FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB 3235Number: 0287
Expires: November 30, 2011
Estimated average burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Respo	onses)											
Name and Address of Reporting Person – Groussman Mark								I -	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% OwnerXOfficer (give titleOther (specify below)			
(Last) (First) (Middle) 4400 BISCAYNE BOULEVARD, SUITE #850			3. Date of Earliest Transaction (Month/Day/Year) 08/03/2012					b	Former Chief I	Executive Of	ficer	
(Street) MIAMI, FL 33137			4. If Amendment, Date Original Filed(Month/Day/Year)					Α	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip)	Table I	Table I - Non-Derivative Securities Acqu				cquir	red, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any	eemed ion Date, if h/Day/Year)	3. Transact Code (Instr. 8)		4. Securities (A) or Disp (D) (Instr. 3, 4 a	osed	of	Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/14/2012			X(2)		302,970	A	<u>(2)</u>	3,340,631	I	See Note	
Common Stock	11/06/2012			S		100,000	D	\$ 0.2	3,240,631	I	See Note	
Common Stock	11/06/2012			S		750,000	D	\$ 0.2	2,490,631	I	See Note	
Common Stock	11/08/2012			S		275,000	D	\$ 0.2	2,215,631	I	See Note	
Common Stock	11/09/2012			S		250,000	D	\$ 0.2	1,965,631	I	See Note	
Common Stock	11/13/2012			P		1,000,000	A	\$ 0.15	2,965,631	I	See Note	
Reminder: Report o directly or indirectly	n a separate line for	each cla	ass of securit	ies benef	iciall	y owned						
					ir re	nformation equired to	cont resp	taine ond ι	d to the collection of the distribution of the	ot	SEC 1474 (9-02)	

$\label{thm:convergence} Table\ II\ -\ Derivative\ Securities\ Acquired,\ Disposed\ of,\ or\ Beneficially\ Owned\\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

9. Number of 11. Nature 1. Title of 3. Transaction 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Price of 3A. Deemed 10. Expiration Date Underlying Securities Derivative Conversion Execution Date, if Transaction Derivative Securities Derivative Derivative Ownership of Indirect (Month/Day/Year Acquired (A) or (Month/Day/Year) (Instr. 3 and 4) Form of Security Security (Month/Day/Year) (Instr. 3) Price of (Instr. 8) Disposed of (D) (Instr. 5) Beneficially Derivative Ownership Derivative (Instr. 3, 4, and 5) Owned Security: (Instr. 4) Following Direct (D) Security Amount or Expiration Reported r Indirect Date Title Number of Exercisable Transaction(s Shares (Instr. 4) (Instr. 4) (A) (D) Code Common \$ 0.5 08/03/2012 1,500,000 08/03/2022 1,500,000 J 08/03/2012 1,500,000 D Options (3)<u>(3)</u> Stock Common \$ 0.5 11/14/2012 (3) 1,500,000 08/03/2012 08/03/2022 1,500,000 <u>(3)</u> D Options

Reporting Owners

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
Groussman Mark 4400 BISCAYNE BOULEVARD, SUITE #850 MIAMI, FL 33137			Former Chief Executive Officer				

Signatures

/s/ Mark Groussman	12/06/2012
Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares held by Melechdavid, Inc. Mr. Groussman is the President of Melechdavid, Inc. and in such capacity holds voting and dispositive power over shares held by Melechdavid, Inc.
- Represents shares of common stock received upon the cashless exercise of a warrant to purchase 600,000 shares of the Company's common stock at an exercise price of \$0.50 per share. Upon issuance, the 302,970 shares of common stock were assigned to a custodial account for Mr. Groussman's minor child over which Mr. Groussman's wife is custodian. Mr. Groussman disclaims any beneficial ownership over such shares.
- Represents ten year options to purchase 1,500,000 shares of Common Stock at an exercise price of \$0.50 per share issuable to Mr.

 (3) Groussman pursuant to his employment agreement dated August 3, 2012. The options were issued under the Company's 2012 Equity Incentive Plan. On November 14, 2012, Mr. Groussman agreed to forfeit the options back to the Company for cancellation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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