

AMAZONICA, CORP.
Form 10-Q
March 24, 2014

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

Form 10-Q

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

For the quarterly period ended January 31, 2014

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

333-174304
Commission File Number

Amazonica Corp.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation
or organization)

99-0363013
(I.R.S. Employer Identification No.)

2770 S. Maryland Parkway, #313
Las Vegas, NV 89109
(Address of principal executive offices)

89109
(Zip Code)

(702) 297-6776
(Registrant's telephone number, including area code)

187 E. Warm Springs Rd., Suite B160, Las Vegas, NV 89119
(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒
(Do not check if a smaller reporting company)			

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS

215,000,000 common shares outstanding as of March 19, 2014

(Indicate the number of shares outstanding of each of the issuer’s classes of common stock,
as of the latest practicable date.)

Amazonica, Corp.

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PART I – FINANCIAL INFORMATION

AMAZONICA, CORP.

UNAUDITED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIODS ENDED JANUARY 31, 2014 AND JANUARY 31, 2013
AND FOR THE PERIOD FROM INCEPTION (JUNE 2, 2010) TO JANUARY 31, 2014

REPORTED IN UNITED STATES DOLLARS

ITEM 1. FINANCIAL STATEMENTS

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q and Article 210 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature. Operating results for the six month period ended January 31, 2014, are not necessarily indicative of the results that may be expected for the fiscal year ending April 30, 2014. For further information refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2013 as filed with the Securities and Exchange Commission on August 13, 2013.

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AMAZONICA, CORP.
(A Development Stage Company)
Balance Sheets
Unaudited

	January 31, 2014	April 30, 2013
Assets		
Current Assets		
Cash	\$10,117	\$-
Other Current Assets		
Pre-Paid Expenses	175,000	-
Total Assets	\$185,117	\$-
Liabilities and Stockholders Equity		
Current Liabilities		
Accounts payable	\$400	\$400
Loan from shareholder	32,188	29,987
Accrued interest	8,542	-
Derivative (Accrued Interest payable)	15,249	-
Total Current liabilities	56,379	30,387
Long Term Liabilities		
Loan from Anton Group Hill (Tandem)	33,333	-
Loan from Anton Group Hill	400,000	-
Debt discount	(108,333)	-
Total Long Term Liabilities	325,000	-
Total Liabilities	381,379	30,387
Common stock, \$0.001 par value, 1,500,000,000 authorized; 215,000,000 shares issued and outstanding at January 31, 2014 and 616,000,000 at April 30, 2013 respectively.	215,000	616,000
Additional paid-in capital	(191,200)	(592,200)
Deficit accumulated during exploration stage	(220,062)	(54,187)
Total Stockholder's equity	(196,262)	(30,387)
Total liabilities and stockholders' equity	\$185,117	\$-

The accompanying notes are an integral part of these financial statements.

AMAZONICA, CORP.
(A Development Stage Company)
Statements of Operations
Unaudited

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013	Inception June 2, 2010 Through January 31, 2014
Expenses					
General and Administrative Expenses	68,309	4,646	117,084	30,696	171,271
Research and Development	25,000		25,000		25,000
Amortization expense	15,249	-	15,249	-	15,249
Interest expense	6,944	-	8,542	-	8,542
Net Loss	\$115,502	\$4,646	\$165,875	\$30,696	\$220,062
(Loss) per common share-basic and diluted	\$(0.00) \$(0.00) \$(0.00) \$(0.00)				
Weighted average number of common shares outstanding	215,000,000	616,000,000	215,000,000	616,000,000	

The accompanying notes are an integral part of these financial statements.

AMAZONICA, CORP.
(A Development Stage Company)
Statements of Cash Flows
Unaudited

	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013	Inception June 2, 2010 Through January 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$(165,875)	\$(30,696)	\$(220,062)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Rounding	1		1
Accrued interest	8,542	-	8,542
Derivative (accrued interest payable)	15,249	-	15,249
Pre-paid expenses	(175,000)	7,500	(175,000)
Changes in operating assets and liabilities:			
Accounts payable	-	(200)	400
Net cash used in operating activities	(317,083)	(23,396)	(370,870)
CASH FLOWS FROM FINANCING ACTIVITIES			
Loan from Anton Group Hill (Tandem)	33,333	-	33,333
Loan from Anton Group Hill	400,000	-	400,000
Loan from Anton Group Hill debit discount	(108,333)	-	(108,333)
Proceeds from shareholder advances	2,200	23,353	32,187
Issuance of common stock for cash	-	-	23,800
Net cash provided by financing activities	327,200	23,353	380,987
Net change in cash	10,117	(43)	10,117
Cash and cash equivalents at beginning of period	-	83	-
Cash and cash equivalents at end of period	\$10,117	\$40	\$10,117
SUPPLEMENTAL CASH FLOW INFORMATION			
Cash paid during year for :			
Interest	\$-	\$-	\$-
Income Taxes	\$-	\$-	\$-
NON-CASH ACTIVITIES	\$-	\$-	\$-

The accompanying notes are an integral part of these financial statements.

AMAZONICA, CORP.
(A Development Stage Company)
Notes To The Financial Statements
January 31, 2014

NOTE 1 NATURE OF OPERATIONS

Amazonica, Corp. (the “Company”) was incorporated in the State of Nevada on June 2, 2010, and its year-end is April 30. The Company is in the development stage with no revenues and limited operating history.

On August 30, 2013, there was a complete change in management and as a result the Company has discontinued the distribution of Brazilian hardwood flooring and is now concentrating completely on the evolution of technologies related to the manufacture, research and development related to the production of pure hydrogen. The ultimate goal is the full commercialization of the results of these efforts.

On October 16, 2013, the Company submitted to the State of Nevada documentation registering that the Company was now doing business as (d.b.a.) Euro-American Hydrogen Corp. Due to a clerical error, the Company has resubmitted the fictitious name filing in Clark County, Nevada under the name “Euro-American Hydrogen”. The file is currently pending.

The accompanying unaudited interim financial statements of Amazonica, Corp. have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”) and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s 10K Annual Report filed with the SEC. In the opinion of management, all adjustments consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for our interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements that would substantially duplicate the disclosure contained in the audited financial statements, for fiscal year 2012, as reported, have been omitted.

NOTE 2 GOING CONCERN

These financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred a loss since inception resulting in an accumulated deficit of \$(220,062) as at January 31, 2014 and further losses are anticipated in the development of its business raising substantial doubt about the Company’s ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand, loans from directors and/or private placement of common stock.

There is no guarantee that the Company will be able to raise any capital through any type of offering.

NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Development Stage Company

The Company is a development stage company as defined by section 915-10-20 of the FASB Accounting Standards Codification. Although the Company has recognized a nominal amount of revenue from inception, it is still devoting substantially all of its efforts on establishing the business and its planned principal operations have not fully commenced.

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Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. The Company had \$10,117 cash and \$0 cash equivalents as of January 31, 2014.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amount of revenues and expenses during the reporting period.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Income Taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Operations in the period that includes the enactment date.

NOTE 4 STOCKHOLDER'S EQUITY

On May 2, 2013, The Company authorized an Amendment to the Articles of Incorporation, allowing the Company to issue up to a maximum of one billion, five hundred (1,500,000,000) shares of common stock at par value of \$0.001 per share.

On May 24, 2013, in accordance with approval from the Financial Industry Regulatory Authority ("FINRA") the Company's issued and the outstanding shares of common stock increased from 3,520,000 to 616,000,000 at a par value \$0.001 on the basis of a 175:1 forward stock split. The forward split has been retroactively applied to all shares and per share figures in these financial statements.

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On October 4, 2013, a total of 401,000,000 shares of common stock were gifted back to the Company by two shareholders and placed into treasury. This resulted in a reduction of the number of common shares outstanding.

As of January 31, 2014 there are 1,500,000,000 shares of common stock at par value of \$0.001 per share authorized and 215,000,000 issued and outstanding.

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NOTE 5 RELATED PARTY TRANSACTIONS

On September 30, 2013, the Company entered into a consulting agreement with Michael Soursos, the President of the Company, on an independent contractor basis. The duration of the contract is for 36 months through October 31, 2016 unless terminated earlier by mutual consent. The monetary terms are as follows; \$4,000 per month for the first six months, \$5,000 per month for the next six months and then \$7,500 for the remaining 24 months of the agreement.

Mr Soursos provides management services to the Company for at least 80 hours per month.

As of January 31, 2014, there are outstanding loans from a shareholder totaling \$32,187. These advances are unsecured, due on demand and carry no interest or collateral.

NOTE 6 OTHER LOANS

On October 24, 2013, the Company obtained financing for further research on the first patent that it filed on October 28, 2013, for pure hydrogen production. At the same time, two hundred and twenty two thousand dollars (\$222,000) was paid to CRDF Global (U.S. Civilian Research & Development Foundation) to manage and facilitate the research.

The sum of \$200,000 of the \$220,000 paid to CRDF Global has been recorded on the balance sheet as a “prepaid expense”. This is advance payment for further research on the Company’s first patent on pure hydrogen production.

This financing is in the form of an “Unsecured Convertible Promissory Note” (the Note). The principle sum is three hundred thousand dollars (\$300,000) and carries a simple interest rate of ten per cent (10%) per annum payable quarterly in arrears. The principle loan can be repaid in whole but not in part with accrued interest, at any time without penalty on the production of a written notice ten days in advance.

The note holder has the option to convert the principle sum plus any accrued interest into non-assessable common shares of stock at a conversion price of seventy-five per cent (75%) of the fair market value of the shares, five days prior to the conversion date. Once the conversion has taken place, it is irrevocable.

On December 20, 2013, the Company issued an Unsecured Convertible Promissory Note (The “Note”) to Anton Group Hill Ltd., or it’s permitted assigns in the principle sum of Twenty Five Thousand Dollars (\$25,000). This is a working capital loan which carries a simple interest rate of 10% per annum payable quarterly in arrears and matures in two (2) years from the date of issue.

The principle can be repaid in whole but not in part with accrued interest, at any time without penalty on the production of a written notice ten days in advance.

The “Note” holder has the option to convert the principle sum plus any accrued interest into no-assessable common shares of stock at a conversion price of seventy-five per cent (75%) of the fair market value of the shares, five days prior to the conversion date. Once the conversion has taken place, it is irrevocable. The Company has recorded a beneficial conversion feature of \$33,333 which will amortize over the life of note. The balance of the accrued interest and note discount was \$8,836 as of January 31, 2014.

As of January 31, 2014, there is accrued interest due in the sum of \$8,542.

NOTE 7 OTHER AGREEMENTS

On September 27, 2013, The Company, doing business as Euro American Hydrogen Corp, entered into a an independent consulting agreement with Gennadiy Glazunov, who will join the Scientific Advisory Board of the Company to advise the Company's management on matters related to strategic planning and business management.

The duration of the Agreement is for two years and may be extended for two further years by mutual agreement. Mr Glazunov's sole compensation is one thousand dollars (\$1,000) per month.

These financial statements should also be read in conjunction with Form 8K which was filed with The Securities and Exchange Commission (SEC) on October 24, 2013.

On November 11, 2013, the Company entered into a new Consulting Agreement with Gennadiy Glazunov ("the consultant"), which replaces in its entirety, the one entered into on September 27, 2013.

The consultant will become the initial member and Chairman of the Scientific Advisory Board of the Company which shall be formed in order that the Company shall have the benefit if qualified advice and guidance on the technologies currently being patented by the Company and other technologies that may become available to the Company.

The term of this agreement is initially for two years from the date of execution and may be extended for another two years by mutual agreement.

The consultant's sole compensation shall be \$2,500 per month for the first year and then \$1,000 per month for the second year. He shall receive \$18,000 upon signing of this agreement and then payments of \$1,000 per month thereafter. The consultant is an "Independent Contractor" to the Company and under no circumstances is considered to be an employee.

On November 11, 2013 the Company, doing business as Euro American Hydrogen Corp., entered into a Consulting Agreement with Dymtro Vyngradov ("the consultant").

The consultant will work with the Scientific Advisory Board on scientific matters and will also advise the Company regarding strategic planning and business development. He will also attend meetings that require a "technical translator" as well as translating documents and advising the Company on any other matters that the Company may request.

The term of this agreement is initially for two years from the date of execution and may be extended for another two years by mutual agreement.

The consultant's sole compensation shall be \$2,500 per month for the first year and then \$1,000 per month for the second year. He shall receive \$18,000 upon signing of this agreement and then payments of \$1,000 per month thereafter. The consultant is an "Independent Contractor" to the Company and under no circumstances is considered to be an employee.

NOTE 8 SUBSEQUENT EVENTS

In Accordance with SFAS 165 (ASC 855-10) management has reviewed events between January 31, 2014 and the date of filing of March 21, 2014 and has determined that it has the following material subsequent events to disclose in these financial statements.

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On March 19, 2014, Amazonica Corp, d.b.a. Euro American Hydrogen, entered into a lease agreement with BPL Maryland Parkway Building, LLC for the lease of 2770 S. Maryland Parkway #313, Las Vegas, NV 89109 for \$575 per month. Payment was directed to BPL Maryland Parkway Building, LLC on March 21, 2014 in the amount of \$4,125, consisting of 6 months rent in advance, \$575 security deposit, and \$100 application fee.

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FORWARD LOOKING STATEMENTS

Statements made in this Form 10-Q that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the "Act") and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," "anticipate," "estimate," "approximate" or "continue," or the negative thereof. We intend that such forward-looking statements be subject to the safe harbors for such statements. We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond our control that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

General

We were incorporated in the State of Nevada on June 2, 2010. Until October 7, 2013 we were in the business of distributing of Brazilian hardwood flooring. On October 7, 2013, the Company reported the entry into certain agreements between our sole officer and director, Michael Soursos ("Soursos") and Gennadiy Petrovich Glazunov ("Glazunov"), the holder of certain know how and trade secrets as they relate to pure hydrogen production, whereby Soursos transferred a total of 64,500,000 shares of our common stock from the 120,000,000 shares of common stock held by Soursos in his personal name to Glazunov and his assigns in exchange for the rights to the know how and trade secrets and the filing of a patent covering such technology in the USA. On October 28, 2013, Glazunov provided the documentation related to the patent and the patent has been filed by the Company's U.S. patent attorney, with the United States Patent and Trademark Office ("USPTO").

We have not generated any revenues and the only operations we have engaged in to prior to October 7, 2013 were developing of business plan and executing of an Exclusive Contract for Sale of Goods on April 15, 2011 with Equatorian S.A. Laminados Amazonia, where we engaged Equatorian S.A. Laminados Amazonia as our supplier of hardwood flooring. On October 16, 2013, the Company submitted to the State of Nevada documentation registering that the Company was now doing business as (d.b.a.) Euro-American Hydrogen Corp., and we have focused on continued development of pure hydrogen production.

On March 19, 2014, Amazonica Corp, d.b.a. Euro American Hydrogen, entered into a lease agreement with BPL Maryland Parkway Building, LLC for the lease of 2770 S. Maryland Parkway #313, Las Vegas, NV 89109 for \$575 per month. Payment was directed to BPL Maryland Parkway Building, LLC on March 21, 2014 in the amount of \$4,125, consisting of 6 months rent in advance, \$575 security deposit, and \$100 application fee.

Plan of Operation

With the change in management to Michael Soursos, the new management set about to identify new business opportunities that he believed would allow for the growth of the Company and determined that there was substantive opportunity to progress technologies related to the production of pure hydrogen. Shortly after changing our business focus to the development of hydrogen production related technologies, we identified an opportunity to acquire and file patent rights for hydrogen production technology related to the production of pure hydrogen utilizing a unique one-step process.

Results of Operations

We have incurred recurring losses to date. Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation.

We expect we will require additional capital to meet our long term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities.

Nine months ended January 31, 2014 compared to the nine months ended January 31, 2013

Our net loss for the nine month period ended January 31, 2014 was \$165,875 compared to a net loss of \$30,696 during the nine month period ended January 31, 2013 due to an increase in general and administrative expenses.

The Company has not generated any revenue since inception.

During the nine month periods ended January 31, 2014 and January 31, 2013 respectively, we incurred general and administrative expenses of \$ 117,084 and compared to \$ 30,696 incurred during the nine months ended January 31, 2013.

Liquidity and Capital Resources

As of January 31, 2014, we had \$185,117 in assets----- and our total liabilities were \$ 381,379, comprised of \$32,188 loan payable to a shareholder, \$8,542 accrued interest plus \$15,249 accrued interest payable (derivative), long term liabilities of \$433,000 aa loans payable to Anton Hill Group, LLC, \$(108,333) as a debit discount on the loans payable to Anton Hill Group, LLC and \$400 in accounts payable.

The Company may not be able to execute its current business plan and fund business operations long enough to achieve profitability without obtaining financing. The Company has received interim financing from a related party. The Company's ultimate success may depend upon its ability to raise capital. There can be no assurance that funds will be available to the Company when needed from any source or; if available, on terms that are favorable to the Company. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

Cash Flows from Financing Activities

We have financed our operations primarily from either advancements or the issuance of equity and debt instruments. For the period from inception (June 2, 2010) to January 31, 2014, cash provided by financing activities was \$327,200 received from the sale of the issuance of 616,000,000 shares of common stock, shareholder loans and convertible debt.

Current cash on hand is insufficient for all of the Company's commitments for the next 12 months. We anticipate that the additional funding that we require will be in the form of equity financing.

We currently have one project related to our business. We will require a minimum of \$200,000 to finance our current project over the next 12 months. We have sufficient funding to fund the research and development on the patents, however, we do not have sufficient capital to cover all of our costs for the next twelve months, and there can be no assurance that we will be able to secure such capital.

We anticipate that we will require a minimum of \$500,000.00 to fund operations for the next twelve months, which should allow for the development of our technology and for the Company to seek acquisitions of technologies and fund development of those technologies related to our planned business.

While we have sufficient funding to meet our obligations relating to the development of our technology, we do not have sufficient funding to meet our next twelve month obligations, our ability to meet our financial liabilities and commitments will be dependent upon the continued issuance of equity to new stockholders, the ability to borrow funds, and ultimately upon our ability to achieve and maintain profitable operations. There can be no assurance that financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms.

The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholder. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

We estimate that our expenses over the next 12 months will be approximately \$500,000.00 as described in the table below. These estimates may change significantly depending on the nature of our future business activities and our ability to raise capital from shareholders or other sources.

Description	Estimated Completion Date	Estimated Expenses (\$)
Legal and accounting fees	12 months	50,000.00
Technology Expenditures	12 months	222,000.00
Management and operating costs	12 months	54,000.00
Salaries and consulting fees	12 months	12,000.00
Fixed asset purchases	12 months	12,000.00
General and administrative expenses	12 months	50,000.00
Working Capital	12 months	100,000.00
Total		500,000.00

We intend to meet our cash requirements for the next 12 by way of equity and/or debt financings. We have sufficient funding to fund our technology development and some funding for operations but we do not currently have sufficient funding to meet our budget for expenditures for the next twelve months. There is no assurance that any such financing will be available or if available, on terms that will be acceptable to us.

We cannot be certain that the required additional financing will be available or available on terms favorable to us. We currently do not have any arrangements or commitments in place for any other financings. If additional funds are raised by the issuance of our equity securities, existing stockholders will experience dilution of their ownership interest. If adequate funds are not available or not available on acceptable terms, we may be unable to fund our operations.

We have no lines of credit or other bank financing arrangements. Generally, we have financed operations to date through the proceeds of the private placement of equity and debt instruments. In connection with our business plan, management anticipates additional increases in operating expenses and capital expenditures relating to: (i) acquisition of inventory; (ii) developmental expenses associated with a start-up business; and (iii) marketing expenses. We intend to finance these expenses with equity sales or loans. Additional issuances of equity or convertible debt securities will result in dilution to our current shareholders. Further, such securities might have rights, preferences or privileges senior to our common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations.

Going Concern

The financial statements have been prepared on a going concern basis, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception resulting in an accumulated deficit of \$220,062 as of January 31, 2014 and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand and loans from directors and/or the sale of equity.

Off-Balance Sheet Arrangements

As of the date of this Quarterly Report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

No report required.

ITEM 4. CONTROLS AND PROCEDURES

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was conducted under the supervision and with the participation of our management of the effectiveness of the design and operation of our disclosure controls and procedures as of January 31, 2014. Based on that evaluation, our management concluded that our disclosure controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

Changes in Internal Controls over Financial Reporting

During the quarter ended January 31, 2014, there were no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting. However, as control of the Company has changed, we have enlisted new service providers and have been tasked with properly managing work flow. We do not anticipate issues with Internal Controls over Financial Reporting in the future.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Management is not aware of any legal proceedings contemplated by any governmental authority or any other party involving us or our properties. As of the date of this Quarterly Report, no director, officer or affiliate is (i) a party adverse to us in any legal proceeding, or (ii) has an adverse interest to us in any legal proceedings. Management is not aware of any other legal proceedings pending or that have been threatened against us or our properties.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

No report required.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

No report required.

ITEM 4. MINE SAFETY DISCLOSURES

No report required.

ITEM 5. OTHER INFORMATION

Changes in Control

No change in control has occurred since the last filing.

ITEM 6. EXHIBITS

Exhibits:

3.1	Articles of Incorporation of the Registrant*
3.1.1	Certificate of Amendment to Articles of Incorporation of Amazonica, Corp. filed with the Secretary of State of the State of Nevada May 2, 2013**
3.2	Bylaws of the Registrant*
10.1	Exclusive Contract for Sale of Goods dated April 15, 2011*
10.2	Form of Subscription Agreement*
10.3	Stock Purchase Agreement***
10.4	Promissory Note****
31.2	Certification of Principal Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002*****
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley*****
101.INS	XBRL Instance Document*****
101.SCH	XBRL Taxonomy Extension Schema Document*****
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*****
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*****
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*****
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*****

* filed as the corresponding exhibit to the Form S-1 (Registration No. 333-174304) effective as of August 15, 2011
 ** filed as the corresponding exhibit to the Current Report on Form 8-K filed by the Company on July 25, 2013

*** filed as the corresponding exhibit to the Current Report on Form 8-K by the Company on September 3, 2013

**** Filed with this Form 10-Q filing.

***** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

AMAZONICA, CORP.

Date: March 24, 2014

By:	/s/ Michael Soursos
Name:	Michael Soursos
Title:	Principal Executive Officer and Principal Financial Officer