the stockholders for the election of directors shall be held in the City of Wilmington, State of Delaware, at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual meetings of stockholders, commencing with the first year after incorporation, shall be held on the 1st day of March at 2:00 P.M., or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect by plurality vote by written ballot a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting.

Section 4. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting that such a quorum shall be present, or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 9. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 10. Each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder.

shall be voted on after three years from its date, unless the proxy provides for a longer period.

Section 11. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, by any provision of the statutes, the meeting and vote of stockholders may be dispensed with if all of the stockholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken; or if the certificate of incorporation authorized the action to be taken with the written consent of the holders of less than all of the stock who would have been entitled to vote upon the action if a meeting were held, then on the written consent of the stockholders having not less than such percentage of the number of votes as may be authorized in the certificate of incorporation; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for the proposed corporate action, and provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE III

DIRECTORS

Section 1. The number of directors which shall constitute the whole board shall be not less than one nor more than seven. Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the board of directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 2. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 3. The business of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Section 4. Any director of the corporation may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Such resignation shall take effect on the date of the receipt

of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Any director or directors may be removed with or without cause by the affirmative vote of the holders of a majority of all the shares of stock outstanding entitled to vote, at a special meeting of the stockholders called for such purpose.

MEETINGS OF THE BOARD OF DIRECTORS

Section 6. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 7. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected board of directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors.

Section 8. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 9. Special meetings of the board may be called by the president on one day's notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

Section 10. At all meetings of the board any number of directors, but not less than one-third of the total number of the board nor less than two, shall be a quorum except when there is a board of one director, then one director shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 11. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

COMMITTEES OF DIRECTORS

Section 12. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Section 13. Each committee shall keep regular minutes of its meeting and report the same to the board of directors when required.

COMPENSATION OF DIRECTORS

Section 14. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated

salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV

NOTICES

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereof.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a president, a vice president, a secretary and a treasurer. The board of directors may also choose additional vice presidents, and one or more assistant secretaries and assistant treasurers. Any number of officers may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall choose a president and a secretary-treasurer.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

THE PRESIDENT

Section 6. The president shall be the chief executive officer of the corporation, shall preside at all meetings of the stockholders and the board of directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 7. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

THE VICE PRESIDENT

Section 8. The vice president may perform the duties of the president, and shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties and have such other powers as the board of directors may from time to time prescribe. An officer of the incorporator may be designated temporarily as vice president for the limited purpose of creating bank accounts and related facilities for the corporation.

THE SECRETARY

Section 9. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 10. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe. An officer of the incorporator may be designated temporarily as assistant secretary for the limited purpose of creating bank accounts and related facilities, or for revival, for the corporation.

THE TREASURER

Section 11. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate records of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

Section 12. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 13. If required by the board of directors, he shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 14. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

ARTICLE VI

CERTIFICATES OF STOCK

Section 1. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation, by the chairman or vice chairman of the board of directors, or the president or a vice president and the treasurer or an assistant treasurer or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation.

Section 2. Where a certificate is countersigned (1) by a transfer agent other than the corporation or its employee, or (2) by a registrar other than the corporation or its employee, any other signature on the certificates may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is

issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

LOST CERTIFICATES

Section 3. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed

discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

TRANSFER OF STOCK

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

TRANSFER AGENT AND REGISTRAR

Section 5. The corporation may, if and whenever the Board of Directors shall so determine, maintain one or more transfer offices or agencies within or without the State of Delaware, each in charge of a transfer agent or agents designated by the board of directors, where the shares of the corporation shall be directly transferable, and also one or more registry offices, each in charge of a registrar or registrars designated by the board of directors, where such shares shall be so registered, and no certificate for shares of the corporation in respect of which a transfer agent or registrar shall have been designated shall be valid unless countersigned by such transfer agent and registered by such registrar. The board of directors may also make such additional rules and regulations as it may deem expedient concerning the issue, transfer and registration of share certificate of the corporation.

FIXING RECORD DATE

Section 6. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporation action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

REGISTERED STOCKHOLDERS

Section 7. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the Laws of Delaware.

ARTICLE VII

GENERAL PROVISIONS

DIVIDENDS

Section 1. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

ANNUAL STATEMENT

Section 3. The board of directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

CHECKS

Section 4. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

FISCAL YEAR

Section 5. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

SEAL

Section 6. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VIII

AMENDMENTS

Section 1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the stockholders or by the board of directors, when such power is conferred upon the board of directors by the certificate of incorporation at any regular meeting of the stockholders or of the board of directors or at any special meeting of the stockholders or of the board of directors if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of special meeting.

EXHIBIT 4.1
FORM OF REGULATION A
SUBSCRIPTION AGREEMENT
UNIQUE FOODS CORP.

Unique Foods Corp.
322 Mall Blvd #149
Monroeville, PA 15146

1. **Subscription.** The undersigned Purchaser hereby subscribes for, and agrees to purchase, _____ shares of Common Stock, par value \$.0001 ("Shares"), of Unique Foods Corp., a Nevada corporation (the "Company") at a purchase price of \$0.01 per share (the "Purchase Price"). The Purchase Price shall be paid by check, ACH Debit or wire transfer to the account of the Company as set forth on the last page hereof.

2. **Representations by the Undersigned.** The undersigned hereby makes the following representations, warranties, covenants or acknowledgements:

(a) He has relied only on the information contained in the qualified Offering Circular delivered electronically to the undersigned, and such other information and documents otherwise provided to him in writing by the Company, access to which has been provided by an authorized representative of the Company, **and he has relied on no other representations, written or oral;**

(b) He is an Accredited Investor, as defined below: **PLEASE CHECK AS MANY BOXES THAT APPLY:**

☐ He is a natural person whose individual net worth, or joint net worth with his spouse, exceeds \$1,000,000 (excluding the value of his primary residence), and either he is able to bear the economic risk of investment in the Shares or this investment does not exceed 10% of his net worth or joint net worth with his spouse;

☐ He is a natural person who had individual income in excess of \$200,000 in each of the two most recent years, or joint income with that person's spouse in excess of \$300,000 in each of those years and reasonably expects to reach the same income level in the current year, and either he is able to bear the economic risk of investment in the Shares or this investment does not exceed 10% of his net worth or joint net worth with his spouse; or

☐ It is an organization described in section 501 (c)(3) of the Internal Revenue Code of 1986 as amended, (i.e., tax exempt entities), corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring Shares, with total assets in excess of \$5,000,000;

☐ It is a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring Shares, whose purchases are directed by a sophisticated person as described under the first alternative under Category A above;

-1-

☐ It is a bank as defined in section 3(a)(2) of the Securities Act, or a savings and loan association or other institution as defined in section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity;

☐ It is a broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934;

☐ It is an insurance company as defined in section 2(13) of the Securities Act;

☐ It is an investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that Act;

☐ It is a Small Business Investment Company licensed by the U.S. Small Business Administration under section 301 (c) or (d) of the Small Business Investment Act of 1958;

☐ It is a private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

☐ It is an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors as described above;

☐ He is a director, executive officer or general partner of the Company;

☐ It is an entity in which all of the equity owners are Accredited Investors since they are all described above.

(c) If purchasing Shares on behalf of a corporation, partnership or trust the undersigned represents: (1) that he is duly authorized to act on behalf of such corporation, partnership or trust; and (2) that such corporation, partnership or trust was formed before the date set forth on the signature page of this Subscription Agreement, and was not formed for the purpose of investing in the Company. (If a corporation, attach a copy of the resolution authorizing the investment as well as authorizing the person executing this document for the corporation to so act. If a partnership or trust, attach a copy of the partnership or trust agreement.);

(d) If the undersigned does not meet the definition of an Accredited Investor, no sale of Shares may be made to you if the aggregate Purchase Price is more than 10% of the undersigned's annual income or net worth. You hereby represent that you meet this requirement.

(e) Nothing has ever been represented, guaranteed, or warranted to the undersigned expressly or by implication, by any broker, the Company, or agent or employee of the foregoing, or by any other person;

(f) The Shares offered hereby are highly speculative. Investing in the Shares involves significant risks. This investment is suitable only for persons who can afford to lose their entire investment. Furthermore, investors must understand that such investment could be illiquid for an indefinite period of time. Only a limited public market currently exists for the Shares.

(g) The foregoing representations, warranties and agreements shall survive the sale and issuance of Shares to him.

4. Registration of Shares. The Purchaser acknowledges that the Shares have not been registered under the Securities Act of 1933, as amended (the "Act"), and are being sold pursuant to an exemption from registration provided by Regulation A under the Act, and pursuant to registration or exemption under the state law of the jurisdiction of residence of the undersigned. The certificates for the Shares shall not bear a restrictive legend and can be freely sold by the undersigned. The undersigned directs that the Shares shall be registered as follows: _____, or in the name of any entity of his designation. Purchaser shall be required to provide his social security number or tax identification number to the transfer agent, Pacific Stock Transfer Company, in order to receive his Shares.

5. Acceptance of Subscription. The Company reserves the right in its sole discretion and for any reason whatsoever to modify, amend and/or withdraw all or a portion of the offering and/or accept or reject in whole or in part any prospective investment in the Shares or to allot to any prospective investor less than the amount of Shares such investor desires to purchase.

6. Miscellaneous. No waiver of any breach or default of this Agreement shall be considered to be a waiver of any other breach or default of this Agreement. Should any dispute arise between the parties with respect to this Agreement, the party prevailing in such litigation shall be entitled, in addition to such other relief that may be granted, to a reasonable sum as and for their or his or its attorney's fees and costs in such litigation. Every provision of this Agreement is intended to be severable. The undersigned hereby agrees to indemnify, defend and hold harmless the Company, its officers, directors, employees, agents and controlling persons, from and against any and all losses, claims, damages, liabilities, expenses (including attorneys' fees and disbursements), judgments or amounts paid in settlement of actions arising out of or resulting from the untruth of any representation of the undersigned herein or the breach of any warranty or covenant herein by the undersigned. Notwithstanding the foregoing, however, no representation, warranty, covenant or acknowledgment made herein by the undersigned shall in any manner be deemed to constitute a waiver of any rights granted to it under the Securities Act or state securities laws. If any term or provision hereof is determined to be illegal or invalid for any reason whatsoever, said illegality or invalidity shall not affect the validity of the remainder of this Agreement. The interpretation of this Agreement shall be governed by the local law of the State of Delaware, and the parties hereby consent to the exclusive jurisdiction of the state and Federal courts in Wilmington, Delaware. This Agreement contains the entire agreement between the parties hereto with respect to the subject matter thereof. This Agreement shall inure to the benefit of the parties and their successors and assigns.

IN WITNESS WHEREOF, the parties have executed this Agreement as of _____, 2018.

UNIQUE FOODS CORP.

James Vowler, President

Purchaser

Name and Address:

Banking Instructions for Wire Transfers of the Purchase Price:

EXHIBIT 5.1 OPINION OF COUNSEL

LAW OFFICES OF HAROLD H. MARTIN, P.A.
Corporate and Securities Attorneys
19720 Jetton Road, 3rd Floor
Cornelius, NC 28031

*ADMITTED IN NEW YORK
AND NORTH CAROLINA

TELEPHONE
704-605-7968

FACSIMILE
704-464-9051

October 5, 2018

Unique Foods Corp.
322 Mall Blvd #149
Monroeville, PA 15146

Re: Registration Statement on Form 1-A

Ladies and Gentlemen:

We have acted as counsel to Unique Foods Corp., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form 1-A (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") for the registration for sale from time to time of up to 200,000,000 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"), issued or issuable pursuant to subscription agreements (the "Subscription Agreements"), and up to 57,000,000 shares of the Company's common stock, par value, \$.0001 per share, for sale by the Selling Stock Holders.

For purposes of rendering this opinion, we have made such legal and factual examinations as we have deemed necessary under the circumstances and, as part of such examination, we have examined, among other things, originals and copies, certified or otherwise, identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate. For the purposes of such examination, we have assumed the genuineness of all signatures on original documents and the conformity to original documents of all copies submitted to us. We have relied, without independent investigation, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

On the basis of and in reliance upon the foregoing examination and assumptions, we are of the opinion that assuming the Registration Statement shall have become qualified pursuant to the provisions of the Securities Act of 1933, as amended (the "Act"), the Shares, when issued by the Company against payment therefore (not less than par value) and in accordance with the Registration Statement and the provisions of the Subscription Agreements, and when duly registered on the books of the Company's transfer agent and registrar therefor in the name or on behalf of the purchasers, will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any state or jurisdiction other than the laws of the State of Delaware, as currently in effect.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to us under the caption "Legal Matters" in the Offering Circular constituting a part of the Registration Statement. This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Harold H. Martin

Principal of the Law Offices of Harold H. Martin

PROMISSORY NOTE

\$495,000

October 17, 2016

Murrieta, California

FOR VALUE RECEIVED, the undersigned, Credo Ventures, LLC ("Borrower"), promises to pay to the order of Sandra Dorian ("Holder") at 24215 Broad Oak, Murrieta CA 92562, or such other address as Holder may notify Borrower, the principal sum of four hundred ninety five thousand (\$495,000), together with interest as provided herein. This Note is made pursuant to and is subject to the terms and conditions of that certain Loan Agreement of even date herewith, between Holder and Borrower (as amended or modified from time to time, the "Loan Agreement"). This Note is secured pursuant to the terms of a Security Agreement of even date herewith between Borrower and Holder. Capitalized terms not otherwise defined herein have the meanings set forth in the Loan Agreement.

This obligation shall be paid in equal monthly installments of \$10,517.29, commencing on February, 1 2017 and continuing the first day of each month thereafter for a total of 60 months (the "Installment Payment").

Any untimely Installment Payment shall incur a penalty of \$150. Any Installment Payment that is returned for Non-Sufficient Funds ("NSF") shall incur a fee of \$50 per NSF charge.

Interest on the unpaid principal balance shall accrue from the date hereof and shall be computed on the basis of a 360-day year, for the actual number of days elapsed, on the outstanding unpaid principal amount hereunder, at a per annum rate equal to 10% per annum.

All payments of principal and interest on this Note shall be made to Holder in United States dollars, in immediately available funds. Principal and interest hereunder may be prepaid in part or in full at any time without penalty. Any prepayment of this Note will be credited first against accrued and unpaid interest, then principal. On payment in full of the amount of all principal and interest payable hereunder, this Note shall be surrendered to the Borrower for cancellation.

In addition to all remedies provided by law, on an Event of Default, Holder may, at its option:

- (a) Declare this Note immediately due and payable; and
- (b) Exercise any and all remedies provided for in the Loan Agreement and the Security Agreement.

If this Note is submitted to an attorney for collection, or suit is brought on this Note, or this Note is collected through bankruptcy or other judicial or alternative dispute resolution proceedings, Borrower agrees and promises to pay reasonable attorney fees and all collection costs and out-of-pocket expenses incurred by Holder.


This Note has been executed and delivered in, and shall be governed by and construed in accordance with the laws of, the State of California. Borrower hereby irrevocably submits to the jurisdiction of any state or any federal court sitting in Riverside County, California, in any action or proceeding brought to enforce, or otherwise arising out of or relating to, this Note and hereby waives any objection to venue in any such court and any claim that such forum is an inconvenient forum.

Borrower waives presentment for payment, protest, and notice of protest for nonpayment of this Note and waives trial by jury in any action under or relating to this Note. Any notice, other communication, or

payment required or permitted hereunder shall be in writing and shall be deemed to have been given on delivery to the address provided in the Loan Agreement.

Date: Nov 2, 2016

Credo Ventures, LLC, a California Limited Liability Company

By:  (Nov 2, 2016)

Name: Kevin Serrano

Its: Managing Member

LOAN AGREEMENT

THIS LOAN AGREEMENT (the "Loan Agreement") is made and entered into as of October 17, 2016, by and between Sandra Dorian, an individual, ("Lender"), and Credo Ventures, LLC, a California Limited Liability Company ("Borrower"), with respect to the following:

A. Borrower has borrowed from Lender the sum of \$495,000 to fund certain of its working capital needs, including the acquisition of equipment.

B. Borrower and Lender now desire to reduce the loan terms to writing on the terms and conditions set forth in this Loan Agreement.

NOW, THEREFORE, in consideration of the covenants and agreements of the parties set forth in this Loan Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows.

1. DEFINITIONS. Unless a particular word or phrase is otherwise defined or the context requires otherwise, capitalized terms used in this Loan Agreement shall have the meanings set forth below.

1.1. BUSINESS. The term "Business" shall mean the business operations contemplated to be conducted by Borrower.

1.2. BUSINESS DAY. The term "Business Day" shall mean any day on which Lender's office is open for business, other than Saturdays, Sundays, and legal holidays designated by federal law.

1.3. EFFECTIVE DATE. The term "Effective Date" shall mean the date on which Borrower has satisfied the conditions set forth in Section 5.

1.4. EVENT OF DEFAULT. The term "Event of Default" shall have the meaning set forth in Section 6 of the Loan Agreement.

1.5. INDEBTEDNESS. The term "Indebtedness" means (a) indebtedness created, issued, or incurred by Borrower for borrowed money (whether by loan or the issuance and sale of debt securities), whether or not recourse is limited to specific assets of Borrower, including, without limitation, the Promissory Note; (b) obligations of Borrower to pay the deferred purchase or acquisition price of property or services, other than trade accounts payable arising in the ordinary course of business as long as such trade accounts payable are not for borrowed money and are paid within 180 days of the date the respective goods are delivered or the respective services are rendered (unless such trade account payable is being contested in good faith and a sufficient cash reserve, as reasonably determined by Lender, has been established); (c) indebtedness of others secured by a lien on the property of Borrower, whether or not the indebtedness so secured has been assumed by Borrower; (d) obligations of Borrower in respect of letters of credit

or similar instruments issued or accepted by banks and other financial institutions for the account of Borrower; and (e) indebtedness of others guaranteed by Borrower.

1.6. LOAN DOCUMENTS. The term "Loan Documents" means all documents executed by Borrower and all documents otherwise executed for the benefit of Lender in connection with the Loan. The term "Loan Documents" includes, but is not limited to, this Loan Agreement, the Promissory Note, the Security Agreement, and any future or additional documents or writings executed under the terms of this Loan Agreement or any amendments or modifications hereto.

1.7. OBLIGATIONS. The term "Obligations" means the Borrower's obligation to pay to Lender (a) any and all sums due Lender under the Loan or otherwise under the terms of the Loan Documents; (b) in the event of any proceeding to enforce the collection of the Obligations, or any of them, after an Event of Default, the reasonable expenses of any exercise by Lender of its rights, together with reasonable attorney fees, expenses of collection, and court costs, as provided in the Loan Documents; and (c) any other indebtedness or liability of Borrower to Lender, whether direct or indirect, absolute or contingent, now or hereafter arising, as provided in the Loan Documents.

1.8. PRINCIPAL BALANCE. The term "Principal Balance" means the outstanding principal balance under the Loan or the Promissory Note from time to time, as evidenced in Lender's account ledger on which the Principal Balance and all payments relating to the Loan shall be entered, which account ledger will be definitive as to the amounts

outstanding.

1.9. **PROMISSORY NOTE.** The term "Promissory Note" means the promissory note in form and substance as attached as Exhibit A hereto.

1.10. **SECURITY AGREEMENT.** The term "Security Agreement" means the security agreement in form and substance as attached as Exhibit B hereto.

2. TERMS OF THE LOAN

2.1. **LOAN AMOUNT.** Subject to the terms and conditions of the Loan Documents, including all conditions precedent set forth in Section 5, Borrower acknowledges that it has borrowed from Lender the sum of \$495,000 (the "Loan"). The duties and obligations of Borrower to repay the Loan shall be evidenced by this Loan Agreement, the Promissory Note, and the Security Agreement. In the event of any conflict in the terms of the Loan Agreement, the Promissory Note, or the Security Agreement, the terms of this Loan Agreement shall govern. The Loan shall be secured as provided in the Security Agreement.

2.2. **INTEREST RATE.** The Principal Balance of all monies advanced by Lender under the Loan shall bear interest at a rate of 10% per annum (the "Interest Rate").

2.3. **CALCULATION OF INTEREST.** Interest shall accrue on the Loan on the basis of a 360-day year. Borrower agrees that any calculation of amounts accruing hereunder at

the Interest Rate shall in each instance be made by Lender and shall, if determined in good faith, be conclusive and binding on Borrower in the absence of manifest error.

2.4. **PREPAYMENT.** Borrower shall have the right to prepay all or any portion of the Loan outstanding at any time without penalty.

3. **REPRESENTATIONS AND WARRANTIES OF BORROWER.** To induce Lender to make the Loan and to enter into the Loan Documents, Borrower makes and has made the following representations and warranties, which shall be true and correct throughout the term of this Loan Agreement:

3.1. **STATUS OF BORROWER; POWER AND AUTHORITY.** Borrower is a limited liability company duly formed, validly existing, and in good standing under the laws of the State of California. Borrower has the power to borrow and to execute, deliver, and carry out the terms and provisions of the Loan Documents. Borrower has taken or caused to be taken all necessary action to authorize the execution, delivery, and performance of the Loan Documents and the borrowing thereunder.

3.2. **NO CONFLICTS OR DEFAULTS.** Borrower's entry into this Loan Agreement and the other Loan Documents will not immediately, or with the passage of time, the giving of notice, or both, (a) violate the provisions of the Articles of Incorporation or Bylaws of Borrower; (b) violate any governmental laws or regulations applicable to Borrower; (c) result in a material default under any material contract, agreement, or instrument to which Borrower is a party; or (d) result in the creation or imposition of any security interest in, or lien, charge, or encumbrance on, any of Borrower's assets.

3.3. **LITIGATION.** Borrower is not subject to any order of, or written agreement or memorandum of understanding with, any governmental authority. To the best of Borrower's knowledge, there are no actions, suits, claims, investigations, or proceedings pending at law or in equity or before or by any governmental authority, or threatened against Borrower or any of its assets or properties or the transactions contemplated by this Loan Agreement.

3.4. **VALIDITY, BINDING NATURE, AND ENFORCEABILITY OF THE LOAN DOCUMENTS.** The Loan Documents executed by Borrower constitute the legal, valid, and binding obligations of Borrower and are enforceable against Borrower in accordance with their terms, except as limited by bankruptcy, insolvency, or other laws of general application relating to the enforcement of creditors' rights.

4. BORROWER'S COVENANTS

4.1. **AFFIRMATIVE COVENANTS.** Borrower covenants and agrees, during the term of the Loan and while any Obligations are outstanding and unpaid, to perform all the acts and promises required by the Loan Documents and all the acts and promises set forth in Sections 4.1(a) through 4.1(d).

(a) **PAYMENT AND PERFORMANCE.** Borrower shall pay and perform all Obligations in full when and as due under the terms of the Loan Documents (taking into

account notice requirements and applicable grace periods), time being strictly of the essence.

(b) **MAINTENANCE OF STATUS.** Borrower shall take all necessary steps to (1) preserve its existence as a corporation, including, but not limited to, the payment and discharge of all rents, rates, taxes, assessments, and other governmental charges on Borrower or its assets before the date on which interest and penalties attach thereto, and (2) preserve its material franchises and material permits. Borrower shall not materially change, dissolve, or liquidate the corporation, or the nature of its Business or operations during the term of the Loan as such Business and operations exist as of the Effective Date, without the prior written consent of Lender.

(c) **FINANCIAL STATEMENTS AND OTHER INFORMATION.** During the term of the Loan, Borrower shall furnish to Lender upon demand, any and all financial information of the business as is reasonably necessary for Lender to review the financial performance of the Borrower, including, but not limited to, balance sheets, profit and loss statement, and income statement.

(d) **FURTHER ASSURANCES.** Borrower agrees to execute such other and further documents as may from time to time in the reasonable opinion of Lender be necessary to perfect, confirm, establish, reestablish, continue, or complete the purposes and intentions of this Loan Agreement.

5. EVENTS OF DEFAULT. In addition to any occurrences described as an Event of Default in the other Loan Documents, the matters described below shall constitute Events of Default and shall entitle Lender to exercise the rights and remedies under Section 6 and under the other Loan Documents.

5.1. FAILURE TO PAY. Borrower's failure to pay any sum of money owed to Lender in connection with the Obligations, whether principal, interest, penalty, premium, fee, charge, or assessment, as provided in the Loan Documents, on or before the close of business for Lender on the 10th Business Day after the date when due, time being strictly of the essence.

5.2. FAILURE OF WARRANTY OR REPRESENTATION TO BE TRUE. The failure of any representation or warranty provided by Borrower in the Loan Documents to be materially true.

5.3. FAILURE TO PERFORM AFFIRMATIVE COVENANTS; VIOLATION OF NEGATIVE COVENANTS. Borrower's failure to perform any of the affirmative covenants provided in Section 4.1.

5.4. DEFAULT UNDER LOAN DOCUMENTS. Borrower's breach of any of the material terms, covenants, or conditions set forth in the Loan Documents. The parties expressly understand and agree that a breach or default by Borrower under any of the Loan Documents and the expiration of all applicable cure periods shall be a breach or default by Borrower under all of the Loan Documents.

5.5. JUDGMENTS. Borrower's suffering uninsured final judgments for payment of money in a material amount (considering Borrower's then current financial condition and the amount of the Principal Balance then outstanding), individually or in the aggregate, and Borrower's failure to discharge the same within a period of 60 days, unless execution has been effectively stayed, whether by appeal, the posting of a bond, or otherwise.

5.6. BORROWER'S INVOLUNTARY BANKRUPTCY. Entry of a decree or order for relief, by a court having jurisdiction, against or with respect to Borrower in an involuntary case (or the failure of any such case to be dismissed within ninety (90) days of its commencement) under federal bankruptcy laws or any state insolvency or similar laws requiring (a) the liquidation of Borrower; (b) a reorganization of Borrower or the Business; or (c) the appointment of a receiver, liquidator, assignee, custodian, trustee, or similar official for Borrower or any of the properties of Borrower.

5.7. BORROWER'S VOLUNTARY BANKRUPTCY. Borrower's (a) commencement of a voluntary case under federal bankruptcy laws or any state insolvency or similar laws; (b) consent to the appointment for taking possession by a receiver, liquidator, assignee, custodian, trustee, or similar official for Borrower of any of its property; (c) making any assignment for the benefit of creditors; or (d) failing generally to pay its debts as they become due, either as to the amount of such debts or the number of such debts.

5.8. DISSOLUTION. Borrower's commencement or becoming the subject of any dissolution proceedings; undertaking any action for the purpose of dissolving and winding up Borrower; or resolving to take or taking any action for the purpose of surrendering any right, license, franchise, or other incident of Borrower's existence.

6. REMEDIES

6.1. LENDER'S SPECIFIC RIGHTS AND REMEDIES. On the happening of any Event of Default Lender, in addition to any and all rights provided by law or equity, may:

(a) Accelerate and call due the unpaid Principal Balance of the Loan, and all accrued interest and other sums due thereunder;

(b) File suit against Borrower or any other party to any of the Loan Documents; and

(c) Exercise all other rights and remedies provided by this Loan Agreement or the other Loan Documents.

6.2. COLLECTION COSTS. If suit or action is instituted to enforce any of the terms of this Loan Agreement or of any other Loan Documents, the prevailing party shall be entitled to recover from the other party its attorney fees and costs in addition to all other sums provided by law.

6.3. NOTICE OF DEFAULT. Lender shall provide Borrower with (a) 10 Business Days' prior written notice and an opportunity to cure any default arising from Borrower's failure to satisfy a payment obligation under the Loan Documents, and (b) 30 Business

Days' prior written notice and an opportunity to cure any other act or omission constituting an Event of Default under the Loan Documents.

7. GENERAL PROVISIONS

7.1. MODIFICATIONS. The Loan Documents may be amended, changed, or modified only as may be agreed in writing by Borrower and Lender from time to time.

7.2. BINDING EFFECT. The Loan Documents shall be binding on the parties and their successors and assigns. The rights and benefits of any party under the Loan Documents may not be assigned without the prior written consent of the other party, which consent may be granted or withheld in such other party's sole and absolute discretion.

7.3. ENTIRE AGREEMENT. The Loan Documents embody the entire agreement of the parties relating to the Loan. There are no promises, terms, conditions, obligations, or warranties other than those contained in the Loan Documents. The Loan Documents supersede all prior communications, representations, or agreements, verbal or written, between the parties relating to the Loan.

7.4. GOVERNING LAW. The validity, meaning, enforceability, and effect of the Loan Documents and the rights and liabilities of the parties shall be determined in accordance with the laws of the State of California. All parties acknowledge and hereby stipulate for the purpose of any future proceedings that the Loan Documents and all subsequent writings or documents relating or pertaining thereto are to be considered for all purposes, including, but not limited to, choice of law determinations, to have been executed and delivered by all parties within the actual geographic boundaries of California, even if such loan documents were, in fact, executed and delivered elsewhere.

7.5. INCORPORATION BY REFERENCE. All documents, instruments, attachments, exhibits, and other writings executed with, referred to in, or attached to this Loan Agreement are incorporated by reference into this Loan Agreement and are made a part of this Loan Agreement as if fully set out herein. This Loan Agreement, before such incorporation, controls in the event of any conflict with the terms of the Loan Documents.

7.6. JURISDICTION AND VENUE. BORROWER CONSENTS TO THE VENUE AND JURISDICTION OF ANY COURT, STATE OR FEDERAL, LOCATED IN THE COUNTY OF RIVERSIDE, CALIFORNIA. BORROWER AGREES THAT ANY ACTION, PROCEEDING, OR OTHER MATTER ARISING DIRECTLY OR

INDIRECTLY UNDER THIS LOAN AGREEMENT MAY BE BROUGHT BY LENDER IN ITS SOLE DISCRETION IN ANY SUCH COURT. BORROWER AGREES TO THAT VENUE FOR ANY ACTION, PROCEEDING, OR OTHER MATTER PROPERLY PLACED IN ANY SUCH COURT LOCATED IN THE COUNTY OF RIVERSIDE, CALIFORNIA. Borrower consents and agrees that any service of process may be made on Borrower wherever Borrower can be located or by certified mail directed to Borrower at Borrower's address set forth in Section 7.7. This provision is permissive, not mandatory, and Lender reserves the right to bring any action,

proceeding, or other matter arising directly or indirectly under this Loan Agreement against Borrower wherever either the Borrower or its properties might be found or might otherwise be subject to jurisdiction.

7.7. NOTICES. Any notice under the Loan Documents shall be in writing, without implying the obligation to provide such notice. Any notice to be given or document to be delivered under the Loan Documents shall be deemed to have been duly received on (a) delivery, if delivered in person or by any expedited delivery service that provides proof of delivery; (b) tested telex; or (c) the 5th Business Day after mailing, if mailed by certified mail, return receipt requested, postage prepaid, addressed to Lender or Borrower at the appropriate addresses. The addresses for notices are those set forth below or such other addresses as may be hereafter specified by written notice by the parties:

If to Lender: _____

If to Borrower: _____

7.8. RELATIONSHIP OF THE PARTIES. Neither Lender nor Borrower shall be deemed a partner, joint venturer, agent, or related entity of the other by reason of the Loan Documents.

7.9. SEVERABILITY. If a court of competent jurisdiction finds any term or provision of this Loan Agreement, or the application thereof to any person or circumstance, to be invalid, void, or unenforceable to any extent, (a) such court may amend and/or interpret such term or provision so that it will be valid to the fullest extent possible under law; and (b) the remaining provisions of this Loan Agreement and any application thereof shall continue in full force and effect without being impaired or invalidated in any way.

7.10. TIME. Time is of the essence under this Loan Agreement.

7.11. USURY. Borrower and Lender intend to comply with applicable usury laws. Accordingly, notwithstanding any provision in this Loan Agreement or in any other Loan Document to the contrary, neither this Loan Agreement nor any other Loan Document shall require the payment, or permit the collection, of interest in excess of the maximum amount permitted by law. If compliance with this Loan Agreement or any other Loan Document would result in a violation of applicable usury law, the amount of the payment obligation imposed by this Loan Agreement or any other Loan Document shall be reduced to the maximum amount permitted by law.

7.12. WAIVERS. Lender may at any time or from time to time waive all or any rights under any of the Loan Documents, but any waiver or indulgence at any time or from time to time shall not constitute, unless specifically so expressed by Lender in writing, a future waiver by Lender of performance by Borrower.

7.13. COUNTERPARTS. This Loan Agreement may be executed in multiple counterparts, all of which together shall constitute one instrument.

Date: Nov 2, 2016

Sandra Dorian
Sandra Dorian

Date: Nov 2, 2016

CREDO VENTURES, LLC
a California limited liability company

By: Kevin Serrano
Name: Kevin Serrano
Its: Managing Member