

Flowerkist Skin Care and Cosmetics, Inc.

1117 State Street
Santa Barbara, CA 93101

(805) 282-0078
www.flowerkist.com
investorrelations@flowerkist.com

Annual Report

For the period ending December 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

3,519,612 as of 9/20/2024 (*Current Reporting Period Date or More Recent Date*)

3,519,612 as of 12/31/2023 (*Most Recent Completed Fiscal Year End*)

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

January 12, /2009 to March 2014	American Business Change Agents, Inc.
March 2014 to May 4, 2014,	Market Milestones
May 4, 2014, to August 17, 2021,	3D Marketjet, Inc.
August 17, 2021, to Current	Flowerkist Skin Care & Cosmetics, Inc.

Current State and Date of Incorporation or Registration: NV 01/06/2009
Standing in this jurisdiction: (e.g. active, default, inactive): Revoked

Prior Incorporation Information for the issuer and any predecessors during the past five years:

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

None

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

None

Address of the issuer's principal executive office:

1117 State Street
Santa Barbara, CA 93101

Address of the issuer's principal place of business:

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

N/A

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

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

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: 1 (469) 633 0101
Email: info@stctransfer.com
Address: 2901 N. Dallas Parkway Suite 380,
Plano, TX 75093

Publicly Quoted or Traded Securities:

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

Trading symbol:	FKST	_____	
Exact title and class of securities outstanding:	Common Stock	_____	
CUSIP:	34350F101	_____	
Par or stated value:	\$0.001	_____	
Total shares authorized:	300,000,000	_____	as of date: December 31, 2023 _____
Total shares outstanding:	3,519,612	_____	as of date: December 31, 2023 _____
Total number of shareholders of record:	32	_____	as of date: December 31, 2023 _____

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Series A Preferred Stock	_____	
Par or stated value:	\$.0001	_____	
Total shares authorized:	10,000,000	_____	as of date: December 31, 2023 _____
Total shares outstanding:	10,000,000	_____	as of date: December 31, 2023 _____
Total number of shareholders of record:	1	_____	as of date: December 31, 2023 _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

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

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

The Company has authorized 300,000,000 common shares with a par value of \$0.001 per share. Each share of common stock is entitled to one vote. There are currently no dividends being paid out, and there is no series of common stock that has preemptive rights or preferences over other common stock.

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

There are 10,000,000 shares of preferred stock, par value \$0.0001 per share, with 10,000,000 shares of preferred stock designated as Series A Preferred Stock. Each share of the Series A Preferred Stock is convertible into 30 shares of fully paid and nonassessable shares of common stock, at the option of the holder.

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

None

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

None

3) Issuance History

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

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>1/1/2022</u> Common: <u>130,212</u> Preferred: <u>10,000,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<u>2/27/2023</u>	<u>Shares voluntarily returned to treasury</u>	<u>(72,600)</u>	<u>Common</u>	<u>\$0.001</u>	<u>No</u>	<u>Market Milestones Taylor L. Touchette has voting control</u>	<u>Voluntary return of shares to treasury</u>	<u>N/A</u>	<u>N/A</u>
<u>5/4/2023</u>	<u>New Issuance</u>	<u>62,000</u>	<u>Common</u>	<u>.001</u>	<u>No</u>	<u>Alka Badshah</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>8/14/2023</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>.001</u>	<u>No*</u>	<u>MHz Medical LLC</u> <u>Chuck Hirsch has voting control</u>	<u>Board Compensation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>8/14/2023</u>	<u>New Issuance</u>	<u>1,100,000</u>	<u>Common</u>	<u>.001</u>	<u>No*</u>	<u>Rowland Hanson</u>	<u>Board & Officer Compensation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>8/14/2023</u>	<u>New Issuance</u>	<u>1,100,000</u>	<u>Common</u>	<u>.001</u>	<u>No*</u>	<u>Meher LLC</u> <u>Alka Badshah has voting control</u>	<u>Board & Officer Compensation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>9/28/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>.001</u>	<u>No*</u>	<u>Meher LLC</u> <u>Alka Badshah has voting control</u>	<u>Officer Compensation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>9/28/2023</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>.001</u>	<u>No*</u>	<u>BioPharmMD Consulting Inc</u> <u>Steven Trider has voting control</u>	<u>Board Compensation</u>	<u>Restricted</u>	<u>Rule 144</u>
Date <u>12/31/2023</u>		Common: <u>3,519,612</u>							
		Preferred: <u>10,000,000</u>							

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

*Market price discount at issuance: Due to lack of any volume or liquidity in the stock trading for this company, par value has been used for issuance. A total of 100 FKST stocks traded in the entire 3rd quarter, during the period of issuance.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>4/6/2023</u>	<u>\$27,750</u>	<u>\$25,000</u>	<u>\$2750</u>	<u>4/5/2024</u>	<u>25% discount on Share conversion</u>	<u>JDH Investments</u> <u>Jon D. Hanson</u>	<u>Loan</u>
<u>4/6/2023</u>	<u>\$11,100</u>	<u>\$10,000</u>	<u>\$1100</u>	<u>4/5/2024</u>	<u>25% discount on Share conversion</u>	<u>Keith Ringdahl</u>	<u>Loan</u>

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

4) Issuer's Business, Products and Services

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

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

Flowerkist has developed a line of broad-spectrum CBD (0% THC) infused skincare & cosmetics focused on delivering performance through natural plant-based ingredients. Our skincare is one of the first CBD-infused lines proven to be "safe & extremely effective at reversing the appearance of aging" with clinical studies conducted by Flowerkist and scientific validation by Flowerkist's R&D partner, Dabur Research Foundation® (DRF). DRF is a wholly owned subsidiary of Dabur India Limited®, an NSE-listed world leader in Ayurvedic plant-based medicine and one of the largest natural consumer products companies in India. By blending traditional Ayurvedic plant-extracts with the modern discoveries of CBD and plant stem cells, DRF created truly superior skincare for women and men.

The development & launch of Flowerkist™ is being guided by an expert management team. Collectively, the leadership team has many years of experience in management, building and leading brands in skincare and aesthetics. The new chairman of the board of directors, Rowland Hanson, was the former Vice President of Worldwide Marketing for Neutrogena Corporation, where he helped build the renowned Neutrogena brand. His work with new product introductions and global partnerships laid the foundation for a \$900 million acquisition by J&J. Alka Badshah is the incoming CEO, who brings years of management experience and a deep knowledge of Ayurveda and integrating CBD into lifestyle products and wellness. Steven Trider, who has joined the Board of Directors, brings many years of leading aesthetic and skincare business operations. He was Vice President of Global Marketing at Inamed, a leading aesthetics and skincare company prior to its acquisition by Allergan for \$3.1 billion.

The first line of Flowerkist skincare products, a women's facial regimen called The Silver Collection, is ready to commercialize after going through an independent 60-day clinical study demonstrating that the Silver Collection can reduce the appearance of a woman's age by up to 8 years in just 60 days! The clinical study utilized before/after VISIA technology, a skincare industry standard for measuring reductions in fine lines, wrinkles, red spots, brown spots, and pore size. The study also showed the bacteria on the skin was eliminated by up to 96%. Flowerkist also produced outstanding testimonials from clinical study participants. Below are links to the clinical study participant testimonials and the quantitative results of the clinical study:

Flowerkist Silver Collection - Testimonials

Flowerkist Silver Collection - Clinical Study Results

Building on the development success of the women's Silver Collection, Flowerkist™ has developed a skincare line for men. Flowerkist plans to demonstrate and quantify the ability of the men's skincare line to significantly reverse the appearance of aging in a pending 60-day clinical study.

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

None

C. Describe the issuers' principal products or services.

Development and contract manufacturing of CBD (0% THC) infused skincare and cosmetics. Marketing and selling these products through various online and targeted channels including Medical SPAs

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The issuer has a shared office space rented at 1117 State Street, Santa Barbara, CA 93101

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Meher LLC</u> (Alka Badshah)	<u>CEO/Director</u>	<u>Kirkland, WA</u>	<u>2,100,000</u>	<u>Common Stock</u>	<u>59.67%</u>	<u>Alka Badshah is the beneficial owner of Meher LLC</u>
<u>Clyde Rowland Hanson</u>	<u>Executive Chairman of the Board of Directors</u>	<u>Santa Barbara, CA</u>	<u>1,100,000</u>	<u>Common Stock</u>	<u>31.25%</u>	---
<u>Francis Heitkamp</u>	<u>Director</u>	<u>Fargo, ND</u>	<u>0</u>	---	---	---
<u>BioPharmMD Consulting Inc.</u> (Steven Trider)	<u>Director</u>	<u>Santa Barbara, CA</u>	<u>100,000</u>	<u>Common Stock</u>	<u>2.84%</u>	<u>Steven Trider is the beneficial owner of BioPharmMD Consulting Inc.</u>
<u>MHz Medical LLC</u> (Chuck Hirsch)	<u>Vice Chairman of the Board of Directors</u>	<u>Yarrow Point, WA</u>	<u>100,000</u>	<u>Common Stock</u>	<u>2.84%</u>	<u>Chuck Hirsch is the beneficial owner of MHz Medical LLC</u>
<u>Flowerkist, Inc.</u>	<u>Owner of Preferred A Stock</u>	<u>R Santa Margarita, CA</u>	<u>10,000,000</u> (Each share convertible to 30 Common shares, or 300,000,000 common shares)	<u>Preferred A Stock</u>	<u>100%</u>	<u>Francis Heitkamp is the beneficial owner of Flowerkist Inc.</u>
<u>Alka Badshah</u>	<u>CEO/Director</u>	<u>Kirkland, WA</u>	<u>62,000</u>	<u>Common Stock</u>	<u>1.76%</u>	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state

securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person’s involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Alan T. Hawkins
Address 1: 2106 NW 4th Place
Address 2: Gainesville, FL 32603
Phone: (352) 353-4048
Email: alan.hawkins@dbmlegalservices.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

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

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Alka Badshah**
Title: **CEO**
Relationship to Issuer: **CEO of Issuer**

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

IFRS
 U.S. GAAP

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

Name: **Alka Badshah**
Title: **CEO**
Relationship to Issuer: **CEO of Issuer**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Ms. Badshah has extensive experience on the job, to direct, review and prepare financial statements.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Flowerkist Skin Care and Cosmetics, Inc.
Balance Sheets
(Unaudited)

	December 31, 2023	December 31, 2022
ASSETS		
Cash and Cash equivalents		\$
Inventory		
Total current assets		
Revenue Sharing Agreement	3,865,000	
Total assets	\$ 3,865,000	\$ -
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 32,259	\$ 15,895
Accrued interest	3,850	
Accrued consulting fees – related party	180,000	
Common stock payable	3,865,000	
Convertible notes	35,000	
Notes payable- related parties	23,572	23,572
Total current liabilities	4,139,681	39,467
Total Liabilities	4,139,681	39,467
Commitments and contingencies		-
Stockholders' Deficit:		
Preferred stock: \$0.0001 par value 10,000,000 shares authorized, 10,000,000 shares issued and outstanding as of December 31, 2023, and December 31, 2022	1,000	1,000
Common stock, \$0.001 par value, 300,000,000 shares authorized; 3,519,612 shares issued and outstanding as of December 31, 2023 and 130,212 shares issued and outstanding as of December 31, 2022	3520	130
Additional paid-in capital	3,513,307	3,375,074
Accumulated deficit	(3,792,434)	(3,415,671)
Total stockholders' deficit	(274,681)	(39,467)
Total liabilities and deficit	\$ 3,865,000	\$ -

The accompanying notes are an integral part of the unaudited financial statements.

Flowerkist Skin Care and Cosmetics, Inc.
Statements of Operations
(Unaudited)

	Year Ended December 31, 2023	Year Ended December 31, 2022
Revenue	\$ -	\$ -
Cost of revenue	-	-
Gross profit	-	-
Operating expenses:		
General and administrative	86,472	37,495
Consulting fees – related party	280,460	-
Total operating expenses	<u>366,932</u>	<u>37,495</u>
Revenue Sharing Income	1,457	-
Income (loss) from operations	(365,475)	(37,495)
Other income (expense)		
Interest income (expense)	(11,288)	-
Total other income (expense)	<u>-</u>	<u>-</u>
Net loss	<u>\$ (376,763)</u>	<u>\$ (37,495)</u>
Basic and diluted earnings (loss) per common share	<u>\$ (0.11)</u>	<u>\$ (0.29)</u>
Weighted-average number of common shares outstanding:		
Basic and diluted	<u>3,519,612</u>	<u>130,212</u>

The accompanying notes are an integral part of the unaudited financial statements.

Flowerkist Skin Care and Cosmetics, Inc.
Statements of Changes in Shareholders Deficit
(Unaudited)

	Preferred Stock Series		Common stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Value	Shares	Value			
Balance, December 31, 2021	<u>10,000,000</u>	<u>\$ 1,000</u>	<u>130,212</u>	<u>\$ 130</u>	<u>\$3,375,074</u>	<u>\$ (3,378,176)</u>	<u>\$ (1,972)</u>
Net income (loss)						(37,495)	(37,495)
Balance, December 31, 2022	<u>10,000,000</u>	<u>\$ 1,000</u>	<u>130,212</u>	<u>\$ 130</u>	<u>\$3,375,074</u>	<u>\$ (3,415,671)</u>	<u>\$ (39,467)</u>
Return of common shares by shareholder			(72,600)	\$ (73)	73		(73)
Issuance of common shares for services			62,000	\$ 62	20,398		20,460
To record beneficial conversion Feature of convertible notes				\$	8750		8750
Issuance of common shares for services			3,400,000	\$ 3,400			3,400
Net loss						(376,763)	(376,763)
Contribution from related Party					109,012		109,012
Balance, December 31, 2023	<u>10,000,000</u>	<u>\$ 1,000</u>	<u>3,519,612</u>	<u>\$ 3,520</u>	<u>\$ 3,513,307</u>	<u>\$ (3,792,434)</u>	<u>\$ (274,681)</u>

The accompanying notes are an integral part of the unaudited financial statements.

Flowerkist Skin Care and Cosmetics, Inc.
Statements of Cash flows
(Unaudited)

	Year Ended December 31, 2023	Year Ended December 31, 2022
Cash flows used in operating activities:		
Net loss	\$ (376,763)	\$ (37,495)
Stock based compensation	23,860	
Note discount	8,750	
Changes in operating assets and liabilities		
Accounts payable	125,303	15895
Accrued Interest	3,850	
Accrued consulting fees – related party	180,000	
Net cash (used in) operating activities	(35,000)	(21,600)
Cash flows used in investing activities:		
Net cash provided by (used in) investing activities	-	-
Cash flows from financing activities:		
Notes payable -related parties		21,600
Convertible Notes	35,000	
Net cash provided by (used in) financing activities	35,000	21,600
Net increase (decrease) in cash and cash equivalents	0	-
Cash and cash equivalents at beginning of period	0	-
Cash and cash equivalents at end of period	\$ 0	\$ -
Supplemental disclosure of non-cash information:		
Forgiveness of debt by a related party	\$ 109,012	\$
Purchase of assets – common stock to be issued	3,865,000	

The accompanying notes are an integral part of the unaudited financial statements.

NOTES TO UNAUDITED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Flowerkist Skin Care And Cosmetics, Inc. f/k/a 3D MakerJet, Inc. (“Flowerkist” or the “Company”), formerly known as American Business Change Agents, Inc., was incorporated under the laws of the State of Nevada on January 12, 2009. On May 4, 2014, the name of the Company was changed to 3D MakerJet, Inc. The Company had been developing a business plan focused on the sale of 3D printers, scanners, and ancillary equipment. 3D MakerJet, Inc.

On May 4, 2014, the name of the Company was changed to 3D MakerJet, Inc. the Company has been dormant since January 2016.

On July 14, 2020, as a result of a custodianship in Clark County, Nevada, Case Number: A-20-816260-B, Custodian Ventures LLC (“Custodian”) was appointed custodian of the Company. David Lazar is the managing member of Custodian.

On July 16, 2020, Custodian appointed David Lazar as the Company’s Chief Executive Officer, President, Secretary, Chief Financial Officer, Chief Executive Officer, and Chairman of the Board of Directors.

On January 29, 2021, the Board of Directors of the Company approved the change in the Company’s fiscal year-end from July 31 to December 31. As required, the Company will file a transition report on Form 10-K covering the transition period with the Securities and Exchange Commission.

On March 22, 2021, as a result of a private transaction, 10,000,000 shares of Series A Preferred Stock, \$0.001 par value per share were transferred from Custodian Ventures, LLC to Flowerkist Inc. (the “Purchaser”). As a result, the Purchaser became an approximately 70% holder of the voting rights of the issued and outstanding share capital of the Company on a fully-diluted basis of the Company and became the controlling shareholder. The consideration paid for the Shares was \$250,000. The source of the cash consideration for the Shares was corporate funds of the Purchaser. In connection with the transaction, David Lazar released the Company from all debts owed to him.

On March 22, 2021, the existing director and officer resigned immediately. Accordingly, David Lazar, serving as a director and an officer, ceased to be the Company’s Chief Executive Officer, Chief Financial Officer, President, Treasurer, Secretary, and a Director. At the effective date of the transfer, Barry Clark consented to act as the new President, CEO, CFO, Treasurer, Secretary, and Chairman of the Board of Directors of the Company.

On August 17, 2021, 3D Makerjet, Inc., amended its Articles of Incorporation change its name to Flowerkist Skin Care and Cosmetics, Inc. The change was made in anticipation of entering into a new line of business operations.

Also on August 17, 2021, the Company amended its articles of incorporation to reverse split its common stock at a rate of 1 for 1,000.

On September 14, 2021, Stephanie Parker was appointed as a director and as President and Secretary of the Company. Also, on September 14, 2021, Ms. Parker accepted such an appointment. Ms. Parker is not independent using the definition of independence under NASDAQ Listing Rule 5605(a)(2) and the standards established by the Securities and Exchange Commission. Ms. Parker was formerly married to Barry Clark.

On March 20, 2023, entered into an Asset Purchase Agreement (the “APA”) with Flowerkist, Inc., a privately held related party and Nevada corporation (“Seller”) pursuant to which the Company purchased certain assets previously utilized in the operation of Seller’s business.

Assets Purchased:

- 1) Products and inventory that include CBD enhanced skincare and cosmetics products (MSRP \$1,660,000), Branding Trademarks and Logos that were transferred from Flowerkist, Inc. to Flowerkist Skin Care and Cosmetics, Inc. The acquisition includes the commercial website “Flowerkist.com” along with merchant processing and fulfillment agreements.
- 2) Revenue Share agreement of 5% of ProVEDA’s non adjusted gross revenues, with a future value of up to \$7,800,000.
- 3) Warrants to acquire 7,650,000 shares of ProVEDA at an exercise price of \$0.30, currently valued at \$0.90 per share, valuing these warrants at \$4,590,000, at current price.

All the purchased assets will be transferred in title and ownership to Flowerkist Skin Care and Cosmetics, Inc., effective immediately. Flowerkist Skin Care and Cosmetics, Inc. will start marketing and selling these products as soon as practicable.

The purchase price of \$4,465,000 will be paid with issuance of restricted common stock of the Company to current shareholders of the Seller. The purchase price was determined by applying a discount to the full value of assets to reflect wholesale price, taking into consideration the future risk, business, and market conditions.

Prior to this transaction the Company was previously a shell company.

Effective March 20, 2023, the Company’s status as a shell company has changed and is no longer a shell company.

On March 23, 2023, Barry Clark resigned as President, CEO, CFO, Treasurer, Secretary and Chairman of the Board of Directors, effective April 21, 2023, or upon the appointment of a successor, whichever is earlier. On March 29, 2023, the Company appointed Rowland Hanson as Chairman of the Board of Directors, On March 29, 2023, the Company appointed Alka Badshah, Steven Trider and Francis Heitkamp as members of the Board of Directors. Additionally on March 29, 2023, Stephanie Parker stepped down as a Secretary of the Company.

On April 10, 2023, the Company appointed Alka Badshah as CEO of the Company.

On 4/11/2023 the Company filed a Form 15 Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange Act of 1934 or suspension of duty to file reports under sections 13 and 15(d) of the Securities Exchange Act of 1934.

On May 17, 2023 the Board of Directors voted to appoint Chuck Hirsch as Vice Chairman of the Board of Directors. Chuck is an independent Director.

On August 23, 2023 the Company reversed the partial assets purchased on March 20, 2023 from Flowerkist, Inc. due to non-performance of assets and negotiated breach of contract. The 600K attributed to inventory from these assets are removed from balance sheets, and the common stock payable has been reduced from \$4,465,000 to \$3,865,000 payable to Flowerkist, Inc. against the remaining assets from the APA signed on March 20, 2023. This cancels item 1 of the APA signed on March 20, 2023. Items 2 & 3 remain valid purchase from this APA.

On September 30, 2023, the Company changed the designation of assets purchased on March 20, 2023 from "Intangible assets" to "revenue sharing assets" as ProVEDA started generating revenue and sharing revenue with the Issuer beginning this quarter.

On December 29, 2023, Director and Chairman Rowland Hanson accepted to settle the compensation and reimbursement owed to him in the amount of \$109,012.50 with Zero amount from the issuer, in lieu of settling the said debt separately with Flowerkist, Inc. the Company holding the control block in the form of 10M Preferred shares of the issuer Company.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in accordance with the Financial Accounting Standards Board (“FASB”) “FASB Accounting Standard Codification™” (the “Codification”) which is the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”) in the United States.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the twelve months following the date of these consolidated financial statements are available. The Company has incurred significant operating losses since its inception. As of December 31, 2023, the Company had no cash on hand, a working capital deficit of \$274,609 and an accumulated deficit of \$3,683,422. This raises substantial doubt about the Company’s ability to continue as a going concern. Therefore, the Company will need to raise additional funds and is currently exploring alternative sources of financing to supplement expected cash flow. Historically, the Company has raised capital through related party loans, as an interim measure to finance working capital needs. The Company may attempt to raise capital in the near future through the sale of equity or debt financing; however, there can be no assurance the Company will be successful in doing so. There can be no assurance that such additional financing will be available to the Company on acceptable terms or at all.

Reverse Stock Split

On August 17, 2021, the Company initiated a 1 for 1,000 reverse split of its common shares. Prior to the split, there were 130,200,000 shares outstanding. After the split, there were 130,212 shares outstanding. No shares have been subsequent to the split and through the date of this Report. The reverse split has been applied retroactively for all financial statements presented unless specifically stated otherwise.

Because the Company does not expect that existing operational cash flow will be sufficient to fund presently anticipated operations, this raises substantial doubt about the Company’s ability to continue as a going concern. Therefore, the Company will need to raise additional funds and is currently exploring alternative sources of financing. Historically, the Company raised capital through private placements, to finance working capital needs and may attempt to raise capital through the sale of common stock or other securities and obtaining some short-term loans. The Company will be required to continue to so until its operations become profitable. Also, the Company has, in the past, paid for consulting services with its common stock to maximize working capital, and intends to continue this practice where feasible.

Management’s Representation of Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company without audit pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The Company uses the same accounting policies in preparing quarterly and annual financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting

principles generally accepted in the United States (“GAAP”) have been condensed or omitted as allowed by such rules and regulations, and management believes that the disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements include all of the adjustments, which in the opinion of management are necessary to a fair presentation of financial position and results of operations. All such adjustments are of a normal and recurring nature. Interim results are not necessarily indicative of results for a full year. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto on December 31, 2021, as presented in the Company’s Annual Report on Form 10-K filed on April 15, 2022, with the SEC.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to income taxes and contingencies. The Company bases its estimates on historical experience, known or expected trends, and various other assumptions that are believed to be reasonable given the quality of information available as of the date of these financial statements. The results of these assumptions provide the basis for making estimates about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

Cash and cash equivalents

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. On December 31, 2023, and December 31, 2022, the Company’s cash equivalents totaled \$-0- and \$-0- respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

The Company accounts for income taxes under FASB ASC 740, “Accounting for Income Taxes”. Under FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. FASB ASC 740-10-05, “Accounting for Uncertainty in Income Taxes” prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities.

The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The Company assesses the validity of its conclusions regarding uncertain tax positions quarterly to determine if facts or circumstances have arisen that might cause it to change its judgment regarding the likelihood of a tax position’s sustainability under audit.

Net Loss per Share

Net loss per common share is computed by dividing net loss by the weighted average common shares outstanding during the period as defined by Financial Accounting Standards, ASC Topic 260, “Earnings per Share.” Basic earnings per common share (“EPS”) calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the quarter or year, respectively. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding.

Recent Accounting Pronouncements

There are no recent accounting pronouncements that impact the Company’s operations.

NOTE 3 – RELATED PARTY DEBT

As of December 31, 2023, and December 31, 2022, the balance of related party loans was \$23,572 and \$23,572, respectively. This notes payable represents an interest free demand loan extended to the Company by its CEO.

NOTE 4 – EQUITY

Common Stock

Reverse Stock Split

On August 17, 2021, the Company initiated a 1 for 1,000 reverse split. Prior to the split, there were 130,200,000 shares outstanding. After the split, there were 130,212 shares outstanding. The reverse split has been applied retroactively for all financial statements presented unless specifically stated otherwise.

The Company has authorized 300,000,000 shares of \$0.001 par value, common stock. As of December 31, 2023, and December 31, 2022, there were 3,519,612 and 130,212 shares of Common Stock issued and outstanding, respectively.

NOTE 4 – EQUITY (continued)

Preferred Stock

On September 24, 2020, the Company designated 10,000,000 shares of Preferred A stock, par value \$0.0001, and awarded Custodian Ventures these shares that carry 30 to 1 conversion rights into common shares. These shares were awarded in return for a reduction of \$10,000 of related party loans extended by Custodian Ventures to the Company. As a result, the Company recorded stock-based compensation of \$2,450,000 related to these shares.

On March 22, 2021, as a result of a private transaction, these 10,000,000 shares of Series A Preferred Stock, were transferred from Custodian Ventures, LLC to Flowerkist Inc. (the “Purchaser”). As a result, the Purchaser became an approximately 70% holder of the voting rights of the issued and outstanding share capital of the Company on a fully-diluted basis of the Company and became the controlling shareholder.

As of December 31, 2023, and December 31, 2022, there were 10,000,000 and 10,000,000 shares of Series A outstanding, respectively.

NOTE 5 – COMMITMENTS AND CONTINGENCIES

The Company did not have any contractual commitments as of December 31, 2023, and December 31, 2022.

NOTE 6 – SUBSEQUENT EVENTS

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Alka Badshah certify that:

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

09/20/2024

/s/ Alka Badshah

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

Principal Financial Officer:

I, Alka Badshah certify that:

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

09/20/2024

/s/ Alka Badshah

(Digital Signatures should appear as "/s/ [OFFICER NAME]")