

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Blockchain Industries, Inc.

Form: 10-Q

Date Filed: 2017-08-31

Corporate Issuer CIK: 1084370

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 31, 2017

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

For the transition period from _____ to _____.

Commission File Number: 000-51126

OMNI GLOBAL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

88-0355407

(IRS Employer
Identification Number)

53 Calle Palmeras, Suite 802
San Juan Puerto Rico, 00901

(Address of principal executive offices)

00901

(Zip Code)

Registrant's telephone number, including area code: **787-767-0808**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Non-accelerated filer

Emerging growth company

Accelerated filer

Smaller reporting company

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

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

As of August 30, 2017 there were 20,368,703 shares of Common Stock, par value \$0.001 issued and outstanding.

OMNI GLOBAL TECHNOLOGIES, INC.
TABLE OF CONTENTS
FORM 10-Q

| | <u>Page</u> |
|---|-------------|
| <u>Part I – FINANCIAL INFORMATION</u> | |
| Item 1. Financial Statements | 4 |
| Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations | 10 |
| Item 3. Quantitative and Qualitative Disclosures about Market Risk | 11 |
| Item 4. Controls and Procedures | 11 |
| <u>Part II – OTHER INFORMATION</u> | |
| Item 1. Legal Proceedings | 12 |
| Item 1A. Risk Factors | 12 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 12 |
| Item 3. Defaults upon Senior Securities | 12 |
| Item 4. Mine Safety Disclosures | 12 |
| Item 5. Other Information | 12 |
| Item 6. Exhibits | 12 |

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon our current assumptions, expectations and beliefs concerning future developments and their potential effect on our business. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "approximately," "estimate," "predict," "project," "potential," "continue," "ongoing," or the negative of these terms or other comparable terminology, although the absence of these words does not necessarily mean that a statement is not forward-looking. This information may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by any forward-looking statements.

All forward-looking statements speak only as of the date of this Report. We undertake no obligation to update any forward-looking statements or other information contained herein. Stockholders and potential investors should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements in this report are reasonable, we cannot assure stockholders and potential investors that these plans, intentions or expectations will be achieved.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the Quarterly Report on Form 10-Q. All subsequent written and oral forward-looking statements concerning other matters addressed in this Quarterly Report on Form 10-Q and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Quarterly Report on Form 10-Q.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Our unaudited financial statements included in this Form 10-Q are as follows:

- F-1 [Balance Sheets as of July 31, 2017 \(Unaudited\) and April 30, 2017](#)
- F-2 [Interim Unaudited Statements of Operations and Comprehensive Income \(Loss\) for the Three Months Ended July 31, 2017 and 2016](#)
- F-3 [Interim Unaudited Statements of Cash Flows for the Three Months Ended July 31, 2017 and 2016](#)
- F-4 [Notes to Interim Unaudited Financial Statements](#)

OMNI GLOBAL TECHNOLOGIES, INC.
(Formerly Business.vn, Inc.)
Balance Sheets
As of July 31, 2017 and April 30, 2017

| | <u>July 31, 2017</u> | <u>April 30, 2017</u> Audited |
|---|--------------------------|--------------------------------------|
| ASSETS | | |
| Current assets | | |
| Cash | \$ — | \$ — |
| Total assets | <u>\$ —</u> | <u>\$ —</u> |
| LIABILITIES AND SHAREHOLDERS' DEFICIT | | |
| Current liabilities | | |
| Accounts payable | \$ — | 429,679 |
| Due to related parties | 36,269 | 3,981,423 |
| Accrued liabilities | — | 63,917 |
| Note payable | — | 501,112 |
| Convertible note | — | 53,000 |
| Total liabilities | <u>36,269</u> | <u>5,029,131</u> |
| Shareholders' Deficit | | |
| Preferred stock, \$0.001 par value, 5,000,000 authorized. None issued | — | — |
| Common stock; \$0.001 par value; 400,000,000 shares authorized 20,368,703 and 20,368,703 shares issued and outstanding as of July 31, 2017 and April 30, 2017, respectively | 20,368 | 20,368 |
| Additional paid-in capital | 6,179,489 | 6,179,489 |
| Accumulated deficit | (6,236,126) | (11,228,988) |
| Total shareholders' deficit | <u>(36,269)</u> | <u>(5,029,131)</u> |
| Total liabilities and shareholders' deficit | <u>\$ —</u> | <u>\$ —</u> |

The Accompanying Notes Are An Integral Part Of These Financial Statements.

OMNI GLOBAL TECHNOLOGIES, INC.
(Formerly Business.vn, Inc.)
Statements of Operations

| | For the three months ended | |
|--------------------------------------|----------------------------|------------|
| | July 31, | |
| | 2017 | 2016 |
| Revenue | \$ — | \$ — |
| Professional fees | 9,890 | — |
| Total operating expenses | 9,890 | — |
| (Loss) from operations | (9,890) | — |
| Other income (expense) | — | — |
| Debt forgiveness | 5,003,192 | — |
| Interest expense | (441) | — |
| Total other income and expense | 5,002,752 | — |
| Income from operations | 4,992,862 | — |
| Provision for income taxes | — | — |
| Net Income | \$ 4,992,862 | — |
| Income per common share: | | |
| Basic and diluted | \$ 0.25 | \$ 0.00 |
| Weighted average shares outstanding: | | |
| Basic and diluted | 20,368,703 | 20,368,703 |

The Accompanying Notes Are An Integral Part Of These Financial Statements.

OMNI GLOBAL TECHNOLOGIES, INC.
(Formerly Business.vn, Inc.)
Statement of Cash Flows

| | For the three months ended July 31, | |
|---|-------------------------------------|------|
| | 2017 | 2016 |
| Cash flows from operating activities: | | |
| Net income | \$ 4,992,862 | - |
| Changes in operating assets and liabilities | | |
| Forgiveness of debt | (5,003,192) | - |
| Increase in related party liabilities | 10,330 | - |
| Net cash (used in) operating activities | - | - |
| Cash flows from investing activities: | | |
| Net cash (used in) provided by investing activities | - | - |
| Cash flows from financing activities: | | |
| Net cash provided by financing activities | - | - |
| Net change in cash | - | - |
| Cash, beginning of the period | - | - |
| Cash, end of the period | \$ - | - |

The Accompanying Notes Are An Integral Part Of These Financial Statements.

Notes to Unaudited Financial Statements
For The Three Month Interim Period Ended July 31, 2017

NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Unless the context otherwise requires, the terms "we", "our", "us", "OMNI", OMGT or "Omni Global Technologies, Inc." refers to Omni Global Technologies Inc. (formerly Business.vn, Inc.)

Omni Global Technologies, Inc. ("OMNI" or the "Company") was originally formed on September 15, 1995 as Interactive Processing, Inc., a Nevada corporation, to market high-tech consumer electronics through television home-shopping networks, retail stores, catalog companies and their website remotecontrols.com. In March 1999, the Company changed its name to Worldtradeshow.com, Inc. In April, 1999, the Company acquired intellectual property rights to a database and business plan and significantly changed its business plan to develop tradeshow software and market both physical and virtual tradeshow space through the Company's website.

The Company was dormant from October 2008 through May 15, 2016 until it was placed under the control of a Receiver in Nevada's Eighth Judicial District pursuant to Case #A14-715484-P ("the Case"). On March 23, 2017 we entered into a share purchase agreement described below. On June 13, 2017, pursuant to an order by the judge presiding over this Case, OMNI emerged from receivership and substantially all liabilities that had been outstanding since 2009 were officially discharged.

SHARE PURCHASE AGREEMENT

From the period from May 15, 2016 through March 22, 2017 we were under the control of a court appointed Receiver. During that period the Receiver ran the Company and incurred expenses to maintain its status as public company and to locate a potential buyer for the Company. On May 23, 2017 the Company entered into a Share Purchase Agreement ("SPA") with JOJ Holdings (the "Purchaser", LLC maintaining an address at 53 Calle Palmeras, San Juan Puerto Rico. Under the terms of the SPA, the Purchaser agreed to purchase 20,000,000 of our \$0.001 par value common stock; and to assume the liability of a judgement creditor in the amount of \$25,690.41. Additionally, and concurrent with the signing of the SPA by the Company; the Receiver resigned from the Company, and the Purchaser elected Olivia Funk as the sole officer and director of the Company. The \$150,000 received at closing was distributed by an escrow agent and was used to cover Receiver expenses incurred during the receivership period, and other company expenses. All \$150,000 was disbursed prior to April 30, 2017. During the three months ended July 31, 2017, the Purchaser loaned the Company \$9,890 to pay certain professional fees to maintain the company's status as a public company.

Reverse Split and Name Change

On November 18, 2016, the Company effected a 1 for 150 reverse split and changed its name from Business.vn, Inc., to Omni Global Technologies, Inc., and the Company's trading symbol changed from "BVNI" to "OMGT". Under the guidelines of Staff Accounting Bulletin 4c, a capital structure change such as a stock split that occurs after the date of the most recent balance sheet must be given retroactive effect in the balance sheet. Accordingly, all references to the numbers of Common Shares and per share data in the accompanying financial statements have been adjusted to reflect this forward split on a retroactive basis, unless indicated otherwise.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). This basis of accounting involves the application of accrual accounting and consequently, revenues and gains are recognized when earned, and expenses and losses or recognized when incurred.

Similarly, management must make estimates of the uncollectibility of accounts receivable. Management specifically analyzes accounts receivable and historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Income Taxes

The Company utilizes SFAS No. 115, *Accounting for Income Taxes*, which requires the 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 determined based on the difference between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

Going Concern

The Company has an accumulated deficit of \$6,236,126 to date. We will need additional working capital for ongoing operations, which raises substantial doubt about its ability to continue as a going concern. Management of the Company is working a strategy to meet future operational goals which may include equity funding, short term or long term financing or debt financing, to enable the Company to reach profitable operations, however, there can be no assurances that the plan will succeed nor that the Company will be able to execute its plans.

Basic and Diluted Net Loss Per Share

Net loss per share is calculated in accordance with SFAS No. 128, *Earnings Per Share* for the period presented. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby we used to purchase common stock at the average market price during the period.

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 certain 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 revenue and expenses during the periods presented. Actual results could differ from those estimates.

Significant estimates made by management are, among others, realizability of long-lived assets, deferred taxes and stock option valuation. Management reviews its estimates on a quarterly basis and, where necessary, makes adjustments prospectively.

NOTE 3. PROVISION FOR INCOME TAXES

As of July 31, 2017 the Company has a federal net operating loss carry forwards of \$6,236,126 that can be utilized to reduce future taxable income. The net operating loss carry forward will expire through 2023 if not utilized. Utilization of the net operating loss and tax credit carry forward may be subject to substantial annual limitations due to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended, and similar state provisions. The annual limitation may result in the expiration of net operating loss and tax credit carry forwards before utilization. The Company has provided a full valuation allowance on the deferred tax asset because of uncertainty regarding realizability.

NOTE 4. STOCKHOLDER'S EQUITY

Common Stock

The Company has 400,000,000 shares of Common Stock authorized with a par value of \$0.001 per share and 5,000,000 shares of Preferred Stock authorized, with a par value of \$0.001 per share. As of July 31, 2017 and April 30, 2017 there were 20,368,703 and 20,368,703 common shares outstanding, respectively. No shares of Preferred Stock are outstanding.

Common Stock Issued in Private Placements

During the three- month period ended July 31, 2017, the Company did not accept any subscription agreements for the sale of its common stock.

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

The following discussion should be read in conjunction with our financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or on our behalf. We disclaim any obligation to update forward looking statements.

The Company was dormant from October 2008 through May 15, 2016 until it was placed under the control of a Receiver in Nevada's Eighth Judicial District pursuant to Case #A14-715484-P ("the Case"). On March 23, 2017 we entered into a share purchase agreement described below. On June 13, 2017, pursuant to an order by the judge presiding over this Case, OMNI emerged from receivership and substantially all liabilities that had been outstanding since 2009 were officially discharged. As a result the company recorded \$5,003,192 in income from the forgiveness of debt that had been outstanding since the Company became dormant in 2009.

SHARE PURCHASE AGREEMENT

From the period from May 15, 2016 through March 22, 2017 we were under the control of a court appointed Receiver. During that period the Receiver ran the Company and incurred expenses to maintain its status as public company and to locate a potential buyer for the Company. On May 23, 2017 the Company entered into a Share Purchase Agreement ("SPA") with JOJ Holdings the Purchaser, LLC maintaining an address at 53 Calle Palmeras, San Juan Puerto Rico. Under the terms of the SPA, the Purchaser agreed to purchase 20,000,000 of our \$0.001 par value common stock; and to assume the liability of a judgement creditor in the amount of \$25,690.41. Additionally, and concurrent with the signing of the SPA by the Company; the Receiver resigned from the Company, and the Purchaser elected Olivia Funk as the sole officer and director of the Company. The \$150,000 received at closing was distributed by an escrow agent and was used to cover Receiver expenses incurred during the receivership period, and other company expenses. All \$150,000 was disbursed prior to April 30, 2017. During the three months ended July 31, 2017, the Purchaser loaned the Company \$9,890 to pay certain professional fees to maintain the company's status as a public company.

Reverse Split and Name Change

On November 18, 2016, we effected a 1 for 150 reverse split and changed our name from Business.vn, Inc. to Omni Global Technologies, Inc., and the Company's trading symbol changed from "BVNI" to "OMGT". Under the guidelines of Staff Accounting Bulletin 4c, a capital structure change such as a stock split that occurs after the date of the most recent balance sheet must be given retroactive effect in the balance sheet. Accordingly, all references to the numbers of Common Shares and per share data in the accompanying financial statements have been adjusted to reflect this reverse split on a retroactive basis, unless indicated otherwise. As of July 31, 2017 we had 20,368,703 shares outstanding.

RESULTS OF OPERATIONS

Results of Operations for the three months ended July 31, 2017 and 2016

The Company has not commenced any operating activity subsequent to the SPA. For the three months ended July 31, 2017 we incurred \$9,890 in operating expenses to maintain our status as a public company. Additionally we incurred \$441 in interest expense. There was no activity, whatsoever, during the comparable three month period ended July 31, 2016.

As a result of the discharge of all liabilities pursuant to the court order in the Case, we recorded non-cash other income of \$5,003,192 for the three month period ended July 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES

We had no cash on hand as of July 31, 2017. All funding for company expenses is being provided by the Purchaser who holds controlling interest in the Company.

Inflation

Although our operations may be influenced by general economic conditions, we do not believe that inflation had a material effect on our results of operations during the three month period ended July 31, 2017.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements as of July 31, 2017 and April 30, 2017.

Critical Accounting Estimates

Our financial statements and accompanying notes have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect reported amounts of assets, liabilities, revenues and expenses. We continually evaluate the accounting policies and estimates used to prepare the financial statements. The estimates are based on historical experience and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed in our 2017 in Form 10-K Critical Accounting Policies section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of July, 31, 2017. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer/Chief Financial Officer. Based on this evaluation, our CEO has concluded that our disclosure controls and procedures were ineffective as of July 31, 2017.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the last quarterly period covered by this report that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. *Legal Proceedings.*

We are not a party to any legal proceeding that we believe will have a material adverse effect upon our business or financial position and no such action has been threatened.

Item 1A. *Risk Factors*

As a smaller reporting company, we are not required to provide the information required by this Item.

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

During the three month period ended July 31, 2017 we did not sell any shares of our common stock.

Item 3. *Defaults upon Senior Securities*

None.

Item 4. *Mine Safety Disclosures*

Not applicable.

Item 5. *Other Information*

None.

Item 6 *Exhibits*

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|--|
| 3.1* | Articles of Incorporation of the Company Filed September 15, 1995 (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 4.1* | Form of Common Stock Certificate (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.1* | Business.com.vn MOU (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.2* | Hotels.vn Marketing agreement (Business.com.vn agreement) (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.3* | Hotels Extension document (Business.com.vn extension) (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.4* | Hi-Tek Reservation Engine agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.5* | Maxsima discount card (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.6* | Hi-Tek service agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.8* | My BajaGuide.com MOU (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.9* | Mexican association agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.10* | DotVN agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.11* | VTIC MOU (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.12* | Consulting Agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.13* | Hi-Tek interest agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.14* | Hi-Tek Reservation Engine Extension (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.15* | Independent contractors' agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.16* | Independent contractors' agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.17* | Hi-Tek Service agreement with attached schedule "A" (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006) |
| 10.18** | Share Purchase Agreement |
| 10.19 | Change order of Discharge |
| 31.1** | Certification of Receiver pursuant to Exchange Act Rule 13a-14(a) |
| 32.1** | Certification of Receiver pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350 |
| 101.INS** | XBRL Instances 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 |

* These documents are incorporated herein by reference as exhibits hereto. Following the description of each such exhibit is a reference to the document as it appeared in a specified report previously filed with the SEC, to which there have been no amendments or changes.

** Filed or Furnished herewith.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OMNI GLOBAL TECHNOLOGIES, INC.

Date: August 31, 2017

By: s/ Olivia Funk

Olivia Funk

Chief Executive Officer and Director

In accordance with the Exchange Act, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

ORDR
Peter Dubowsky, Esq.
Nevada Bar No. 4972
Amanda C. Vogler, Esq.
Nevada Bar No. 13609
DUBOWSKY LAW OFFICE, CHTD.
300 South Fourth Street
Suite 1020
Las Vegas, Nevada 89101
(702) 360-3500
Fax (702) 360-3515
Attorney for Plaintiff

DISTRICT COURT
CLARK COUNTY, NEVADA

| | | |
|--|---|------------------------|
| WHITE TIGER PARTNERS LLC, a Colorado |) | Case No. A-14-709484-P |
| limited liability company, as successor in) |) | |
| interest to FIRST AMERICAN STOCK |) | Dept No.: XXXII |
| TRANSFER, INC., |) | |
| |) | |
| Plaintiff, |) | |
| |) | |
| vs. |) | |
| |) | |
| |) | |
| BUSINESS, VN, INC. a Nevada corporation |) | |
| fka WORLDTRADESHOW.COM, INC. and |) | |
| INTERACTIVE PROCESSING, INC. and |) | |
| DOES I-X and ROE CORPORATIONS I-X, |) | |
| Inclusive |) | |
| |) | |
| Defendants |) | |
| _____ |) | |

**ORDER TO RESCIND BUSINESS COMBINATION WITH OMNI GLOBAL
TECHNOLOGIES INC. A FLORIDA CORPORATION, RATIFY
AUTHORIZATION OF THE RECEIVER TO TERMINATE ALL OF THE
PREVIOUS OFFICERS AND DIRECTORS RATIFY A REVERSE STOCK SPLIT
PREVIOUSLY AFFECTED RATIFY THE NAME CHANGE TO OMNI GLOBAL
TECHNOLOGIES, INC. RATIFY A NEW BUSINESS**

Case Number: A-14-709484-P

**COMBINATION/REORGANIZATION WITH JOJ INVESTMENTS, LLC, A
PUERTO RICO LIMITED LIABILITY COMPANY, RATIFY THE ISSUANCE OF
A RESTRICTED CONTROL BLOCK OF STOCK TO JOJ INVESTMENTS LLC,
RATIFY THE ASSIGNMENT OF THE WHITE TIGER PARTNERS, LLC
JUDGMENT TO A THIRD PARTY, APPOINT A NEW OFFICER, RATIFY THE
RECEIVER'S RESIGNATION FROM ALL COMPANY POSITIONS WITH THE
DEFENDANT AND DISCHARGE THE RECEIVER**

THIS MATTER COMES BEFORE THIS COURT on "Motion to rescind business combination with Omni Global Technologies, Inc. a Florida corporation, to ratify the authorization of the receiver to terminate all of the previous officers and directors, ratify a reverse stock split previously affected, ratify the name change to Omni Global Technologies, Inc., ratify a new business combination/reorganization with JOJ Investments, LLC, a Puerto Rico limited liability company, ratify the issuance of a restricted control block of stock to JOJ Investments LLC, ratify the assignment of the White Tiger Partners, LLC judgment to a third party, appoint a new officer, ratify the receiver's resignation from all company positions with the defendant and discharge the receiver" ("Plaintiff's Motion") and being familiar with the Complaint, the pleadings filed, the proceedings in this action, it is

ORDERED, ADJUDGED and DECREED that:

1. A default judgment was entered against the Defendant Corporation on March 18, 2015, for want of an answer or other responsive pleading thereto. The Receiver was appointed on May 6, 2015. The Defendant Corporation has not appeared in this proceeding in any capacity nor has Omni Global Technologies, Inc., (the transaction which is being rescinded), a Florida corporation, or any of its Officers, Directors, Counsel, investors or shareholders.
2. A hearing was conducted on February 16, 2017, upon the fairness of the terms and conditions of the Receiver for Business, VN, Inc., a Nevada corporation ("BUSINESS VN" or "Defendant Corporation" herein) in accordance with Section 3(a)(10) of the U.S. Securities Act of 1933 (15 U.S.C. §77c(a)(10)) and N.R.S. 90.530(8), and to ratify the following items: ratify the termination of all previous officers and directors of the Defendant Corporation, authorize the issuance of new exempt shares of common stock, ratify the one for one hundred and fifty (1:150) reverse stock split previously undertaken, ratify the business combination with Omni Global Technologies, Inc., a Florida corporation, ("OMNI Florida" herein) and the name change of the Defendant Corporation to Omni Global Technologies, Inc., ("OMNI" herein), ratify the closing conditions have or will be met and to thereafter discharge the receiver.
3. OMNI Florida failed to meet the terms outlined under the closing of the agreement. OMNI Florida's failure to close included failure to provide financial statements of OMNI Florida to the Receiver and failure to pay the second installment. Under the agreement, and "on such date" as OMNI received the Fairness Hearing Order/Final Order and discharge previously executed by this Court dated February 16, 2017, the second installment was to have been made. Counsel for OMNI Florida refused to guarantee the balance of the funds owed to the Receiver for the second and third installments were in their trust accounts and indicated they did not intend to and were unable to close the transaction. Had OMNI complied with the closing terms, the shares would have been issued and the third installment would have been due and owing the Receiver and the closing terms would have been met and concluded. None of these actions have occurred upon the filing of this new Motion and requested new Order.

4. After numerous demands for the second installment, the Receiver rescinded the Agreement with OMNI Florida on March 3, 2017. No shares were issued to OMNI Florida or any other party under the terms of the agreement and prior order. In good faith, all parties to the previously approved transaction with OMNI Florida were notified by Counsel for the Receiver of OMNI Florida's failure to meet the closing terms including all of the persons who would have been issued shares under the agreement. No opposition was received from OMNI Florida in response to the Motion filed by the Receiver.
5. The Receiver considers the agreement with OMNI Global Technologies, Inc., a Florida corporation, null and void.
6. The Receiver found another option for the shareholders and creditors and executed an agreement selling control of the company to JOJ Investments, LLC a Puerto Rican Limited Liability Company.
7. The terms and conditions of the Receiver's plan of reorganization were, are and will be fair to, in good faith, and in the best interests of all of the parties.
8. Further, that under NRS§78.675 and post the approval of this order and plan of reorganization, that any claims other than those itemized and described under this order are barred by statute. The Receiver has received no claims against the Corporation other than the judgment creditor.
9. Upon the rescission of the OMNI Florida business combination and under the terms of the agreement, if cancelled, the Receiver was to repay the first installment including 5% interest minus 50% of all corporate action costs/fees and fairness hearing costs/fees while executing a highly complex customization of the corporate structure to OMNI Florida's specifications. A breakdown of those costs/fees were calculated, paid, and an additional copy of the notice of rescission was sent to OMNI Florida via certified return receipt mail through the United States Post Office on April 3, 2017, to the address of record in the agreement. OMNI Florida acknowledges receipt of check #1023 in the amount of \$18,305.68, the breakdown is as follows:

| | |
|--|-------------------|
| 1st Installment paid by OMNI Florida | \$20,000.00 |
| Interest paid by OMNI to OMNI Florida | +750.00 |
| Partial reimbursement of costs paid by OMNI Florida on 12-20-2016 | +5,342.50 |
| Amount paid directly by OMNI Florida to Transfer Agent for corp action | +1600.00 ===== |
| Total paid by OMNI Florida | \$27,692.50 |

| | |
|---------------------------------|------------|
| Total expenses paid by Receiver | \$18773.24 |
| 50% split per the agreement | \$9386.82 |

| | |
|-----------------------------------|------------------|
| Total paid by OMNI Florida | \$27,692.50 |
| 50% split per the agreement | <u>-9,386.82</u> |
| Receiver Refunded via check #1023 | \$18,305.68 |

10. The judgment creditor, White Tiger Partners LLC, assigned its judgment to a third party under the agreement with JOJ Investments, LLC.
11. All outstanding payables, loans, and a Receiver Certificate issued by Business VN have been paid in full with interest as of March 28, 2017 with the exception of the judgment creditor which is being assigned to a third party under the new agreement. No further claims have been filed against the estate in the Receiver action.
12. JOJ Investments LLC purchased for cash 20,000,000 "restricted securities," unregistered, post reverse split common shares as defined under 17 CFR. §230.144 at a cost basis of \$.0085, exempt from registration under the Securities Act of 1933, §4(2) for private transactions. In this transaction JOJ Investments LLC assumed voting control of the Corporation.
13. The Receiver appointed Olivia Funk as sole officer and director of the Corporation replacing any and all officer and/or director functions served by the Receiver. The Receiver is requesting his discharge upon execution of this Order.

ORDERED that Plaintiff, WHITE TIGER PARTNERS, LLC'S Motion is GRANTED in its entirety and it is further

ORDERED that the previously approved and Court ORDERED business combination with OMNI GLOBAL TECHNOLOGIES, INC., a Florida corporation and BUSINESS VN, Inc. n/k/a OMNI GLOBAL TECHNOLOGIES, INC., a Nevada corporation is considered null and void and rescinded upon the failure of OMNI Florida to meet the remaining closing conditions outlined in the ORDER dated February 16, 2017 page 8 items (a-d); it is further

ORDERED that the Receiver, Robert L. Stevens's action to terminate all known and unknown prior officers and directors is hereby ratified with the exception of Olivia Funk remaining as the sole Officer and Director; and it is further

ORDERED that the Receiver, Robert L. Stevens's action to process a one hundred and fifty (150) for one (1) reverse stock split with a minimum number of 100 shares to each stockholder down to the beneficial holder level is hereby ratified; and it is further

ORDERED that the Receiver, Robert L. Stevens's action to execute the sale of a control block of stock of Business, VN, Inc. n/k/a OMNI Global Technologies, Inc., to JOJ Investments LLC, a Puerto Rican corporation, is hereby ratified; and it is further

ORDERED that, the Receiver, Robert L. Stevens, is authorized to issue the new unregistered restricted control shares of Defendant Corporation's common stock to JOJ Investments, Inc. as outlined above; and it is further

ORDERED that the Receiver, Robert L. Stevens's action to change the Defendant Corporation's name to Omni Global Technologies, Inc. is hereby ratified; and it is further

ORDERED that due to the rescission of the OMNI Global Technologies, Inc., (OMNI Florida) agreement, JOJ Investments, Inc. and its representatives will have full authority to engage in any and all legal corporate activity as permitted under statute including renaming the Corporation; and it is further

ORDERED that the Receiver, Robert L. Stevens's preparation and filing, with the assistance of an accountant and PCAOB Auditor, of previous period financial statements to satisfy FINRA Rule 6490 are deemed appropriate as approved by FINRA upon the effectiveness of the reverse split and name change dated November 18, 2016. The filings were filed and later accepted by the SEC without comment; and it is further

ORDERED that FINRA member firms, Banks, and Registered Clearing Firms and Agencies, depository agencies (DTCC etc.), including but not limited to DOES 1-X and ROE CORPORATIONS I-X, may rely on this Order to comply with FINRA Release 09-05 which requires them to complete exhaustive due diligence before allowing a customer to deposit, transfer or sell any securities to comply with Section 4(a)(4) of the Securities Act of 1933 when handling unregistered securities; and it is further

ORDERED that the terms and conditions of the Receiver's plan of reorganization were, are and will be fair to, in good faith, and in the best interests of all of the parties; and it is further

ORDERED under NRS§78.675 and upon execution of this order and plan of reorganization, that any claims other than those itemized and described under this order are barred by statute. The Receiver has received no claims against the Corporation in this Receiver action other than the judgment creditor; and it is further

ORDERED the judgment creditor, White Tiger Partners LLC, shall consider its judgment assigned to a third-party designee under the agreement with JOJ Investments, LLC; and it is further

ORDERED that the Defendant Corporation, BUSINESS VN n/k/a Omni Global Technologies, Inc., OMNI FL, its Transfer Agent(s) and FINRA member firms, Banks, and Registered Clearing Firms and Agencies, depository agencies (DTCC etc.), including but not limited to DOES I-X and ROE CORPORATIONS I-X, shall not interfere with the paper transfer, electronic transfer, sale, deposit, pledge, hypothecation, or any and all transactions regarding the securities to be issued under this Order. The securities under this Order are considered to be, and shall be deemed in all respects, duly authorized, validly issued, fully paid for, non-assessable, exempt securities under the Securities Act of 1933 §4(2) and not subject to any adverse claim or stop order. Nor should they be. It is further

ORDERED that the Court acknowledges the status and update of the Closing Conditions and further **ORDERS** the Receiver, Robert L. Stevens and BUSINESS VN to complete the remaining terms of the Closing, which is reflected below:

- a. Upon the signing of the Court Order, the Receiver shall produce a copy to JOJ Investments, Inc.
- b. Upon execution and delivery of this Order, the Receiver is to be considered resigned from any and all positions with the Corporation and discharged.

ORDERED that, the Receiver, Robert L. Stevens, is hereby discharged.

Dated: June 13, 2017

/s/ Rob Bare
DISTRICT COURT JUDGE

ROB BARE
JUDGE, DISTRICT COURT, DEPARTMENT 32

Respectfully Submitted by:

DUBOWSKY LAW OFFICE, CHTD.

By: /s/ Peter Dubowsky
Peter Dubowsky, Esq.
Nevada Bar No. 4972
Amanda C. Vogler, Esq.
Nevada Bar No. 13609
300 South Fourth Street, Suite 1020
Las Vegas, Nevada 89101
(702) 360-3500
Fax (702) 360-3515
Attorney for Plaintiff

**CERTIFICATION PURSUANT TO
RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANE-OXLEY ACT.**

I, Olivia Funk, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Omni Global Technologies, Inc. for the period ended July 31, 2017;
2. Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Omni Global Technologies, Inc., as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for Omni Global Technologies, Inc., and have:
 - a. Designed such disclosure controls and procedures to ensure that material information relating to Omni Global Technologies, Inc. including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of Omni Global Technologies, Inc., disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in Omni Global Technologies, Inc.'s internal controls over financial reporting that occurred during Omni Global Technologies, Inc.'s most recent fiscal quarter that has materially affected or is reasonably likely to materially affect, Omni Global Technologies, Inc., internal control over financial reporting.
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to Omni Global Technologies, Inc., auditors and the audit committee of Omni Global Technologies, Inc., board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Omni Global Technologies, Inc., ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in Omni Global Technologies, Inc., internal control over financial reporting.

Dated: August 31, 2017

/s/ Olivia Funk
Olivia Funk
Chief Executive Officer and Director

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Omni Global Technologies, Inc., (the "Company") on Form 10-Q for the period ended July 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report") the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 31, 2017

By: /s/ Olivia Funk
Olivia Funk
Chief Executive Officer and Director