UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the Quarterly Period Ended March 31, 2018

Commission File Number: 000-55144

NUTRAFUELS, INC.
(Exact name of registrant as specified in its charter)

Florida	**46-1482900**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6601 Lyons Road, Suite L-6 Coconut Creek, FL 33073
(Address of principal executive offices) (Zip Code)

Telephone 888-509-8901
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company filer. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging Growth Company	☒

(Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of March 31, 2018, we had May 18, 2018, we had 85,317,020 and 85,117,720 shares of common stock outstanding, respectively.

TABLE OF CONTENTS

INDEX TO FINANCIAL STATEMENTS

NUTRAFUELS, INC.

Condensed Balance Sheets

ASSETS	March 31, 2018	December 31, 2017
	(Unaudited)	
CURRENT ASSETS		
Cash	$ 152,769	$ 172,948
Accounts receivable	54,082	-
Inventory	189,448	162,194
Prepaid expenses and other current assets	211,016	332,460
Total current assets	607,315	667,602
PROPERTY AND EQUIPMENT		
Furniture, fixtures and equipment	994,650	425,005
Leasehold improvements	369,183	154,842
Total Property and Equipment	1,363,833	579,847
Less accumulated depreciation	(326,173)	(293,317)
Property and equipment, net	1,037,660	286,530
Total Assets	$ 1,644,975	$ 954,132
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 355,330	$ 87,504
Accrued expenses	233,192	206,105
Total current liabilities	588,522	293,609
Commitments and Contingencies		
STOCKHOLDERS' EQUITY		
Preferred stock, $0.0001 par value, authorized 10,000 shares; 1,000 and 1,000 issued and outstanding	-	-
Common stock, $0.0001 par value, authorized 499,990,000 shares; 85,117,720 and 81,448,561 issued and outstanding shares	8,512	8,144
Additional paid-in capital	34,420,596	33,411,300
Accumulated deficit	(33,372,655)	(32,758,921)
Total stockholders' equity	1,056,453	660,523
Total Liabilities and Stockholders' Equity	$ 1,644,975	$ 954,132

The accompanying notes are an integral part of the condensed financial statements

NUTRAFUELS, INC.

Condensed Statements of Operations
Three Months Ended March 31,
(Unaudited)

	2018	2017
Revenue	$ 722,905	$ 232,639
Cost of sales	355,685	134,251
Gross Profit	367,220	98,388
OPERATING EXPENSES:		
Sales, advertising and promotion	22,361	13,723
Officer salaries	75,000	89,330
Noncash compensation	511,902	842,058
General and administrative expenses	321,061	291,521
Depreciation expense	32,857	15,914
Total operating expenses	963,181	1,252,546
LOSS FROM OPERATIONS	(595,961)	(1,154,158)
OTHER INCOME AND (EXPENSE)		
Gain on settlement of debt	-	717
Loss on stock settlement of accounts payable	(18,004)	-
Induced debt conversion loss	-	(3,116,500)
Interest expense	(487)	(223,947)
Total other income (expense)	(17,774)	(3,339,730)
Net loss before income taxes	(613,735)	(4,493,888)
Income tax expense	-	-
Net loss	$ (613,735)	$ (4,493,888)
Loss per weighted average common share - basic and diluted	$ (0.01)	$ (0.07)
Number of weighted average common shares outstanding-basic and diluted	83,484,387	65,209,864

The accompanying notes are an integral part of the condensed financial statements

NUTRAFUELS, INC.

Condensed Statements of Changes in Stockholders' Equity
(unaudited)

	Number Shares Pfd	Number Shares Common	Par Amount Pfd	Par Amount Common	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance, January 1, 2018	1,000	81,448,561	-	8,144	33,411,300	(32,758,920)	660,523
Shares issued to settle accounts payable	-	169,159	-	17	49,477	-	49,494
Shares issued for services	-	1,500,000	-	150	390,819	-	390,969
Shares issued to acquire fixed assets	-	2,000,000	-	200	569,000	-	569,200
Net loss	-	-	-	-	-	(613,735)	(613,735)
Balance, March 31, 2018	1,000	85,117,720	$ -	$ 8,512	$ 34,420,596	$(33,372,655)	$ 1,056,453

The accompanying notes are an integral part of the condensed financial statements

NUTRAFUELS, INC.

Condensed Statements of Changes in Cash Flows
Three Months Ended March 31,
(Unaudited)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$(613,735)	$ (4,493,888)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock compensation	390,969	842,058
Amortization of prepaid compensation	120,934	-
Depreciation	32,857	15,914
Amortization of debt discount	-	49,145
Gain on settlement of debt	-	(717)
Loss on stock settlement of accounts payable	18,004	-
Debt induced conversion expense	-	3,116,500
Changes in operating assets and liabilities:		
Increase in accounts receivable	(54,082)	(132,133)
Decrease in subscription receivable	-	5,500
(Increase) decrease in inventory	(27,254)	76,842
(Increase) in prepaid expenses	(167,782)	(15,973)
Increase (Decrease) in accounts payable	268,127	(1,236)
Increase in accrued expenses	26,124	47,789
Net cash used in operating activities	(5,838)	(490,199)
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(14,341)	(19,797)
Net cash used in investing activities	(14,341)	(19,797)
CASH FLOW FROM FINANCING ACTIVITIES:		
Common stock issued for cash	-	774,500
Cash proceeds from option exercise	-	5,000
Net cash provided by financing activities	-	779,500
Net (decrease) increase in cash	(20,179)	269,504
CASH, beginning of period	172,948	24,544
CASH, end of period	$ 152,769	$ 294,048
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid in cash	$ 487	$ 635
Income taxes paid in cash	$ -	$ -
Non-Cash Financing Activities:		
Shares issued to convert debt and accrued interest	$ -	$ 2,403,343
Shares issued to purchase fixed assets	$ 569,200	$ -
Shares issued to settle accounts payable	$ 49,494	$ -
Fixed assets acquired by issuing account payable	$ 200,000	$ -

The accompanying notes are an integral part of the condensed financial statements

NUTRAFUELS, INC.
Notes to Condensed Financial Statements
(Unaudited)

(1) NATURE OF OPERATIONS

NutraFuels, Inc. (the Company) is the producer and distributor of nutritional supplements that uses micro molecular formulae and a utilization of an oral spray to provide faster and more efficient absorption.

(2) BASIS OF PRESENTATION AND USE OF ESTIMATES

a) Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with Generally Accepted Accounting Principles ("GAAP") in the United States of America ("U.S.") as promulgated by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") and with the rules and regulations of the U.S Securities and Exchange Commission ("SEC"). In our opinion, the accompanying unaudited condensed financial statements contain all adjustments (which are of a normal recurring nature) necessary for a fair presentation. Operating results for the three months ended March 31, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018.

b) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and 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. Actual results could differ from these estimates.

c) Cash and Equivalents

Cash equivalents are highly liquid investments with an original maturity of three months or less. The Company had no cash equivalents at March 31, 2018 and December 31, 2017.

d) Inventories

Inventories are stated at cost utilizing the weighted average method of valuation and consist of raw materials and finished goods.

e) Allowance for Doubtful Accounts

We establish the existence of bad debts through a review of several factors including historical collection experience, current aging status of the customer accounts, and financial condition of our customers.

f) Property and Equipment

All property and equipment are recorded at cost and depreciated over their estimated useful lives, generally three, seven and twelve years, using the straight-line method. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from their respective accounts, and the resulting gain or loss is included in the results of operations. Repairs and maintenance charges, which do not increase the useful lives of the assets, are charged to operations as incurred.

g) Revenue Recognition

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Codification (ASC) 606, Revenue From Contracts With Customers, effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance)

(2) BASIS OF PRESENTATION AND USE OF ESTIMATES, continued

g) Revenue Recognition, continued

has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company's initial application of ASC 606 did not have a material impact on its financial statements and disclosures.

The Company's financial statements are prepared under the accrual method of accounting. Revenues are recognized when persuasive evidence of an arrangement exists, services have been rendered, the sales price is fixed or determinable, and collectability is reasonably assured. This occurs only when the product is ordered and subsequently shipped.

h) Income Taxes

The Company follows the provisions of ASC 740-10, Accounting for Uncertain Income Tax Positions. When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for unrecognized tax benefits in the accompanying consolidated balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

As of March 31, 2018, the tax years 2017, 2016 and 2015 for the Company remain open for IRS audit. The Company has received no notice of audit or any notifications from the IRS for any of the open tax years.

i) Net Loss Per Share

Basic loss per share excludes dilution and is computed by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless consideration of such dilutive potential shares would result in anti-dilution.

j) Financial Instruments and Fair Value Measurements

The carrying value of the Company's current financial instruments, which include cash and cash equivalents, accounts payable and accrued liabilities approximates their fair values because of the short-term maturities of these instruments.

(2) BASIS OF PRESENTATION AND USE OF ESTIMATES, continued

j) Financial Instruments and Fair Value Measurements, continued

FASB ASC 820 Fair Value Measurement clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. It also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability.

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

k) Impairment of Long-Lived Assets

A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying value amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

l) Related Party Transactions

All transactions with related parties are in the normal course of operations and are measured at the exchange amount.

m) Recent Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, Leases which, for operating leases, requires a lessee to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in its balance sheet. The standard also requires a lessee to recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term, on a generally straight-line basis. The ASU is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The adoption of ASU 2016-02 is expected to result in the recognition of right to use assets and associated obligations on its balance sheet.

(3) LIQUIDITY AND GOING CONCERN CONSIDERATIONS

Our financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. We sustained a net loss of approximately $0.6 million for the three months ended March 31, 2018, and have an accumulated deficit of approximately $33.4 million at March 31, 2018. These conditions raise substantial doubt about our ability to continue as a going concern.

(3) LIQUIDITY AND GOING CONCERN CONSIDERATIONS, continued

The independent auditors' report on our consolidated financial statements for the years ended December 31, 2017 and 2016 contain explanatory paragraphs expressing substantial doubt as to our ability to continue as a going concern.

Failure to successfully continue to grow operational revenues could harm our profitability and adversely affect our financial condition and results of operations. We face all of the risks inherent in a new business, including the need for significant additional capital, management's potential underestimation of initial and ongoing costs, and potential delays and other problems in connection with establishing sales channels.

We are continuing our plan to further grow and expand operations and seek sources of capital to pay our contractual obligations as they come due. Management believes that its current operating strategy will provide the opportunity for us to continue as a going concern as long as we are able to obtain additional financing; however, there is no assurance this will occur. The accompanying consolidated financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

(4) CONVERTIBLE DEBT

In January 2017 the Company issued 6,782,942 shares of common stock to convert $1,561,593 of convertible debt and accrued interest.

(5) NOTES PAYABLE - RELATED PARTY

In January 2017 the Company issued 3,367,000 shares of common stock to convert $841,750 of debt and accrued interest to a related party.

In the first quarter 2017 we repaid $5,850 in cash to a related party on a short-term non-interest-bearing basis.

(6) STOCKHOLDERS' EQUITY

At March 31, 2018 and December 31, 2017, the Company has 499,990,000 shares of $0.0001 par value common stock authorized and 85,117,720 and 81,448,561 issued and outstanding, respectively. At March 31, 2018 and December 31, 2017, the Company has 10,000 shares of $0.0001 par value preferred stock authorized and 1,000 issued and outstanding.

In January 2018, the Company issued 900,000 shares of common stock valued at $283,000 for prepaid services.

In January 2018, the Company issued 100,000 shares of common stock valued at $44,860 for past services.

In February 2018, the Company issued 169,159 shares of common stock to settle accounts payable of $31,490. The Company recorded a loss on settlement of $18,004 in connection with this settlement.

In February 2018, the Company issued 500,000 shares of common stock valued at $140,000 services.

In February 2018, the Company issued 2,000,000 shares of common stock valued at $569,200 for the acquisition of production equipment.

NUTRAFUELS, INC.
Notes to Condensed Financial Statements
(Unaudited)

(6) STOCKHOLDERS' EQUITY, continued

Options and Warrants

Our warrants and options outstanding are:

By Exercise Price:	March 31, 2018	December 31, 2017
Warrants - $0.35	2,750,000	2,750,000
Warrants - $0.50	10,125,000	14,342,000
Warrants - $0.75	114,286	114,286
Warrants - $1.00	124,999	124,999
Total outstanding	13,114,285	17,331,285

(7) COMMITMENTS AND CONTINGENCIES

a) Real Property Lease

We lease our office and warehouse facilities under an operating lease in Coconut Creek, Florida. The lease expires in February 2019. The minimum lease payments required for the remaining term of the lease are $51,333.

In June 2017 we entered into a new lease for a new additional facility located in Deerfield Beach, Florida. This lease begins on April 1, 2018 and expires on March 1, 2025. The minimum monthly lease payments required begin at $13,220.

b) Other

The Company is subject to asserted claims and liabilities that arise in the ordinary course of business. The Company maintains insurance policies to mitigate potential losses from these actions. In the opinion of management, the amount of the ultimate liability with respect to those actions will not materially affect the Company's financial position or results of operations.

(8) CONCENTRATIONS OF CREDIT RISK

a) Cash

The Company maintains its cash in bank deposit accounts, which may, at times, may exceed federally insured limits. The Company had no cash balance in excess of FDIC insured limits at March 31, 2018.

b) Revenue

Our principal customers are comprised of five (5) separate independent private label resellers. Should we lose one or more of these resellers our revenue would decline significantly.

(9) SUBSEQUENT EVENTS

a) Stockholders' Equity

In April 2018 the Company issued 199,300 shares of common stock in exchange for services valued at $45,468.

CAUTIONARY NOTE FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Report”) contains “forward-looking statements” within the meaning of the Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “predict,” “project,” “forecast,” “potential,” “continue” negatives thereof or similar expressions. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future operations, future cash needs, business plans and future financial results, and any other statements that are not historical facts.

From time to time, forward-looking statements also are included in our other periodic reports on Form 10-K, Forms 10-Q and 8-K, in our press releases, in our presentations, on our website and in other materials released to the public. Any or all of the forward-looking statements included in this Report and in any other reports or public statements made by us are not guarantees of future performance and may turn out to be inaccurate. These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements.

In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report. Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Our Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the audited annual and unaudited interim Financial Statements and related notes included in this Form 10 filing, as well as the sections entitled "Risk Factors" in of this filing, as well as other cautionary statements and risks described elsewhere in this filing. Our actual results could differ materially from those discussed in the forward-looking statements

Overview

NutraFuels, Inc, a Florida corporation ("us", "we" or "our") was formed as a limited liability company in the state of Florida on April 1, 2010, to engage in the development and distribution of nutritional and dietary oral spray products. On December 3, 2012, we converted from a Limited Liability Company to a Florida Corporation.

We manufacture and distribute oral spray nutritional and dietary products. Our distribution strategy includes selling to private label customers retailers, distributors, and consumers through retail outlets.

Three Months Ended March 31, 2018 and 2017

We had sales of $722,905 and $232,639 for the three months ended March 31, 2018 and 2017, respectively, or a two hundred ten point seven percent (210.7%) increase. This increase resulted from greater acceptance of our products in the marketplace, which led to greater sales.

Cost of sales was $355,685 compared to $134,251 for the three months ended March 31, 2018 and 2017, respectively, or a one hundred sixty four point nine percent (164.9%) increase. This increase is directly related to our increase in sales.

Gross margin was $367,220 and $98,388 for the three months ended March 31, 2018 and 2017, respectively, or a two hundred seventy three point two percent (273.2%) increase.

General and administrative expenses were $321,061 compared to $291,521 for the three months ended March 31, 2018 and 2017, respectively, an increase of ten point one percent (10.1%).

Stock based compensation was $511,902 and $842,058 for the three months ended March 31, 2018 and 2017, respectively, or a thirty nine point two percent (39.2%) decrease. $722,059 of the 2017 expense was shares issued to our CEO under his January 2017 employment agreement with had a non-dilutive clause. This non-dilutive clause was removed in an amendment to the employment agreement in October 2017. The Company entered into several sales consulting agreements with third parties in 2018 and an agreement with its now Chief Medical Advisor, which called for shares to be issued.

Our interest expense was $487 compared to $223,947 for the three months ended March 31, 2018 and 2017, respectively, a decrease of ninety nine point eight percent (99.8%). This decrease is due to the recording of induced conversion charges upon the conversion of our debt to equity at a rate below the then prevailing market price of our stock in 2017, and in 2018 we have no debt.

We recorded a net loss of ($613,735) compared to ($4,493,888) for the three months ended March 31, 2018 and 2017, respectively.

Liquidity and Capital Resources Cash Flow Activities

Cash Flow Activities

Our cash decreased $20,179 for the three months ended March 31, 2018. We used $5,838 of cash in operating activities during the three months.

Financing Activities

During the three months ended March 31, 2018, we funded our working capital requirements completely through our revenues and cash on hand.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires our management to make assumptions, estimates and judgments that affect the amounts reported in the financial statements, including the notes thereto, and related disclosures of commitments and contingencies, if any. We consider our critical accounting policies to be those that require the more significant judgments and estimates in the preparation of financial statements, including the following:

Use of Estimates

The preparation of 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 and 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. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Our financial instruments consist of cash and cash equivalents, prepaid expenses, payables and accrued expenses. Fair value estimates are made at a specific point in time, based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. We consider the carrying values of our financial instruments in the consolidated financial statements to approximate fair value, due to their short-term nature.

Revenue Recognition

Revenue is recognized when earned, generally at shipment of product. Revenue is recognized on a gross basis in accordance with ASC 606.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation is provided for using straight-line methods over the estimated useful lives of the respective assets.

Valuation of Long-Lived Assets

We periodically evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If the estimated future cash flows (undiscounted and without interest charges) from the use of an asset were less than the carrying value, a write-down would be recorded to reduce the related asset to its estimated fair value.

Derivatives

The Company evaluates its convertible debt, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for. The result of this accounting treatment is that under certain circumstances the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or expense. Upon conversion or exercise of a convertible note containing an embedded derivative instrument, the instrument is marked to fair value at the conversion date and that fair value is reclassified to equity. The shares issued upon conversion of the note are recorded at their fair value with gain or loss recognition as applicable.

Equity instruments that are initially classified as equity that become subject to reclassification under this accounting standard are reclassified to liability at the fair value of the instrument on the reclassification date.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as defined in Regulation S-K Item 303(a)(4).

Recent Accounting Pronouncements

(See "Recently Issued Accounting Pronouncements" in Note 2m) of Notes to the Financial Statements.)

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Smaller reporting companies are not required to provide the information required by this item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 ("Exchange Act"), the Company carried out an evaluation, with the participation of the Company's management, including the Company's President, Chief Financial Officer, Secretary, Treasurer and Director, of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure for the reasons discussed below.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting during the three-month period ending March 31, 2018 or in other factors that could significantly affect these controls, that materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, the Company may become involved in litigation relating to claims arising out of its operations in the normal course of business. To the best of our knowledge, no governmental authority is contemplating any proceeding to which we are a party or to which any of our properties is subject, which would reasonably be likely to have a material adverse effect on the Company.

Item 1A. Risk Factors

Smaller reporting companies are not required to provide the information required by this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On February 17, 2015, we sold a promissory note in the amount of $25,000 to Jerry O'Leary. The note included options to purchase 25,000 of our common shares at the price of $.20 per share or an aggregate of $5,000. On January 4, 2017, Mr. O'Leary converted the amount due of $25,000 into 100,000 of our common shares at the price of $.25 per share. On February 23, 2017, we issued 25,000 shares of our common stock to Jerry O'Leary in exchange for $5,000 for the exercise of the 25,000 options.

On October 4, 2016, we sold 500,000 units to Jerry O'Leary for the aggregate price of $50,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 4, 2017, we sold 500,000 units to Jerry O'Leary for the aggregate price of $50,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On April 21, 2015, we sold a promissory note in the amount of $250,000 to William Ferri. The note accrued interest at 10% and included options to purchase 250,000 common shares at the price of $.20 per share. On January 4, 2017, William Ferri converted the principal and accrued interest due in the amount of $275,000 into our common shares at the price of $.25 per share or an aggregate of 1,100,000 shares. On May 12, 2017, Mr Ferri exercised the 250,000 options at an exercise price of $.20 per share or an aggregate of $50,000.

On April 19, 2016, we sold a promissory note in the amount of $38,000 to Richard Scott Lohan. The note accrued interest at 10% and included warrants to purchase 100,000 common shares at the price of $.00 per share. On May 10, 2016, we repaid the principal due of $38,000. On April 19, 2016, Mr. Lohan exercised the 100,000 warrants at an exercise price of $0.00 per share or an aggregate of $0. On June 22, 2016, we sold an additional promissory note in the amount of $27,000 to Mr. Lohan. The note accrued interest at 10% and included warrants to purchase 70,000 common shares at the price of $.00 per share. On January 4, 2017, Mr. Lohan converted the principal due of $27,000 into 270,000 common shares and accrued interest of $11,700 into 117,000 common shares at the price of $.10 per share. On June 22, 2016, Mr. Lohan exercised the 100,000 warrants at an exercise price of $0.00 per share or an aggregate of $0.

On January 5, 2017, we sold 243,000 shares to Richard Scott Lohan for the aggregate price of $12,000 or $.05 per share.

Mr. Lohan was issued 700,000 shares instead of 70,000 shares in conjunction with the exercise of the June 22, 2016 cashless warrants. He elected to convert the June 22, 2016 promissory note and accrued interest for 387,000 common shares and pay $12,000 in cash for the remaining 243,000 common shares of the 630,000 over-issuance instead of returning those shares.

On June 23, 2016, we amended a noted dated June 7, 2013, whereby we are obligated to pay Craig Hetherington the sum of $100,000 plus interest at the rate of 10%. Under the terms of the amended note, the note's maturity date was July 15, 2017.

On August 27, 2016, we amended an August 26, 2013 promissory note, whereby we are obligated to pay Craig Hetherington the sum of $100,000 plus interest at the rate of 15%. Under the terms of the amended note, the note's maturity date was July 15, 2016.

On January 4, 2017, Craig Heatherington converted principal and accrued interest due in the amount of $882,235 pursuant to a June 7, 2013 and an August 26, 2013 and a March 26, 2014 and a June 23, 2014 convertible notes into our common shares at the price of $.25 per share or an aggregate of 3,528,940 shares.

On October 22, 2015, we sold 100,000 units to James Laurain for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On November 13, 2015, we sold 100,000 units to James Laurain for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On November 25, 2015, we sold 200,000 units to James Laurain for the aggregate price of $20,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On December 10, 2015, we sold 150,000 units to James Laurain for the aggregate price of $15,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On March 9, 2016, we sold 50,000 units to James Laurain for the aggregate price of $50,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On March 18 2016, we sold 450,000 units to James Laurain for the aggregate price of $45,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On May 18, 2016, we sold 50,000 units to James Laurain for the aggregate price of $5,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On June 9, 2016, we sold a promissory note in the amount of $20,000 to James Laurain. The note accrued interest at 10%. On December 7, 2016, Mr. Laurain converted the principal and accrued interest due in the amount of $20,628 into our common shares at the price of $.25 per share or an aggregate of 82,512 shares.

On July 26, 2016, we sold a promissory note in the amount of $20,000 to James Laurain. The note accrued interest at 10%. On December 7, 2016, Mr. Laurain converted the principal and accrued interest due in the amount of $20,367 into our common shares at the price of $.25 per share or an aggregate of 81,468 shares.

On December 8, 2016, we sold 550,000 units to James Laurain for the aggregate price of $55,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 3, 2017, we sold 75,000 units to James Laurain for the aggregate price of $7,500 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 28, 2016, we sold 250,000 units to Michael Farr for the aggregate price of $25,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On June 23, 2016, we sold a promissory note in the amount of $25,000 to Michael Farr. The note accrued interest at 10% and included 70,000 common shares. On August 23, 2016, we repaid the note and accrued interest.

On August 29, 2016, we sold a promissory note in the amount of $35,000 to Michael Farr. The note accrued interest at 10% and included 100,000 common shares. On October 12, 2016, we repaid the note and accrued interest.

On September 21, 2016, we sold a promissory note in the amount of $40,000 to Michael Farr. The note accrued interest at 10% and included 100,000 common shares. On November 21, 2016, we repaid the note and issued 160,400 common shares to Mr. Farr.

On October 13, 2016, we sold a promissory note in the amount of $60,000 to Michael Farr. The note accrued interest at 10% and included 200,000 common shares. On December 28, 2016, Mr. Farr converted the note into 660,000 common shares.

On November 23, 2016, we sold a promissory note in the amount of $65,000 to Michael Farr. The note accrued interest at 10% and included 200,000 common shares. On January 4, 2017, Mr. Farr converted the note into 300,000 common shares.

On January 6, 2017, we sold 1,300,000 units to FMG Holdings LLC for the aggregate price of $130,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On May 18, 2017, we sold 150,000 units to FMG Holdings LLC for the aggregate price of $30,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On July 28, 2017, we sold 100,000 units to FMG Holdings LLC for the aggregate price of $20,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On October 15, 2015, we sold 500,000 units to Jerry Thompson for the aggregate price of $50,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On November 19, 2015, we sold 200,000 units to Jerry Thompson for the aggregate price of $20,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On December 16, 2015, we sold 250,000 units to Jerry Thompson for the aggregate price of $25,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 21, 2016, we sold 150,000 units to Jerry Thompson for the aggregate price of $15,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On February 5, 2016, we sold 200,000 units to Jerry Thompson for the aggregate price of $20,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On February 23, 2016, we sold 65,000 units to Jerry Thompson for the aggregate price of $6,500 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On March 4, 2016, we sold 200,000 units to Jerry Thompson for the aggregate price of $20,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On March 18, 2016, we sold 150,000 units to Jerry Thompson for the aggregate price of $15,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On July 6, 2016, we sold a promissory note in the amount of $15,000 to Jerry Thompson. The note accrued interest at 10% and included 15,000 common shares. On January 4, 2017, Mr. Thompson converted the principal and accrued interest outstanding note into 61,368 common shares.

On December 30, 2016, we sold 100,000 units to Jerry Thompson for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 3, 2017, we sold 195,000 units to Jerry Thompson for the aggregate price of $19,500 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On June 4, 2015, we sold 100,000 Units to G&C Investment Corp, a Florida corporation controlled by Jorge Garrido for the aggregate price of $100,000 or $1.00 per Unit. Each Unit consists of one (1) share of common stock and one (1) warrant which is exercisable into our common shares at the per share price of $.10 or an aggregate of $10,000. The warrants were exercised at the price of $.10 per share at the time of the investment.

On August 14, 2015, we entered into a promissory note, whereby we are obligated to pay Ann Noble the sum of $25,000 plus interest at the rate of 10%. Under the terms of the amended note, the note's maturity date is August 14, 2016. The note was converted into 250,000 shares of our common stock at the price of $.10 per share on August 14, 2016.

On April 3, 2015, we issued 30,000 shares of our common stock to Barbara Ludwig for an aggregate of $6,000 or the per share price of $.20 per share.

On August 14, 2016, Barbara Ludwig converted principal due in the amount of $20,000 pursuant to an August 14, 2015 convertible note into our common shares at the price of $.10 per share or an aggregate of 200,000 shares.

On March 23, 2017, we sold 114,286 units to Barbara Ludwig for the aggregate price of $40,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On December 1, 2016, Dennis Poland converted principal and accrued interest due in the amount of $55,000 pursuant to a February 20, 2014 convertible note into our common shares at the price of $.10 per share or an aggregate of 550,000 shares.

On December 1, 2016, James Stewart converted principal and accrued interest due in the amount of $28,849.05 pursuant to an August 14, 2015 convertible note into our common shares at the price of $.10 per share or an aggregate of 287,285 shares.

On January 4, 2017, Neil Catania converted principal and accrued interest due in the amount of $841,750 pursuant to a November 15, 2012 and July 26, 2016 convertible notes and a December 31, 2013 line of credit into our common shares at the price of $.25 per share or an aggregate of 3,367,000 shares. On December 1, 2016, we issued 2,000,000 shares to Neil Catania, VP of the Company, for services rendered. We valued these shares at $.06 per share or an aggregate of $120,000.00.

On January 4, 2017, John Hampton converted principal and accrued interest due in the amount of $147,583 pursuant to an August 27, 2014 and an October 3, 2014 convertible notes into our common shares at the price of $.25 per share or an aggregate of 590,332 shares.

On January 4, 2017, Michael Smyth converted principal and accrued interest due in the amount of $70,680 pursuant to a November 15, 2012 convertible note into our common shares at the price of $.25 per share or an aggregate of 282,720 shares.

On January 4, 2017, Donald Brennick converted principal and accrued interest due in the amount of $28,395 pursuant to an August 26, 2015 convertible note into our common shares at the price of $.10 per share or an aggregate of 283,950 shares.

On January 30, 2017, we issued 250,000 shares to Bernadine Cawley for services rendered to us. We valued these shares at $.40 per share or an aggregate of $100,000.00.

On May 10, 2017, we sold 375,000 units to Bernadine Cawley for the aggregate price of $75,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $0.50 at any time until the two (2) year anniversary of the date of the investment.

On October 13, 2015, we sold 100,000 units to Tom and Carol Perrine for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On November 17, 2015, we sold 100,000 units to Tom and Carol Perrine for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On December 29, 2016, we sold 100,000 units to Tom and Carol Perrine for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On October 22, 2015, we sold 102,000 units to Alan Maurer for the aggregate price of $10,200 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On October 22, 2015, we sold 50,000 units to Gordon Langston for the aggregate price of $5,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 9, 2017, we sold 250,000 units to Gordon Langston for the aggregate price of $25,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On November 5, 2015, we sold 50,000 units to Barclay Armitage for the aggregate price of $5,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 8, 2016, we sold 75,000 units to Barclay Armitage for the aggregate price of $7,500 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On November 17, 2015, we sold 50,000 units to Michael Ward for the aggregate price of $5,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On December 7, 2015, we sold 50,000 units to David Knudtson for the aggregate price of $5,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On December 15, 2015, we sold 200,000 units to William Rodriguez for the aggregate price of $20,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment. On January 9, 2017, we sold 405,000 units to William Rodriguez for the aggregate price of $40,500 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment. On January 17, 2017, we sold 200,000 units to William Rodriguez for the aggregate price of $20,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On December 15, 2015, we sold 50,000 units to Nathaniel Rodriguez for the aggregate price of $5,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On February 19, 2016, we sold 75,000 units to Kerry McDonald for the aggregate price of $7,500 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On February 23, 2016, we sold 250,000 units to Thomas Jacobsen for the aggregate price of $25,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On April 5, 2016, we sold 100,000 units to Laura & Anthony Suttora for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On May 2, 2016, we sold 200,000 units to Anthony Monteleone for the aggregate price of $20,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On May 6, 2016, we sold 100,000 units to Leon English for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment. On January 7, 2017, we sold 100,000 units to Leon English for the aggregate price of $10,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On June 1, 2016, we sold 400,000 units to Dominant Holdings LLC, a Massachusetts limited liability company controlled by Kelly Benson, for the aggregate price of $40,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $0.50 at any time until the two (2) year anniversary of the date of the investment.

On July 16, 2016, we sold 400,000 units to Dominant Holdings LLC for the aggregate price of $40,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On August 1, 2016, we sold 300,000 units to Dominant Holdings LLC for the aggregate price of $30,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On August 19, 2016, we sold 300,000 units to Dominant Holdings LLC for the aggregate price of $30,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On July 25, 2016, we sold 150,000 units to John Berning for the aggregate price of $15,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 20, 2017, we sold 150,000 units to John Berning for the aggregate price of $15,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On July 27, 2016, we sold 500,000 units to Paul & Cheryl Botts for the aggregate price of $50,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 11, 2017, we sold 500,000 units to Paul & Cheryl Botts for the aggregate price of $50,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 6, 2017, we sold 500,000 units to Jeff Luccesi for the aggregate price of $50,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 6, 2017, we sold 300,000 units to STF Partners, LP, a New York limited partnership controlled by Sharyn Frankel, for the aggregate price of $30,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $0.50 at any time until the two (2) year anniversary of the date of the investment.

On January 6, 2017, we sold 200,000 units to Breadfruit Tree Inc., a Florida corporation, doing business as NF Skin, our distributor, and controlled by F. Bruce Hutson, for the aggregate price of $20,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 9, 2017, we sold 300,000 units to Davis Pallen for the aggregate price of $30,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On January 9, 2017, we sold 1,500,000 units to Forage Complete LLC, an Idaho limited liability company controlled by Cody Jensen, for the aggregate price of $150,000 or $.10 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On May 17, 2017, we sold 200,000 units to Forage Complete LLC for the aggregate price of $40,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On July 28, 2017, we sold 100,000 units to Forage Complete LLC for the aggregate price of $20,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On February 23, 2017, we sold 41,666 units to Patricia Gleason for the aggregate price of $25,000 or $.60 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On February 23, 2017, we sold 83,333 units to David Corcoran for the aggregate price of $50,000 or $.60 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On April 24, 2017, we sold 500,000 units to Gregory Ross for the aggregate price of $100,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On May 21, 2017, we sold 50,000 units to James Rutledge for the aggregate price of $10,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On May 24, 2017, we sold 575,000 units to EW Strategies LLC, a Georgia limited liability company controlled by Greg Schantz, for the aggregate price of $115,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On July 7, 2017, we sold 250,000 units to Wolbers Family Trust, a trust controlled by Jennifer Wolbers, for the aggregate price of $50,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $0.50 at any time until the two (2) year anniversary of the date of the investment.

On July 19, 2017, we sold 150,000 units to Peter Mazza for the aggregate price of $30,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On August 1, 2017, we sold 50,000 units to David Dickman for the aggregate price of $10,000 or $.20 per unit. Each unit consists of one (1) share of common stock and one (1) warrant to purchase one (1) share of common stock at the price of $.50 at any time until the two (2) year anniversary of the date of the investment.

On October 1, 2015, we issued 30,000 of our common stock to Peter Cianci in exchange for services rendered. We valued these shares at the price of $.17 per share or an aggregate of $5,10.

On October 1, 2015, we issued 40,000 shares to Five Star Labs, LLC, a Florida limited liability company controlled by Eric Caprarese for services rendered. We valued these shares at $.17 per share or an aggregate of $6,800.00.

On October 1, 2015, we issued 1,000,000 shares to Osprey Capital Advisors, LLC a Florida limited liability company controlled by Terence M. Taylor, for services rendered. We valued these shares at $.183 per share or an aggregate of $183,000.00.

On December 1, 2015, we issued 1,000,000 shares to Osprey Capital Advisors, LLC a Florida limited liability company controlled by Terence M. Taylor, for services rendered. We valued these shares at $.122 per share or an aggregate of $122,000.00.

On December 16, 2015 and January 2, 2016, we issued 75,000 shares to WT Consulting, LLC a Florida limited liability company controlled by William Hirschy, for services rendered. We valued these shares at $.3467 per share or an aggregate of $52,000.

On January 4, 2016, we issued 100,000 shares to Patagonia Global Trading, LLC, a Florida limited liability company controlled by David Zirulnikoff, for services rendered. We valued these shares at $.10 per share or an aggregate of $10,000.00.

On January 2, 2017, we issued 50,000 shares to Patagonia Global Trading, a Florida entity, for services rendered. We valued these shares at $.25 per share or an aggregate of $12,500.00.

On June 9, 2016, we issued Josh Zwagil 244,514 shares for new business development. We valued these shares at $.11 per share, or an aggregate of $26,896.54.

On December 1, 2016, we issued 4,000,000 shares to Edgar Ward, CEO of the Company, for services rendered. We valued these shares at $.06 per share or an aggregate of $240,000.00. On March 3, 2017, we issued 7,220,585 shares to Edgar Ward, CEO of the Company, for services rendered. We valued these shares at $1.45 per share or an aggregate of $10,453,315. On November 27, 2017, we issued 6,674,837 shares to Edgar Ward, CEO of the Company, for services rendered. We valued these shares at $1.27 per share or an aggregate of $8,464,463.

On December 1, 2016, we issued 1,000,000 shares to Nicole Archon for services rendered. We valued these shares at $.06 per share or an aggregate of $60,000.00.

On December 14, 2016, we issued 249,999 shares to Venture Capital Group, LLC a Delaware limited liability company controlled by William Stern, for services rendered. We valued these shares at an aggregate $.0972 per share or an aggregate of $24,300.00.

On January 17, 2017, we issued 100,000 shares to Hamilton & Associates Law Group a Florida law firm controlled by Brenda Hamilton, Esq., for services rendered. We valued these shares at an aggregate $.10 per share or an aggregate of $10,000.00.

On January 30, 2017, we issued 400,000 shares to Anthony Procelli, for services rendered. We valued these shares at $.40 per share or an aggregate of $160,000.00.

On January 30, 2017, we issued 50,000 shares to Patrick Kilcooley, for services rendered. We valued these shares at $.40 per share or an aggregate of $20,000.00.

On January 30, 2017, we issued 300,000 shares to Daniel Ryan, for services rendered. We valued these shares at $.40 per share or an aggregate of $120,000.00.

On February 1, 2017, we issued 50,000 shares to Sylvan Eudes, for services rendered. We valued these shares at $.12 per share or an aggregate of $6,000.00.

On April 10, 2017, we issued 250,000 shares of our restricted common stock to Michael R. Anderson for services rendered. We valued these shares at $.69 per share or an aggregate of $172,500.00.

On July 17, 2017, we issued 100,000 shares to Kenneth Duchin, for services rendered. We valued these shares at $.80 per share or an aggregate of $80,000.00.

On December 17, 2017, we issued 500,000 shares Hongxiang Hui for services rendered to us. We valued these shares at $.15 and $.10 per share.

On February 15, 2018, we issued 2,000,000 shares to Hall Global LLC, a limited liability controlled by Michael Anderson for equipment provided to us. We valued these shares at $.2846 per share or an aggregate of $569,200.

On January 23, 2018, we issued 200,000 common shares to Randy Avon for services rendered to us. We valued these shares at $.21 per share or an aggregate of $41,446.

On January 23, 2018, we issued 150,000 common shares to Daniel Slane for services rendered to us. We valued these shares at $.21 per share or an aggregate of $31,085.

On January 23, 2018, we issued 100,000 common shares to Michel Lohan for services rendered to us. We valued these shares at $.4762 per share or an aggregate of $47,618.

On January 23, 2018, we issued 350,000 shares David Zirulnikoff for services rendered to us. We valued these shares at $.26 per share or an aggregate of $89,374.

On January 23, 2018, we issued 200,000 common shares to Ronald Silver for services rendered to us. We valued these shares at $.21per share or an aggregate of $41,446.

On February 15, 2018, we issued 500,000 common shares to Hongxiang Hui for services rendered to us. We valued these shares at $.28 per share or an aggregate of 140,000.

On January 5, 2018, February 26, 2018, April 11, 2018 and April 20, 2018, we issued 43,759, 125,400, 51,700 and 147,600 shares of our common stock to Hamilton & Associates Law Group, P.A. for services rendered which we valued these shares at $.30, $.29, $.18 and $.245 per share, respectively.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Item 6. Exhibits

Exhibit No.	**Description**
31.1*	*Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of Sarbanes Oxley Act of 2002*
32.1*	*Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002*

**** Filed herewith.***

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

NutraFuels, Inc.

Date: May 21, 2018	By:	*/s/ Edgar Ward*
		Edgar Ward President, Chief Executive Officer, Acting Chief Financial Officer and Treasurer (Principal Executive Officer and Principal Financial Officer)