BOSTON PROPERTIES INC
Form SC 13G/A
February 14, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.3)*

BOSTON PROPERTIES INC
(Name of Issuer)

Common Stock
(Title of Class of Securities)

101121101
(CUSIP Number)

December 31, 2007
(Date Of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[x] Rule 13d-1(b)

[ ] Rule 13d-1(c)

[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (3-06)

1. NAME OF REPORTING PERSON:
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

   Morgan Stanley
   I.R.S. #36-3145972

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

   (a) [ ]

   (b) [ ]

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

   The state of organization is Delaware.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER: 4,119,585
	6.	SHARED VOTING POWER: 603
	7.	SOLE DISPOSITIVE POWER: 6,431,920
	8.	SHARED DISPOSITIVE POWER: 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
   6,431,920

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

    [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
    5.4%

12. TYPE OF REPORTING PERSON:
    HC, CO

Item 1. (a) Name of Issuer:

BOSTON PROPERTIES INC

(b) Address of Issuer's Principal Executive Offices:

800 BOYLSTON STREET
SUITE 1900
BOSTON, MA 02199

Item 2. (a) Name of Person Filing:

Morgan Stanley

(b) Address of Principal Business Office, or if None, Residence:

1585 Broadway
New York, NY 10036

(c) Citizenship:

The state of organization is Delaware.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

101121101

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [ ] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) [ ] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) [ ] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) [ ] An investment adviser in accordance with Sections 240.13d-1(b)(1)(ii)(E);

(f) [ ] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);

(g) [x] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);

(h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership as of December 31, 2007.*

(a) Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).

(b) Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See the response(s) to Item 5 on the attached cover page(s).

(ii) Shared power to vote or to direct the vote:
See the response(s) to Item 6 on the attached cover page(s).

(iii) Sole power to dispose or to direct the disposition of:
See the response(s) to Item 7 on the attached cover page(s).

(iv) Shared power to dispose or to direct the disposition of:
See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

*In Accordance with the Securities and Exchange Commission Release No. 34-39538

(January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "MS Reporting Units") of Morgan Stanley and its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any, beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with the Release.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2008

Signature: /s/ Dennine Bullard

Name/Title: Dennine Bullard/Executive Director, Morgan Stanley & Co. Incorporated

MORGAN STANLEY

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

formation.

Our common stock is quoted on the OTC Bulletin Board under the symbol ILIV Trading in our common stock in the over-the-counter market has been very limited and the quotations set forth below are not necessarily indicative of actual market conditions. The high and low sales prices for our common stock for each quarter of the fiscal years ended December 31, 2012 and 2013 according to OTC Markets Group Inc., were as follows:

	Common Stock	
Year Ended December 31, 2012	**High***	**Low***
First Quarter	$ 0.01	$ 0.01
Second Quarter	$ 0.015	$ 0.0011
Third Quarter	$ 0.005	$ .0003
Fourth Quarter	$ 0.0045	$ 0.0003

Year Ended December 31, 2013	**High***	**Low***
First Quarter	$ 0.018	$ .0004

Second Quarter	$	0.05	$	.0014
Third Quarter	$	0.0075	$	0.0005
Fourth Quarter	$	0.0017	$	0.0001

*The prices set forth for the first quarter of 2012 do not reflect a 100:1 reverse stock split in March 2012.

B.

Holders.

As of December 31, 2013 there were approximately 1,000 shareholders of record of our Common Stock.

Our transfer agent is Globex Transfer LLC. Their telephone number is (813) 344-4490 and their mailing address is 780 Deltona, Florida 32715.

C.

Dividends.

Holders of our common stock are entitled to receive such dividends as our board of directors may declare from time to time from any surplus that we may have. We have not paid dividends on our common stock since the date of our incorporation and we do not anticipate paying any common stock dividends in the foreseeable future. We anticipate that any earnings will be retained for development and expansion of our businesses and we do not anticipate paying any cash dividends in the foreseeable future. Future dividend policy will depend upon our earnings, financial condition, contractual restrictions and other factors considered relevant by our Board of Directors and will be subject to limitations imposed under Nevada law.

D.

Equity Compensation Plan.

None.

E. Recent Sale of Unregistered Securities.

During the first quarter of 2013, the Company issued 46,700,000 shares of common stock for note conversions.

During the first quarter of 2013, the Company acquired 2,148,000 of its Series A Preferred Shares from three shareholders. The 2,148,000 shares were convertible into 1,074,000,000 shares of common stock of the Company.

On April 5, 2013, the Company acquired all of the outstanding shares of Intelligent Living Inc. The shareholders received 35,714,286 shares of common stock of the Company representing a value of $500,000 based on the closing price of the common stock on March 20, 2013.

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On April 5, 2013, the Company entered into an Asset Purchase Agreement (APA) whereby it sold all of its golf assets including: 1) golf inventory, 2) Intellectual Property, 3) Books and Records. Not transferred assets include legal rights, third party claims, escrow account and other assets included under the new corporation. As consideration for the transaction, the Company received from FGP, 4,673,400 of the Company s Series A Preferred Shares that were convertible into 2,336,700,000 common shares of the Company.

On April 5, 2013 the Company issued 3,300,000 shares of common stock in conversion of 6,600 Series A preferred shares as part of the APA.

During the second quarter of 2013, the Company issued 3,000,000 shares of common stock for note conversions.

During the third quarter of 2013, the Company issued 131,320,000 shares of common stock for note conversions.

On July 8, 2013 the Company issued 50,000,000 shares of common stock to officers and directors of the Company for services rendered to the Company. Accordingly, the Company recognized a one-time $55,000 expense for stock compensation related to this issuance.

On July 16, 2013 the Company issued 50,000,000 shares of common stock to New Castle County Services, Inc. in Lieu of $50,000 cash as partial payment for its purchase of cognitive brain training games website and blog mind360.com.

On September 9, 2013 the company issued 10,000,000 shares of common stock to an officer for services rendered to the Company. Accordingly, the Company recognized a one-time $17,000 expense for stock compensation related to this issuance.

On October 11, 2013, the Company settled its lawsuit with I Gotcha Holdings, LLC, and Pro Line Sports, Inc., The settlement agreement mandated delivery of 12,500,000 shares of restricted common stock valuing $25,000 ($.002/sh) to be distributed as requested by counsel.

On multiple dates during Q4 2013, the Company issued 182,036,098 shares of common stock to convert a total of $47,852 of convertible debentures.

On November 1, 2013 the Company issued 10,000,000 shares of common stock under a joint venture agreement. The value is $10,000 is based on the $.001 fair market value of the common stock on the date of issuance.

We have issued shares of our common stock for services rendered, capital formation and corporate acquisitions. We relied on the exemptive provisions of Section 4(2) of the Securities Act. We have also offered shares pursuant to the exemptive provisions of Regulation S.

With respect to the sale of the securities identified above, we relied on the exemptive provisions of Section 4(2), or Section 3(a) 10 of the Securities Act of 1933, as amended.

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At all times relevant the securities were offered subject to the following terms and conditions:

.

The sale was made to a sophisticated or accredited investor, as defined in Rule 502 or were issued pursuant to a specific exemption;

.

we gave the purchaser the opportunity to ask questions and receive answers concerning the terms and conditions of the offering and to obtain any additional information which we possessed or could acquire without unreasonable effort or expense that is necessary to verify the accuracy of information furnished;

.

at a reasonable time prior to the sale of securities, we advised the purchaser of the limitations on resale in the manner contained in Rule 502(d)2; and

.

neither we nor any person acting on our behalf sold the securities by any form of general solicitation or general advertising.

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F. Purchases of Equity Securities.

None.

Item 6. Selected Financial Data.

We are a smaller reporting company as defined in 17 CFR229.10(f)(I) and are not required to provide information required by this item, per Item 301 of Regulation S-K (17 CFR 229.201

Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with, and is qualified in its entirety by, our financial statement, and certain other financial information included elsewhere in this prospectus.

Overview

Based in Florida, we are a health and wellness holding company that specializes in the acquisition and integration of Internet and web technologies, hosting and cloud based infrastructure services, eCommerce, and nutraceutical based products. We provide nutraceutical products, wellness products and services, and create mobile and digital health apps, cognitive exercise and brain games as well as platforms for emerging demand markets and other value creation opportunities all relating to our core values. Some of our brands include: Mind360, DrLarryDirect, Social420 and Provectus IT.

Our mission is to build the Digital Health and Wellness Company of the 21st Century. Within this mission we consider mind, body, soul and a person s digital life to be all connected in our value chain and offer products and services that will take care of the whole mind/body ecosystem and thereby improve a person's quality and function of daily living over a span of many years.

Plan of Operation.

2013 has brought new management and a new direction for the Company. All prior business operations have been terminated and the Company s new focus is to create a bridge between technology, product branding and social networking in a cloud based environment. To fully implement this strategy the Company has focused its immediate attention on developing and promoting its websites. With enhanced branding, search engine optimization and seed capital financing the Company believes that it is poised to exploit opportunities in social networking, health and the exponential growth that we are seeing in the cannabis industry. The results of operations presented below reflect our continuing operations.

Results of Operations For Fiscal Years Ended December 31, 2013 and 2012

The following table provides an overview of certain key factors of our results of operations for fiscal year 2013 as compared to fiscal year 2012.

	Fiscal Year ended September 30, 2013	Fiscal Year ended September 30, 2012	$ Change
Net Revenues from continuing operations	$ 830	$ -	830
Cost of sales	547	-	547
Operating Expenses:			
Sales, general and administrative expenses	714,131	46,500	667,631
Total operating expenses	714,131	46,500	667,631
Loss from continuing operations	(713,848)	(46,500)	(667,348)
Gain on change in derivative liability	12,717,062	-	12,717,062
Interest income	3	-	3
Interest expense	(808,649)	(51,163)	(757,486)
Total other income (expense)	11,908,416	(51,163)	11,959,579
Income (loss) from continuing operations	11,194,568	(51,163)	11,292,231
Discontinued operations:			
Loss from operations of discontinued Feel Golf Division	(134,387)	(1,243,958)	1,109,571
Loss on disposal of Feel Golf Division	(414,289)	-	(414,289)
Net income (loss)	$ 10,645,892	$ (1,343,843)	$ 11,989,735

Sales

The decrease in fiscal 2013 net sales from fiscal 2012 is due to our exit from the Feel Golf business in April, 2013. Sales included in fiscal 2013 are derived from subscription fees received for our Mind360 products. Sales for fiscal 2012 are included in the loss from discontinued operations for fiscal 2012.

Cost of Sales and Gross Profit

Our cost of sales of $547 in fiscal 2013 consists of costs associated with our Mind360 revenue. Cost of sales for fiscal 2012 is included in the loss from discontinued operations for fiscal 2012.

Operating Expenses

Our total operating expenses from continuing operations increased approximately 1,436% for fiscal 2013 as compared to fiscal 2012. The increase is primarily due to higher salary and other administrative costs in fiscal 2013 as compared to ongoing operations in fiscal 2012.

Other Income (Expenses)

Gain on change in derivative liability. For fiscal 2013 we had a gain on the change in derivative liability of $12,717,062, which represents the change in the value of the derivative liability based on the Black-Scholes value of our outstanding convertible notes payable.

Premium expense. For fiscal 2013 we had a premium expense of $700,000 included in interest expense, attributable to our convertible notes payable, versus $0 in fiscal 2012.

Interest Expense. For fiscal 2013, interest expense from continuing operations increased $757,486, due to increased interest bearing borrowings and premium expense discussed above, during fiscal 2013.

Discontinued operations

In fiscal 2013 we exited the Feel Golf business segment, in order to focus on creating a bridge between technology, product branding and social networking in a cloud based environment. As a result, we incurred the following:

Loss on disposition of business segment. We incurred a loss related to the disposition of net assets and liabilities of the Feel Golf business segment totaling $414,289 in fiscal 2013. We had no similar loss in fiscal 2012.

Loss from discontinued operations. We incurred a loss from the discontinued operations of the Feel Golf business segment in fiscal 2013 of $134,387. We has a loss from discontinued operations in fiscal 2012 of $1,243,958.

Liquidity and Capital Resources

At December 31, 2013, we had cash of $85,695 as compared to cash of $11,145 as of December 31, 2012. Net cash used in operating activities for the year ended December 31, 2013 was $305,578 as compared to $630,382 for the year ended December 31, 2012. This decrease of $255,432 in cash used in operating activities as compared to the prior year is reflective of the discontinuance of the Feel Golf business segment, and the focus on Intelligent Living Inc. s business model.

Cash flows used in investing activities totaled $167,281 and $8,050 for the years ended December 31, 2013 and 2012, respectively.

Cash flows provided by financing activities totaled $500,000 and $262,622 in 2013 and 2012, respectively. Our cash from financing activities in 2013 consisted of proceeds from convertible notes payable of $500,000.

At the present level of business activity, our ongoing monthly gross operating cash disbursements are expected to average approximately $45,000. As of December 31, 2013, we had a working capital deficit of $2,355,830.

Historically, our sales have not been sufficient to fund our operations and we have relied on capital provided through the sale of equity securities, and various financing arrangements and loans from related parties. At December 31, 2013 we had cash on hand of $85,695. In addition to the cash necessary to fund our operating losses, research and development, marketing and general growth, we will need cash to satisfy certain obligations.

Our working capital needs in future periods depend primarily on the rate at which we can increase our sales while controlling our expenses and decreasing the use of cash to fund operations. Additional capital may be needed to fund acquisitions of additional companies or assets, although we are not a party to any pending agreements at this time and, accordingly, cannot estimate the amount of capital which may be necessary, if any, for acquisitions.

As long as our cash flow from operations remains insufficient to completely fund operations, we will continue depleting our financial resources and seeking additional capital through equity and/or debt financing. There can be no assurance that acceptable financing can be obtained on suitable terms, if at all. Our ability to continue our existing operations and to fund our working capital needs will suffer if we are unable to raise the additional funds on acceptable terms which will have the effect of adversely affecting our ongoing operations and limiting our ability to increase our sales and maintain profitable operations in the future. If we are unable to secure the necessary additional working capital as needed, we may be forced to curtail some or all of our operations.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements. We do not anticipate entering into any off-balance sheet arrangements during the next 12 months.

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (FASB) issued authoritative guidance that requires that an entity net its liability for unrecognized tax positions against a net operating loss carryforward, a similar tax loss or a tax credit carryforward when settlement in this manner is available under the tax law. The Company will adopt this guidance effective at the beginning of its 2015 fiscal year. The Company is currently evaluating the impact of this pronouncement on its financial statements.

In February 2013, the FASB issued authoritative guidance that amends the presentation of accumulated other comprehensive income and clarifies how to report the effect of significant reclassifications out of accumulated other comprehensive income. The guidance, which becomes effective for the Company on a prospective basis at the beginning of its 2014 fiscal year, requires footnote disclosures regarding the changes in accumulated other comprehensive income by component and the line items affected in the statements of operations. The adoption of this updated authoritative guidance is not expected to have a significant impact on the Company s Consolidated Financial Statements.

In December 2011, the FASB issued updated authoritative guidance to amend the presentation of comprehensive income in financial statements. This new guidance allows companies the option to present other comprehensive income in either a single continuous statement or in two separate but consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders equity. Under both alternatives, companies are required to present each component of net income and comprehensive income. The amendment is effective for fiscal years and interim periods beginning on or after December 15, 2011 on a retrospective basis. The adoption of this guidance will not change the previously reported amounts of comprehensive income. The Company has presented other comprehensive income on the face of the condensed consolidated statements of operations for all periods presented. The adoption of this updated authoritative guidance had no effect on our financial condition, results of operations or cash flow.

Item 7a. Quantitative and Qualitative Disclosure.

Foreign Currency Exchange Rate Risk

Not applicable.

Interest Rate Risk

The Company s investment policy for its cash and cash equivalents is focused on the preservation of capital and supporting the liquidity requirements of the Company.

We do not believe that interest rate fluctuations will have any effect on our operations

Item 8. Financial Statements and Supplementary Data.

Our financial statements have been examined to the extent indicated in their reports by D Arelli Pruzansky P.A. and have been prepared in accordance with generally accepted accounting principles and pursuant to Regulation S-K as promulgated by the Securities and Exchange Commission and are included herein, on Page F-1 hereof in response to Part F/S of this Form 10-K.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors

Intelligent Living Inc.

We have audited the accompanying consolidated balance sheet of Intelligent Living Inc. and Subsidiaries as of December 31, 2013 and the related consolidated statement of operations , changes in stockholders (deficit) and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of our internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Intelligent Living Inc. and Subsidiaries, as of December 31, 2013 and the consolidated results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company had net loss from operations and net cash used in operating activities of $713,848 and $305,578, respectively, for the year ended December 31, 2013. The Company also had a working capital deficit and stockholders deficit of $2,355,829 and $2,021,288, respectively. These matters raise substantial doubt about the Company s ability to continue as a going concern. Management s plans in regards to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ D Arelli Pruzansky, P.A.
Certified Public Accountants

Boca Raton, Florida

May 5, 2014

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

March 4, 2013

Board of Directors

Feel Golf Co., Inc.

We have audited the accompanying consolidated balance sheet of Feel Golf Co., Inc. (the Company) as of December 31, 2012 and 2011 and the related consolidated statements of operations, stockholders deficit, and cash flows for the years ended December 31, 2012 and 2011. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2012 and 2011, and the results of its operations and changes in stockholders deficit and its cash flows for the years ended December 31, 2012 and 2011, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 of the notes to the accompanying consolidated financial statements, the financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in the footnotes, the

Company has current assets of $315,642 and current liabilities of $664,795. In addition, the Company has an accumulated deficit of ($16,444,297) and is dependent on, at least, maintaining current revenue levels. Those conditions raise substantial doubt about the Company s ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/W. T. Uniack & Co. CPA s P.C.

Woodstock, Georgia

INTELLIGENT LIVING INC.

CONSOLIDATED BALANCE SHEETS

	December 31, 2013	December 31, 2012
CURRENT ASSETS:		
Cash	$ 85,695	$ 11,145
	85,695	11,145
OTHER ASSETS:		
Property and equipment, net	102,281	-
Intangible assets	1,507,042	-
Assets from discontinued operations	-	613,167
Total Assets	$ 1,695,018	$ 624,312
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	$ 566,818	$ -
Notes payable, current portion, net of discounts and premiums	923,439	326,893
Derivative liability	951,267	-
Total current liabilities	2,441,524	326,893
Liabilities from discontinued operations	-	1,224,758
LONG TERM LIABILITIES:		
Long term notes payable	1,274,782	-
Total Liabilities	3,716,306	1,551,651
Stockholders' Deficit		
Convertible preferred stock ($0.0001 par value, 20,000,000 shares authorized, 0 and 6,828,200 shares issued and outstanding, respectively)	-	683
Common stock ($.001 par value; 6,000,000,000 shares authorized; 683,157,893 and 105,902,785 issued and shares outstanding, respectively)	683,157	105,903
Additional paid in capital	3,093,960	15,410,372
Accumulated deficit	(5,798,405)	(16,444,297)
Total stockholders' Deficit	(2,021,288)	(927,339)
Total Liabilities and Stockholders' Deficit	$ 1,695,018	$ 624,312

See accompanying notes to the consolidated financial statements

INTELLIGENT LIVING INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Year Ended December 31	
	2013	**2012**
Sales	$ 830	$ -
Cost of sales	547	-
Gross profit	$ 283	-
Operating expenses:		
Sales, general and administrative expense	714,131	46,500
Total operating expenses	$ 714,131	$ 46,500
Loss from operations	$ (713,848)	-
Other income (expenses):		
Gain on change in derivative liability	12,717,062	-
Interest income	3	-
Interest expense	(808,649)	(51,163)
Total other income:	$ 11,908,416	$ -
Income from continuing operations	$ 11,194,568	$ -
Discontinued operations:		
Loss from operations of discontinued Feel Golf division	(134,387)	(1,243,958)
Loss on disposal of Feel Golf division	(414,289)	-
Net income before taxes	$ 10,645,892	$ (1,341,621)
Provision for income taxes		(2,222)
Net income	$ 10,645,892	($ 1,343,843)
Earnings per share of common stock :		
Fully diluted	$ 0.00	$ (0.04)
Basic	$ 0.03	$ (0.04)
Weighted average number of shares outstanding		
Fully diluted	4,008,698,790	30,788,630
Basic	303,211,830	30,788,630

See accompanying notes to the consolidated financial statements

INTELLIGENT LIVING INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS DEFICIT

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	Preferred Stock		Common Stock		Additional Paid-In	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Deficit	Total
Balance, December 31, 2011	6,828,200	$ 683	22,569,452	$22,570	$15,218,705	$(15,100,454)	$141,504
Common stock issued for services at $0.03 per share	-	-	83,333,333	83,333	166,667	-	250,000
Value of beneficial conversion feature	-	-	-	-	25,000	-	25,000
Net loss for the year ended December 31, 2012	-	-	-	-	-	(1,343,843)	((1,343,843)
Balance, December 31, 2012	6,828,200	683	105,902,785	105,903	15,410,372	(16,444,297)	(927,339)
Common stock issued for Conversion of debt	-	-	363,056,098	363,056	(258,871)	-	104,185
Redemption of preferred stock	(6,821,600)	(682)	-	-	-	-	(682)
Preferred stock converted into common stock	(6,600)	(1)	3,300,000	3,300	33,000	-	36,299
Common stock issued for purchase of Mind360	-	-	50,000,000	50,000	-	-	50,000
	-	-	35,714,286	35,714	464,286	-	500,000

Common stock issued for acquisition of Intelligent Living							
Common stock issued in stock swap with Monster Art	-	-	10,000,000	10,000	-	-	10,000
Common stock issued to employees	-	-	76,184,724	76,184	20,093	-	96,277
Liabilities disposed of as part of Feel Golf asset purchase agreement	-	-	-	-	941,411	-	941,411
Common stock issued services	-	-	26,500,000	26,500	-	-	26,500
Common stock issued for settlement agreement	-	-	12,500,000	12,500	12,500	-	25,000
Contributed capital					14,498	-	14,498
Value of beneficial conversion feature	-	-	-	-	25,000	-	25,000
Net income	-	-	-	-	-	10,645,892	10,645,892
Derivative liability	-	-	-	-	(13,668,329)	-	(13,668,329)
Premium liability on sold note	-	-	-	-	100,000	-	100,000
Balance, December 31, 2013	-	$ -	683,157,893	$683,157	$3,093,960	$(5,798,405)	$(2,021,288)

See accompanying notes to the consolidated financial statements

INTELLIGENT LIVING INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	$ 10,645,892	$ (1,343,843)
Adjustments to Reconcile Net Loss to Net Cash Used by Operating Activities:		
Loss on retirement of fixed assets	-	6,196
Bad debt expense	-	2,277
Depreciation	-	300,657
Stock issued for services	26,500	250,000
Assignment expense	50,000	-
Amortization of beneficial conversion feature	12,500	46,975
Put premium on note payable	700,000	-
Change in derivative liability	(12,717,062)	-
Settlement of IGotcha litigation	25,000	
Loss on stock swap	8,677	-
Impairment of goodwill		177,736
Share based compensation	96,277	-
Changes in operating assets and liabilities:		
Change in assets of discontinued operations	613,167	-
Change in liabilities of discontinued operations	(283,347)	-
Accounts receivable	-	183,981
Barter receivable	-	(158,227)
Inventory	-	127,351
Receivable from shareholder	-	(329)
Prepaid expenses	-	6,619
Write off of intangible asset	-	305,067
Accounts payable and accrued expenses	516,818	13,831
Other assets	-	(2,976)
Net Cash Used in Operating Activities	(305,578)	(84,685)
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in intangible assets	(50,000)	-

Capitalized software expense		(76,781)		-
Purchase of property and equipment		(500)		(8,050)
Net Cash Used in Investing Activities		(127,281)		(8,050)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of related party payable		-		(26,145)
Proceeds from related party notes payable		-		87,034
Repayment of notes payable		-		(1,000)
Proceeds from notes payable		507,409		25,000
Net Cash Provided by Financing Activities		507,409		84,889
NET INCREASE (DECREASE) IN CASH		74,550		(7,846)
CASH AT BEGINNING OF PERIOD		11,145		18,991
CASH AT END OF PERIOD	$	85,695	$	11,145

SUPPLEMENTAL DISCLOSURES OF

CASH FLOW INFORMATION

	For the Years Ended December 31,			
	2013		2012	
CASH PAID FOR:				
Interest	$	-	$	8,529
Income taxes	$	-		2,223
NON CASH FINANCING AND INVESTING ACTIVITIES				
Exchange of intellectual property for retirement of related party debt				1,226,305
Exchange of related party note payable				(1,048,572)

Shares issued for Mind360 in lieu of cash	$	50,000		-
Related party debt assumed as part of discontinued operations	$	941,411		
Common stock issued for acquisition of Intelligent Living	$	500,000	$	-
Common stock issued in conversion of debt	$	104,185		-

See accompanying notes to the consolidated financial statements

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 1 NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Feel Golf Co., Inc. (the "Prior Company") was incorporated on February 14, 2000 under the laws of the State of California in the United States of America. The Company designed, manufactured, and conducted international marketing and sales of its golf clubs and golf club grips. On April 5, 2013, the Company (or FGC) acquired Intelligent Living Inc., a Florida corporation (ILI), for the transfer of all of the issued and outstanding capital stock of ILI owned by the Shareholders, in exchange for the Acquisition Consideration. FGC issued 35,714,286 shares of its common stock (18.6% of the common stock outstanding at the transaction date) for all of the issued and outstanding capital stock of ILI, thereby making ILI a wholly-owned subsidiary of FGC. See Note 4. Concurrently, FGC changed its name to Intelligent Living Inc.

On or about March 21, 2013 the Company redeemed 2,148,200 preferred shares held by former officers Otterbach, Worrell, and Cottingham.

Up until April 5, 2013, the Miller Family Trust with Lee Miller as their Trustee, held the majority voting power in the Company. The Trust held 4,680,000 of Class A Preferred Shares and the Miller Family Trustee agreed to retire 4,673,400 shares of their Class A Preferred held in the Company. The Miller Family Trust retained 6,600 of the Class A Preferred and concurrently agreed to convert the 6,600 balance of the Class A Preferred Shares (500:1 conversion) into 3,300,000 common shares in the Company. In turn, the Company's new Board of Directors agreed in consideration and for the retirement of the Miller Family Trust Class A Preferred shares, to sell certain golf related assets and certain liabilities to a newly formed private corporation, called Feel Golf Products, Inc. Concurrent with this transaction, the Company changed its name to Intelligent Living Inc.

Intelligent Living Inc. (the "Company") was incorporated on March 25, 2011 under the laws of the State of Florida in the United States of America. On August 12, 2013, the Company re-domiciled in the State of Nevada. The Company is a health and wellness holding company that specializes in the acquisition and integration of internet and web based technologies, hosting and cloud based infrastructure services, e-Commerce, and nutraceuticals based products. We provide nutraceuticals products, wellness products and services, and create mobile and digital health apps, cognitive exercise and brain games as well as platforms for emerging demand markets and other value creation opportunities all relating to our core values. Some of our brands include: Mind360games.com, DrLarryDirect.com, Social420.com and Provectus IT.

Basis of Presentation

The accompanying financial statements are prepared on the accrual basis of accounting and in accordance with generally accepted accounting principles (GAAP) in the United States of America.

Year-End

The Company has selected December 31 as its year end.

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.

Reclassification of Financial Statement Accounts

Certain amounts in the December 31, 2012 financial statements have been reclassified to conform to the presentation in the December 31, 2013 financial statements.

Cash and Cash Equivalents

For purposes of the balance sheets and cash flow statements, the Company considers all highly liquid investments with original maturities of three months or less at time of purchase to be cash equivalents.

Concentrations of Risk

The Company s bank accounts are deposited in insured institutions. The funds are insured up to $250,000 USD. At December 31, 2013, the Company s bank deposits did not exceed the insured amount.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 1 NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of Consolidation

The consolidated financial statements for the year ended December 31, 2013 include the operations of the Company and its wholly-owned subsidiary, Intelligent Living Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Trade Accounts Receivable

The company does not currently carry trade accounts receivable. The allowance for doubtful accounts totaled $0 as of December 31, 2013 and $59,759 as of December 31, 2012, which is included in assets from discontinued operations.

Inventory

At the close of the year ended December 31, 2013, the Company had no inventory to test for potential impairment. The company did not recognize any impairment for years ended December 31, 2013 or December 31, 2012.

Property and Equipment

Property and equipment is located at the Company's headquarters in Miami, FL and is recorded at cost less accumulated depreciation. Depreciation and amortization is calculated using the straight-line method over the expected useful life of the asset, beginning on the date that the asset is placed in service. The Company generally uses the following depreciable lives for its major classifications of property and equipment:

Description	Useful Lives
Computer hardware	3-7 years

Computer software	3-5 years
Furniture and Office Equipment	7 years
Production Equipment	7 years
Leasehold improvements	10 years

Website Development

The Company capitalizes the costs associated with the development of its websites. Other costs related to the maintenance of the website are expensed as incurred. Amortization will be provided over the estimated useful life of 3 years using the straight-line method for financial statement purposes.

Valuation of Long-Lived Assets

Long-lived tangible assets and definite-lived intangible assets are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Company uses an estimate of undiscounted future net cash flows of the assets over the remaining useful lives in determining whether the carrying value of the assets is recoverable. If the carrying values of the assets exceed the expected future cash flows of the assets, the Company recognizes an impairment loss equal to the difference between the carrying values of the assets and their estimated fair values.

Impairment of long-lived assets is assessed at the lowest levels for which there are identifiable cash flows that are independent from other groups of assets. The evaluation of long-lived assets requires the Company to use estimates of future cash flows. However, actual cash flows may differ from the estimated future cash flows used in these impairment tests. As of December 31, 2013, management does not believe any of the Company s long-lived assets require impairment.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 1 NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Valuation of Long-Lived Assets (continued)

Below is a table identifying the intangible assets subject to amortization and estimated amortization over the next two years and thereafter. At December 31, 2013, management determined that the remaining net book value of its purchased patents, copyrights, and Intellectual property related to the Intelligent Living, and Mind360 acquisitions should be valued as follows:

Original values of Intangible assets		
Purchased patents, copyrights and IP Intelligent Living	$	507,042
Purchased patents, copyrights and IP Mind360	$	1,000,000
Estimated future amortization (years)		5 years
To-date	$	-0-

Fair Value of Financial Instruments

In accordance with ASC 820, the carrying value of cash and cash equivalents, accounts receivable and accounts payable approximates fair value due to the short-term maturity of these instruments. ASC 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1-Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2-Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other then quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3-Inputs are unobservable inputs that reflect the reporting entity s own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The following table presents assets and liabilities that are measured and recognized at fair value as of December 31, 2013

Assets and liabilities measured at fair value on a recurring and nonrecurring basis at December 31, 2013:						
Recurring:	**Level 1**		**Level 2**		**Level 3**	
Derivative liability	$	-	$	-	$	951,267
Total	$	-	$	-	$	951,267

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The following is a description of the valuation methodology used to measure fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

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INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 1 NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company analyzes all financial instruments with features of both liabilities and equity under ASC 480, Distinguishing Liabilities from Equity and ASC 815, Derivatives and Hedging . Derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjustments to fair value of derivatives. The effects of interactions between embedded derivatives are calculated and accounted for in arriving at the overall fair value of the financial instruments. In addition, the fair value of free standing derivative instruments such as warrant and option derivatives are valued using the Black-Scholes model.

The Company uses Level 3 inputs for its valuation methodology for the embedded conversion option liabilities as their fair value as their fair value were determined by using the Black-Scholes option-pricing model based on various assumptions. The Company s derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjustments to fair value of derivatives.

The following table sets forth a summary of change in fair value of our derivative liabilities for the year ended December 31, 2013:

Beginning balance	$	-
Change in fair value of embedded conversion features of convertible debentures included in earnings		(12,717,062)
Embedded conversion derivative liability recorded in connection with the issuance of convertible debentures	$	13,668,329
Ending balance	$	951,267

Revenue Recognition

In accordance with ASC 605, the Company recognizes revenues from the sale of its products when the following fundamental criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered, (iii) the price to the customer is fixed or determinable and (iv) collection of the amount due is reasonably assured.

Shipping and Handling Costs

Shipping and handling costs billed to the customer are classified in revenues. Such costs incurred to ship our products are included in cost of sales.

Advertising Costs

The Company expenses the costs of advertising as advertising is normally in short-term publications. Total advertising costs for 2013 and 2012 were $582 and $0, respectively, from continuing operations.

Stock-Based Compensation

The Company follows the provisions of ASC 718, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. The Company uses the Black-Sholes pricing model for determining the fair value of stock based compensation.

Equity instruments issued to non-employees for goods or services are accounted for at fair value and are marked to market until service is complete or a performance commitment date is reached, whichever is earlier, in accordance with ASC 505-50.

Software Development Costs

Capitalization of software development costs for products to be sold to third parties begins upon the establishment of technological feasibility and ceases when the product is available for general release. As a result of the Company s practice of releasing source code that it has developed on a weekly basis for unrestricted download on the Internet, there is generally no passage of time between achievement of technological feasibility and the availability of the Company s product for general release.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 1 NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

In July 2006, the FASB issued ASC 740, Accounting for Uncertainty in Income Taxes, which clarifies the accounting for uncertainty in tax positions taken or expected to be taken in a return. ASC 740 provides guidance on the measurement, recognition, classification, and disclosure of tax positions, along with accounting for the related interest and penalties. ASC 740 became effective as of January 1, 2007 and had no impact on the Company s financial statements.

The charge for taxation is based on the results for the year as adjusted for items, which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Basic and Diluted Net Income (Loss) per Share

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period.

Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during each period. Diluted loss per common share is not presented because it is anti-dilutive.

The Company s common stock equivalents include the following:

	December 31, 2013	2012
Shares for convertible promissory notes	3,705,486,960	249,149,748

Recently Issued Accounting Pronouncements

The Company has adopted all recently issued accounting pronouncements. The adoption of the accounting pronouncements, including those not yet effective, is not anticipated to have a material effect on the financial position or results of operations of the Company.

Convertible Debt Instruments

The Company records debt net of debt discount for beneficial conversion features and warrants, on a relative fair value basis. Beneficial conversion features are recorded pursuant to the Beneficial Conversion and Debt Topics of the FASB Accounting Standards Codification. The amounts allocated to warrants and beneficial conversion rights are recorded as debt discount and as additional paid-in-capital. Debt discount is amortized to interest expense over the life of the debt.

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INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 1 NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derivative Instruments

The Company enters into financing arrangements that consist of freestanding derivative instruments or are hybrid instruments that contain embedded derivative features. The Company accounts for these arrangements in accordance with Accounting Standards Codification topic 815, Accounting for Derivative Instruments and Hedging Activities (ASC 815) as well as related interpretation of this standard. In accordance with this standard, derivative instruments are recognized as either assets or liabilities in the balance sheet and are measured at fair values with gains or losses recognized in earnings. Embedded derivatives that are not clearly and closely related to the host contract are bifurcated and are recognized at fair value with changes in fair value recognized as either a gain or loss in earnings. The Company determines the fair value of derivative instruments and hybrid instruments based on available market data using appropriate valuation models, giving consideration to all of the rights and obligations of each instrument

We estimate fair values of derivative financial instruments using various techniques (and combinations thereof) that are considered to be consistent with the objective measuring fair values. In selecting the appropriate technique, we consider, among other factors, the nature of the instrument, the market risks that it embodies and the expected means of settlement. For less complex derivative instruments, such as free-standing warrants, we generally use the Black-Scholes model, adjusted for the effect of dilution, because it embodies all of the requisite assumptions (including trading volatility, estimated terms, dilution and risk free rates) necessary to fair value these instruments. Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based techniques (such as Black-Scholes model) are highly volatile and sensitive to changes in the trading market price of our common stock. Since derivative financial instruments are initially and subsequently carried at fair values, our income (expense) going forward will reflect the volatility in these estimates and assumption changes. Under the terms of the new accounting standard, increases in the trading price of the company s common stock and increases in fair value during a given financial quarter result in the application of non-cash derivative expense. Conversely, decreases in the trading price of the Company s common stock and decreases in trading fair value during a given financial quarter result in the application of non-cash derivative income.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. During the year ended December 31, 2013, the Company realized an operating loss of $713,848, and had a working capital deficit and stockholders deficit of $2,355,289 and $2,021,288, respectively, as of December 31, 2013. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from investors and/or revenue sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 3 PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	December 31, 2013	December 31, 2012
Furniture & Office Equipment	$ 500	$ 341,510
Plant Equipment & Production Tooling	-	614,733
Trade Show Booth	-	53,138
Capitalized software development costs	101,781	-
Total Property and Equipment	102,281	1,009,381
Less: Accumulated Depreciation	-	(700,711)
Net Property and Equipment	$ 102,281	$ 308,670

The Company entered into a Software Development Agreement on May 6, 2013 with ScheduleMorePatients LLC, (Developer), a Montana limited liability company. The Developer will develop a software platform for the Company in the amount of $80,000 to develop electronic medical records software. The company and developer have agreed on a payment plan of $5,000 for the first nine (9) months and $25,000 for the 7th and 8th month thereafter. The software is to be incorporated into the business model and utilized by the physicians in conjunction with the hormone treatment therapy treatments.

Depreciation expense for the years ended December 31, 2013 and 2012 was $21,310 and $300,656 respectively, which is included as part of discontinued operations.

Note 4 - ACQUISITIONS

Acquisition of Intelligent Living

On April 5, 2013, the shareholders of Intelligent Living, Inc (ILIV)., a Florida corporation, entered into an acquisition agreement with Feel Golf Company, Inc. (the Company)., for the transfer of all of the issued and outstanding capital stock of Intelligent Living, in exchange for 35,714,286 shares of the Company s common stock representing consideration of $500,000 based on the closing price of the Company s common stock.

Effective April 5, 2013, ILIV became a wholly owned subsidiary of the Company.

The Company accounted for the acquisition utilizing the acquisition method of accounting in accordance with ASC 805 "Business Combinations". The Company is the acquirer for accounting purposes and Intelligent Living, Inc. is the acquired Company.

The net purchase price, including acquisition costs paid by the Company, was allocated to intangible assets acquired on the records of ILIV as follows:

Intangible asset (Software Platform)	$	507,042
Purchase price	$	507,042

Intelligent Living had no other assets or liabilities on the date of acquisition

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Note 4 - ACQUISITIONS CONTINUED

Acquisition of Mind360

On July 16, 2013, the Company modified its acquisition agreement with New Castle County Services, Inc. (NCCS), a Delaware corporation, for the purchase of all assets related to cognitive brain training games websites and blog (including the website Mind360.com). Originally, as consideration for the acquisition of the assets, the Company was to pay $150,000 in cash to NCCS, no later than November 14, 2014 and to deliver to NCCS a promissory note in the amount of $850,000. The Company and NCCS subsequently agreed that the Company will issue to NCCS 50,000,000 million shares of its common stock in exchange for $50,000 of the $150,000 that was due to be paid in cash. Various payments of cash were made throughout the year totaling $50,000. The balance of cash due as of December 31, 2013 is $50,000.

The Company accounted for the acquisition utilizing the acquisition method of accounting in accordance with ASC 805 "Business Combinations".

The net purchase price, including acquisition costs paid by the Company, was allocated to the intangible assets acquired from NCCS:

Intangible asset (Mind360 website)	1,000,000
Purchase price	$ 1,000,000

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NOTE 5 - INTANGIBLE ASSETS

Intangible assets consist of the following:

		December 31, 2013		December 31, 2012
Mind360 Studios (Note 4)	$	1,000,000		-
Intelligent Living (Note 4)		507,042		-
Total intangible assets	$	1,507,042	$	-

The above assets were not placed in service as of December 31, 2013, hence no amortization was charged for the year then ended. The Company will amortized the assets over a useful life of five years, once placed in service. The Company determined that the future cash flows to be provided from these assets exceed the carrying amount as of December 31, 2013 and therefore determined that no impairment charge was necessary as of December 31, 2013.

NOTE 6 RELATED PARTY TRANSACTIONS

As of December 31, 2013, accrued but unpaid compensation payable to the Chief Executive Officer totals $72,000.

As of December 31, 2013, accrued but unpaid compensation payable to the President totals $56,000.

As of December 31, 2013, accrued but unpaid compensation payable to the Chief Strategy Officer is $40,000.

As of December 31, 2013, accrued but unpaid compensation payable to the Chief Medical Officer is $48,000.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 7 CONVERTIBLE DEBENTURES

On February 11, 2011, the Company entered into a convertible promissory note with Long Side Ventures (LSV) for $250,000. The note was convertible at the higher of a) 50% of the average of the five lowest closing prices for the Company s stock during the previous 15 trading days or b) $0.0001. On September 18, 2012, LSV assigned portions of the debt to other note holders as follows: Arnold Goldin $25,000, Somesing $25,000 and R&T Sports Marketing $25,000. On January 31, 2013, LSV assigned $50,000 to Taconic Group.

The original note matured on December 31, 2012 and was in default as of December 31, 2013. Due to the default, the Company entered into an amendment and changed the conversion terms to $0.0001 effective January 29, 2013. On August 14, 2013, the conversion terms were reverted back to the original terms. The outstanding balance on the LSV portion of the note is $87,116, Arnold Goldin portion is $19,250, Somesing is $14,207, R&T Sports Marketing is $0 and the Taconic portion is $40, 366, as of December 31, 2013.

On January 31, 2013 the Company entered into a convertible note agreement with Taconic Group, LLC, (the Holder) for $20,000. The note bears interest at the rate of 15% per annum beginning January 31, 2013, and matures on January 31, 2015. The note is convertible, at the option of the Holder into the Company s common stock at a conversion price of $.0001. The note may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the note. The principal balance outstanding at December 31, 2013 is $20,000.

On February 21, 2013 the Company entered into a convertible note agreement with Long Side Ventures, LLC, (the Holder) for $5,000. The note bears interest at the rate of 10% per annum beginning February 21, 2013, and matures on February 21, 2015. The note is convertible, at the option of the Holder into the Company s common stock at a conversion price of $.0001. The note may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the note. The principal balance outstanding at December 31, 2013 is $5,000.

On March 7, 2013 the Company entered into a convertible note agreement with Michael A. Rogoff, an individual (the Holder) for $50,000. The note bears interest at the rate of 10% per annum beginning March 1, 2013, and matures on March 1, 2015. The note is convertible, at the option of the Holder into the Company s common stock at a conversion price based on 50% of the average of the five lowest intraday prices for the common stock during the previous twenty trading days immediately preceding the conversion request. The note may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the note. The note was purchased by Longside Ventures for $75,000. The additional $25,000 incurred has been recorded as an expense during the year ended December 31, 2013. The balance outstanding on the new note to Longside Ventures is $75,000 at December 31, 2013.

On March 7, 2013 the Company entered into a convertible note agreement with Marvin Neuman, an individual (the Holder) for $50,000. The note bears interest at the rate of 10% per annum beginning March 1, 2013, and matures on March 1, 2015. The note is convertible at any time after thirty days, at the option of the Holder into the Company s common stock at a conversion price based on 50% of the average of the five lowest intraday prices for the common stock during the previous twenty trading days immediately preceding the conversion request. The note may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the note. The note was purchased by Longside Ventures for $75,000. The additional $25,000 incurred has been recorded as an expense during the year ended December 31, 2013. The balance outstanding on the new note to Longside Ventures is $75,000 at December 31, 2013.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 7 CONVERTIBLE DEBENTURES (CONTINUED)

On May 1, 2013 the Company entered into a convertible note agreement with Monbridge, Inc, (the Holder) for $150,000. The note bears interest at the rate of 15% per annum beginning May 1, 2013, and matures on May 1, 2014. The note is convertible, at the option of the Holder into the Company s common stock at a Variable Conversion Price calculated at 40% times the market price. The note may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the note. The balance outstanding at December 31, 2013 is $150,000.

On May 10, 2013, the Company entered into an acquisition agreement with New Castle County Services, Inc., a Delaware corporation (NCCS) for the purchase of all assets relating to cognitive bran training games websites and blog (including the website Mind360.com). As consideration for the acquisition of the assets, the Company agreed pay $150,000 to NCCS, no later than November 10, 2014 and delivered to NCCS a promissory note in the amount of $850,000. The promissory note has a due date of May 1, 2016 and is convertible at NCCS s option, into the Company s common stock at the average trading prices for the common stock during the ten trading day period ending one trading day prior to the date of the conversion notice. The principal balance outstanding at December 31, 2013 is $850,000.

On September 25, 2013 the Company entered into convertible note agreement with Pasquale Pascullo, an individual (the Holder) for $50,000. The note bears interest at the rate of 10% per annum beginning September 25, 2013, and matures on September 25, 2015. The note is convertible, at the option of the Holder into the Company s common stock at a conversion price based on 50% of the average of the five lowest intraday prices for the common stock during the previous twenty trading days immediately preceding the conversion request. The note may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the note. The principal balance outstanding at December 31, 2013 is $50,000.

On November 12, 2013 the Company entered into a convertible note agreement with Michael A. Rogoff, an individual (the Holder) for $100,000. The note bears interest at the rate of 10% per annum beginning November 12, 2013, and matures on November 12, 2015. The note is convertible, at the option of the Holder into the Company s common stock at a conversion price based on 50% of the average of the five lowest intraday prices for the common stock during the previous twenty trading days immediately preceding the conversion request. The note may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the note. The principal balance outstanding at December 31, 2013 is $100,000.

On December 31, 2013 the Company entered into a convertible note agreement with Marvin Neuman, an individual (the Holder) for $75,000. The note bears interest at the rate of 10% per annum beginning December 31, 2013, and matures on December 31, 2015. The note is convertible at any time after thirty days, at the option of the Holder into the Company s common stock at a conversion price based on 50% of the average of the five lowest intraday prices for the common stock during the previous twenty trading days immediately preceding the conversion request. The note may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the note. The principal balance outstanding at December 31, 2013 is $75,000.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 7 CONVERTIBLE DEBENTURES (CONTINUED)

A summary of our notes payable is as follows:

	2013	2012
Current:		
Long Side Ventures 15% convertible debenture	$ 87,116	$ 175,000
E-Lionheart Associates 7% convertible debenture	-	13,000
E-Lionheart Associates 7% convertible debenture	-	50,000
Arnold S. Goldin Inc 15% convertible debenture	19,250	25,000
R&T Sports Marketing 15% convertible debenture	-	25,000
Somesing LLC 15% convertible debenture	14,207	25,000
Taconic Group LLC 15% convertible debenture	40,366	-
Taconic Group LLC 15% convertible debenture	20,000	-
Long Side Ventures 10% convertible debenture	5,000	-
Monbridge Inc 15% convertible debenture	150,000	-
Note payable other	-	13,893
Notes payable - current portion	335,939	326,893
Unamortized debt discount	(12,500)	-
Put Premium	600,000	-
Net current notes payable	$923,439	$326,893
Long term:		
New Castle County Services Inc 5% convertible debenture	850,000	-
Pascullo 10% convertible debenture	50,000	-
Long Side Ventures 10% convertible debenture	75,000	-
Michael Rogoff 10% convertible debenture	100,000	-
Marvin Neumann 10% convertible debenture	75,000	-
R&T DPA Blulife 7% convertible debenture	49,782	-
Long Side Ventures 10% convertible debenture	75,000	-
Notes payable - long term	1,274,782	-
Total notes payable	$2,198,221	$ 326,893

NOTE 8 DERIVATIVE LIABILITY

Derivative Liability

At December 31, 2013 and December 31, 2012, the Company had $951,267 and $0 in derivative liability pertaining to the outstanding convertible notes. Due to the issuance of a convertible note that was convertible at a percentage of the market price the Company could not determine if it had sufficient authorized shares. Therefore, the Company calculates the derivative liability using the Black Sholes Model which takes into consideration the stock price on the issuance date, the exercise price with discount to market conversion rate, stock volatility, expected life of the note, risk-free rate, annual rate of quarterly dividends call option value and put option value. The material decrease in the derivative liability recorded at December 31, 2013 was primarily due to the dramatic decrease in the Company s stock price from the grant dates of the convertible notes to December 31, 2013.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 7 CONVERTIBLE DEBENTURES (CONTINUED)

The Company recorded derivative liabilities as follows:

	Initial Liability	Ending Liability at December 31, 2013
Long Side Ventures 250k	$ 597,802	$ 370,377
Arnold Goldin 25k	3,404,899	141,076
Somesing LLC 25k	62,374	32,416
R&T Sports Marketing 25k	33,362	1,272
Taconic Group LLC 50k	6,311,357	254,408
Taconic Group LLC 20k	2,612,290	122,883
Long Side Ventures 5k	646,245	28,835
	$ 13,668,329	$ 951,267

The Company recorded put premium expense during fiscal 2013 as follows:

	December 31, 2013
Monbridge Inc 15% convertible debenture	$ 225,000
Pascullo 10% convertible debenture	50,000
Long Side Ventures	75,000
Michael Rogoff	150,000
Long Side Ventures	75,000
Marvin Neuman	125,000
	$ 700,000

The Company recorded debt discount as follows:

	December 31, 2013

Beginning Balance	$ -
Debt discount on Long Side Ventures $5k	5,000
Debt discount on Taconic Group $20k	20,000
Amortization Expense	(12,500)
Unamortized balance at December 31, 2013	$ 12,500

NOTE 9 - STOCKHOLDERS EQUITY (DEFICIT)

Preferred Stock

On March 10, 2010, the Company authorized the creation of Series A Preferred Stock. The Company was authorized to issue 10,000,000 shares of its Series A Preferred stock at a par value of $0.0001 per share. The Series A Preferred Stock have the following rights and provisions:

Voting: Holders of the Series A Preferred Stock have three hundred and fifty times the number of votes on all matters submitted to the shareholders that is equal to the number of share of Common Stock into which such holder s shared of Series A Preferred Stock are then convertible.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 9 - STOCKHOLDERS EQUITY (DEFICIT) CONTINUED

Conversion: The shares of Series A Preferred Stock are convertible into shares of the Company s Common Stock at the rate of 500 shares of Common Stock for each share of Series A Preferred Stock.

Liquidation Preference: The holders of the Series A Preferred Stock are entitled to receive five times the sum of assets or earnings available for distribution available for distribution to common stock holders.

Dividends: None

On or about March 21, 2013, the company redeemed 2,148,200 preferred shares held by former officers Otterbach, Worrell, and Cottingham with 1,124,000, 1,014,000, and 10,200, respectively, for agreed to consideration totaling $11,000.

As of March 31 2013, there remained 4,680,000 preferred shares outstanding (see Note 1 regarding retirement of the Company s remaining outstanding Class A Preferred shares).

On April 5, 2013, under the terms of the Asset Purchase Agreement described in Note 1 above, all remaining issued and outstanding preferred stock of Feel Golf Company, Inc. was redeemed and/or converted by its former officer and shareholder.

2012 Issuances are below:

83,333,333 common shares (restricted) and valued at $250,000 were issued to Red Bowl Trust on November 26, 2012. Issuance was on behalf of Pyrenees Investments, LLC s for their annual consulting fee. Matthew Schissler, the Managing Member of Pyrenees Investments, LLC, is the trustee of Red Bowl Trust and serves as the Chairman of our Board of Directors.

2013 Issuances are below:

On multiple dates during Q1 2013, the Company issued 46,700,000 shares of common stock to convert a total of $22,350 of convertible debentures at the conversion price per the respective agreements.

On or about March 21, 2013, the Company redeemed 2,148,200 preferred shares held by former officers Otterbach, Worrell, and Cottingham with 1,124,000, 1,014,000 and 10,200 respectively, for agreed to consideration totaling $11,000.

On April 5, 2013, the Company entered into a share exchange agreement with Intelligent Living Inc. (ILI), a Florida corporation whereby the Company issued 35,714,286 shares of its common stock in exchange for all of the issued and outstanding shares of common stock of ILI.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 9 - STOCKHOLDERS EQUITY (DEFICIT) CONTINUED

On April 5, 2013, Coincident with the redemption of the Series A Preferred Stock and per the terms of the Asset Purchase Agreement, the former officer and shareholder was issued 3,300,000 shares of Feel Golf common stock at the conversion rate of 500 shares of common stock for each share of Series A Preferred stock.

During Q2 2013, the Company issued 3,000,000 shares of common stock to convert a total of $300 of convertible debentures, at the conversion price per the respective note agreements.

On multiple dates during Q3 2013, the Company issued 131,320,000 shares of common stock to convert a total of $33,683 of convertible debentures.

On July 8, 2013 the Company issued 50,000,000 shares to officers of the Company as bonus payments, valued at $55,000 based on the fair market value at the time of issuance.

On July18, 2013 the Company issued 50,000,000 shares to New Castle County Services in lieu of $50,000 cash in accordance with their agreement.

On September 6, 2013 the Company issued 10,000,000 shares to an officer as per the terms of their employment agreement, valued at $17,000, based on the fair market value at the time of issuance.

On multiple dates during Q3 the Company issued 15,000,000 shares for legal services, valued at $15,000.

On November 1, 2013 the Company issued 10,000,000 shares under a stock swap agreement with Monster Arts (OTCBB: APPZ). The shares acquired were not deemed material as of November 1, 2013 and December 31, 2013.

On multiple dates during Q4 the Company issued 11,500,000 shares for legal services, valued at $11,500.

On November 11, 2013 the Company issued 12,500,000 shares in the settlement of a lawsuit, valued at $12,500.

On multiple dates during Q4 2013, the Company issued 182,036,098 shares of common stock to convert a total of $47,852 of convertible debentures.

On December 31, 2013 the Company issued 16,184,724 to an officer as per the terms of their employment agreement, valued at $22,944, based on the fair market value at the time of issuance.

On March 23, 2010 the Company issued 300,000 shares as Collateral on a note payable. This note was paid in full and the Company is currently retrieving the certificate from the escrow agent. These shares are not calculated in the total share count.

On February 11, 2011 the Company issued 300,000 shares as Collateral on a note payable. This note is not yet paid in full and therefore the shares are still held in escrow. Upon satisfaction of the note payable, the Company will retrieve and cancel this certificate from the escrow agent. These shares are not calculated in the total share count.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 10 DISCONTINUED OPERATIONS

Up until April 5, 2013, the Miller Family Trust with Lee Miller as their Trustee, held the majority voting power in the Company. The Trust held 4,680,000 of Class A Preferred Shares and the Miller Family Trustee agreed to retire 4,673,400 shares of their Class A Preferred held in the Company. The Miller Family Trust retained 6,600 of the Class A Preferred and concurrently agreed to convert the 6,600 balance of the Class A Preferred Shares (500:1 conversion) into 3,300,000 common shares in the Company. In turn, the Company's new Board of Directors agreed in consideration and for the retirement of the Miller Family Trust Class A Preferred shares, to sell certain golf related assets and certain liabilities to a newly formed private corporation, called Feel Golf Products, Inc. Concurrent with this transaction, the Company changed its name to Intelligent Living Inc.

Results from operations from the discontinued Feel Golf business segment have been presented in our Consolidated Statement of Operations as discontinued operations.

The components of the result of discontinued operations for this division are as follows:

	For the Year Ended December 31	
	2013	**2012**
Sales	$ 40,313	$ 678,340
Cost of sales	23,328	336,305
Gross profit	16,985	342,035
Operating expenses:		
Sales, general and administrative expense	84,922	695,852
Depreciation and amortization expense	21,310	300,656
Total operating expenses	106,232	996,508

Loss from operations	(89,247)	(654,473)
Other income (expenses):		
Loss on retirement of fixed assets	-	(6,196)
Impairment of goodwill	-	(186,741)
Other expense	-	(289,419)
Interest expense	(45,140)	(107,129)
Total other income (expense):	(45,140)	(589,485)
Loss from discontinued operations	(134,387)	(1,243,958)

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 10 DISCONTINUED OPERATIONS CONTINUED

The assets and liabilities related to this division as of December 31, 2012 are as follows:

	Balance at December 31, 2012
Accounts receivable, net	$ 8,568
Barter receivable	191,270
Inventory	101,354
Other current assets	2,976
Property and equipment, net	308,670
Prepaid expenses	329
Total assets of discontinued operations	613,167
Accounts payable and accrued liabilities	(337,902)
Related party debt	(886,856)
Total liabilities of discontinued operations	$ (1,224,758)

During the year ended December 31, 2013, the Company disposed of $593,745 of assets and $1,120,767 of liabilities related to the Feel Golf division.$941,411 was included in additional paid in capital for the related party debt that was assumed by the Miller Trust. See Note 1. This resulted in a net loss of $414,389.

NOTE 11 INCOME TAXES

The Company s provision for income taxes was $0 for the years ended December 31, 2013 and 2012 respectively.

The income tax provision differs from the amount of income tax determined by applying the combined U.S. federal and state income tax rates of 39.5% to pretax income from continuing operations for the years ended December 31, 2013 and 2012 due to the following:

	2013	2012
Income tax expense (benefit) at U. S. federal statutory rates (34%):	$ 3,619,603	$ (530,818)
State taxes, net of Federal benefit	585,524	-
Stock for services	48,497	98,750
Beneficial conversion feature	-	18,555
Gain on derivative	(5,023,239)	-
Debt forgiveness income	371,857	-
Put premium	276,500	-
Other	5,949	-
Change in valuation allowance	1,850,211	413,513
Net effect of adjustment to 2012 valuation allowance	(1,734,902)	-
	$ -	$ -

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 11 INCOME TAXES CONTINUED

The tax effects of significant items comprising the Company's net deferred taxes as of December 31, 2013 and 2012 were as follows:

	2013	2012
Deferred Tax assets:		
Net operating loss carry forwards	1,444,752	6,905,907
Stock-based compensation	-	(3,098,032)
Beneficial conversion feature	-	(207,734)
Accrued wages	85,320	-
Gain on extinguishment of debt	-	85,060
Impairment of inventories and fixed assets	-	(304,918)
Valuation allowance	(1,530,072)	(3,380,283)
	$ -	$ -

ASC 740 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the Company s opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a full valuation allowance equal to the deferred tax asset has been recorded.

In July 2006, the FASB issued ASC 740, Accounting for Uncertainty in Income Taxes which clarifies the accounting for uncertainty in tax positions taken or expected to be taken in a return. ASC 740 provides guidance on the measurement, recognition, classification, and disclosure of tax positions, along with accounting for the related interest and penalties. ASC 740 became effective as of July 1, 2008 and had no impact on the Company s financial statements.

The Company has filed income tax returns in the United States, Florida, and California. All tax years prior to 2009 are closed by expiration of the statute of limitations. The years ended December 31, 2012, 2011, 2010, are open for examination.

The Company has had numerous transactions in its common stock. Such transactions may have resulted in a change in the Company's ownership, as defined in the Internal Revenue Code Section 382. Such change may result in an annual limitation on the amount of the Company's taxable income that may be offset with its net operating loss carry forwards. The Company has not evaluated the impact of Section 382, if any, on its ability to utilize its net operating loss carry forwards in future years.

As of December 31, 2013 the Company had a net operating loss carryforward for Federal income tax purposes of approximately $2,658,000, which may be available to offset taxable income through tax year 2033.

The Company s valuation allowance decreased $1,850,211 during 2013 due to a redetermination of the potential prior year tax benefit of its net operating loss carryforward and the effect of other temporary and permanent differences. Excluding the effect of these changes, the valuation allowance would have increased $115,309.

The Company was a subchapter S corporation from its inception through June 30, 2008. Accordingly no tax benefits from tax losses incurred prior to July 1, 2008 have been reflected in the Company s deferred tax assets.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

NOTE 12 - COMMITMENTS & CONTINGENCIES

Operating Leases

On June 10, 2013, the Company entered into a twelve month lease agreement with Regus Virtual Office in Miami, Florida.

The following table summarizes the Company s lease payments under operating lease agreements for the year subsequent to December 31, 2013:

Years ended		
December 31, 2014	$	1,494
December 31, 2015		-
December 31, 2016		-
December 31, 2017 and thereafter		-
Total	$	1,494

The Company recognizes lease expense on a straight-line basis over the life of the lease agreement. Total rent expense in continuing operations from operating lease agreements was $5,623 and $47,650 for the years ended December 31, 2013 and 2012, respectively.

Litigation

The Company may be involved from time to time in ordinary litigation that may or may not have a material effect on its operations or finances.

The Company recently settled, for $25,000, litigation commenced on October 11, 2012 against the Company and the Company's officers and directors in their capacity for an alleged patent telescopic shaft infringement commenced by the Seller of Pro Line Sports, aka Igotcha Holdings.

NOTE 13 SUBSEQUENT EVENTS

From January 1, 2014 through April 15, 2014, the following convertible note conversions for common stock occurred:

Long Side Ventures converted the remaining principal balance of $87,116 and interest of $70,976 into 199,804,204 common shares at an average price of $.0.00079 per share, the conversion price per the respective agreements. The $250,000 Note with an original issuance date of February 11, 2011 has a principal balance of $0 and $47,654 of accrued interest as of April 15, 2014.

Arnold S. Goldin Inc. converted $6,800 into 68,000,000 common shares at $0.0001 per share at the conversion price per the respective agreements. The $25,000 Restated Note dated September 18, 2012, with an original issuance date of February 11, 2011 has a remaining principal balance of $12,450 with accrued interest of $5,713 as of March 31, 2014.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 13 SUBSEQUENT EVENTS CONTINUED

Somesing LLC fully converted the remaining principal balance of $5,457 and interest of $10,034 into 29,095,449 common shares at an average price of $.0.00065 per share at the conversion price per the respective agreements. The $25,000 Restated Note dated September 18, 2012, with an original issuance date of February 11, 2011 has a balance of $0.

Taconic Group converted $18,857 into 188,566,958 common shares at $0.0001 per share, the conversion price per the respective agreements. The $50,000 Restated Note dated January 22, 2013, with an original issuance date of February 11, 2011 has a remaining principal balance of $21,509 and accrued interest of $30,349 as of April 15, 2014.

On March 31, 2014, Monbridge Inc. converted $95,994 into 34,283,458 common shares at $0.0028 per share at the conversion price per the respective agreements. The $150,000 Note with an original issuance date of May 1, 2013 has a remaining principal balance of $54,006 and accrued interest of $21,905 as of March 31, 2014.

R&T Sports Marketing Inc. converted $45,821 into 99,283,458 common shares at an average price of $0.00046 per share, the conversion price per the respective agreements. The $63,000 Note with an original issuance date of April 11, 2011 has a remaining principal balance of $3,961.

On January 4, 2014, Intelligent Living Inc. entered into an Asset Acquisition Agreement with Health and Beyond LLC, a Florida corporation. The Agreement calls for Intelligent Living to pay $200,000 to Health and Beyond for the assets, payable as follows: (i) $100,000 promissory note in the form of a Revenue Assignment Agreement which will be secured by the revenue of the acquired assets of the Buyer and guaranteed by Intelligent Living and; (ii) issuance of 35,000,000 restricted common shares, par value $0.001 to the nominees of the Seller.

On January 05, 2014, Intelligent Living Inc. entered into an Advisory Board Agreement with Kyle Siptroth and Agiletek Engineering, Inc., a Maryland corporation. The purpose of the Advisory Board Agreement is to retain

Agiletek and Kyle Siptroth to consult with Intelligent Living Inc. on winning government contracts for use of Intelligent Living s proprietary Mind360 software to aid the mental health of veterans of the Iraq and Afghanistan conflicts. Kyle Siptroth is to be named to Intelligent Living s Advisory Board as part of the Agreement.

On January 5, 2014, Intelligent Living Inc. s Board of Directors entered into an Advisory Board Agreement with Tom Bollich, in which Mr. Bollich is to serve as both a member of the Company s Advisory Board as well as provide consulting services to the Company. Mr. Bollich s compensation consists of the issuance of 15,000,000 shares of the Company s common stock pursuant to a vesting schedule. Mr. Bollich is to consult with the Company regarding aspects of user interface, interaction design, and visual design.

On February 3, 2014, the Company issued 5,000,000 Restricted Common Shares of the Company Stock for website development services.

On February 10, 2014 the Company issued 10,000,000 shares of Restricted Common Shares of the Company stock for services.

On February 12, 2014, Intelligent Living Inc. s Board of Directors authorized the issuance of 96,000 Series B 7% Royalty Interest Preferred Shares with the State of Nevada.

On February 20, 2014, the Company entered into a securities purchase agreement with Long Side Ventures LLC for the purchase and sale of $20,000 of its convertible notes.

On February 21, 2014, Intelligent Living Inc. issued 1,886,792 Restricted Common Shares of the Company Stock in lieu of cash for legal services.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 13 SUBSEQUENT EVENTS, CONTINUED

On February 25, 2014, the Company authorized the creation of Series B 7% Royalty Interest Participating Preferred Stock (the Series B Preferred Stock). The Company was authorized to issue 96,000 shares of its Series B Preferred stock at a par value of $1.00 per share. The Series B Preferred Stock have the following rights and provisions:

Royalty Payments: Holders of the Series B Preferred Stock shall be entitled to receive, prior to and senior to any series of Preferred Stock, Notes or other obligations of the Company, recurring royalty payments, calculated and payable monthly, derived from the net sales of the company on all current and future subsidiaries.

Voting: Each share of the Series B Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote of the stockholders of the Corporation.

Liquidation Preference: Upon any liquidation (voluntary or otherwise), dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B 7% Royalty Interest Participating Preferred Stock unless, prior thereto, the holders of shares of Series B 7% Royalty Interest Participating Preferred Stock shall have received an amount equal to $1,000 per share of Series B 7% Royalty Interest Participating Preferred Stock, plus an amount equal to accrued and unpaid royalties, dividends and distributions thereon, whether or not declared, to the date of such payment.

Dividends: the holders of shares of Series B 7% Royalty Interest Participating Preferred Stock shall be entitled to receive, when, as and if declared by the Board out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September and December in each year.

Conversion: None

Effective February 25, 2014, the Board of Directors of Intelligent Living agreed to issue Preferred Stock of its Series B 7% Royalty Interest Participating Preferred Stock with a par value of $1.00 to certain Officers and Directors:

Paul Favata	56,000 Preferred B Shares
L. Joshua Eikov	40,000 Preferred B Shares

The Preferred Shares were issued in consideration of services provided by Paul Favata from June 2013 through December 2013, and L. Joshua Eikov from September 2013 through December 2013.

On March 1, 2014, Intelligent Living Inc. s Board of Directors entered into Advisory Board Agreements with Messrs Tae Darnell and Jim O Mahony, in which they are to serve as both members of the Company s Advisory Board as well as provide consulting services to the Company. Their compensation consists of the issuance of 15,000,000 shares each of the Company s common stock pursuant to a vesting schedule. Mr. Danell is to consult with the Company regarding aspects of licensing and legal issues. Mr. O Mahony is to consult with the Company regarding aspects of branding and marketing.

On March 5, 2014, Intelligent Living Inc. issued 5,000,000 Restricted Common Shares of the Company Stock as obligated by the terms of the Employment Agreement with Larry LeGunn

On March 11, 2014 the Company entered into a securities purchase agreement dated March 11, 2014 with R&T Sports Marketing Inc., a Florida corporation (the Holder) for the purchase and sale of $50,000 of its convertible notes (Notes). The Notes bear interest at the rate of 10% per annum beginning as of March 11, 2014, and mature on March 11, 2016.

INTELLIGENT LIVING INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 13 SUBSEQUENT EVENTS CONTINUED

On March 24, 2014 the Company entered into a securities purchase agreement dated March 24, 2014 with Long Side Ventures LLC, a Florida limited liability company (the Holder) for the purchase and sale of $40,000 of its convertible notes (Notes). The Notes bear interest at the rate of 10% per annum beginning as of March 24, 2014, and mature on March 24, 2016.

On April 7, 2014, the Company entered into a securities purchase agreement with Arnold S. Goldin, Inc. a Florida corporation (the Holder), for the purchase and sale of $50,000 of its convertible notes. (Notes). The Notes bear interest at the rate of 10% per annum beginning as of April 7, 2014, and mature on April 7, 2016.

On April 7, 2014, the Company entered into a securities purchase agreement with Brent Coetzee, an individual (the Holder), for the purchase and sale of $50,000 of its convertible notes. (Notes). The Notes bear interest at the rate of 10% per annum beginning as of April 7, 2014, and mature on April 7, 2016.

On April 7, 2014, the Company entered into a securities purchase agreement with Somesing LLC, a Florida limited liability company (the Holder), for the purchase and sale of $50,000 of its convertible notes. (Notes). The Notes bear interest at the rate of 10% per annum beginning as of April 7, 2014, and mature on April 7, 2016.

The Notes are convertible, at the option of the Holder into the Company s common stock at a conversion price based on 50% of the average of the five lowest intraday prices for the common stock during the previous twenty trading days immediately preceding the conversion request. The Notes may be redeemed by the Company at any time prior to maturity with notice to the Holder, and payment of a premium of 150% on the unpaid principal and interest amount of the Notes. In addition the Notes and related securities purchase agreement contain representations, warranties and covenants that are customary for financings of this type.

On April 22, 2014 the Company appointed Mark B. Lucky as its Chief Financial Officer.

On April 25, 2014, Intelligent Living Inc. completed the asset purchase(s) of Venturian Group, Inc. and A1 Perfect Solutions Inc. pursuant to separate Asset Purchase Agreements, dated as of April 25, 2014. As a result of this transaction, both assets now form a wholly-owned subsidiary of Intelligent Living called Provectus LLC.

Intelligent Living paid a total purchase price of $1,369,000 for Venturian Group, Inc. and $425,000 for A1 Perfect Solutions Inc. Results of operations for Provectus will be included in Intelligent Living s consolidated financial statements from the date of acquisition.

Upon the completion of the asset purchases of Venturian Group and A1 Perfect Solutions Intelligent Living incurred a performance obligation on an acquisition financing loan amounting to $300,000, payable to a lender with an 18-month term at 18% interest relating to the financing of the asset acquisitions.

Proforma financial information related to the acquisitions of Venturian Group, Inc. and A1 Perfect Solutions Inc. are not currently available.

In accordance with ASC 855, Company management reviewed all material events through the date these financial statements were issued, and has determined that there are no additional material subsequent events to report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

The Company changed its independent certifying public accounting firm from W.T. Uniack and Company, CPA s, P.C. to Douglas Labrozzi, CPA, MBA of Labrozzi & Co., PA. As part of the transition the former certifying accountant issued a letter dated November 18, 2013 stating that there were no disagreements between W.T. Uniack and Co., CPA s, PC and the Company concerning the Company s financial statements.

On October 25, 2013 the Board of Directors of Intelligent Living Inc. retained the services of Labrozzi & Co., PA to be Intelligent Living Inc. s new certifying accountant. This was not formalized until the Board of Directors formally held a Board meeting on November 18, 2013 to dismiss W.T. Uniack and Company, CPA s, and P.C. as Intelligent Living s certifying accountant. As part of the transition the former certifying accountant issued a letter dated November 18, 2013 stating that there were no disagreements between W.T. Uniack and Co., CPA s, PC and the Company concerning the Company s financial statements. The Board of Directors of Intelligent Living dismissed W.T. Uniack and Company as its certifying accountant because of a lack of communication and cooperation between the Company and W.T. Uniack and Company.

Management has reviewed the former financial reports of the prior company, Feel Golf Co., Inc., and has found no evidence of any adverse opinions, or disclaimers of opinion, or any other qualifications or modifications as defined under Item 304(a)(1)(ii) of Regulation S-K.

Intelligent Living Inc. has been unable to contact Labrozzi and therefore could not obtain a letter to support the fact that during the Company s two most recent fiscal years and any subsequent interim period (through the date of hire of Labrozzi) the Company did not consult with Labrozzi & Co., PA regarding either: (i) the application of accounting principles to a specified transaction, either contemplated or proposed, (ii) the type of audit opinion that might be rendered on your financial statements, or (iii) any matter that was either the subject of a disagreement between Company and W.T. Uniack & Co., CPA s, PC as described in Item 304(a)(1)(iv) of Regulation S-K or a reportable event as described in Item 304(a)(1)(v) of Regulation S-K.

Intelligent Living changed its certifying accountant from Labrozzi & Co., PA to D Arelli Pruzansky, P.A. Pursuant to Form 8-K/A filed on March 24, 2014 the PCAOB revoked the registration of former certifying accountant Labrozzi, who continues to be uncommunicative and unresponsive to requests made by the Company as well as the new auditors to obtain a letter stating that there were no disagreements between the former auditors and the Company concerning the Company s financial statements.

During our two most recent fiscal years and the subsequent interim period prior to retaining D Arelli Pruzansky, P.A. (1) neither we nor anyone on our behalf consulted D Arelli Pruzansky, P.A. regarding (a) either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements or (b) any matter that was the subject of a disagreement or a reportable event as set forth in Item 304(a)(1)(iv) and (v), respectively, of Regulation S-K, and (2) D Arelli Pruzansky, P.A. did not provide us with a written report or oral advice that they concluded was an important factor considered by us reaching a decision as to accounting, auditing or financial reporting issue.

Item 9A. Controls and Procedures.

Controls and Procedures

Disclosure Controls and Procedures

Management s Report on Internal Controls Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the Company s principal executive and principal financial officers and effected by the Company s Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of December 31, 2013, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, management concluded that, during the period covered by this report, such internal controls and procedures were not effective based on the COSO criteria. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our ability to prepare accurate and timely financial statements, which are considered to be material weaknesses.

As a public company with listed equity securities, we need to comply with laws, regulations and requirements, certain corporate governance provisions of the Sarbanes-Oxley Act or the Dodd-Frank Act, and related regulations of the SEC, which we would not be required to comply with as a private company. Complying with these statutes, regulations and requirements will occupy a significant amount of time of our board of directors and management and will significantly increase our costs and expenses.

The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; and (2) inadequate segregation of duties consistent with control objectives. The aforementioned material weaknesses were identified by our three officers in connection with the audit of our financial statements as of December 31, 2013.

Management believes that the material weaknesses set forth above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on the Board results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods. See, Management s Remediation Initiatives.

Attestation Report of the Registered Public Accounting Firm

This annual report does not include an attestation report of the Company s registered public accounting firm regarding internal control over financial reporting. Management s report was not subject to attestation by the Company s registered public accounting firm pursuant to the Dodd-Frank Act and the Company only provided management s report in this annual report.

Management s Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we are in the process of formulating a plan to remediate our material weaknesses in internal controls. That plan includes the following:

We are studying best practices in internal controls over financial reporting and designing other internal controls to implement that will help remediate our weaknesses.

Changes in internal controls over financial reporting

Except as noted above, there was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors and Executive Officers and Corporate Governance.

The following information sets forth the names of our officers and directors, their present positions, and some brief information about their background.

Name and Address	Age	Position(s)
Victoria Rudman	46	Chairwoman and Chief Executive Officer
Paul A. Favata	48	President/Director
L Josh Eikov	45	Chief Strategy Officer/Director
Mark B. Lucky	55	Chief Financial Officer (appointed on April 22, 2014)

Background of Officers and Directors

Family Relationships

Set forth below is a brief description of the background and business experience of our executive officers and directors.

Victoria D. Rudman

Victoria Rudman is our Chief Executive Officer and Chairwoman. She has over 20 years of professional experience in multiple aspects of operations, accounting, finance, taxation and fiscal management. She served as Financial Advisor to Morgan Stanley s Managing Directors (1990-1995) and later as Global Telecommunications Controller at Morgan Stanley Dean Witter (1995-1999). Before joining Morgan Stanley as Information Technology and Communications Controller in 2003, Ms. Rudman acted as Vice President and Prime Brokerage Technology Advisor at Bear Stearns (2000-02) and Director of Business Planning & Strategy at Visual Networks (formerly Avesta Technologies), where she was the lead project manager for the entire technology business enterprise, including IPO and strategic M&A (1999-2000). Ms Rudman holds a Bachelor of Business Administration in Public Accounting from Pace University, Lubin School of Business.

We believe that as a result of her years of managerial and operational experience, Ms. Rudman brings to the board of directors demonstrated management ability at senior levels. These experiences, qualifications and attributes have led to our conclusion that Ms. Rudman should be serving as a member of our board of directors in light of our business and structure.

Paul A. Favata

Paul Favata is our President and joined our Board of Directors in June 2013. He is a 27-year Wall Street veteran. Mr. Favata began his career on the American Stock Exchange (AMEX), working for two smaller member firms. He then spent five years on the New York Stock Exchange (NYSE) with one of the largest specialist firms on the floor. Mr. Favata left the exchange in 1992 to work for Shearson Lehman on the sell-side. In 1994, Mr. Favata moved to a small boutique sell-side firm working in both the retail and institutional sales areas. Most recently, Mr. Favata held the position of Senior Vice President of Finance at a small, privately-held consulting firm that advises clients on acquisitions and long term financing strategies. Mr. Favata was appointed as Chief Financial Officer for Next Communications, Inc. in June 2008. Mr. Favata was the first Chief Financial Officer for the Company, having management oversight and responsibility for all financial functions while overseeing all revenues, costs, capital expenditures, investments and debt. Mr. Favata holds several securities licenses and resides in Saint Petersburg, Florida.

We believe that Mr. Favata s extensive senior management and operational experience brings valuable knowledge to our board of directors and that these experiences, qualifications and attributes have led to our conclusion that Mr. Favata should be serving as a member of our board of directors.

L. Josh Eikov

Josh Eikov joined the Company in September 2013 as its Chief Strategy Officer and as a corporate director, Mr. Eikov is a business and technology strategist with over 20 years of C-Level global strategic leadership in implementing turnarounds, creatively solving problems, integrating acquisitions, developing sales forces, expanding geographic coverage, and diversifying product and service offerings. Prior to joining Intelligent Living, Mr. Eikov was the CEO and Managing Director of Baron General Capital LLC a merchant banking and corporate consultancy and CEO of Tranzistor Systems LLC. Previous to Baron General Josh helped clients such as Target Email Direct a provider of interactive and email marketing products and services in a turnaround and expansion program as their Interim CTO and he was the Chief Strategist at eBRANDsolutions, a branding and marketing firm that consulted to the Global 1000 on issues of eBusiness, product design, digital marketing and branding and international brand expansion. Josh was the Founder and CEO of i-Titan Communications Networks, a manufacturer and designer of wireless broadband products. Mr. Eikov attended East Stroudsburg University and the Advanced Management Program at Harvard University and has a Certificate from the Executive Compliance Program at Tulane Law School. He also received a certificate in Negotiation from the University of Windsor Law School.

We believe that Mr. Eikov s extensive senior management and operational experience brings valuable knowledge to our board of directors and that these experiences, qualifications and attributes have led to our conclusion that Mr. Eikov should be serving as a member of our board of directors.

Mark B. Lucky

Mark B. Lucky, CPA was appointed to serve as Intelligent Living Inc. s Chief Financial Officer on April 22, 2014. Mr. Lucky has served as the Chief Financial Officer of IceWEB Inc. (OTCBB: IWEB) since March 2007. He has over 25 years professional experience in high growth/start-up ventures and established companies, with multi-industry experience. Prior to joining IceWEB, he consulted at Bearing Point on their financial restatement project. From 2004 to 2005 he was Vice President of Finance and Administration at Galt Associates, Inc., a Sterling, Virginia informatics/ technology and medical research services company and from 2001 to 2004 he was Vice President of Finance and Administration of MindShare Design, Inc., a San Francisco, California based internet technology company. While at both Galt Associates, Inc. and MindShare Design, Inc. During his career Mr. Lucky has also been employed by Axys Pharmaceuticals, Inc., a NASDAQ-listed San Francisco, California-based early stage drug discovery biotech company (acting CFO and Senior Director of Finance), PriceWaterhouseCoopers, LLC, COMPASS Management and Leasing, Inc. (Vice President - Finance 1997 to 1998), Mindscape, Inc. (Director of Financial Planning and Analysis 1995 to 1996), The Walt Disney Company (Manager, Operations Planning & Analysis, Manager of Corporate Planning 1991 to 1995), and KPMG. Mr. Lucky was formerly a member of the board of directors of VOIS Inc. and HASCO Medical, Inc. Mr. Lucky is a CPA and received his B.A., Economics, from the University of California at Los Angeles.

Committees of the Board of Directors

We presently do not have an audit committee, compensation committee, nominating committee, corporate governance committee or any other committee of our board of directors. Our entire Board of Directors meets to undertake the responsibilities which would otherwise be delegated to a committee of our board of directors.

Compensation of Directors

Our directors do not receive cash compensation for their services as directors but are reimbursed for their reasonable expenses incurred in attending board or committee meetings.

Terms of Office

There are no family relationships among our directors and/or officers. Our directors are appointed for one-year terms to hold office until the next annual general meeting of the holders of our Common Stock or until removed from office in accordance with our by-laws. Our officers are appointed by our board of directors and hold office until removed by our Board of Directors or terminated pursuant to their employment agreements.

Involvement in Certain Legal Proceedings

During the past seven years:

1) No petition pursuant to the federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of any of our officers or directors, or any partnership in which any such officer or director was a general partner at or within 2 years before the time of such filing, or any corporation or business association of which any such officer or director was an executive officer at or within 2 years before the time of such filing;

2) None of our officers or directors has been convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3) None of our officers or directors has been the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining any such officer or director from, or otherwise limiting, the following activities:

(i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) Engaging in any type of business practice; or

(iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws;

4) None of our officers or directors has been the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting for more

than 60 days the right of any such officer or director to engage in any activity described in paragraph (f) (3) (i) of Item 401(f) of Regulation S-K, or to be associated with persons engaged in any such activity;

5) None of our officers or directors has been found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law, and the judgment in such civil action or finding by the Securities and Exchange Commission has not been subsequently reversed, suspended, or vacated;

6) None of our officers or directors has been found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7) None of our officers or directors has been the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(i) Any federal or state securities or commodities law or regulation; or

(ii) Any law or regulation respecting financial institutions or insurance companies, including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

(iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

Code of Ethics

Code of Ethics for Senior Executive Officers and Senior Financial Officers

We have adopted a Code of Ethics for our officers. The code provides as follows:

Each officer is responsible for full, fair, accurate, timely and understandable disclosure in all periodic reports and financial disclosures required to be filed by us with the Securities and Exchange Commission or disclosed to our stockholders and/or the public.

Each officer shall immediately bring to the attention of the audit committee, or disclosure compliance officer, any material information of which the officer becomes aware that affects the disclosures made by us in our public filings and assist the audit committee or disclosure compliance officer in fulfilling its responsibilities for full, fair, accurate, timely and understandable disclosure in all periodic reports required to be filed with the Securities and Exchange Commission.

Each officer shall promptly notify our general counsel, if any, or the president or chief executive officer as well as the audit committee of any information he may have concerning any violation of our Code of Business Conduct or our Code of Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in our financial reporting, disclosures or internal controls.

Each officer shall immediately bring to the attention of our general counsel, if any, the president or the chief executive officer and the audit committee any information he may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to us and the operation of our business, by us or any of our agents.

Any waiver of this Code of Ethics for any officer must be approved, if at all, in advance by a majority of the independent directors serving on our board of directors. Any such waivers granted will be publicly disclosed in accordance with applicable rules, regulations and listing standards.

The Code of Ethics is set forth on our website located at : http://intelligentlivinginc.com/index.php/company/code-of-ethics.

The Company will also provide to any person without charge, upon request, a copy of such Code of Ethics. Persons wishing to make such a request should contact, our chief executive officer at our corporate headquarters.

Section 16(a) Beneficial Ownership Reporting Compliance

Compliance with Section 16(a) of the Securities Exchange Act of 1934

Companies registered pursuant to section 12(g) of the Exchange Act, Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who beneficially own more than ten percent of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than ten percent shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely on a review of the copies of reports furnished to and written representations that no other reports were required, Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with on a timely basis for the period which this report relates.

Item 11. Executive Compensation.

Overview of Compensation Program

Our compensation philosophy is based on our belief that our compensation programs should: be aligned with stockholders interests and business objectives; reward performance; and be externally competitive and internally equitable. We seek to achieve three objectives, which serve as guidelines in making compensation decisions:

.

Providing a total compensation package which is competitive and therefore enables us to attract and retain, high-caliber executive personnel;

.

Integrating compensation programs with our short-term and long-term strategic plan and business objectives; and

.

Encouraging achievement of business objectives and enhancement of stockholder value by providing executive management long-term incentive through equity ownership.

We may compensate our officers with cash compensation, common stock and common stock options. We have not established any quantifiable criteria with respect to the level of compensation, stock grants or options. Rather, the Board of Directors will evaluate cash, stock grants and stock options paid to similarly situated companies. We do not have a Compensation Committee of the Board of Directors.

With respect to stock grants and options which may be issued to the Company s officers and directors, the Board will consider an overall compensation package that includes both cash and stock based compensation which would be in line with the Company s overall operations and compensation levels paid to similarly situated companies. We may establish a Stock Incentive and Compensation Plan in order to implement a stock based compensation plan. We anticipate that any such plan, if adopted will provide for the grant of non-qualified stock options (Non-Qualified Stock Options), incentive stock options (ISOs , together with Non-Qualified Stock Options referred to herein as Stock Options), stock appreciation rights (SARs), restricted stock (Restricted Stock) and registered stock (Registered Stock (collectively, the Awards) to eligible Participants.

Currently Ms. Rudman receives a salary of $150,000 per year. Mr. Favata receives a salary of $96,000 per year and Mr. Eikov receives a salary of $120,000 per year.

The following table sets forth the compensation paid by us to our officers for the fiscal years ended December 31, 2013 and 2012. This information includes the dollar value of base salaries, bonus awards and number of stock options granted, and certain other compensation, if any. The compensation discussed addresses all compensation awarded to, earned by, or paid or named executive officers.

SUMMARY COMPENSATION TABLE

Name and principal position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($) (e)	Option Awards ($) (f)	Non-Equity Incentive Plan Compensation ($) (g)	Nonqualified Deferred Compensation Earnings ($) (h)	All Other Compensation ($) (i)	Total ($) (j)
Victoria Rudman[1]	2013	68,750	-	105,000	-	-	-	-	173,750
	2012	-	-	-	-	-	-	-	-
Paul A. Favata[2]	2013	56,000	-	11,000	-	-	-	-	67,000
	2012	-	-	-	-	-	-	-	-
L. Josh Eikov[3]	2013	40,000	-	-	-	-	-	-	40,000
	2012	-	-	-	-	-	-	-	-
Dr. Neal Rouzier[4]	2013	40,000	-	-	-	-	-	-	40,000
	2012	-	-	-	-	-	-	-	-
Matthew L. Schissler	2013	-	-	11,000	-	-	-	-	11,000
	2012	-	-	-	-	-	-	-	-
Lee Miller	2013	-	-	-	-	-	-	-	-
	2012	50,000	-	-	-	-	-	-	50,000

(1)

Ms. Rudman serves as our Chairwoman and Chief Executive Officer. Salary includes $67,750 which was accrued during fiscal 2013 but unpaid at December 31, 2013. In addition, we granted Ms. Rudman 30,000,000 shares of common stock, valued at $33,000, and 720,000 shares of Series A preferred stock valued at $72,000.

(2)

Mr. Favata serves as our President. Salary includes $56,000 which was accrued during fiscal 2013 but unpaid at December 31, 2013. In addition, we granted Mr. Favata 10,000,000 shares of our common stock, valued at $11,000.

(3)

Mr. Eikov serves as our Chief Strategy Officer. Salary includes $40,000 which was accrued during fiscal 2013 but unpaid at December 31, 2013.

(4)

Dr. Rouzier serves as our Chief Medical Officer. Salary includes $40,000 which was accrued during fiscal 2013 but unpaid at December 31, 2013.

In accordance with the rules promulgated by the Securities and Exchange Commission, certain columns relating to information that is not applicable have been omitted from this table.

The compensation discussed herein addresses all compensation awarded to, earned by, or paid to our named executive officers.

Employment Agreements:

Each of our four executive officers have employment agreements.

Compensation of Directors

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

Long-Term Incentive Plan Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

Indemnification

Under our Articles of Incorporation and Bylaws of the Company, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney s fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

At April 28, 2014 there were 1,538,661,936 shares of our common stock issued and outstanding. Our common stock is the only outstanding class of our voting securities. The following table sets forth, as of April 28, 2014, information known to us relating to the beneficial ownership of these shares by:

each person who is the beneficial owner of more than 5% of the outstanding shares of common stock;
each director;
each executive officer; and
all executive officers and directors as a group.

Under securities laws, a person is considered to be the beneficial owner of securities he owns and that can be acquired by him within 60 days from April 28, 2014 upon the exercise of options, warrants, convertible securities or other understandings. We determine a beneficial owner s percentage ownership by assuming that options, warrants or convertible securities that are held by him, but not those held by any other person and which are exercisable within 60 days of April 28, 2014, have been exercised or converted. Unless otherwise noted, the address of each of these principal stockholders is our principal executive offices.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class
Victoria Rudman [(1)]	60,357,143	3.92 %
Paul Favata [(2)]	10,000,000	0.65 %
L. Josh Eikov [(3)]	26,184,724	1.70 %
All executive officers and as a group (three persons) [(1)(2),(3)]	96,541,867	6.27 %
Matthew Schissler	84,955,601	5.52 %
Total	181,497,468	11.79 %

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Except as described below, none of the following persons has any direct or indirect material interest in any transaction to which we are a party during the past two years, or in any proposed transaction to which the Company is proposed to be a party:

.

any director or officer;

.

any proposed nominee for election as a director;

.

any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our common stock; or

.

any relative or spouse of any of the foregoing persons, or any relative of such spouse, who has the same house as such person or who is a director or officer of any parent or subsidiary.

We issued shares of our common stock to our officers and directors as bonuses.

Related Party Transactions

None.

Director Independence.

We do not have an independent Board of Directors. Each of our directors also serves as an officer of the Company.

Item 14. Principal Accounting Fees and Services.

AUDIT FEES. Fees for services necessary to perform the annual audit, review SEC filings, fulfill statutory and other service requirements, was $27,500 and $28,750 for the fiscal years ended December 31, 2013 and 2012, respectively.

AUDIT-RELATED FEES. The aggregate fees billed in 2013 for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of our financial statements and not reported under the caption "Audit Fee" is zero. 2012 preparation costs for audit, reviews and related fees not reported under the caption Audit Fee is $32,000.

TAX FEES. No fees were billed in 2013 for professional services rendered by the principal accountant for tax compliance, tax advice and tax planning services. The Company paid $700 for these services in 2012.

ALL OTHER FEES. Other than the services described above, there were no other services provided by our principal accountants for the fiscal years ended December 31, 2013 and 2012.

We do not have an audit committee. Therefore, our entire Board of Directors (the "Board") serves in the capacity of the audit committee. In discharging its oversight responsibility as to the audit process, our Board obtained from the independent auditors a formal written statement describing all relationships between the auditors and us that might bear on the auditors' independence as required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees."

Our Board discussed with the auditors any relationships that may impact their objectivity and independence, including fees for non-audit services, and satisfied itself as to the auditors' independence. The Board also discussed with management and the independent auditors the quality and adequacy of its internal controls. The Board reviewed with the independent auditors their management letter on internal controls.

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Our Board discussed and reviewed with the independent auditors all matters required to be discussed by auditing standards generally accepted in the United States of America, including those described in Statement on Auditing Standards No. 61, as amended, "Communication with Audit Committees." Our entire Board, acting in the capacity of the audit committee reviewed the audited consolidated financial statements of the Company as of and for the year ended December 31, 2013 with the independent auditors. Management has the responsibility for the preparation of the Company's financial statements and the independent auditors have the responsibility for the examination of those statements. Based on the above-mentioned review and discussions with the independent auditors our Board of Directors approved the Company's audited consolidated financial statements and recommended that they be included in its Annual Report on Form 10-K for the year ended December 31, 2013, for filing with the Securities and Exchange Commission.

PART IV

Item 15. Exhibits, Financial Statement Schedules

EXHIBIT NUMBER	DESCRIPTION
2.1	Asset Purchase Agreement
3.1	Certificate of Amendment to Articles of Incorporation
3.2	Certificate of Designation of Preferred Stock
10.1	Forbearance Letter Dated February 13, 2013 By And Between Feel Golf Company, Inc.
10.2	Forbearance Letter Dated February 13, 2013 By And Between Feel Golf Company, Inc.
10.3	Forbearance Letter Dated February 13, 2013 By And Between Feel Golf Company, Inc.
33.1	Convertible Note, Michael Rogoff
33.2	Convertible Note, Marvin Neuman
33.3	Acquisition Agreement by and between Feel Golf Co., Inc. and New Castle County Services, Inc.
33.4	Agreement
33.5	AMENDMENT TO LONG SIDE VENTURES LLC CONVERTIBLE DEBENTURE
33.6	JOINT VENTURE AGREEMENT
33.7	ADVISORY BOARD AGREEMENT
33.8	CONVERTIBLE NOTE, R&T SPORTS MARKETING INC.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer *
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer *
32.1	Section 906 Certification of Chief Executive Officer *
32.2	Section 906 Certification of Chief Financial Officer *

101.INS(1)(2)	XBRL Instance Document
101.SCH(1)(2)	XBRL Taxonomy Extension Schema Document
101.CAL(1)(2)	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF(1)(2)	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB(1)(2)	XBRL Taxonomy Extension Label Linkbase Document
101.PRE(1)(2)	XBRL Taxonomy Extension Presentation Linkbase Document

(1)

Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise are not subject to liability.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant had duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTELLIGENT LIVING INC.

May 8, 2014

By: /s/ Victoria Rudman
Victoria Rudman, Chief Executive Officer, principal executive officer, and Chairman

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Victoria Rudman Victoria Rudman	Chief Executive Officer, principal executive officer, and Chairman	May 8, 2014
/s/ Mark B. Lucky Mark B. Lucky	Chief Financial Officer, principal financial and accounting officer	May 8, 2014
/s/ Paul A. Favata. Paul A. Favata.	Director	May 8, 2014
/s/ Josh Eikov Josh Eikov	Director	May 8, 2014

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