American Diversified Holdings Corporation

American Diversified Holdings Corporation

FY 2010 Annual Report

Part A General Company Information

Item (I) The exact name of the issuer and its predecessor (if any):

The exact name of the Issuer is American Diversified Holdings Corporation

Name change history

1. Cost Containment Technologies, Inc. until 10-07
2. Critical Care, Inc. until 3-07
3. Lasik America, Inc. until 10-04

Item (II) The address of its principal executive offices:

2658 Del Mar Heights Rd
Suite 315
Del Mar, CA 92014
Phone: 858-259-4534
Fax: 858-792-0978

Item (III) The state and date of the issuer's incorporation or organization:

The issuer is a Nevada corporation incorporated on March 21, 2001

Part B Share Structure

Item (IV) The exact title and class of securities outstanding.

Security Symbol:	*ADHC*
CUSIP Number:	*02541R 102*
Common Stock:	*1,000,000,000 authorized*
Preferred Stock:	*Series A 200,000 Authorized*

Item (V) Par or stated value and description of the security.

The authorized shares consist of 1,000,000,000 shares of common stock at par value of$0.001 per share.

Item (VI) The number of shares or total amount of the securities outstanding for <u>each class</u> of securities authorized.

1,000,000,000 Common Shares
200,000 Series A Preferred Shares

As of:	*July 31 ,2010*
Total Authorized:	*1,000,000,000*
Total Outstanding:	*232,172,727*
Free Trading:	*48,064,306*
Restricted:	*184,108,416*
Number of Shareholders:	*127*

Part C Business Information

Item (VII) The name and address of the transfer agent:

American Diversified Holdings Corporation

Action Stock Transfer,
7069 Highland Drive
Suite 300
Salt Lake City, UT 84121
Phone: 801-274-1088
Fax: 801-274-1099

Action Stock Transfer Company is currently registered under the Exchange Act and is an SEC approved Transfer Agent

Item (VIII) The nature of the issuer's business.

A. Business Development

American Diversified Holdings Corporation has been in the Medical field for many years. . The Company will be able to evaluate various solutions for the mHealth market and to attack certain medical disciplines that will be using the iPhone, iPad, Android and other mobile platforms. The Company has decided to use its experience and expertise to enter the mHealth market. **mHealth** is a term used for the practice of medical and public health, supported by mobile devices. The term is most commonly used in reference to using mobile communication devices, such as mobile phones for health services and information. The mHealth field has emerged as a sub-segment of eHealth, the use of information and communication technology for health services and information. mHealth applications include the use of mobile devices in collecting community and clinical health data, delivery of healthcare information to practitioners, researchers, and patients, real-time monitoring of patient data, and direct provision of care via mobile telemedicine. Within the mHeath space, projects operate with a variety of objectives, including increased access to healthcare and health-related information (particularly for hard-to-reach populations); improved ability to diagnose and track diseases; timelier, more actionable public health information; and expanded access to ongoing medical education and training for health workers.

1. The form of organization of the issuer:

American Diversified Holdings Corporation is a Nevada corporation

2. The Year that the Issuer (or any predecessor) was organized:

The Company was incorporated on March 21, 2001 in the State of Nevada.
Formerly – Cost Containment Technologies until 10-07
Formerly – Critical Care, Inc. until 3-07
Formerly Lasik America, Inc. until 10-04

3. Issuer's fiscal year end date:

Our fiscal year end is July 31.

4. Whether the issuer (and or any predecessor) has been in bankruptcy, receivership or any similar proceedings:

The Company has never been in bankruptcy, receivership or any similar proceedings.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business:

N/A

6. Any default of the terms of any note, loan lease, or other indebtedness or financing arrangement requiring the issuer to make payment:

N/A

7. Any change of control:

N/A

8. Any increase in 10% or more of the same class of outstanding equity securities:

Yes

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

A Reverse Split of the Common Shares of 1 share for each 60 shares was affected on 11-30-2006 and
A Reverse Split of the Common Shares of 1 share for each 4,000 was affected on 10-16-2007

10. Any delisting of the Issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board:

The Company securities have been de-listed as of Nov. 3, 2006 by the OTC Bulletin Board

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have material effect on the Issuer's business, financial condition, or operations. Any current, past or pending trading suspensions by a securities regulator:

There are no current, past, pending or threatened legal; proceedings or administrative actions either by or against the Company that could have material effect on the Company's business, financial condition, or operations.

(B) Business of Issuer. Describe the Issuer's business so a potential investor can clearly understand it. Please also include, to the extent material to an understanding of the Issuer, the following specific items:

American Diversified Holdings Corporation has been in the Medical field for many years. . The Company will be able to evaluate various solutions for the mHealth market and to attack certain medical disciplines that will be using the iPhone, iPad, Android and other mobile platforms. The Company has decided to use its experience and expertise to enter the mHealth market. **mHealth** is a term used for the practice of medical and public health, supported by mobile devices. The term is most commonly used in reference to using mobile communication devices, such as mobile phones for health services and information. The mHealth field has emerged as a sub-segment of eHealth, the use of information and communication technology for health services and information. mHealth applications include the use of mobile devices in collecting community and clinical health data, delivery of healthcare information to practitioners, researchers, and patients, real-time monitoring of patient data, and direct provision of care via mobile telemedicine. Within the mHeath space, projects operate with a variety of objectives, including increased access to healthcare and health-related information (particularly for hard-to-reach populations); improved ability to diagnose and track diseases; timelier, more actionable public health information; and expanded access to ongoing medical education and training for health workers.

The Issuer's primary and secondary SIC Codes:

American Diversified Holdings Corporation

Primary: 0742
Secondary: none

1. If the Issuer has never conducted operations, is it in the development stage or is currently conducting operations:

Currently conducting operations

2. If the Issuer is considered a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933:

The Issuer is not a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933

3. State the names of any parent, subsidiary, or affiliate of the Issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure:

N/A

4. The effect of existing or probable governmental regulations on the business:

N/A

5. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers:

N/A

6. Cost and effects of compliance with environmental laws (federal, state and local):

N/A

7. Number of total employees and the number of full time employees:

We currently have 3 full-time employees and anticipate hiring outside contractors.

(C) Investment Policies. For any investments that the Issuer has, provide clear description of the investments, and restrictions or impairments the investment may have and the policies used to value and/or depreciate such assets from a financial and tax perspective. State whether there are any limitations of the percentage of assets which may be invested in change without a vote of securities holders. State whether the Issuer's policy is to acquire assets primarily for possible capital gain or primarily for income. If the Issuer owns any real estate, interests in real estate, mortgages or securities related to or backed by real estate, describe the Issuer's policies with respect to each of the following types of investments (the below items 1-3 do not need to be included if the issuer has disclosed it does not own real estate or real estate related investments):

N/A

1. Investments in real estate or interest in real estate. Indicate the types of real estate in which the Issuer may invest, and describe the method (or proposed method) of operating and financing these properties. Indicate any limitations on the number or amount of mortgages that may be place on any piece of property:

We do not intend to invest in real estate and currently have no plans or interests in real estate.

2. **Investments in real estate mortgages. Indicate the types of mortgages and the types of properties subject to mortgages in which the Issuer plans to invest. Describe each type of mortgage activity in which the issuer intends to engage, such as originating, servicing and warehousing, and the portfolio turnover rate:**

   We do not intend at this time to invest in any real estate mortgages.

3. **Securities of or interests in persons primarily engaged in real estate in real estate activities. Indicate the types of securities in which the Issuer may invest, and indicate the primary activities of persons in which the Issuer may invest and the investment policies of such persons.**

   We do not intend to invest in securities or interests in persons primarily engaged in real estate activities.

Item (IX) The nature of the products or services offered.

A. Principal products or services and their markets:

American Diversified Holdings Corporation is developing a platform for the Mobile Health Care Market as the medical profession gears up to go electronic not only for medical records but also for direct patient monitoring and information. ADHC's mHealth Division will Focus on Mobile Health Care Applications for iPhone, iPad, Android and Other Mobile Devices. ADHC is developing applications for the iPhone, iPad, Android and Other Mobile Devices tailored for specific ailments and protocols to allow medical professionals to monitor patients, get instant feedback and constantly adjust treatments to allow greater flexibility and response time in meeting individual patient needs. mHealth or mobile Health is a term most commonly used in reference to using mobile communication devices, such as mobile phones for Health Services and information.

B. Distribution methods of the products or services:

We will sell directly to all entities that need to collect data in the medical marketplace.

C. Status of any publicly announced new product or services:

N/A

D. Competitive business conditions, the Issuer's competitive position in the industry, and the methods of competition:

We will be operating in a highly competitive industry

E. Sources and availability of raw materials and the names of principal suppliers:

N/A

F. Dependence on one or a few major customers:

N/A

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

N/A

The need for any government approval of principal products of services:

We are currently not subject to any governmental approval for any of our products or services.

Item (X) The Nature and extent of the Issuer's facilities:

1. **Describe the general character and locations of all materially important properties held or intended to be acquired by or leased to the Issuer and describe the present or proposed use of such properties and their suitability and adequacy for such use:**
   N/A

2. **State the nature of the Issuer's title, or other interest in, such properties and the nature of the Issuer's title to, or other interest in, such properties and the nature and amount of all material mortgages, liens or encumbrances against such properties. Disclose the current principal of each material encumbrance, interest and amortization provisions, prepayment provisions, maturity date and the balance due at maturity assuming no payments:**

   N/A

3. **Outline briefly the terms or any lease or any of such properties or any option on contract to purchase or sell of any such properties:**

   N/A

4. **Outline briefly any proposed program for renovation, improvement of development of such properties, including the estimated cost thereof and method of financing to be used. If there are no present plans for the improvement or development of any unimproved or undeveloped property, so state and indicate the purposed for which the property is to held or acquired;**

   We do not have any plans to renovate, improve or develop any properties. There is no property held or acquired by the issuer at this time.

5. **Describe the general competitive conditions to which the properties are or may be subject;**

   There are no prosperities held by us, therefore there are no general competitive conditions to which the prosperities are or may be subject to.

6. **Include a statement as to whether, in the opinion of the management of the issuer, the properties are adequately covered by insurance:**

   N/A

7. **With respect to each improved property which is separately described, provide the following in addition to the above; N/A**

Part D Management Structure and Financial Information

Item (XI) The Name of the Chief Executive Officer, members of the board of directors, as well as control persons

A. Officers and Directors

In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name; Ernest B. Remo
2. Business address; 2658 Del Mar Heights Road, Suite 315, Del Mar CA 92014

3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates); American Diversified Holdings Corporation and its predecessor Companies. Position held: Chairman/CEO

4. Board memberships and other affiliations; None

5. Compensation by the issuer; and 30,000,000 restricted common shares issued to Chairman/CEO, no cash compensation.

6. Number and class of the issuer's securities beneficially owned by each such person.

   Ernest B. Remo, Chairman/CEO : Common Shares 70,011,858 Preferred Shares 100,000

Business address for all executive officers and directors is:

2658 Del Mar Heights Road, Suite 315,Del Mar CA, 92014

(A) Executive Officers:

Ernest B. Remo, Chairman and CEO, None others

(B) Legal/Disciplinary History

Please also identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses):

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities:

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated:

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

(C) <u>Disclosure of Family Relationships</u>

Describe any relationships existing among and between the issuer's officers, directors and shareholders.

American Diversified Holdings Corporation

There are no relationships among our officers, directors or shareholders.

American Diversified Holdings Corporation
Share ownership of Directors, Officers,
July 31, 2010

	Common Shares	Percentage (%)
Ernest B. Remo/Chairman and CEO	70,011,858	30.2%

D. Disclosure of Related Party Transactions.

N/A

E. Disclosure of conflicts of interest

Describe any related party transactions of conflicts of interest

None

Item (XII) Financial information for the issuer's most recent fiscal period.

The following financials are included and attached hereto as Exhibit D and incorporated herein by reference:

Consolidated Balance Sheet for FY 2009 and FY 2010
Statement of Profit and Loss for FY 2009 and FY 2010
Statement of Stockholders' Equity for FY 2009 and FY 2010
Statement of Cash Flows for FY 2009 and FY 2010
Footnotes to Financial Statements for FY 2009 and FY 2010

Item (XIII) **Financial information for the issuer's 2 preceding fiscal periods.**

The following financials are included and attached hereto as Exhibit E and incorporated herein by reference:

Consolidated Balance Sheet for FY 2008 and FY 2007
Statement of Profit and Loss for FY 2008 and FY 2007
Statement of Stockholders' Equity for FY 2008 and FY 2007
Statement of Cash Flows for FY 2008 and FY 2007
Footnotes to Financial Statements for FY 2008 and FY 2007

Item (XIV) Beneficial Owners

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Ernest B. Remo 70,011,858 Common Shares , 100,000 Series "A" Preferred, PO Box 2568, Del Mar CA 92014
Thomas View 36,096,000 Common Shares, 44 Bryant St NW, Washington, DC 20001
Robert Jordan 29,328,000 Common S hares , 1105 Penny Packer lane, Bowie, MD 20716

The following tables set forth, as of July 31, 2010 contains certain information with respect to the Company's equity securities owned on record or beneficially by (a) each Officer and Director of the Company (b) each person who owns beneficially more than ten percent (10% for non-reporting issuers, 5% for reporting issuers) of each class of the Company's outstanding equity securities, and (c) and all Directors and Executive Officers as a group.

American Diversified Holdings Corporation
Share ownership of Directors, Officers,
Greater than 5% shareholders as at
July 31, 2010

		Percentage (%)
Ernest B. Remo Chairman/CEO	70,011,858	30.2%
Robert Jordan	29,328,000	12.6%
Thomas View	36,096,000	15.5%
Total Affiliate Ownership	135,435,858	58.3%
Shares Outstanding	208,972,722	

Item (XV) The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure

1. **Investment Banker**

This does not apply to the Company

2. **Promoters**

None at this time

3. **Counsel**

Michael L. Corrigan
Attorney at Law
119995 El Camino Real
Suite 301
San Diego CA, 92130
No securities owned

4. **Accountant**

Accounting Services are provided by consultants to the Company.

5. **Public Relations Consultant(s)**

None at this time

6. **Investor Relations**

Public relations are being handled at this time by the Company.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement

Legal Counsel has assisted the CEO in the preparation of this statement.

Item (XVI) Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation

The Company:

American Diversified Holdings Corporation is a public company which was incorporated on March 21, 2001 in the State of Nevada. The Company had several name changes over the past few years. As listed below:

1. Cost Containment Technologies, Inc. until 10-07
2. Critical Care, Inc. until 3-07
3.Lasik America, Inc. until 10-04

Products and Services:

The Company will be at the forefront of the development of a secure mobile software platform that will aid in the collection, analyzing and presentation of data for the healthcare market. We will also be developing for different vertical markets such as Diabetes, Dementia and Alzheimer's disease. The iPhone is now responsible for 50 percent worldwide and 55 percent US share of AdMob ads served to smartphones. The Android platform is also seeing significant growth in share of mobile ads served. Planned international introductions of Android devices could result in an uptick in its worldwide share in the next few months. The Company will work with the Healthcare Industry and Healthcare providers to acquire content for the fast growing mobile platforms , the early sales estimates for the iPad have been hovering around 3 million to 4 million units in calendar-year 2010, The more realistic number may be more in the area of 6 million. The Company will have an opportunity to execute a strategy of defining Healthcare markets that will require a new secure mobile platform for the collection, analyzing and presentation of data. The Company will be able to evaluate various solutions for the mHealth market and to attack certain medical disciplines that will be using the iPhone, iPad, Android and other mobile platforms. Many large institutions will want to connect using various computer platforms. The Company will develop methods for software communication among the various mobile devices.

Market and Competitive Analysis

Mobile Platforms and their Direction

iPhone and Android biggest winners in mobile market in 2009

The good news is all in smartphones, as sales were up a whopping 41.1 percent for the fourth quarter and 23.8 percent overall, according to the latest data from market research firm Gartner. Nokia still commands large but declining chunks of smartphone and overall mobile phone sales, while iPhone and Android devices saw big leaps last year.
By Chris Foresman | Last updated February 23, 2010 7:35 PM

Market Segmentation

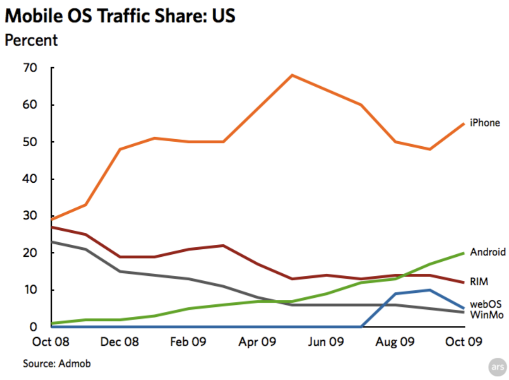
However, smartphones—essentially pocket computers that on occasion are used to make phone calls—sold 33 million more units in 2009 over 2008. "In 2009, smartphone-focused vendors like Apple and Research In Motion successfully captured market share from other larger device producers, controlling 14.4 and 19.9 per cent of the worldwide smartphone market, respectively," said Gartner analyst Carolina Milanesi in a statement.
Apple nearly doubled its share of the smartphone market over the last year, up from 8.6 in 2008. Its 14.4 percent share is enough to move it past Windows Mobile globally. Android had the biggest improvement year-over-year, though, posting a seven-fold increase to 3.9 percent. RIM gained a few points by selling an extra 11 million Blackberrys year-over-year, capturing 20 percent market shares.

Overall, though, you can expect 2010 to be a repeat of the focus on OS platforms and app stores, with no major innovation in the hardware itself. "Looking back at the announcements during Mobile World Congress 2010, we can expect 2010 to retain a strong focus around operating systems, services and applications while hardware takes a back seat," Milanesi said.

iPhone and Android in two-horse smartphone OS race

By Chris Foresman | Last updated November 24, 2009 1:37 PM

The latest Mobile Metrics report for mobile ad firm AdMob reveals some interesting aspects of the emerging smartphone market, as redefined by Apple's iPhone in 2007. Android is also making steady gains, overtaking RIM both in the US and worldwide. With the continued slide of Nokia and its Symbian OS, it's quickly becoming Apple's and Google's time to shine.
In terms of unit sales, the iPhone is growing the fastest among the competition. RIM is still slightly ahead and growing at a slower clip than Apple. Nokia still has a significant (39 percent), though declining share. HTC, still the largest Android supplier so far, is growing steadily if not quickly.



The iPhone is now responsible for 50 percent worldwide and 55 percent US share of AdMob ads served to smartphones.
The Android platform is also seeing significant growth in share of mobile ads served. Planned international introductions of Android devices could result in an uptick in its worldwide share in the next few months.

Competition

There are different visions and definitions on mHealth depending on the social and economic circumstances. Some of the current barriers for the wider adoption of mHealth in health systems in developing countries are 1) scarce evidence on health benefits, 2) insufficient knowledge on appropriate integration into the health systems and 3) lacking awareness on the potential and limitations of mHealth.

Being widely recognized as a promising development, especially in providing improved health care services to poor people and to those living in marginalized areas, the information on and experience with mHealth applications is increasing rapidly.

Strategy

The Company's marketing strategy seeks to optimize its prime advantage of industry knowledge with members of the team being involved in

- Supporting community health workers in gathering and managing health information
- Capturing and analyzing data for disease surveillance
- Providing remote diagnoses via telemedicine
- Improving access to health information and resources through health hotlines
- Facilitating health education, training and emergency support
- Coordinating drug and medical supply distribution

Value Prepositions

Not applicable.

Competitive Advantage

The Company will be at the forefront of the development of a secure mobile software platform that will aid in the collection, analyzing and presentation of data for the healthcare market. The Company will be able to evaluate various solutions for the mHealth market and to attack certain medical disciplines that will be using the iPhone, iPad, Android and other mobile platforms. Many large institutions will want to connect using various computer platforms. The Company will develop methods for software communication among the various mobile devices.

Sales Strategy

Marketing Tools

The Company will partner with Healthcare providers to assess the needs of the medical community to gather and collect data related to specified medical conditions and ailments. After the areas have been identified, the secure mobile platform will be used to develop templates for the collecting of the data. Afterwards, the data will be analyzed and displayed.

A discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months.

We expect that working capital requirements will continue to be funded through a combination of our existing funds and further issuances of securities. Our working capital requirements are sufficient to meet our needs for approximately six months from the date of this Information Statement. Our working capital requirements are expected to increase in line with the growth of our business.

Existing working capital, further advances and debt instruments, and anticipated cash flow are expected to be adequate to fund our operations over the next six months. We intend to finance these expenses with further issuances of securities, and debt issuances. Thereafter, we expect we will need to raise additional capital and generate revenues to meet long-term operating requirements. 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.

Finance

Additional financing is expected to be raised through either Shareholder rights offerings, secondary *offerings that consist of private individuals and institutions (otherwise known as PIPE's; Private Equity into Public Entity), conversion of debt to equity and or issuing warrants. This will provide the bulk of the financing required to grow operations at the planned rate.*

There is no assurance the company will be able to raise any of the funds required to finance the expansion of its business either in this or any other period.

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

Risk Factors

*Shares of American Diversified Holdings Corporation are subject to a number of risk factors. Such summary is **not** intended to be exhaustive of risks that are or may become relevant:*

Risks Relating to American Diversified Holdings Corporation:

Our business is capital intensive and will require additional financing which will result in dilution to existing shareholders which would in turn reduce the share price of earlier issued shares. Our operations are capital intensive and growth will consume a substantial portion of available working capital. We may require additional capital in order to fund our operations. We do not have any commitments for additional financing and there can be no assurance that such additional funding, if required, will be available, or if available, will be available upon favorable terms. With respect to our ability to obtain financing on favorable terms, we do not have significant assets to serve as loan collateral. Still further, we presently do not have a sufficient cash flow to qualify for reasonable debt financing. Insufficient funds may prevent us from implementing our business strategy. In the event we raise additional funds through the issuance of equity securities, dilution to the then existing stockholders will result and future investors may be granted rights superior to those of existing stockholders. Accordingly, such dilution would reduce the share price of the earlier issued shares.

Lack of operations, positive cash flow and profitability may continue which will affect our ability to remain in business. Sales and Consulting Services have been limited since the end of the 2005 Fiscal Year. As such we have a limited history of operations, the generation of positive cash flow or profits in the industries in which we participate. If we do not generate positive cash flow and hence become profitable, we may not be able to remain in business.

Dependence on management will affect our profitability. Future success depends on the continued services of Mr. Ernest B. Remo, Chief Executive Officer. The loss of his services would be detrimental and could have a material adverse effect on the business, financial condition and results of operations. Future success is also dependent on our ability to identify, hire, train and retain other qualified managerial and other employees. Competition for these kinds of individuals is intense and increasing. We may not be able to attract, assimilate, or retain qualified technical and managerial personnel and our failure to do so could have a material adverse effect on the business, financial condition and results of operations.

The results of research and development efforts are uncertain and we may not be able to compete effectively in the marketplace. We will need to make additional research and development expenditures to remain competitive. While we perform usability and beta testing of new products, the products we are currently developing or may develop in the future may not be technologically successful. If they are not technologically successful, the resulting products may not achieve market acceptance and these products may not compete effectively with products of competitors currently in the market or introduced in the future. If we are unsuccessful in the marketplace, it may affect our ability to remain in business.

Our stock is highly speculative which may result in the loss of your entire investment. The common stock is currently illiquid and highly speculative. Investment therein involves a high risk of loss of an investor's entire investment. Each prospective investor is urged to carefully review the risk factors discussed below.

Risks Related to Our Business

Competition may have an adverse effect on our business. We are subject to competition from other companies that may try to emulate or compete with similar products or services. These competitors have been in the business longer than us and may have large executive and operating staffs. Our prospects may be adversely affected by competition from these companies. The introduction of similar or superior products by current or future competitors could have a material adverse effect on our business and financial condition.

Dependence on proprietary technology and risks of third party infringement claims could adversely affect our business and results of operations. Although we have Trademark and Copyright protection, our measures to protect our current proprietary rights may be inadequate to prevent misappropriation of such rights or that our competitors will not independently develop or patent technologies that are substantially equivalent to or superior to our technologies. Additionally, although we believe that our products and technologies do not infringe upon the proprietary rights of any third parties, that third parties may assert infringement claims against products and technologies that we license, or has the rights to use, from third parties. Any such claims, if proved, could materially and adversely affect our business and results of operations. In addition, though any such claims may ultimately prove to be without merit, the necessary management attention to, and legal costs associated with litigation or other resolution of such claims could materially and adversely affect our business and results of operations.

Uncertainty of commercial success may affect our ability to remain in business. With respect to our revenue and profitability prospects, we may not be able to achieve commercial success with our Com-Guard products. Furthermore, the computer industry is characterized by rapid change and growth. Accordingly, we may not be able to keep up with the pace of technological change or fund its growth. If we fail to achieve commercial success, we will continue to suffer net losses and we will have to go out of business.

Risks Related to Finance

There is no assurance the company will be able to raise any of the funds required to finance the expansion of its business either in this or any other period.

We are at an early stage of development and have a relatively short operating history; therefore, there is a limited amount of information about us upon which you can evaluate our business and prospects for future success.

We are an early-stage company with an unproven business strategy and may never achieve commercialization of our software products or profitability.

Our software products are new and unproven and may not allow us or our collaborators to develop successful commercial products.

Any termination or breach by or conflict with our business partners or licensees could harm our business.

We may encounter difficulties in managing our growth, which could increase our losses.

Risks Related to Intellectual Property

Our ability to patent, trademark or copyright our products is uncertain because the interpretation of patent laws can be highly uncertain and subject to change, which may adversely affect our ability to earn revenue through the development and commercialization of our products.

Our patent applications may not result in enforceable patent rights, which may result in our inability to earn revenues selling our products.

We may be unable to protect our trade secrets, which may adversely affect our ability to earn future revenues.

We and our customers may be subject to extensive and uncertain regulatory requirements, which could increase our operating costs or adversely affect our ability to obtain regulatory approval in a timely manner, or at all, for products that we identify, which in turn could adversely affect our financial condition and results of operations.

Third parties may file intellectual property lawsuits against us, and, if any suit is successful, we could face substantial liabilities that may exceed our resources.

C. Off-Balance Sheet Arrangements.

As of the date of this document, the Company does not have any off balance sheet arrangements.

Part E Issuance History

Item (XVII) List of securities offerings and shares issued for services in the past two years.

Common Share Issuances:

Name	Date	No. Shares	Purpose
Brad van Siclen	1/27/2009	4,800,000	Note Conversion
PMR & Associates	8/1/2009	10,000,000	Marketing
Daljit Dhanoa	9/10/2009	100,000	INVENT Agreement
Quantum Advisors, LLC	10/13/2009	100,000	Consulting
Howard McEldowney	11/20/2009	1,000,000	Advisory Compen.
Donald Nussbaum	11/30/2009	50,000	Consulting
The Nutmeg Group	1/21/2010	333,556	Note Conversion
PMR & Associates	3/15/2010	15,000,000	Marketing
Ernest B. Remo	3/15/2010	30,000,000	Exec. Compen.
Howard McEldowney	3/15/2010	1,000,000	Advisory Compen.
IAB Media	5/13/2010	1,000,000	Marketing Services
Howard M. McEldowney	6/14/2010	2,000,000	Director Compensation
Jonathan Nussbaum	6/14/2010	200,000	Consulting
Edward W. Savarese	6/14/2010	5,000,000	Consulting
Cardona Solutions	7/19/2010	16,000,000	Note Conversion

Part F Exhibits

Item (xviii) Material Contracts

A. Every material contract, not made in the ordinary course of business that will be performed after the disclosure document is posted on the Pink Sheets News Service or was entered into not more than two years before such posting.

Com-Guard, Inc. See Exhibit A.

1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure document, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price

N/A

2) Any contract upon which the Company's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements

Com-Guard, Inc.

3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the Company.

There are no existing or pending contracts for the purchase or sale of any property, plant or equipment exceeding 15 % of the Companies Assets.

4) Any material lease under which a part of the property described in the disclosure document is held by the Company.

N/A

Item (xix) Articles of Incorporation and Bylaws

Articles of Incorporation See Exhibit C

Item (XX) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

N/A

Item (XXI) Issuers Certification

I, Ernest B. Remo, certify that:

1. *I have reviewed this Initial Company and Disclosure Statement of American Diversified Holdings Corporation*

2. *Based on my knowledge, this disclosure statement does not contain any untrue statements made, in light of the circumstances under which such statements were made not misleading with respect to the period(s) covered by this disclosure statement; and*

3. *Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for the periods presented in this disclosure statement*

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

Dated this 19th day of November, 2010

AMERICAN DIVERSIFIED HOLDINGS CORPORATION
By: /s/ Mr. Ernest B. Remo
Name: Mr. Ernest B. Remo
Position: Chairman/CEO
Phone: 858-259-4534
E-mail: ernest@americandiversifiedholdings.com
Web-Page: www.americandiversifiedholdings.com

American Diversified Holdings Corporation

SUPPLEMENTAL INFORMATION
(Exhibits attached hereto)

Exhibit (A) Com-Guard, Inc., Contract
Exhibit (B) By Laws
Exhibit (C) Articles of Incorporation
Exhibit (D) Annual Report FY 2010
Exhibit (E) Annual Report FY 2009, FY 2008

Exhibit (A)
Com-Guard, Inc., Contract

SOFTWARE DEVELOPMENT AGREEMENT

THIS SOFTWARE DEVELOPMENT AGREEMENT (the "Agreement") is made and entered into effective the 1st day of May, 2010 by and between American Diversified Holdings Corporation ("ADHC, Client") and Com-guard.com, Inc. ("Developer/Consultant").

WHEREAS, "Client" is in the business of managing health care related businesses. and Developer has experience in developing software applications for computers and mobile devices.

WHEREAS, "Client" deems it to be in its best interest to retain "Developer" to render his services for his Client in order to grow its sales and revenue base; and

WHEREAS, Com-Guard is ready, willing and able to render such marketing and advisory services to "ADHC".

NOW THEREFORE, in consideration of the mutual promises and covenants set forth in this Agreement, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Software Development Services**. "Development" Services include, but are not limited to: development of software applications in the health care sector that are capable of generating revenue on mobile communications devices. Developer has the applicable developer licenses or the capabilities of being granted licenses for the Apple mobile platform and the Android mobile platform which are being used by the major mobile communication providers including but not limited to Apple (ipad and iphone) ATT, Verizon, Sprint, TMobile and other major carriers.

3. **Time, Place and Manner of Performance**. Com-Guard shall be available for service updates to ADHC as such reasonable and convenient times and places as may be mutually agreed upon.

4. **Term of Agreement**. The term of this Agreement shall be six (6) months, commencing on May 1, 2010 subject to prior termination as hereinafter provided. Client may extend the term of this Agreement on the same terms and conditions for two additional periods of three calendar months each. Notice of such extension must be given prior to ten days preceding the first day of a renewal period. Also, at any point during the agreement, the consultant and client may "extend" the agreement.

5. **Compensation**. In providing the foregoing services, Com-Guard shall present ADHC a formalized software development timeline and payment schedule as provided in **Exhibit A** "Timeline and Payments".

6. **Termination**.

(a) ADHC's relationship with Com-guard hereunder may be terminated for any reason whatsoever, at any time, by upon ninety (90) days prior written notice, and by "ADHC" upon ninety (90) days prior written notice. Compensation will not be payable for any period after cancellation of this Agreement except that "consultant" may retain all compensation received prior to cancellation by "ADCH".

(b) This Agreement shall automatically terminate upon the dissolution, bankruptcy or insolvency of either party.

(c) This Agreement may be terminated by either party upon giving written notice to the other party if the other party is in default hereunder and such default is not cured within fifteen (30) days of receipt of written notice of such default.

(d) Either party shall have the right and discretion to terminate this Agreement should the other party in performing its duties hereunder, violate any law, ordinance, permit or regulation of any governmental entity.

(e) In the event of any termination hereunder, Client shall be responsible to make payments due to the Consultant hereunder, only through the date of the termination.

8. **Work Product**. It is agreed that all information and materials produced for ADHC shall be the property of his Client, free and clear of all claims thereto by the Consultant, and the Consultant shall retain no claim of authorship therein as described in **Exhibit B**, “Work Product”.

9. **Confidentiality**. Consultant recognizes and acknowledges that it has and will have access to certain confidential information of ADHC's Client and its affiliates that are valuable, special and unique assets and property of the Client and such affiliates. Consultant will not, during the term of this Agreement, disclose, without the prior written consent or authorization of ADHC, any of such information to any person, for any reason or purpose whatsoever unless information is made or presently public. In this regard, Consultant agrees that such authorization or consent to disclose, if given, may be conditioned upon the disclosure being made pursuant to a secrecy agreement, protective order, provision of statute, rule, regulation or procedure under which the confidentiality of the information is maintained in the hands of the person to whom the information is to be disclosed or in compliance with the terms of a judicial order or administrative process.

10. **Conflict of Interest**. Consultant shall be free to perform services for other persons. Consultant will notify the Client of its performance of consulting services for any other person, which could conflict with its obligations under the Agreement. Upon receiving such notice, the Client may terminate this Agreement or consent to Consultant's outside marketing activities; failure to terminate, this Agreement within seven (7) business days of receipt of written notice of conflict shall constitute ADHC's ongoing consent to the Consultant’s other services.

11. **Indemnification**.

(a) The Client shall protect, defend, indemnify and hold Consultant and its assigns and attorneys, accountants, employees, officers and directors harmless from and against all losses, liabilities, damages, judgments, claims, counterclaims, demands, actions, proceedings, costs and expenses (including reasonable attorneys’ fees) of every kind and character resulting from, relating to or arising out of (i) the inaccuracy, non-fulfillment or breach of any representation, warranty, covenant or agreement made by the Client herein, or (ii) negligent or willful misconduct, occurring during the term thereof with respect to any of the decisions made by the Client, or (iii) a violation of state or federal laws by Client.

(b) Consultant shall protect, defend, indemnify and hold ADHC and its assigns and attorneys, accountants, employees, officers and directors harmless from and against all losses, liabilities, damages, judgments, claims, counterclaims, demands, actions, proceedings, costs and expenses (including reasonable attorneys’ fees) of every kind and character resulting from, relating to or arising out of (i) the inaccuracy, non-fulfillment or breach of any representation, warranty, covenant or agreement made by Campos herein, or (ii) negligent or willful misconduct, occurring during the term thereof with respect to any of the decisions made by Consultant , or (iii) a violation of state or federal laws by Consultant.

12. **Notices**. All notices, demands, requests, consents, approvals, and other communications required or permitted hereunder shall be in writing and, unless otherwise specified herein, shall be (i) personally served, (ii) deposited in the mail, registered or certified, return receipt requested, postage prepaid, (iii) delivered by reputable air courier service with charges prepaid, or (iv) transmitted by hand delivery, telegram, or facsimile, addressed as set forth below or to such other address as such party shall have specified most recently by written notice. Any notice or other communication required or permitted to be given hereunder shall be deemed effective (a) upon hand delivery or delivery by facsimile, with accurate confirmation generated by the transmitting facsimile machine, at the address or number designated below (if delivered on a business day during normal business hours where such notice is to be received), or the first business day following such delivery (if delivered other than on a business day during normal business hours where such notice is to be received) or (b) on the second business day following the date of mailing by express courier service, fully prepaid, addressed to such address, or upon actual receipt of such mailing, whichever shall first occur. The addresses for such communications shall be: if to

13. **Waiver of Breach**. Any waiver by either party or a breach of any provision of this Agreement by the other party shall not operate or be construed as a waiver of any subsequent breach by any party.

14. **Applicable Law**. This Agreement shall be deemed to have been entered into in the State of California. It is the intention of the parties hereto that this Agreement and the performance hereunder and all suits and special proceedings hereunder be construed in accordance with and under and pursuant to the laws of the State of California and that in any action, special proceeding or other proceedings that may be brought arising out of, in connection with or by reason of this Agreement, the law of the State of California shall be applicable and shall govern to the exclusion of the law of any other forum, without regard to the jurisdiction on which any action or special proceeding may be instituted. Both parties irrevocably consent to the exclusive jurisdiction of the state and federal courts located in California.

15. **Severability**. All agreements and covenants contained herein are severable, and in the event any of them shall be held to be invalid by any competent court, the Agreement shall be interpreted as if such invalid agreements or covenants were not contained herein.

16. **Entire Agreement**. This Agreement constitutes and embodies the entire understanding and agreement of the parties and supersedes and replaces all other or prior understandings, agreements and negotiations between the parties.

17. **Waiver and Modification**. Any waiver, alteration, or modification of any of the provisions of this Agreement shall be valid only if made in writing and signed by the parties hereto. Each party hereto, may waive any of its rights hereunder without affecting a waiver with respect to any subsequent occurrences or transactions hereof.

18. **Counterparts and Facsimile Signature**. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. Execution and delivery of this Agreement

by exchange of facsimile copies bearing the facsimile signature of a party hereto shall constitute a valid and binding execution and delivery of this Agreement by such party. Such facsimile copies shall constitute enforceable original documents.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound, have executed this Agreement.

DEVELOPER/CONSULTANT

Consultant

Com-Guard, Inc.

Signature: Dr. Edward W. Savarese Date May 1, 2010

Client

American Diversified Holdings, Corporation

Signature: ______________________________ Date May 1, 2010

Exhibit A

Timeline and Payments

8 Equal payments of $8,000 for 6 months
25% of net proceeds from sales of the developed products to Consultant
and 75% of net proceeds from sales of the developed products to the Client

Exhibit B

Work Product

Product Definitions TBD by Client

Cognitive Retention Therapy

Cognitive Retention Therapy (CRT) also known as the Ashby Memory Method is a Cognitive therapy for dementia, based on the research of Dr. Mira Ashby. It is adapted from her programs for brain injury rehabilitation, for which she won the Order of Canada in 1984. CRT is a specifically tailored program to work for the damage done by Alzheimer's disease and other dementia. Combining word exercises, visual stimulation, a process called errorless learning, Stroop exercises and many other techniques from Dr. Ashby's research, CRT creates personalized activities based on participant's interests to stimulate all 5 senses. CRT is currently undergoing formal clinical studies, but has been presented at different seminars and conventions including the 28th National Conference of the Alzheimer Society of Canada in Toronto, Ontario; and has received positive feedback as a plausible treatment option.

BYLAWS

American Diversified Holdings Corp.

By Laws

Nevada Corporation

BYLAWS

OF

AMERICAN DIVERSIFIED HOLDINGS CORP

(a Nevada Corporation)

ARTICLE ONE

Offices

SECTION 1. Registered Office

The registered office shall be in the State of Nevada.

SECTION 2. Other Offices

The Corporation may also have offices at such places both within and without the

State of Nevada as the Board of Directors may from time to time determine or the business

of the Corporation may require.

ARTICLE TWO

Shareholder Meetings

SECTION 1. Meeting Locations

All meetings of the stockholders shall be held at any place within or outside the

State of Nevada as shall be designated from time to time by the Board of Directors. In the

absence of any such designation, stockholders' meetings shall be held at the principal

executive office of the Corporation.

SECTION 2. Annual Meetings

An annual meeting of Stockholders shall be held each year, on a date and at a time

designated by the Board of Directors. At each annual meeting directors shall be elected and

any proper business may be transacted.

SECTION 3.   Majority representing a quorum

A majority of the stock issued and outstanding and entitled to vote at any meeting of

the stockholders, the holders of which are present in person or represented by proxy, shall

constitute a quorum for the transaction of business except as otherwise provided by law,

by the Certificate of Incorporation, or by these Bylaws. A quorum, once established, shall

not be broken by the withdrawal of enough votes to leave less than a quorum and the votes

present may continue to transact business until adjournment. If, however, such quorum

shall not be present or represented at any meeting of the stockholders, a majority of the

voting stock represented in person or by proxy may adjourn the meeting without notice
other than announcement at meeting, until a quorum be present or represented. At such

adjourned meeting at which a quorum shall be present or represented, any business may

be transacted which might have been transacted at the meeting as originally notified. If the

adjournment is for more than thirty (30) days, or if after the adjournment a new record

date is fixed for the adjourned meeting , a notice of the adjourned meeting shall be given to

each stockholder of record entitled to vote thereat.

SECTION 4.   Voting quorum

When a quorum is present at any meeting, the vote of the holders of the majority of

the stock having voting power present, in person or represented by proxy, shall decide any

question brought before such meeting, unless the question is one upon which by express

provision of law, or the Certificate of Incorporation, or these Bylaws, a different vote is

required, in which case such express provision shall govern and control the decision of

such question.

SECTION 5. Voting by proxy

At each meeting of the stockholders, each stockholder having the right to vote may

vote in person or may authorize another person or persons to act for him by proxy

appointed by an instrument in writing subscribed by such stockholder and bearing a date

not more than [three] years prior to said meeting. All such proxies must be filed with the

Secretary of the Corporation at the beginning of each meeting in order to be counted at any

vote at the meeting. Each stockholder shall have one (1) vote for each share of stock

having voting power, registered in his name on the books of the Corporation on the record

date set by the Board of Directors as provided in Article Five, Section 6 hereof.

SECTION 6. Special meetings

Special meetings of the stockholders, for any purpose, or purposes, unless otherwise

prescribed by statute or the Certificate of Incorporation, may be called only by the

president and shall be called by the president or the secretary, or a majority of the Board of

Directors. Such request shall state the purpose or the purposes of the proposed meeting.

Business transacted at any such Special Meetings shall be limited to the purpose s stated in the notice.

SECTION 7. Notice for special meeting

Whenever stockholders are required or permitted to take action at any meeting , a

written notice shall be given, which notice shall state the place, date and hour of the

meeting, and, in the case of the special meeting, the purpose or purposes for which the

meeting is called. The written notice of any meeting shall be given to each stockholder

entitled to vote at such meeting not less than five (5) days or more than sixty (60) days

before the date of such meeting. If mailed, notice is given when deposited in the US mail,

postage prepaid, directed to the stockholder at his address as it appears on the records of

the Corporation.

SECTION 8. Stockholders list.

The officer who has charge of the stock ledger of the Corporation shall prepare and

make at least five (5) days before every meeting of stockholders, a complete list of the

stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing

the address of each stockholder and the number of shares registered in the name of each

stockholder. Such list shall be open to the examination of any shareholder , for any

purpose germane to the meeting, during ordinary business hours, for a period of at least

five (5) days prior to the meeting, either at a place within the city where the meeting is to
be held as specified in the notice of the meeting, or, if not so specified, at the place where

the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who

is present.

SECTION 9. Action without a meeting.

Unless otherwise provided in the Certificate of Incorporation, any action required to

be taken at any annual or special meeting of stockholders of the Corporation, or any action

which may be taken at any annual or special meeting of such stockholders, may be taken
without a meeting, without prior notice or without a vote, if a consent in writing, setting

forth the action so taken, shall be signed by the holders of outstanding stock having not less

than the minimum number of votes that would be necessary to authorize or take such

action at a meeting at which all shares entitled to vote thereon were present and voted and

shall be delivered in a manner consistent with the Nevada Corporation Law. Prompt notice

of the taking of the corporate action without a meeting by less than unanimous written

consent shall be given to those stockholders who have not consented in writing.

ARTICLE THREE

Directors

SECTION 1. Number of Directors.

The Board of Directors shall consist of a minimum of one (1) and a maximum of five

(5) directors. The number of directors shall be fixed or changed, from time to time, within

the minimum and maximum, by the then appointed directors. The number of directors

which shall constitute the initial Board of Directors shall be [_____]. The directors shall be

elected at the annual meeting of the stockholders, except as provided in

Section 2 of this

Article, and each director elected shall hold office until his successor is elected and qualified, provided however, that unless otherwise restricted by the Certificate of Incorporation or bylaw, any director, or the entire Board of Directors, may be removed, either with or without cause from the Board of Directors at any meeting of stockholders by a majority of the stock represented to vote thereat.

SECTION 2. Election of directors.

Unless otherwise provided in the Certificate of Incorporation and subject to the rights of the holders of shares of preferred stock of the Corporation, if any exists, vacancies on the Board of Directors by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, and newly created directorships resulting from any increase in authorized number of directors may be filled by a majority of the directors then in office, although less than quorum, or by the sole remaining director. The directors so chosen shall hold office until the next annual election of directors and until their successors are duly elected and shall qualify, unless sooner replaced. If there are no directors in office then an election of directors may be held in that manner provided by statute. If, at the time of filling any vacancy or newly created directorship, the directors then in office shall constitute less than a majority of the whole Board of Directors, any stockholder holding at least 10 percent of the total share outstanding at the time outstanding having the right to vote for directors, may summarily order an election to be held to fill such vacancy.

SECTION 3. Powers of Board of Directors.

The property and business of the Corporation shall be managed by or under the

direction of its Board of Directors. In addition to the powers and authorities by these

Bylaws, expressly conferred upon them, the Board of Directors may exercise all such

powers of the Corporation and do all such lawful acts and things as are not set by statute or

by the Certificate of Incorporation or by these Bylaws directed or required to be exercised

or done by ~~the vote or authority of the stockholders.~~

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 4. Location of meetings.

The Board of Directors may hold their meetings and have one or more offices, and

keep the books of the Corporation outside the state of Nevada.

SECTION 5. Regular meetings.

Regular meetings of the Board of Directors may be held without notice at such time

and place as shall from time to time be determined by the chairman of the Board of Directors.

SECTION 6. Special meetings.

Special meetings of the Board of Directors may be called by the president on 24

hours notice to each director, either personally or by mail or by overnight mail or via

facsimile or may be called by the president, secretary, or chairman, in a like manner and in

like notice should they receive a written request by two (2) directors, should 3 or more

directors exist.

SECTION 7. Quorum for voting.

At all meetings of the Board of Directors a majority of the authorized number of

directors shall be necessary and sufficient to constitute a quorum for the transaction of

business, and the vote of the majority of the directors present at any meeting at which

there is a quorum, shall be the act of the Board of Directors, except as may be otherwise

specifically provided by statute, by the Certificate of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors the directors present

may adjourn the meeting without notice other than announcement at the meeting until a

quorum shall be present. If there is only one director then such sole director is so

authorized.

SECTION 8. Action without a meeting.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any

action required or permitted to be taken at any meeting of the Board of Directors may be

done so without a meeting and in writing so long as all members of the Board of Directors agree to the action in writing and unanimously consent to the action as described in writing

and such signatures of consent must be announced to the shareholders within 24 hours.

SECTION 9. Director participation in meetings.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws,

members of the Board of Directors, may participate in the meeting of the Board of Directors

or any committee created by the corporation's non-board member executives at any time

and without notice in person, by telephone, or similar communication equipment by means at which all persons participating must have the ability to hear and speak to each other participant.

COMMITTEES OF DIRECTORS

SECTION 10. Designation of committees.

The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one (1) or more committees, each such committee to consist of one (1) or more of the directors of the Corporation. The Board of Directors may designate one (1) or more of the directors as alternate members of the committee who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all powers and authorities as granted in the resolution creating the committee.

COMPENSATION OF DIRECTORS

SECTION 11. Compensation of directors.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of the directors. The Directors will be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance of each meeting of the Board of Directors or a stated salary as director. No such compensation shall preclude any director from serving in any additional capacity and receiving compensation therefore.

ARTICLE FOUR

Officers

SECTION 1. Designation of officers.

The officers of the corporation shall be chosen and approved by the Board of Directors and shall include a president, at least one vice president and a secretary. The Corporation may also have at the discretion of the Board of Directors any such other officers as may be deemed to be necessary for the success of the business. Any number of offices may be held by the same person, unless the Certificate of Incorporation or these Bylaws otherwise provide.

SECTION 2. Choosing officers.

The Board of Directors at its first meeting and after each annual meeting of the stockholders , shall choose new or affirm existing officers of the corporation. The Board of directors may, by majority vote of the shareholders, elect to remove, replace or add officers of the corporation at anytime.

SECTION 3. Terms and powers of officers.

The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 4. Salaries of officers.

The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

SECTION 5. Removal of officers.

The officers of the corporation shall hold office until their successors are chosen and qualify in their stead or until their death, resignation, or earlier removal. Any officer elected or appointed by the Board of Directors may be removed at any time, either with or without cause by the Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy must be filled by a member of the Board of Directors until a replacement is approved by the Board of Directors.

SECTION 6. Disclosure required of officers.

Officers may not participate as a principal or stakeholder in another business within or without the industry or industries in which American Diversified Holdings Corporation

operates directly or indirectly without the sole, unanimous approval of the Board of

Directors, nor may they serve as a director of any other business or corporation without

the unanimous approval of the Board of Directors. Officers may not participate in or direct
any charity or non-profit organization without the majority approval of the Board of

Directors. Additionally, the officers shall be required to disclose all investments and sales

or purchases of investments to the Chairman of the Board of Directors

CHAIRMAN OF THE BOARD OF DIRECTORS

SECTION 7. Chairman's responsibilities.

The Chairman of the Board of Directors, if such an officer be elected, shall preside at

all meetings of the Board of Directors and exercise and perform such other powers and

duties may be assigned him by the Board of Directors and or these Bylaws, and reflected in

the minutes of the Board of Directors.

CHIEF EXECUTIVE OFFICER

SECTION 8. Chief Executive Officer's responsibilities.

The Chief Executive Officer shall be the principal executive officer of the

Corporation. Subject to the direction and control of the Board of Directors, the Chief

Executive Office shall manage the operations of the entire business and all its activities as

undertaken by the business. He may not participate as a principal or stakeholder in
another business within or without the industry or industries in which American

American Diversified Holdings Corporation

Diversified Holdings Corporation operates directly or indirectly without the sole,

unanimous approval of the Board of Directors, nor may he serve as a director of any other

business or corporation without the unanimous approval of the Board of Directors. He may

not participate in or direct any charity or non-profit organization without the majority

approval of the Board of Directors. Additionally, the Chief Executive Officer shall be

required to disclose all investments and sales or purchases of investments to the Chairman

of the Board of Directors, if the Chief Executive Officer is not serving in the capacity of
Chairman of the Board, or to the Secretary of the Board of Directors, should the Chief

Executive Officer be serving as Chairman of the Board of Directors, on June 30th of each

year he remains Chief Executive Officer. The Chief Executive Officer will have the following

responsibilities and duties as may be amended by the Board of Directors at any time; he

must preside at all meetings of stockholders and, in the absence of the Chairman, preside

over meetings of the Board of Directors, execute on behalf of the Corporation under the

seal of the Corporation, and vote all securities held in the name of the Corporation. Should

the Chief Executive Officer fail to act in any of these capacities, or any other capacities
assigned him by the Board of Directors, he may be replaced by the Board of Directors. His

employment may be terminated with or without cause by the unanimous vote of the Board

of Directors, excluding his vote, should he be serving as a member of the Board of Directors.

PRESIDENT

SECTION 9. President's responsibilities.

The President, who may also be the Chief Executive Officer of the Corporation, shall manage the operations of the entire business and all its activities as undertaken by the business, by direction of the Chief Executive Officer. The President shall have general charge of all business affairs, control over all its officers, except the Chief Executive Officer, control over all the Corporation's agents and employees, and shall implement and require effect of all orders and resolutions of the Board of Directors. The President shall have the duties of general management, planning and budgeting, contract negotiation, marketing, advertising, and business development. At the approval of the Board of Directors, the President may direct some or all of his duties to executive officers overseen by him. These powers will be in addition to any other responsibilities or charges given him by the Board of Directors.

CHIEF OPERATING OFFICER

SECTION 10. Chief Operating Officer's responsibilities

Subject to the direction of the President, the Chief Operating Officer shall have such duties as approved by the Board of Directors.

VICE PRESIDENTS

SECTION 11. Vice President's responsibilities

The Vice President, or Vice Presidents, shall assist the CEO in the effecting of his duties as determined by the Board of Directors, and in the absence or refusal to vote or abstention or refusal to conduct duties assigned the CEO by the Board of Directors, the Vice president will act in such capacity and be granted all powers and abilities given the CEO of

the Corporation as described in SECTION 8 of this Article Four.

CHIEF FINANCIAL OFFICER

SECTION 12. Chief Financial Officer's responsibilities.

The Chief Financial Officer shall be the principal financial officer of the Corporation.

In addition to other duties assigned to him by the Board of Directors, the chief executive

officer will have charge and custody of all funds and securities of the corporation.

The TREASURER

SECTION 13. The Treasurer's responsibilities.

The Treasurer who may also be the CFO, shall be the principal accounting officer of

the corporation. He shall have charge and responsibility of maintaining and keeping proper financial reports, books, and financial ledgers of the Corporation. He shall also

report directly to the Chief Financial Officer.

The SECRETARY

SECTION 14. The Secretary's responsibilities.

The Secretary shall: (a) record the minutes of the stockholder's and the board of

director's meetings in one or more books provided for that purpose; (b) see that all notices

are duly given in accordance with the provisions of these Bylaws, or as required by law; (c)

be the custodian of all corporate records and of the seal of the Corporation; (d) keep a register of all addresses of stockholders of record; (e) counter sign with the proper officer

any certificates of stock or bonds, mortgages, or other instruments issued by the

Corporation; (f) have general charge of the stock transfer books of the Corporation; (g) certify all amendments to and Bylaws of the Corporation, as well as any Corporate

resolution; (h) maintain all certified copies of all corporate documents; (i) perform any

additional duties assigned to him by the Board of Directors. The secretary may not hold the

title of President or Chairman of the Corporation.

ARTICLE FIVE

Certificates of Stock

SECTION 1. Entitlement of certificate.

Every holder of stock in the corporation shall be entitled to a certificate signed by or

in the name of the Corporation by any one of the following officers; the chairman of the

Board of Directors or, the President and the Secretary of the Corporation.

SECTION 2. Signatures on certificates.

Any and all signatures on certificates may be by scan or facsimile and may be held

for use by the transfer agent, however in such case, the letter requesting share certificate
issuance by the transfer agent must be signed by both the Chairman or President and the

Secretary.

SECTION 3. Class of Stock

If the Corporation be authorized to issue one or more classes of stock, all rights and

limitations associated with that class of stock ("disclosure statement") shall be printed on

the certificate and be identical to those described in its certificate of designation. All rights

shall be subject to Nevada law and any laws governing the class of stock as per the Securities Exchange Commission, the NASD, and those of the exchange it is listed on. The disclosure statement of any class of stock must be issued to any holder of that class of stock.

SECTION 4. Lost or stolen Certificates

Certificates lost or stolen may be replaced by the Board of Directors upon receipt of an affidavit of that fact by the person claiming the replacement certificate. Upon receipt of

the affidavit, the secretary must comply with all requirements of the transfer agent of the

Corporation (the “transfer agent”) in requesting the replacement certificate, and my not

deliver the certificate to the person claiming loss until he has received written confirmation
from the transfer agent that the original certificate lost or stolen has been cancelled by the

transfer agent.

SECTION 5. Issuance of new certificate.

Upon surrender to the Corporation or to the transfer agent of a certificate of shares

duly endorsed accompanied by the evidence of succession, assignation or authority to

transfer, it shall be the duty of the Corporation to approve the issuance or to issue a new

certificate to the person entitled thereto, and to cancel the original certificate and record

such cancellation in the stockholder’s ledger.

SECTION 6. Record Date

In order that the Corporation may determine the stockholders entitled to notice of

or to vote at any meeting of the stockholders, or to express consent to corporate action in

writing without a meeting, or entitled to receive payment of any dividend or other

distribution or allotment of any rights, or entitled to exercise any rights with respect to any

change, conversion or exchange of stock or for the purpose of any other lawful action, the

Board of Directors may fix a record date which may not be more than 60 days nor less than

10 days before the date of such meeting, nor more than 60 days prior to any

other action .

Should the meeting be adjourned, the Board of Directors may fix a new record date for the

adjourned meeting.

SECTION 7. Holder of Record Shares.

The Corporation is entitled to treat the holder of record of any share or shares of

stock as the holder in fact and will not be bound by any claim of equitable ownership or

interest in such share or shares on the part of any other person, save as expressly provided

by Nevada state laws.

ARTICLE SIX

General Provisions

SECTION 1. Payment upon the capital of stock.

Subject to any provisions in the Certificate of Incorporation, dividends upon the

Capital of stock of the corporation may be declared at any special or regular board meeting

by the Board of Directors. Dividend may be paid in cash, stock, shares of capital stock, or

property.

SECTION 2. Dividend payment.

Dividends, the amount once agreed to may not be amended, will be paid to all

holders of record on the record date as set forth in SECTION 6, ARTICLE FIVE. Such

payment to be made within 30 days of this record date.

SECTION 3. Reserve Fund

The Directors may establish a reserve fund at any meeting, special or otherwise of the

Board of Directors, the sum of which may be applied as the directors in their absolute

discretion think proper, but must be used for either the payment of any dividend, or to meet contingencies by their agreed definition at that time for repairing or maintaining the

property of the Corporation.

SECTION 4. Signing of Corporate checks.

All Corporate checks and or demands of the Corporation for money must be signed

by either the CEO, President, or CFO. Each check or demand for money of the Corporation

must be approved by two separate officers. A listing of all checks or obligations of the

Corporation issued must be maintained by the CFO of the Corporation and this listing must be presented to the Board of Directors quarterly or by request of the Chairman of the

Board.

SECTION 5. Establishing fiscal year.

The fiscal year will be fixed by resolution of the Board of Directors, and must be

properly effected and implemented by the CFO.

SECTION 6. Corporate seal

The Board of Directors may provide for a corporate seal which shall have inscribed

thereon the name “Corporate Seal, Nevada”.

NOTICES

SECTION 7. Notice requirements

Whenever under the provisions of the Certificate of Incorporation, the listing

agency, or the Bylaws notice is required to be given to directors or stockholders, such

notice may be delivered by mail or fax addressed to the individual, from the Corporation on

Company letterhead which has been approved by the directors. Such notice will be

deemed sent on the date placed in the US mail, or on the time printed at the header of the
fax received by the receiving party. Clear records of such dates and times must be

maintained by the Secretary.

SECTION 8. Waiver of notice.

Whenever notice is required to be given under the provisions of the statutes of the

Bylaws or the Certificate of Incorporation or by the listing agency, a waiver signed by the

person or persons not wanting to be notified, must be signed, notarized, and dated by them

at least 10 days prior to the notification being sent. Records of waiver of notice to be

maintained by the Secretary.

ARTICLE SEVEN

Indemnification

SECTION 1. Power to be held harmless

The Corporation shall have the power to indemnify any person who was or is a

party or who is threatened by his association with the Corporation, past or present, for

pending or completed, suit or proceeding, whether civil, criminal, administrative or

investigative (other than by action by or in the right of the Corporation) by reason of the

fact that he or she is or was a director, officer, employee or agent of the Corporation, or
who is or was serving at the request of the Corporation as a director, officer, employee or

agent of another corporation, partnership, joint venture, trust or other enterprise against

expenses, legal, judgment, fines and amounts paid in settlement incurred by him in

settlement and in connection with such action, suit or proceeding, provided that he is

deemed to have acted in good faith and not opposed to the Corporation's well being and

with respect to any criminal action or proceeding so long as such person's conduct is not

unlawful.

SECTION 2. Power to indemnify litigant.

The Corporation shall have the power to indemnify any person who was or is a

party or is threatened to be made a party to any threatened or pending legal action or suit

by or in the right of the Corporation to procure a judgment in its favor or by reason of the

fact that such person is or was a director, officer or employee of the Corporation, or is

serving at the written or contracted request of the Corporation as a director, officer,

employee or agent of another corporation, partnership, joint venture, trust or other

enterprise against expenses, legal, judgment, fines and amounts paid in settlement incurred

by him in settlement and in connection with such action, suit or proceeding,

provided that
he is deemed to have acted in good faith and not opposed to the Corporation's well being

and with respect to any criminal action or proceeding so long as such person's conduct is

not unlawful, or any events in which a person may be deemed to be liable for negligence, or

misconduct in his duty on behalf of the Corporation.

SECTION 3. Reimbursement authorized.

To the extent that any non-indemnified director, officer or employee, or agent of the

Corporation has been successful in his defense of any action, suit, or proceeding, the Board
of Directors shall have the right to indemnify such person after the fact against any

expenses incurred personally in his successful defense.

SECTION 4. Indemnification determination.

Any indemnification referenced in SECTION 1 or 2 of the Article Seven issued may

only be issued with for specific event or action, and may not be a general or universal

indemnification. Such indemnification must clearly state its reasons for existence.

SECTION 5. Advances of expenses.

Expenses incurred on defending any action taken against a party do to his direct or

indirect, past or present relation to the Corporation in defending a civil or criminal action

may be paid in advance by the Corporation at the sole discretion of the Board of Directors

and then by resolution if the defendant may not be indemnified by the Corporation.

SECTION 6. Non - Exclusivity.

Indemnifications issued under these Bylaws by the Corporation to an individual may not be deemed exclusive of any existing contract, or shareholder rights, by or among

the party to be indemnified.

SECTION 7. Right to acquire insurance.

The Board of Directors shall have the right to acquire insurance at any time for any

matter or potential matter deemed by their sole discretion to be in good service of the

Corporation and its shareholders.

ARTICLE EIGHT

Amendments

SECTION 1. Altering or amending Bylaws.

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted

by the stockholders or the Board of Directors, subject to the Certificate of Incorporation, at

any regular meeting of the stockholders or of the Board of Directors so long as the directors

receive the new Bylaws 3 days prior to the meeting of the Board of Directors, special or

otherwise, in which amendments, repeals or replacements of such Bylaws are to be

considered.
ADOPTED, by resolution of the Corporation's Board of Directors on the ______ day of _______,

200x, ____________________________________

Its Chairman

____

Its Secretary

Exhibit (C)
Articles of Incorporation

FILED # C7147-01

MAR 2 1 2001

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

Articles of Incorporation
of

LASIK AMERICA, INC.

FIRST. The name of the corporation is:

LASIK AMERICA, INC.

SECOND. Its principle office in the State of Nevada is located at 251 Jeanell Dr. Suite 3, Carson City, NV 89703, although this Corporation may maintain an office, or offices, in such other place within or without the state of Nevada as may from time to time be designated by the Board of Directors, or by the by-laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada.

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

(A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.

(B) may at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized

(C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.

(D) Shall have power to sue and be sued in any court of law or equity.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same devise or bequest in the State of Nevada, or any other state, territory or country.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make by-laws not inconsistent with the constitution of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.

(J) Shall have power to adopt and use a common seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such non-use shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government, and while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.

(N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

(O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, or any amendment thereof.

(P) Shall have the power to make donations for the public welfare or for charitable, scientific or educational purposes.

(Q) Shall have the power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities.

FOURTH. That the voting common stock authorized that may be issued by the corporation is TWENTY FIVE MILLION (25,000,000) shares with a nominal or par value of .001 and ONE HUNDRED THOUSAND (100,000) shares of preferred stock with a par value of .001 and no other class of stock shall be authorized. Said shares with a nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

FIFTH. The governing body of the corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall be reduced to no less than one (1). The name and post office address of the first board of Directors shall be one (1) in number and listed as follows:

NAME	POST OFFICE ADDRESS
Sara A. Zaro	251 Jeanell Dr. Suite 3 Carson City, NV 89703

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the incorporator(s) signing the Articles of Incorporation is as follows:

NAME	ADDRESS
Sara A. Zaro	251 Jeanell Dr. Suite 3 Carson City, Nevada 89703

EIGHTH. The resident agent for this corporation shall be:

CORPORATE ADVISORY SERVICE, INC.

The address of said agent, and, the principle or statutory address of this corporation in the State of Nevada is.

251 Jeanell Dr. Suite 3,
Carson City, Nevada 89703

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole Board, to consist of one (1) or more committees, each committee to consist of one or more directors of the corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for the purpose, or when authorized by written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for, or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as is in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act of omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change, in any manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator Herein before named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true, and accordingly have hereunto set my hand this 21st. day of March, 2001.

Sara Zaro

Sara A. Zaro

Corporate Advisory Service, Inc. does hereby accept as Resident Agent for the previously named Corporation.

Corporate Advisory Service, Inc.

Sara Zaro | 3/21/01
By Sara A. Zaro, Vice President | Date

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

FILED # C 7147-01

OCT 1 2 2004

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:
LASIK AMERICA, INC.

2. The articles have been amended as follows (provide article numbers, if available):
THE NAME OF THE CORPORATION IS HEREBY CHANGED TO "CRITICAL CARE, INC."

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the * articles of incorporation have voted in favor of the amendment is: 85%

4. Effective date of filing (optional): ______ (must not be later than 90 days after the certificate is filed)

5. Officer Signature (required): ______

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM 78.385 Amend 2003
Revised on: 11/03/03

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Entity #
C7147-2001
Document Number:
20060733243-00

Date Filed:
11/15/2006 10:00:42 AM
In the office of

Dean Heller
Secretary of State

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

ABOVE SPACE IS FO

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:
Critical Care, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Capitalization - the number of shares authorized shall hereby be increased from 100,000,000 shares of common stock, $0.001 par value per share, and 100,000 shares of preferred stock, $0.001 par value per share, to 1,000,000,000 shares of common, $0.001 par value per share, and 200,000 shares of preferred stock, $0.001 par value per share. The Board of Directors of the corporation has full right and authority to divide such shares, at any time and from time to time, into one or more classes or series, or both, as the Board may designate, and to determine for any such class or series its voting rights, designations, preferences and privileges, including, without limitation, conversion rights.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the * articles of incorporation have voted in favor of the amendment is:

4. Effective date of filing (optional): (must not be later than 90 days after the certificate is filed)

5. Officer Signature (required):

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.385 Amend 2003
Revised on: 09/29/05

Exhibit A
Amended and Restated Articles of Incorporation

4

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Entity #
C7147-2001
Document Number:
20060733244-11

Date Filed:
11/15/2006 10:00:42 AM
In the office of

Dean Heller
Secretary of State

Certificate of Designation
(PURSUANT TO NRS 78.1955)

ABOVE SPACE IS F

Certificate of Designation For Nevada Profit Corporations
(Pursuant to NRS 78.1955)

1. Name of corporation:

Critical Care, Inc.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation, this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock:

The number of shares constituting the Series B Preferred Shares shall be 100,000. Each issued and outstanding Series B Preferred Shares shall be entitled to the number of votes equal to the result of: (i) the number of shares of common stock of the Company (the "Common Shares") issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Series B Preferred Shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series B Preferred Shares shall vote together with the holders of Common Shares as a single class. The Company shall not amend, alter or repeal the Series B Preferred Shares, special rights or other powers of the Series B Preferred Shares so as to affect adversely the Series B Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series B Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. Each Series B Preferred Shares shall automatically be converted into 10,000 shares of common stock of the Company ("Common Share") at any time at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Series B Preferred Shares.

3. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

4. Officer Signature:

Filing Fee: $175.00

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.1955 Designation 2003
Revised on: 09/29/05

Exhibit B
Certificate of Designation

5

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
AND
SHAREHOLDERS
OF
CRITICAL CARE, INC.
November 8, 2006

The undersigned, being all of the directors (the "Board of Directors") and shareholders that represent the majority of the issued and outstanding common stock (the "Shareholders") of CRITICAL CARE, INC., a Nevada corporation (the "Company"), do hereby consent in writing to the actions set forth in the following resolutions and direct that this consent be filed with the minutes of the Company:

WHEREAS, the Board of Directors and Shareholders have deemed it advisable and in the best interest of the Company pursuant to the Nevada corporate law to increase the number of issued and outstanding shares of common stock and preferred stock in the Company ("Shares") to 1,000,000,000 shares of common stock with a par value of $0.001 per share, and 200,000 shares of preferred stock with a par value of $0.001 per share, by way of filing a certificate of amendment to the certificate of incorporation of the Company (the "Amendment") with Secretary of State of the State of Nevada, attached hereto as Exhibit A; and further;

WHEREAS, the Board of Directors and Shareholders have deemed it advisable and in the best interest of the Company pursuant to the Nevada corporate law to file the Certificate of Designation attached hereto as Exhibit B (the "Certificate of Designation"), which sets forth the rights and privileges of the 100,000 shares constituting the Series B Preferred Stock; and further;

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and hereby is, authorized and empowered to file the Amendment and the Certificate of Designation with Secretary of State of the State of Nevada pursuant to the Nevada corporate law; and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute, deliver, and perform the Amendment and the Certificate of Designation, and each of the exhibits and schedules thereto and all other agreements, instruments and documents in connection therewith and each of the transactions contemplated thereby (collectively, the "Transactions") with such amendments, modifications and supplements thereto as the officers of the Company, or any of them acting singly, shall approve, the execution by the officers, or any of them acting singly, to constitute conclusive evidence of the approval of the terms of the Amendment and the Certificate of Designation, and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized and empowered, on behalf of and in the name of the Company, to take any and all further action necessary, appropriate or desirable in connection with the Amendment and the Certificate of Designation, each of the other documents described or otherwise defined therein, and the Transactions, including, without limitation, the execution, delivery and filing on behalf of and in the name of the Company of all such amendments thereto and any other agreement, document and instrument as any officer of the Company may deem necessary or desirable in connection therewith; and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized, empowered and directed, from time to time, to take such additional action and to execute, certify, deliver, file and record with the appropriate judicial, public and governmental authorities or such other persons or entities, such additional agreements, documents and instruments as such officer of the Company may deem necessary, convenient, appropriate, desirable or proper, as the case may be, to implement the provisions of the foregoing resolutions and to consummate the transactions contemplated thereby, the execution,

certification, delivery, filing and recording of such agreements, documents and instruments and the taking of such action to be the conclusive evidence of the authority therefor; and be it further; and

RESOLVED, that all actions of any kind heretofore taken by the directors or any of the officers of the Company, on behalf of the Company, in connection with the Transactions and the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

This written consent of the Board of Directors and shareholders that represent the majority of the issued and outstanding common stock of the Company may be delivered by facsimile and executed in one or more counterparts, each of which shall constitute an original and all of which taken together shall constitute one and the same consent.

IN WITNESS WHEREOF, the foregoing resolutions were duly adopted by the Board of Directors and shareholders that represent the majority of the issued and outstanding common stock of the Company as of the date first above written.

Members of the Board of Directors:

Ernest B. Remo

Stuart Greenberg

Shareholders:

STUART GREENBERG 400,000
[insert name of shareholder and shares owned]

ERNEST B. REMO 17,574,263
[insert name of shareholder and shares owned]

LESLIE LEGER 1,000,000
[insert name of shareholder and shares owned]

PHR + ASSOCIATES 2,000,000
[insert name of shareholder and shares owned]

HEALTH CARE MEDICAL TECHNOLOGIES 1,000,000
[insert name of shareholder and shares owned]

SM GENERG TRUST 950,000
[insert name of shareholder and shares owned]

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DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

FILED # C7147-01

OCT 12 2004

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Name Consent or Release

Complete one only. Signature must be notarized.

Name Consent (if name is currently filed in Nevada)

I, CRITICAL CARE, INC. (current holder of name), hereby give consent

to LASIK AMERICA, INC. (recipient of name) to use the name

CRITICAL CARE, INC. (name being released)

Name Release (if name is currently reserved in Nevada)

I, ________ (current holder of name), hereby give consent

to ________ (recipient of name) to use the name

________ (name being released)

Signed: ________ (signature of current holder of name) PRES.
ERNEST B. REMO

State of CALIFORNIA

County of SAN DIEGO

This document was acknowledged before me on OCTOBER 11, 2004 (date)

By ERNEST B. REMO (name of person being notarized) Janice L. Evans (signature of notary public)

JANICE L. EVANS
Commission # 1477380
Notary Public - California
San Diego County
My Comm. Expires Mar 18, 2008

Nevada Secretary of State Name Consent Release 2003
Revised on: 09/24/03

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Entity #
C7147-2001
Document Number:
20050122884-82

Date Filed:
4/11/2005 7:28:14 PM
In the office of

Dean Heller
Secretary of State

Certificate of Amendment

(PURSUANT TO NRS 78.380)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.380 - Before Issuance of Stock)

1. Name of corporation:

CRITICAL CARE, INC.

2. The articles have been amended as follows (provide article numbers, if available):

FOURTH. That the voting common stock authorized that may be issued by the corporation is ONE HUNDRED MILLION ONE HUNDRED THOUSAND (100,100,000) shares of stock with a nominal or par value of .001 and no other class of stock shall be authorized. Said shares with a nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

3. The undersigned declare that they constitute **at least two-thirds** of the incorporators [X], or of the board of directors [ ] (check one box only)

4. Effective date of filing (optional): ______
(must not be later than 90 days after the certificate is filed)

5. The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued.

6. Signatures*:

Donna K. Kelley
Signature **Signature**

* If more than two signatures, attach an 8 1/2x 11 plain sheet with the additional signatures.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Amend 78.380 2003
Revised on: 10/30103

ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Filed in the office of	Document Number 20070143491-11
Ross Miller Secretary of State State of Nevada	Filing Date and Time 02/28/2007 4:53 PM
	Entity Number C7147-2001

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

CRITICAL CARE INC.

2. The articles have been amended as follows (provide article numbers, if available):

FIRST. The name of the corporation is:

COST CONTAINMENT TECHNOLOGIES INC.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the* articles of incorporation have voted in favor of the amendment is: 85%

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (Required): X

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.385 Amend 2007
Revised on: 01/01/07

ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of	Document Number 20070674125-34
Ross Miller Secretary of State State of Nevada	Filing Date and Time 10/02/2007 3:23 PM
	Entity Number C7147-2001

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Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

COST CONTAINMENT TECHNOLOGIES INC

2. The articles have been amended as follows (provide article numbers, if available):

Capitalization -The number of shares outstanding shall hereby be reduced from 86,527,732 to 21,632 as a result of a share reversal of one share for each four thousand held. The number of authorized shall remain at 1,000,000,000 shares of common stock, $0.001 par value per share and 200,000 shares of preferred stock, $0.001 par value per share. The Board of Directors of the Corporation has full right and authority to divide such shares, at any time and from time to time, into one or more classes or series, or both, as the Board may designate, and to determine for any such class or series it voting rights, designations, preferences and privileges, without limitation, conversion rights.

The Board has also authorized a change of name of the Corporation to American Diversified Holdings Corporation.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the* articles of incorporation have voted in favor of the amendment is:

4. Effective date of filing (optional):
(must not be later than 90 days after the certificate is filed)

5. Officer Signature (Required): X

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.385 Amend 2007
Revised on: 01/01/07

Exhibit D

American Diversified Holdings Corporation
Annual Report FY 2010

CONSOLIDATED FINANCIAL INFORMATION

Consolidated Balance Sheets as of July 31, 2010 and July 31, 2009 (unaudited)
Consolidated Statements of Operations as of July 31, 2010 and July 31, 2009 (unaudited)
Consolidated Statements of Changes in Stockholders' Deficiency
Consolidated Statements of Cash Flows as of July 31, 2010 and July 31, 2009 (unaudited)
Notes to the consolidated financial statements

	Year Ending, July 31, 2010	Year Ending July 31, 2009
Assets		
Cash	$7,580	$1,000
Note Receivable - PMR	7,000	-
Stock Receivable	30,000	-
Total Assets	$44,580	$1,000
Liabilities and Shareholders' Deficiency		
Accrued marketing fees	$214,000	$ -
Accrued director fees	285,000	240,000
Accrued legal fees	17,000	17,000
Other current liabilities	54,000	17,000
Current liabilities of discontinued operations	125,000	125,000
Loan payable to officers	123,304	123,304
Note payable to Officer	587,318	570,529
Total Liabilities	$1,405,622	$1,092,833
Preferred Stock, $.001 par value, 200,000 shares authorized; 100,000 shares issued and outstanding	$ 232,875	$ 146,289
Common Stock, $.001 par value, 1,000,000,000 shares authorized and; 146,289,166 shares and 232,872,727 shares issued and outstanding at July 31, 2009 and July 31, 2010, respectively.	-	-

Additional paid in capital	15,385,322	15,309,522
Accumulated Deficit	(16,979,239)	(16,547,644)
Total Shareholders' Deficiency	$(1,361,042)	$(1,091,833)
Total Liabilities and Shareholders' Deficiency	$44,580	$1,000

See accompanying notes

	Year Ending July 31, 2010	Year Ending July 31, 2009
Revenue	$-	$-
Expenses		
Travel	$-	$8,546
Accounting	212	-
Director's Compensation	55,000	
Accrued Officer's Salaries	30,000	
Accrued Salaries	30,000	
Financing Fees	-	-
Consulting Fees	51,677	-
Legal Fees	30	5,500
General and administration	247,352	5,230
Total Expenses	$414,271	$19,276
Loss from continuing operations	$(414,271)	$(19,276)
Other Income (Expenses)		
Interest expense	$(29,189)	$-
Forgiveness of debt	11,865	-
Total Other income (Expenses)	$(17,324)	$-
Net Loss	$(431,595)	$(19,276)

See accompanying notes

	Common Stock shares	Common Stock amount	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Total
Balance, July 31, 2009	146,289,166	$ 146,289	$ 15,309,522	$ (16,547,644)	$ (1,091,833)
Common stock issued for services and accrued liabilities	10,200,000	10,200	-	-	10,200
Loan conversion	4,800,000	4,800	-	-	4,800
Net loss for the period	-	-	-	(18,361)	(18,361)
Balance October 31, 2009	161,289,166	$ 161,289	$ 15,309,522	$ (16,566,005)	$ (1,095,194)
Common stock issued for services and accrued liabilities	50,000	50	-	-	50.00
Loan conversion	333,556	336	-	-	335.56
Warrant conversion	1,000,000	1,000	(1,000)	-	-
Net loss for the period	-	-	-	4,563	4,563
Balance January 31, 2010	162,672,722	$ 162,675	$ 15,308,522	$ (16,561,442)	$ (1,090,245)
Common stock issued for services and accrued liabilities	46,000,000	46,000	-	-	46,000
Loan conversion	-	-	-	-	-
Net loss for the period	-	-	-	(267,342)	(267,342)
Balance, April 30, 2010	208,672,722	$ 208,675	$ 15,308,522	$ (16,828,784)	$ (1,311,587)
Common stock issued for services and accrued liabilities	8,200,000	8,200	32,800	-	41,000
Note conversion	16,000,000	16,000	44,000	-	60,000
Net loss for the period	-	-	-	(150,455)	(150,455)

Balance, July 31, 2010	232,872,722	$	232,875	$	15,385,322	$	(16,979,239)	$ (1,361,042)

See accompanying notes to condensed consolidated financial statements.

		For the Nine Months Ending April 30, 2010 (FY 2010)
	-	
Cash flows from operating and activities of discontinued operation		
Net loss		$(431,595)
Adjustments to reconcile net loss to net cash		
(used in) provided by operating activities		
Current Liabilities		296,000
Note receivable		(7,000)
Note payable - Officer		16,789
	-	
Net cash (used) provided by operating activities		(125,806)
	-	
Cash flows from investing activities of discontinued operation		
Purchase of property and equipment		-
	-	
Net cash used in investing activities		-
	-	
Cash flows from financing activities		
Stock receivable		(30,000)
Common Stock		86,586
Additional Paid-in-Capital		75,800
Repayments of long-term debt		-
	-	
Net cash provided by (used in) financing activities		132,386
	-	
Net (Decrease) increase in cash		6,580
Cash at beginning of period		1,000
	-	
Cash at end of period		7,580
Supplemental disclosure of cash flow information		
-		
Cash paid during the year for		
Interest		-
Income taxes		-
Schedule of Noncash Operating and Investing Transactions		
Common stock issued for investment		-

Common stock issued for services and accrued liabilities	70,585,556
Common stock issued for conversion of a note and interest payable to CEO	-

See accompanying notes to condensed consolidated financial statements.

Management's discussion and analysis or plan of operation

The following discussion and analysis should be read in conjunction with the condensed consolidated financial statements and notes thereto appearing elsewhere in this Quarterly Report. The discussion of the Company's business contained in this Quarterly Report may contain certain projections, estimates and other forward-looking statements that involve a number of risks and uncertainties, including those discussed below at "Risks and Uncertainties." While this outlook represents management's current judgment on the future direction of the business, such risks and uncertainties could cause actual results to differ materially from any future performance suggested below. The Company undertakes no obligation to release publicly the results of any revisions to these forward-looking statements to reflect events or circumstances arising after the date hereof.

OVERVIEW

The Company:

American Diversified Holdings Corporation has been in the Medical field for many years. The Company has decided to use its experience and expertise to enter the mHealth market. **mHealth** is a term used for the practice of medical and public health, supported by mobile devices. The term is most commonly used in reference to using mobile communication devices, such as mobile phones for health services and information. The mHealth field has emerged as a sub-segment of eHealth, the use of information and communication technology for health services and information. [1] mHealth applications include the use of mobile devices in collecting community and clinical health data, delivery of healthcare information to practitioners, researchers, and patients, real-time monitoring of patient data, and direct provision of care via mobile telemedicine. Within the mHeath space, projects operate with a variety of objectives, including increased access to healthcare and health-related information (particularly for hard-to-reach populations); improved ability to diagnose and track diseases; timelier, more actionable public health information; and expanded access to ongoing medical education and training for health workers.

Products and Services:

The Company will be at the forefront of the development of a secure mobile software platform that will aid in the collection, analyzing and presentation of data for the healthcare market. We will also be developing for different vertical markets such as Diabetes, Dementia and Alzheimer's disease. The iPhone is now responsible for 50 percent worldwide and 55 percent US share of AdMob ads served to smartphones. The Android platform is also seeing significant growth in share of mobile ads served. Planned international introductions of Android devices could result in an uptick in its worldwide share in the next few months. The Company will work with the Healthcare Industry and Healthcare providers to acquire content for the fast growing mobile platforms , the early sales estimates for the iPad have been hovering around 3 million to 4 million units in calendar-year 2010, The more realistic number may be more in the area of 6 million. The Company will have an opportunity to execute a strategy of defining Healthcare markets that will require a new secure mobile platform for the collection, analyzing and presentation of data. The Company will be able to evaluate various solutions for the mHealth market and to attack certain medical disciplines that will be using the iPhone, iPad, Android and other mobile platforms. Many large institutions will want to connect using various computer platforms. The Company will develop methods for software communication among the various mobile devices.

Results of Operations

Fiscal Year Ended July 31, 2010 and FY 2009

Sales

The Company has been doing research on new business opportunities and has had no sales since the filing of its last Financial Statement for FY 2010.

Selling, general and administrative

For the Fiscal Year ended July 31, 2010, selling, general and administrative were $414,271 compared to $19,276 for the Fiscal Year ending $19,276.

Liquidity and Capital Resources

We have financed our operations primarily through cash generated from the sale of our stock and loans to us. During the fiscal year ended July 31, 2010, the Company incurred a net loss of $431,595 compared to a net loss of $19,276 during the FY 2009. As of July 31, 2010, the Company had a working capital and stockholders' deficiency of $1,361,042. Historically, the Company has had negative cash flows from operating activities. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has sustained its operations primarily through equity and debt financing. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

In view of these matters, the Company will need to improve its working capital position. The Company plans to overcome the circumstances that impact our ability to remain a going concern through a combination of achieving profitability, raising additional debt and equity financing, and renegotiating existing obligations. There can be no assurance, however, that we will be able to complete any additional debt or equity financing on favorable terms or at all, or that any such financings, if completed, will be adequate to meet our capital requirements. Any additional equity or debt financings could result in substantial dilution to our stockholders. If adequate funds are not available, we will be required to delay, reduce or eliminate some or all of our planned activities. Our inability to fund our capital requirements would have a material adverse effect on the Company. Management believes that the actions presently being taken to revise the Company's operating and financial requirements may provide the opportunity for the Company to continue as a going concern

Risks and Uncertainties

*Shares of American Diversified Holdings Corporation are subject to a number of risk factors. Such summary is **not** intended to be exhaustive of risks that are or may become relevant:*

Risks Relating to American Diversified Holdings Corporation:

Our business is capital intensive and will require additional financing which will result in dilution to existing shareholders which would in turn reduce the share price of earlier issued shares. Our operations are capital intensive and growth will consume a substantial portion of available working capital. We may require additional capital in order to fund our operations. We do not have any commitments for additional financing and there can be no assurance that such additional funding, if required, will be available, or if available, will be available upon favorable terms. With respect to our ability to obtain financing on favorable terms, we do not have significant assets to serve as loan collateral. Still further, we presently do not have a sufficient cash flow to qualify for reasonable debt financing. Insufficient funds may prevent us from implementing our business strategy. In the event we raise additional funds through the issuance of equity securities, dilution to the then existing stockholders will result and future investors may be granted rights superior to those of existing stockholders. Accordingly, such dilution would reduce the share price of the earlier issued shares.

Lack of operations, positive cash flow and profitability may continue which will affect our ability to remain in business. Sales and Consulting Services have been limited since the end of the 2005 Fiscal Year. As such we have a limited history of operations, the generation of positive cash flow or profits in the industries in which we participate. If we do not generate positive cash flow and hence become profitable, we may not be able to remain in business.

Dependence on management will affect our profitability. Future success depends on the continued services of Mr. Ernest B. Remo, Chief Executive Officer The loss of his services would be detrimental and could have a material adverse effect on the business, financial condition and results of operations. Future success is also dependent on our ability to identify, hire, train and retain other qualified managerial and other employees. Competition for these kinds of individuals is intense and increasing. We may not be able to attract, assimilate, or retain qualified technical and managerial personnel and our failure to do so could have a material adverse effect on the business, financial condition and results of operations.

The results of research and development efforts are uncertain and we may not be able to compete effectively in the marketplace. We will need to make additional research and development expenditures to remain competitive. While we perform usability and beta testing of new products, the products we are currently developing or may develop in the future may not be technologically successful. If they are not technologically successful, the resulting products may not achieve market acceptance and these products may not compete effectively with products of competitors currently in the market or introduced in the future. If we are unsuccessful in the marketplace, it may affect our ability to remain in business.

Our stock is highly speculative which may result in the loss of your entire investment. The common stock is currently illiquid and highly speculative. Investment therein involves a high risk of loss of an investor's entire investment. Each prospective investor is urged to carefully review the risk factors discussed below.

Risks Related to Our Business

Competition may have an adverse effect on our business. We are subject to competition from other companies that may try to emulate or compete with similar products or services. These competitors have been in the business longer than us and may have large executive and operating staffs. Our prospects may be adversely affected by competition from these companies. The introduction of similar or superior products by current or future competitors could have a material adverse effect on our business and financial condition.

Dependence on proprietary technology and risks of third party infringement claims could adversely affect our business and results of operations. Although we have Trademark and Copyright protection, our measures to protect our current proprietary rights may be inadequate to prevent misappropriation of such rights or that our competitors will not independently develop or patent technologies that are substantially equivalent to or superior to our technologies. Additionally, although we believe that our products and technologies do not infringe upon the proprietary rights of any third parties, that third parties may assert infringement claims against products and technologies that we license, or has the rights to use, from third parties. Any such claims, if proved, could materially and adversely affect our business and results of operations. In addition, though any such claims may ultimately prove to be without merit, the necessary management attention to, and legal costs associated with litigation or other resolution of such claims could materially and adversely affect our business and results of operations.

Uncertainty of commercial success may affect our ability to remain in business. With respect to our revenue and profitability prospects, we may not be able to achieve commercial success with our Com-Guard products. Furthermore, the computer industry is characterized by rapid change and growth. Accordingly, we may not be able to keep up with the pace of technological change or fund its growth. If we fail to achieve commercial success, we will continue to suffer net losses and we will have to go out of business.

Risks Related to Finance

There is no assurance the company will be able to raise any of the funds required to finance the expansion of its business either in this or any other period.

We are at an early stage of development and have a relatively short operating history; therefore, there is a limited amount of information about us upon which you can evaluate our business and prospects for future success.

We are an early-stage company with an unproven business strategy and may never achieve commercialization of our software products or profitability.

Our software products are new and unproven and may not allow us or our collaborators to develop successful commercial products.

Any termination or breach by or conflict with our business partners or licensees could harm our business.

We may encounter difficulties in managing our growth, which could increase our losses.

Risks Related to Intellectual Property

Our ability to patent, trademark or copyright our products is uncertain because the interpretation of patent laws can be highly uncertain and subject to change, which may adversely affect our ability to earn revenue through the development and commercialization of our products.

Our patent applications may not result in enforceable patent rights, which may result in our inability to earn revenues selling our products.

We may be unable to protect our trade secrets, which may adversely affect our ability to earn future revenues.

We and our customers may be subject to extensive and uncertain regulatory requirements, which could increase our operating costs or adversely affect our ability to obtain regulatory approval in a timely manner, or at all, for products that we identify, which in turn could adversely affect our financial condition and results of operations.

Third parties may file intellectual property lawsuits against us, and, if any suit is successful, we could face substantial liabilities that may exceed our resources.

Legal Proceedings

Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have material effect on the Issuer's business, financial condition, or operations. Any current, past or pending trading suspensions by a securities regulator;

There are no current, past, pending or threatened legal; proceedings or administrative actions either by or against the Company that could have material effect on the Company's business, financial condition or operations.

Forward-Looking Statements

Certain statements under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Annual Report constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the Company's ability to attract customers, general economic and business conditions with respect to the business of the Company, changes in government regulations, competition and the ability of the Company to implement its business strategy and other risks discussed in this Form 10-KSB and the registration statement on Form SB-2 filed with the Securities and Exchange Commission.

Forward-looking statements speak only as of the date of this Form 10-KSB. Moreover, whether or not stated in connection with a forward-looking statement, the Company undertakes no obligation to correct or update a forward-looking statement should the Company later become aware that it is not likely to be achieved. If the Company was to update or correct a forward-looking statement, investors and others should not conclude that the Company will make additional updates or corrections thereafter.

See Exhibit and Financial Notes as attached.

Notes to consolidated financial statements

Note 1: ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Business

Lasik America, Inc. (the "Company") was incorporated in the State of Nevada on March 21, 2001. The Company operates an ophthalmic laser vision correction center in Albuquerque, New Mexico. On August 5, 2004, Lasik America, Inc. consummated its merger with Salus Holding, Inc. On October 26, 2004, the company changed its name to Critical Care, Inc. On May 11, 2006, the Company sold all of its property and equipment to facilitate the Company's migration out of the Lasik business into a dialysis services company.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net loss of $2,305,682 for the year ended July 31, 2006, and a working capital deficiency of $1,875,231 and shareholders' deficiency of
$2,329,036 as of July 31, 2006 which raises substantial doubts about its ability to continue as a going concern. The financial statements do not include adjustments that might result from the outcome of this uncertainly.

Management believes that actions are presently being taken to revise the Company's operating and financial requirements in order to improve the Company's financial position and operating results. However, given the levels of its cash resources and working capital deficiency at July 31, 2006, anticipated cash to be generated by operations will be insufficient to meet anticipated cash requirements for operations, working capital, and capital expenditures during 2007. Therefore, the Company is seeking additional equity or debt financing, but there can be no assurance that sufficient additional financing will be available.

Financial Instruments

Statement of Financial Accounting Standards No. 107 "Disclosure about Fair Value of Financial Instruments" requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate the value. For purposes of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties other than in a forced sale of liquidation.

The carrying amounts reported in the balance sheet for cash, cash overdraft, accounts receivable, accounts payable, accrued liabilities, taxes payable and patient deposits approximate fair value due to the immediate short-term maturity of these financial instruments.

The fair value of the Company's long-term debt approximates the carrying amount based on the current rates offered to the Company for debt of the same remaining maturities with similar collateral requirements.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is calculated on a straight-line basis over the estimated useful lives of the depreciable assets which range from three to five years. As of July 31, 2006, the Company has no existing property and equipment.

Revenue Recognition

Revenues were generated by the vision correction procedures performed at the Company's laser center. Follow-up corrective procedures for customer satisfaction, consisting of re-treatment, were performed when necessary. Facility fees were derived from the use of the Company's then equipment by affiliate doctors who paid the Company a standard fee per procedure. The Company recognized revenues when the vision correction procedures were performed. As of April 26, 2006, the Company discontinued the Lasik clinic operation.

Earnings (Loss) Per Share

In 1997, the FASB issued SFAS No. 128, "Earnings Per Share", which specifies the computation, presentation and disclosure requirements for earnings per share for entities with publicly held common stock. SFAS No. 128 supersedes the provisions of APB No. 15, and requires the presentation of basic earnings per share and diluted earnings per share. The Company has adopted the provisions of SFAS No. 128 effective March 21, 2001.

Basic earnings (loss) per share is calculated by dividing the earnings net (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share are calculated assuming the issuance of common shares resulting from the exercise of stock options and warrants. Dilutive securities are not included in the calculation of loss per share because their effect would have been anti-dilutive. Accordingly, basic and diluted loss per share is ($.13) for the year ended July 31, 2006 and ($.22) for the year ended July 31, 2005.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Stock-Based Compensation

The Company has adopted Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation51 ("SFAS No.123"), which establishes a fair value method of accounting for stock-based compensation.

The provisions of SFAS No. 123 allow companies to either expense the estimated fair value of stock options or to continue to follow the intrinsic value method set foth in Accounting Principles

Board Opinion No. 25, "Accounting for Stock Issued to Employees", but to disclose the pro forma effect on net loss and net loss per share had the fair value of the stock options been exercised. The Company has elected to continue to account for stock-based compensation plans utilizing the intrinsic value method. Accordingly, compensation cost for stock options is measured as the excess, if any, of the fair market price of the Company's common stock at the date of the grant above the amount an employee must pay to acquire the common stock.

In accordance with SFAS No. 123, with respect to stock-based employee compensation, the value of the stock-based award is determined using the Black-Scholes option pricing model, whereby compensation cost is the fair value of the award as determined by the pricing model at the grant date or other measurement date. The resulting amount is charged to expense on the straight-line method.

In December 2004, the FASB issued FASB Statement No. 123 (revised 2004), "Share-Based Payment" ("FAS123(R)"). FAS123(R) replaces FASB Statement No, 123, Accounting for Stock-Based Compensation", and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees". FAS 123(R) requires that the compensation cost relating to share-based payment transactions be recognized in the Financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. The provisions of this Statement are effective for the First interim or annual reporting period that begins after December 15, 2005. The Company has evaluated the impact of FAS 123(R) and has determined that the adoption of FAS 123(R) does not have a material impact on its Financial statement presentation or disclosure of the Company. To date no options to employees or non-employees have resulted in compensation.

Recent Accounting Pronouncements

The Financial Accounting Standards Board has recently issued several Statements of Financial Accounting Standards.

In May 2005, the FASB issued SFAS 154 that establishes new standards on accounting for changes in accounting principles. Pursuant to the new rules, all such changes must be accounted for by retrospective application to the financial statements of prior periods unless it is impracticable to do so. SFAS No. 154 completely replaces Accounting Principles Bulletin (APB) Opinion 20 and SFAS 3, though it carries forward the guidance in those pronouncements with respect to accounting for changes in estimates, changes in the reporting entity, and the correction of errors made in fiscal years beginning after December 15, 2005.

The Company does not expect that the adoption of this pronouncement will have a material effect on the Company's financial position or results of operations.

NOTE 2 PROPERTY AND EQUIPMENT

Property and equipment consist of the following as of July 31, 2006 and 2007

		2007		2008
Medical equipment				
Assets obtained through capital lease obligation Leasehold improvements	$	---------		----------
Office equipment, furniture and fixtures				
Less accumulated depreciation				
Net property and equipment	$	----------	$	----------

Depreciation expense for the years ended July 31, 2006 and 2007, were $53,003 and $0 Respectively. As of May 11, 2006, all the assets have been sold as part of th operation. The property and equipment was sold for $159,500 resulting a gain of $15,442.

NOTE 3 LONG-TERM DEBT

Long-term debt consists of the following as of July 31, 2009 and 2008:

	2009	2008
Loans made to the Company by The CEO, Ernest Remo	$570,529	$510,529
Long Term Note in exchange for future consulting services	0	$1,000,000
Long Term Note due former officer	$123,000	$123,000

NOTE 4 COMMITMENTS AND CONTINGENCIES

Delinquent Payroll and Gross Receipts Taxes

The Company was delinquent on employment taxes payable to the Internal Revenue Service and on gross receipts taxes payable to the State of New Mexico. On April 26, 20065 the Company discontinued operations of the Lasik clinic and on May 11, 2006 the property and equipment were sold for $119,500. These proceeds were paid directly to the State of New Mexico. As of July 31, 2007 there were no unpaid liabilities on these taxes.

Litigation

On March 31, 2003, a former employee of the Company filed a complaint that she was fired as an employee inspite of an employment contract that she had with the Company. The Company has responded to the complaint stating that she violated her contract through non-performance and dishonesty.

On February 9, 2005, the complaint was settled in favor of the employee. The Company was obligated to pay $1,000 per month beginning March 1, 2005 for the sum of $13,500, and to issue $10,000 worth of restricted stock (100,000 shares) at 10 cents based on a share value date February 20, 2005. On July 28, 2006 the Company issued the 60,000 shares of stock in full settlement of the liability.

On June 23, 2006, the Company made a claim settlement agreement in favor of the former CEO to transfer to the Company all of its right, title and interest in its ownership of 950,000 shares of Lasik common stock in return for 3,000,000 shares of Critical Care common stock. The shares were valued at the fair market value of $0.17 per share. In addition, the Company executed a promissory note in favor of the former CEO in the amount of $140,000 in satisfaction of repayment of loans, interest earned and attorneys' fees incurred to date. This liability is currently in litigation in which the Company believes that because of certain factors which have come to light regarding the circumstances leading up to this settlement, there will be no liability to the Company.

NOTE 5 BUSINESS COMBINATIONS

"On August 5, 2004, the Company consummated its merger with Salus Holding, Inc. ("Salus"). Pursuant to the merger agreement, the shareholders of Salus have been issued 2,000,000 shares of common stock of the Company. The sole shareholder of Salus, Homeland Security Technology, Inc., was issued 2,000,000 shares of Critical's Common Stock that approximated 43.7 percent of the outstanding shares of Critical calculated on a fully diluted basis at the date of issuance.

Salus was the sole shareholder in Icon Salus S.r.L, a company formed under the laws of Italy ("Icon Salus"). Salus was constructing a dialysis facility in Amaseno, Italy. Following the Company's acquisition of Salus, the Company experienced difficulties in the development of the Amaseno Clinic and was unable to obtain the requisite permits and licenses from the Italian government, provincial and local. Thus on October 31, 2004, the Company abandoned the development of the Amaseno Clinic and recorded $360,000 loss on this investment.

On October 28, 2004, the Company entered into an agreement to purchase certain rights to acquire a group of five dialysis clinics from Icon Veneto srl ("Icon Veneto55), an Italian company, pursuant to a rights purchase agreement. The rights purchased consist of a binding letter of intent assigned to the Company pursuant to the agreement.

Pursuant to the rights purchase agreement the Company issued to Icon Veneto 100,000 shares of preferred stock of the Company. The preferred stock was convertible into 10,000,000 shares of common stock of the Company. The five dialysis clinics which are the subject of the rights purchase agreement had established revenues of over Euro 4,000,000 (US$5,250,000). On February 1, 2005, the Company and Icon Veneto entered into a settlement agreement whereby the rights purchase agreement was terminated ab initio, as if it never existed, as a result of a dispute between Icon Veneto and the Company with respect to representations of Icon Veneto with respect to the rights. Consequently, the Company Preferred Stock issued to Icon Veneto was cancelled.55

NOTE 6 SHAREHOLDERS' EQUITY

On October 10, 2005, the Company issued 2,000,000 shares of common stock to the Chief Executive Officer of the Company having a fair value of $160,000, in payment for director fees for services provided to the Company.

On January 25, 2006, the board authorized the increase of the Company's authorized common stock from 25,000,000 shares to 100,000,000 shares.

On March 23, 2006, the Company issued 450,000 shares of common stock to Directors of the Company having a fair value of $108,000, in payment for being board members of the Company.

On March 23, 2006, the Company issued 350,000 shares of common stock having a fair value of $84,000, in payment for legal services provided to the Company.

On March 23, 2006, the Company issued 50,000 shares of common stock having a fair value of $12,000, in payment for consulting services provided to the Company.

On March 23, 2006, the Company issued 6,600,000 shares of common stock in conversion to the unpaid Directors1 fee from the period starting November 1, 2004 to January 31, 2006 representing fifteen (15) months of continuous service to the Company.

On April 7,2006, the Company issued 7,271,263 shares of common stock to the Chief Executive Officer of the Company in conversion to a note originally valued at $363,563.

On July 28, 2006, the Company issued 60,000 shares of common stock to a former employee in full settlement of the claim.

On July 31, 2006, the Company authorized to issue 1,000,000 shares of common stock to a consultant of the Company having a fair value of $170,000 for consulting services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock to a consultant of the Company having a fair value of $17,000 for investment banking services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock having a fair value of $17,000 in payment for legal services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock having a fair value of $17,000 in payment for director's services provided for the Company. The value of this transaction is included within stock payable.

On Jan 27, 2009,the Company authorized to issue 4,800,000 shares of common stock having a fair value of $ in payment for Note Conversion provided for the Company. The value of this transaction is included within stock payable.

Name	Date	No. Shares	Purpose
Brad van Siclen	1/27/2009	4,800,000	Note Conversion
PMR & Associates	8/1/2009	10,000,000	Marketing
Daljit Dhanoa	9/10/2009	100,000	INVENT Agreement
Quantum Advisors, LLC	10/13/2009	100,000	Consulting
Howard McEldowney	11/20/2009	1,000,000	Advisory Compen.
Donald Nussbaum	11/30/2009	50,000	Consulting
The Nutmeg Group	1/21/2010	333,556	Note Conversion
PMR & Associates	3/15/2010	15,000,000	Marketing
Ernest B. Remo	3/15/2010	30,000,000	Exec. Compen.
Howard McEldowney	3/15/2010	1,000,000	Advisory Compen.
IAB Media	5/13/2010	1,000,000	Marketing Services
Howard M. McEldowney	6/14/2010	2,000,000	Director Compensation
Jonathan Nussbaum	6/14/2010	200,000	Consulting
Edward W. Savarese	6/14/2010	5,000,000	Consulting
Cardona Solutions	7/19/2010	16,000,000	Note Conversion

NOTE 7 TROUBLED DEBT RESTRUCTURING

The Company had a loan secured by the excimer laser equipment. This laser was included in the sale of assets on May 11, 2006. The loan had an original face value of $200,000. The
interest rate of the loan was 8% per annum and the maturity date was on February 1, 2007. The loan was rewritten to become unsecured. The equipment was sold for $40,000 and the » '5-i - -i
2006 was $160,000. This restructuring facilitated the migration out of the lasik business and into a medical services company

The Company recorded the amount of $510,000 troubled debt restructuring expenses for the issuance of the 3,000,000 shares of the Company's common stock to a former officer pursuant to the settlement agreement made on June 23, 2006. The shares were valued at the fair market value of $0.17 per share. The value of this transaction is included within stock payable. See Notes 4 and 5.

NOTE 8 RELATED PARTY TRANSACTIONS

On December 31, 2005, the Company issued a Note Payable to the Chief Executive Officer for $363,563 plus 5% interest in exchange for expenses of the Company that were paid by the officer. The note was converted into common stock on April 7, 2006.

During the fiscal year ended July 31, 2006, the Chief Executive Officer loaned the Company $43,805 in the form of payments made on behalf of the Company. Unpaid interest of the loan as of July 31, 2006 was $799 which was included in the current liabilities of discontinued operation.

NOTE 9 STOCK WARRANTS

During the period ended July 31, 2002, the Company issued 125,000 warrants to an existing shareholder. The warrants granted the shareholder the right to purchase, for $7.20, an additional share of common stock for each common share currently owned by the shareholder and expired on July 31, 2006. The value of warrants at the time of issuance was nominal since there was no active market for either the stock or the warrants. As of July 31, 2006, all of the warrants remained outstanding.

NOTE 10 MATERIAL EVENTS

On September 11, 2006, the Company issued 850,000 shares of common, stock having a fair value of $51,000 in payment for services pursuant to S-8 filing.

On September 12, 2006, the Company issued 150,000 shares of common stock having a fair value of $9,000 in payment for services pursuant to S-8 filing.

On September 12, 2006, the Company issued 1,800,000 shares of common stock to the CEO of the company having a value of $108,000 in payment for director fees.

On September 18, 2006, the Company issued1,000,000 shares of common stock for the purchase of Body Mass Solutions, Inc. valued at $65,000.

On September 18, 2006, the Company issued 2,000,000 shares of common stock to a consultant of the Company having a fair market value of $130,000 for investment banking services provided for the Company.

On September 28, 2006, the Company issued 3,000,000 shares of common stock having a fair value of $510,000 in favor of the former CEO pursuant to the claim settlement agreement.

On September 28, 2006, the Company issued 666,667 shares of common stock to a creditor of the Company having a fair market value of $133,016 in payment of financing fees pursuant to the executed promissory note.

On December 1, 2006 The Company issued a 2 year convertible note to Brad van Siclen in the amount of $1,000,000.00 with an annual coupon of 10%.This Note is convertible into 4,000,000 shares of the Company's common stock.

Certifications

Issuers Certification

I, Ernest B. Remo, certify that:

1. I have reviewed this Initial Company and Disclosure Statement of American Diversified Holdings Corporation

2. Based on my knowledge, this disclosure statement does not contain any untrue statements made, in light of the circumstances under which such statements were made not misleading with respect to the period(s) covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for the periods presented in this disclosure statement

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

Dated this 19th day of November, 2010

AMERICAN DIVERSIFIED HOLDINGS CORPORATION

By: /s/ Mr. Ernest B. Remo

Name: Mr. Ernest B. Remo
Position: Chairman/CEO
Phone: 858-259-4534
E-mail: ernest@americandiversifiedholdings.com
Web-Page: www.americandiversifiedholdings.com

EXHIBIT E
Annual Reports FY 2009 and FY2008

AMERICAN DIVERSIFIED HOLDINGS CORPORATION

COMPANY INFORMATION and DISCLOSURE STATEMENT
PURSUANT TO RULE
15C2-11 (a)(5)

July 31, 2009

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OBTAINED FROM AMERICAN DIVERSIFIED HOLDINGS CORP. IN ACCORDANCE WITH RULE I5c2-1 I (a)(5) PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND IS INTENDED ONLY AS INFORMATION TO BE USED BY SECURITIES BROKER DEALERS. NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

The undersigned hereby certifies that the information herein is true and correct to the best of my knowledge and belief:

July 31, 2009

By: Ernest B. Remo
Chairman, CEO
AMERICAN DIVERSIFIED HOLDINGS CORP.

INITIAL COMPANY INFORMATION and DISCLOSURE STATEMENT
Pro-Forma for Year Ending July 31, 2008

THIS STATEMENT HAS NOT BEEN FILED WITH THE NASD OR ANY OTHER REGULATORY AGENCY

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of the Pink Sheets. The captions contained herein correspond to the sequential format as set forth in the disclosure guidelines.

Part A: General Company Information

Item I The Exact Name of the Issuer

American diversified Holdings Corporation. (herein after referred to as "ADHC" or "The Company")
Formerly=Cost Containment Technologies Corporation
Formerly=Critical Care, Inc.

.Item II The Address of the Issuer's PrincipleExecutiveOffices

PO Box 2568
Del Mar, CA 92014
Phone: 858-259-4534
Fax: 858-225-0767
Additional Contact: ernest@americandiversifiedholdings.com

www.americandiversifiedholdings.com

The Company does not employ an investor relations firm and does not intend to in the future.

Item III The State and Date of Incorporation

Nevada, USA, 3/21/01

Item IV The Name and Address of the Transfer Agent

Action Stock Transfer.
7069 Highland Drive
Suite 300
Salt Lake City, UT 84121

Phone: 801-274-1088
Fax: 801-274-1099

Action Stock Transfer Company is currently registered under the exchange Act and is an SEC approved Transfer Agent.

Item V The nature of the issuer's business.

(A) Business Development

1. The form of organization of the issuer;

   The Company is formed as a Nevada Corporation

2. The year the issuer or predecessor was formed;

   2001

3. The issuer's Fiscal Year End

   July, 31

4. Whether the issuer has ever been in bankruptcy or receivership.

   The issuer has never been in bankruptcy or receivership.

5. Whether the issuer has made a material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

The Company was originally formed as Lasik America, which owned and operated a lasik clinic in Albuquerque NM. The clinic was closed and its liabilities discharged, and was renamed Critical Care, Inc. whose purpose was to seek opportunities in the health care arena. The Company entertained a number of opportunities in that field until it was decided that the structure of the Company lent itself better as a financial holding company which would not limit its activities to any particular industry. The Company was renamed American Diversified Holding Corporation in November, 2007 and is currently engaged in merger processes with a number of companies in the internet communications and media fields which the Company believes it has a high degree of success in completing.

6. Has the Company had any default of any terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments:

   No..

7. Has the issuer had a change of control;

   No.

8. Has there been an increase of 10% or more of the same class of equity securities?

   No.

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

   The Company had a share reverse split resulting in a reduction of the outstanding common shares from 86,527,732 to 21,632 and the approval of 1,000,000 shares of preferred shares, par value $0.001 on October 3, 2007.

10. Whether the Issuer has been de-listed by any securities exchange or NASDAQ.

    The Company filed a Form 15 with the Securities and Exchange Commission (SEC), thereby deregistering its shares from the SEC and delisting from the NASDAQ Small Cap Market; has since traded on the Pink Sheets.

11. Are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

    No, None Exists

Part B: Business of the Issuer

1. The issuer's primary and secondary SIC Codes

The Issuer's Primary SIC Codes is 7389

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

The issuer is currently conducting operations as described within.

3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405;

The Issuer is not a shell company.

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

None

5. The effect of existing or probable governmental regulations on the business;

None

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

None has been spent.

7. Costs and effects of compliance with environmental laws (federal, state and local);

None is anticipated.

8. The number of total employees and number of full-time employees.

There are currently 1 total full time employees, Officers and Directors

Item VI The Nature of Products or Services offered.

A. Principal Products and Services and their Markets

The Company intends to acquire companies and act as a financial and compliance advisor as well as provide additional expertise for the expansion of these activities and the financing therein..

B. Distribution Methods of the Products or Services

Through affiliates to be acquired

C. Status of Publicly announced new product or service

Not Applicable

D. Competitive Business Conditions

There are many competitors in each industry addressed by the Company's proposed activities. The Company feels, however, because of the experience of its principal officer that it is well placed competitively to succeed in these ventures.

E. Sources and Availability of Raw Materials and the Names of Principal Suppliers

Not Applicable

F. Dependence on One or a Few Major Customers

Not applicable.

G. Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements, or Labor Contracts

Not Applicable.

H. The Need for Government Approval of Principal Products and Services and the Status of any Requested Government Approvals.

No government approval is required to provide services.

Item VII The Extent and Nature of the Issuer's Facilities

Item VII The nature and extent of the issuer's facilities.
The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

Part B Share Structure and Issuance History

Item VIII The exact title and class of securities outstanding.

There are **146,289,166** common shares outstanding, par value $0.0001.,

There are **100,000** Series A Preferred Shares outstanding.

The fully diluted Common Shares outstanding at the time of this filing is **146,289,166**

The CUSIP Number is **02541R102**

The Trading Symbol is "**ADHC**".

Item IX Description of the Securities

A. Par or Stated Value. Provide the par or stated value for each class of outstanding securities.

The Par Value is $0.0001 for the Common Stock

The Par Value is $0.001 for the Series A Preferred Stock.

B. Common or Preferred Stock

1. For common equity, describe any dividend, voting and preemption rights.

   None Exists

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

   On October 3, 2007 the Board of Directors unanimously approved an amendment to the Company's Articles of Incorporation creating a Series A class of Preferred Shares. 1,000,000 Series A Shares were approved and issued. Their Certificate of Designation was filed with the office of the Secretary of State of Nevada. The Shares issued in their entirety as a class provide voting control of all common shares to the collective recipients. The recipients and their individual issuances are as follows:

   Ernest B. Remo, CEO, Chairman 200,000 Shares

3. Describe any other material rights of common or preferred stockholders.

   No other rights exist.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

   None Exists

Item X The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

Common Shares

(i)	Period end date	146,289,166
	FYE 2007	55,927,732
	FYE 2006	16,533,674
(ii)	Number of shares authorized	1,000,000,000
(iii)	Number of Common Shares outstanding;	146,289,166
(iv)	Freely tradable shares (public float);	4,711,000
(v)	Total number of beneficial shareholders;	3
(vi)	Total number of shareholders of record;	95

Preferred Series A Shares

(i)	Period end date	100,000
	FYE 2006	- 0 -
	FYE 2005	- 0 -

(ii) Number of Series A Preferred shares authorized; 100,000

(iii) Number of Series A Preferred Shares outstanding; 100,000

(iv) Freely tradable Series A Preferred shares (public float); N/A
(v) Total number of beneficial Series A Preferred shareholders; 1

(vi) Total number of Series A Preferred shareholders of record; 1

Item XI **List of securities offerings and shares issued for services in the past two years.**

None

Part C Management and Control Structure

Item XII The name of the chief executive officer, members of the board directors, as well as control persons.

Ernest B. Remo, Chairman/CEO
PO Box 2568
Del Mar, CA 92014
858-259-4534

Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);

Ernest B. Remo, Chairman CEO
American Diversified Holdings Corporation and predecessor companies

Officer and Director's Compensation;

All to Date in restricted common stock

1. Ernest B. Remo – Restricted Common Shares	20,011,858
Preferred Series A Shares	100,000

B. Legal/ Disciplinarv History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None has

The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None has

A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None has

The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None has

C. Disclosure of Certain Relationships. Describe any relationships existing among and between the issuer's officers, directors and shareholders.

None Exists

D. Disclosure of Conflicts of Interest. Describe any related party transactions or conflicts of interests. Provide a description of the circumstances, parties involved and mitigating factors for any related party transactions or executive officer or director with competing professional or personal interests.

None exists currently.

Item XIII Beneficial Owners.
Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

George Casimir 36 Oakwood Drive Chapel Hill, NC 27517	8,272,000	Restricted Common Shares
Robert Jordan 1105 Penny Packer Lane Bowie, MD 20716	23,328,000	Restricted Common Shares
Ernest Remo PO Box 2568 Del Mar, CA 92014	20,011,858	Restricted Common Shares
Thomas View 44 Bryant St. NW Washington, DC 20001	36,096,000	Restricted Common Shares
William Woodson 110 Grant St., Apt. 9A Minneapolis, MN 55403	6,304,000	Restricted Common Shares

Item XIV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

1. Investment Banker – None has been retained

2. Promoters – None has been retained

3. Counsel -

Cohen & Czarnik, LLP
140 Broadway
36th Floor
New York, NY 10005

4. Accountant or Auditor -

Dave Evans Associates
422 N. Highway 101
Encinitas, CA 92024

No auditor has been retained for US operations or the Company as of this date, however the Company expects to retain a US auditor by calendar year end 2008

5. Public Relations Consultant(s) – None Exists

6. Investor Relations Consultant – None Exists

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor. –

This document was prepared by management.

Part D Financial Information

		Year Ending July 31, 2009		Six Months Ending Jan31,2009
ASSETS				
CURRENT ASSETS				
Cash	$	1,000	$	1,000
Current assets of discontinued operations		-		-
Total current assets		1,000		1,000
Assets of discontinued operation, net of accumulated depreciation of $0 and $393,854 respectively		-		-
TOTAL ASSETS	$	1,000	$	1,000
LIABILITIES AND SHAREHOLDERS' DEFICIENCY				
CURRENT LIABILITIES				
Accrued director fees	$	240,000		240,000
Accrued legal fees		17,000		17,000
Other current liabilities		17,000		17,000
Current liabilities of discontinued operation		125,000		125,000
Total Current Liabilities		399,000		399,000
Loan payable to Consultants		0		1,000,000
Loans payable to officers		123,304		123,304
Note Payable to Officer		570,529		510,529
TOTAL LIABILITIES		1,092,833		2,032,833
SHAREHOLDERS' DEFICIENCY				
Preferred Stock, $.001 par value, 200,000 shares authorized; 100,000 shares issued and outstanding		-		-
Common stock, $.001 par value, 1,000,000,000 shares authorized and; 97,990,000 shares and 146,289,166 shares issued and outstanding at July 31, 2007, and 2008, respectively.		146,289		97,990
Additional paid in capital		15,309,522		15,309,522
Currency translation adjustment				
Accumulated deficit		(16,547,644)		(17,439,345)
Total Shareholders' Deficiency		(1,091,833)		(2,031,833)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	$	1,000	$	1,000

See accompanying notes to consolidated financial statements

		Year Ending July 31 2009		Six Months Ending Jan 31, 2008
REVENUE	$	-	$	-
EXPENSES				
Travel		8,546		13,244
Accounting fees		0		0
Financing fees		0		16,666
Consulting fees		0		0
Legal fees		5,500		25,000
General and administrative		5,230		10,906
Non cash compensation		0		50,000
Total Expenses		19,276		115,816
Loss from continuing operations		(19,276)		(115,816)
OTHER INCOME (EXPENSES)				
Income from Financing Activities		0		75,000
Interest expense				
Gain on sale of fixed assets				
Troubled debt restructuring				
Loss on investment due to abandonment		-		-
Total Other Expenses (Income)		0		75,000
NET LOSS	$	(19,276)	$	(40,816)
Basic and diluted net loss per share from continuing operation	$	(.00)	$	(.00)
Basic and diluted net loss per share from discontinued operation	$	(.00)	$	(.00)
Basic and diluted net loss per share	$	(.00)	$	(.00)
Average shares used to compute basic and diluted net loss per share		101,479,786		97,990,000

See accompanying notes to consolidated financial statements

See accompanying notes to consolidated financial statements

SIGNIFICANT ACCOUNTING POLICIES

Organization and Business

Lasik America, Inc. (the "Company") was incorporated in the State of Nevada on March 21, 2001. The Company operates an ophthalmic laser vision correction center in Albuquerque, New Mexico. On August 5, 2004, Lasik America, Inc. consummated its merger with Salus Holding, Inc. On October 26, 2004, the company changed its name to Critical Care, Inc. On May 11, 2006, the Company sold all of its property and equipment to facilitate the Company's migration out of the lasik business into a dialysis services company.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net loss of $2,305,682 for the year ended July 31, 2006, and a working capital deficiency of $1,875,231 and shareholders' deficiency of $2,329,036 as of July 31, 2006 which raises substantial doubts about its ability to continue as a going concern. The financial statements do not include adjustments that might result from the outcome of this uncertainly.

Management believes that actions are presently being taken to revise the Company's operating and financial requirements in order to improve the Company's financial position and operating results. However, given the levels of its cash resources and working capital deficiency at July 31, 2006, anticipated cash to be generated by operations will be insufficient to meet anticipated cash requirements for operations, working capital, and capital expenditures during 2007. Therefore, the Company is seeking additional equity or debt financing, but there can be no assurance that sufficient additional financing will be available.

Financial Instruments

Statement of Financial Accounting Standards No. 107 "Disclosure about Fair Value of Financial Instruments" requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate the value. For purposes of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties other than in a forced sale of liquidation.

The carrying amounts reported in the balance sheet for cash, cash overdraft, accounts receivable, accounts payable, accrued liabilities, taxes payable and patient deposits approximate fair value due to the immediate short-term maturity of these financial instruments.

The fair value of the Company's long-term debt approximates the carrying amount based on the current rates offered to the Company for debt of the same remaining maturities with similar collateral requirements.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is calculated on a straight-line basis over the estimated useful lives of the depreciable assets which range from three to five years. As of July 31, 2006, the Company has no existing property and equipment.

Revenue Recognition

Revenues were generated by the vision correction procedures performed at the Company's laser center. Follow-up corrective procedures for customer satisfaction, consisting of re-treatment, were performed when necessary. Facility fees were derived from the use of the Company's then equipment by affiliate doctors who paid the Company a standard fee per procedure. The Company recognized revenues when the vision correction procedures were performed. As of April 26, 2006, the Company discontinued the lasik clinic operation.

Earnings (Loss) Per Share

In 1997, the FASB issued SFAS No. 128, "Earnings Per Share", which specifies the computation, presentation and disclosure requirements for earnings per share for entities with publicly held common stock. SFAS No. 128 supercedes the provisions of APB No. 15, and requires the presentation of basic earnings per share and diluted earnings per share. The Company has adopted the provisions of SFAS No. 128 effective March 21, 2001.

Basic earnings (loss) per share is calculated by dividing the earnings net (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is calculated assuming the issuance of common shares resulting from the exercise of stock options and warrants. Dilutive securities are not included in the calculation of loss per share because their effect would have been anti-dilutive. Accordingly, basic and diluted loss per share is ($.13) for the year ended July 31, 2006 and ($.22) for the year ended July 31, 2005.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Stock-Based Compensation

The Company has adopted Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), which establishes a fair value method of accounting for stock-based compensation.

The provisions of SFAS No. 123 allow companies to either expense the estimated fair value of stock options or to continue to follow the intrinsic value method set forth in Accounting Principles

Board Opinion No. 25, "Accounting for Stock Issued to Employees", but to disclose the pro forma effect on net loss and net loss per share had the fair value of the stock options been exercised. The Company has elected to continue to account for stock-based compensation plans utilizing the intrinsic value method. Accordingly, compensation cost for stock options is measured as the excess, if any, of the
fair market price of the Company's common stock at the date of the grant above the amount an employee must pay to acquire the common stock.

In accordance with SFAS No. 123, with respect to stock-based employee compensation, the value of the stock-based award is determined using the Black-Scholes option pricing model, whereby compensation cost is the fair value of the award as determined by the pricing model at the grant date or other measurement date. The resulting amount is charged to expense on the straight-line method.

In December 2004, the FASB issued FASB Statement No. 123 (revised 2004), "Share-Based Payment" ("FAS 123(R)"). FAS 123(R) replaces FASB Statement No. 123, "Accounting for Stock-Based Compensation", and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". FAS 123(R) requires that the compensation cost relating to share-based payment transactions be recognized in the financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. The provisions of this Statement are effective for the first interim or annual reporting period that begins after December 15, 2005. The Company has evaluated the impact of FAS 123(R) and has determined that the adoption of FAS 123(R) does not have a material impact on its financial statement presentation or disclosure of the Company.

To date no options to employees or non-employees have resulted in compensation.

Recent Accounting Pronouncements

The Financial Accounting Standards Board has recently issued several Statements of Financial Accounting Standards.

In May 2005, the FASB issued SFAS 154 that establishes new standards on accounting for changes in accounting principles. Pursuant to the new rules, all such changes must be accounted for by retrospective application to the financial statements of prior periods unless it is impracticable to do so. SFAS No. 154 completely replaces Accounting Principles Bulletin (APB) Opinion 20 and SFAS 3, though it carries forward the guidance in those pronouncements with respect to accounting for changes in estimates, changes in the reporting entity, and the correction of errors made in fiscal years beginning after December 15, 2005.

The Company does not expect that the adoption of this pronouncement will have a material effect on the Company's financial position or results of operations.

NOTE 2 PROPERTY AND EQUIPMENT

Property and equipment consist of the following as of July 31, 2006 and 2007

		2007		2008
Medical equipment	$	-	$	-
Assets obtained through capital lease obligation		-		-
Leasehold improvements		-		-
Office equipment, furniture and fixtures		-		-
		-		-
Less accumulated depreciation		-		-
Net property and equipment	$	-	$	-

Depreciation expense for the years ended July 31, 2006 and 2007, were $53,003 and $0, respectively. As of May 11, 2006, all the assets have been sold as part of the discontinued operation. The property and equipment was sold for $159,500 resulting a gain of $15,442.

NOTE 3 LONG-TERM DEBT

Long-term debt consists of the following as of July 31, 2009 and 2008:

	7/ 31 / 2009	2008
Loans made to the Company by The CEO, Ernest Remo	570,529	$510,529
Long Term Note in exchange for future consulting services	0	$1,000,000
Long Term Note due former officer	$123,000	$123,000

NOTE 4 COMMITMENTS AND CONTINGENCIES

Delinquent Payroll and Gross Receipts Taxes

The Company was delinquent on employment taxes payable to the Internal Revenue Service and on gross receipts taxes payable to the State of New Mexico. On April 26, 2006, the Company discontinued operations of the lasik clinic and on May 11, 2006 the property and equipment were sold for $119,500. These proceeds were paid directly to the State of New Mexico. As of July 31, 2007 there were no unpaid liabilities on these taxes.

Litigation

On March 31, 2003, a former employee of the Company filed a complaint that she was fired as an employee inspite of an employment contract that she had with the Company. The Company has responded to the complaint stating that she violated her contract through non-performance and dishonesty.

On February 9, 2005, the complaint was settled in favor of the employee. The Company was obligated to pay $1,000 per month beginning March 1, 2005 for the sum of $13,500, and to issue $10,000 worth of restricted stock (100,000 shares) at 10 cents based on a share value date February 20, 2005. On July 28, 2006 the Company issued the 60,000 shares of stock in full settlement of the liability.

On June 23, 2006, the Company made a claim settlement agreement in favor of the former CEO to transfer to the Company all of its right, title and interest in its ownership of 950,000 shares of Lasik common stock in return for 3,000,000 shares of Critical Care common stock. The shares were valued at the fair market value of $0.17 per share. In addition, the Company executed a promissory note in favor of the former CEO in the amount of $140,000 in satisfaction of repayment of loans, interest earned and attorneys' fees incurred to date. This liability is currently in litigation in which the Company believes that because of certain factors which have come to light regarding the circumstances leading up to this settlement, there will be no liability to the Company.

NOTE 5 BUSINESS COMBINATIONS

"On August 5, 2004, the Company consummated its merger with Salus Holding, Inc. ("Salus"). Pursuant to the merger agreement, the shareholders of Salus have been issued 2,000,000 shares of common stock of the Company. The sole shareholder of Salus, Homeland Security Technology, Inc., was issued 2,000,000 shares of Critical's Common Stock that approximated 43.7 percent of the outstanding shares of Critical calculated on a fully diluted basis at the date of issuance.

Salus was the sole shareholder in Icon Salus S.r.l., a company formed under the laws of Italy ("Icon Salus"). Salus was constructing a dialysis facility in Amaseno, Italy. Following the Company's acquisition of Salus, the Company experienced difficulties in the development of the Amaseno Clinic and was unable to obtain the requisite permits and licenses from the Italian government, provincial and local. Thus on October 31, 2004, the Company abandoned the development of the Amaseno Clinic and recorded $360,000 loss on this investment.

On October 28, 2004, the Company entered into an agreement to purchase certain rights to acquire a group of five dialysis clinics from Icon Veneto srl ("Icon Veneto"), an Italian company, pursuant to a rights purchase agreement. The rights purchased consist of a binding letter of intent assigned to the Company pursuant to the agreement. Pursuant to the rights purchase agreement the Company issued to Icon Veneto 100,000 shares of preferred stock of the Company. The preferred stock was convertible into 10,000,000 shares of common stock of the Company. The five dialysis clinics which are the subject of the rights purchase agreement had established revenues of over Euro 4,000,000 (US$5,250,000). On February 1, 2005, the Company and Icon Veneto entered into a settlement agreement whereby the rights purchase agreement was terminated ab initio, as if it never existed, as a result of a dispute between Icon Veneto and the Company with respect to representations of Icon Veneto with respect to the rights. Consequently, the Company Preferred Stock issued to Icon Veneto was cancelled."

NOTE 6 SHAREHOLDERS' EQUITY

On October 10, 2005, the Company issued 2,000,000 shares of common stock to the Chief Executive Officer of the Company having a fair value of $160,000, in payment for director fees for services provided to the Company.

On January 25, 2006, the board authorized the increase of the Company's authorized common stock from 25,000,000 shares to 100,000,000 shares.

On March 23, 2006, the Company issued 450,000 shares of common stock to Directors of the Company having a fair value of $108,000, in payment for being board members of the Company.

On March 23, 2006, the Company issued 350,000 shares of common stock having a fair value of $84,000, in payment for legal services provided to the Company.

On March 23, 2006, the Company issued 50,000 shares of common stock having a fair value of $12,000, in payment for consulting services provided to the Company.

On March 23, 2006, the Company issued 6,600,000 shares of common stock in conversion to the unpaid Directors' fee from the period starting November 1, 2004 to January 31, 2006 representing fifteen (15) months of continuous service to the Company.

On April 7, 2006, the Company issued 7,271,263 shares of common stock to the Chief Executive Officer of the Company in conversion to a note originally valued at $363,563.

On July 28, 2006, the Company issued 60,000 shares of common stock to a former employee in full settlement of the claim.

On July 31, 2006, the Company authorized to issue 1,000,000 shares of common stock to a consultant of the Company having a fair value of $170,000 for consulting services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock to a consultant of the Company having a fair value of $17,000 for investment banking services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock having a fair value of $17,000 in payment for legal services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock having a fair value of $17,000 in payment for director's services provided for the Company. The value of this transaction is included within stock payable.

NOTE 7 TROUBLED DEBT RESTRUCTURING

The Company had a loan secured by the excimer laser equipment. This laser was included in the sale of assets on May 11, 2006. The loan had an original face value of $200,000. The interest rate of the loan was 8% per annum and the maturity date was on February 1, 2007. The loan was rewritten to become unsecured. The equipment was sold for $40,000 and the proceeds were applied to the loan balance. The principal balance of the loan as of July 31, 2006 was $160,000. This restructuring facilitated the migration out of the lasik business and into a medical services company

The Company recorded the amount of $510,000 troubled debt restructuring expenses for the issuance of the 3,000,000 shares of the Company's common stock to a former officer pursuant to the settlement agreement made on June 23, 2006. The shares were valued at the fair market value of $0.17 per share. The value of this transaction is included within stock payable. See Notes 4 and 5.

NOTE 8 RELATED PARTY TRANSACTIONS

On December 31, 2005, the Company issued a Note Payable to the Chief Executive Officer for $363,563 plus 5% interest in exchange for expenses of the Company that were paid by the officer. The note was converted into common stock on April 7, 2006.

During the fiscal year ended July 31, 2006, the Chief Executive Officer loaned the Company $43,805 in the form of payments made on behalf of the Company. Unpaid interest of the loan as of July 31, 2006 was $799 which was included in the current liabilities of discontinued operation.

NOTE 9 STOCK WARRANTS

During the period ended July 31, 2002, the Company issued 125,000 warrants to an existing shareholder. The warrants granted the shareholder the right to purchase, for $7.20, an additional share of common stock for each common share currently owned by the shareholder and expired on July 31, 2006. The value of warrants at the time of issuance was nominal since there was no active market for either the stock or the warrants. As of July 31, 2006, all of the warrants remained outstanding.

NOTE 10 MATERIAL EVENTS

On September 11, 2006, the Company issued 850,000 shares of common stock having a fair value of $51,000 in payment for services pursuant to S-8 filing.

On September 12, 2006, the Company issued 150,000 shares of common stock having a fair value of $9,000 in payment for services pursuant to S-8 filing.

On September 12, 2006, the Company issued 1,800,000 shares of common stock to the CEO of the company having a value of $108,000 in payment for director fees.

On September 18, 2006, the Company issued 1,000,000 shares of common stock for the purchase of Body Mass Solutions, Inc. valued at $65,000.

On September 18, 2006, the Company issued 2,000,000 shares of common stock to a consultant of the Company having a fair market value of $130,000 for investment banking services provided for the Company.

On September 28, 2006, the Company issued 3,000,000 shares of common stock having a fair value of $510,000 in favor of the former CEO pursuant to the claim settlement agreement.

On September 28, 2006, the Company issued 666,667 shares of common stock to a creditor of the Company having a fair market value of $133,016 in payment of financing fees pursuant to the executed promissory note.

On December 1, 2006 The Company issued a 2 year convertible note to Brad van Siclen in the amount of $1,000,000.00 with an annual coupon of 10%. This Note is convertible into 4,000,000 shares of the Company's common stock.

AMERICAN DIVERSIFIED HOLDINGS CORP.

PO Box 2568
Del Mar, CA 92014

1. I **ERNEST B. REMO**, certify that I:

1.1 have reviewed this initial annual disclosure statement of American Diversified Holdings Corp; and

1.2 based on my knowledge, this disclosure statement does not contain any untrue statement of a 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, and is not misleading with respect to the period covered by this disclosure statement; and further

1.3 based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: July 31, 2009

By: Ernest B. Remo
Chairman, CEO
AMERICAN DIVERSIFIED HOLDINGS CORP.

AMERICAN DIVERSIFIED HOLDINGS CORPORATION

COMPANY INFORMATION and DISCLOSURE STATEMENT
PURSUANT TO RULE
15C2-11 (a)(5)

January 9, 2009

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OBTAINED FROM AMERICAN DIVERSIFIED HOLDINGS CORP. IN ACCORDANCE WITH RULE I5c2-1 I (a)(5) PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND IS INTENDED ONLY AS INFORMATION TO BE USED BY SECURITIES BROKER DEALERS. NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

The undersigned hereby certifies that the information herein is true and correct to the best of my knowledge and belief:

January 9, 2009

By: Ernest B. Remo
Chairman, CEO
AMERICAN DIVERSIFIED HOLDINGS CORP.

AMERICAN DIVERSIFIED HOLDINGS CORPORATION

INITIAL COMPANY INFORMATION and DISCLOSURE STATEMENT
Pro-Forma for Year Ending July 31, 2008

THIS STATEMENT HAS NOT BEEN FILED WITH THE NASD OR ANY OTHER REGULATORY AGENCY

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of the Pink Sheets. The captions contained herein correspond to the sequential format as set forth in the disclosure guidelines.

Part A: General Company Information

Item I The Exact Name of the Issuer

American diversified Holdings Corporation. (herein after referred to as "ADHC" or "The Company")
Formerly=Cost Containment Technologies Corporation
Formerly=Critical Care, Inc.

.Item II The Address of the Issuer's PrincipleExecutiveOffices

PO Box 2568
Del Mar, CA 92014
Phone: 858-259-4534
Fax: 858-225-0767
Additional Contact: ernest@americandiversifiedholdings.com

www.americandiversifiedholdings.com

The Company does not employ an investor relations firm and does not intend to in the future.

Item III The State and Date of Incorporation

Nevada, USA, 3/21/01

Item IV **The Name and Address of the Transfer Agent**

Action Stock Transfer.
7069 Highland Drive
Suite 300
Salt Lake City, UT 84121

Phone: 801-274-1088
Fax: 801-274-1099

Action Stock Transfer Company is currently registered under the exchange Act and is an SEC approved Transfer Agent.

Item V **The nature of the issuer's business.**

(A) Business Development

1. The form of organization of the issuer;

   The Company is formed as a Nevada Corporation

2. The year the issuer or predecessor was formed;

   2001

3. The issuer's Fiscal Year End

   July, 31

4. Whether the issuer has ever been in bankruptcy or receivership.

   The issuer has never been in bankruptcy or receivership.

5. Whether the issuer has made a material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

The Company was originally formed as Lasik America, which owned and operated a lasik clinic in Albuquerque NM. The clinic was closed and its liabilities discharged, and was renamed Critical Care, Inc. whose purpose was to seek opportunities in the health care arena. The Company entertained a number of opportunities in that field until it was decided that the structure of the Company lent itself better as a financial holding company which would not limit its activities to any particular industry. The Company was renamed American Diversified Holding Corporation in November, 2007 and is currently engaged in merger processes with a number of companies in the internet communications and media fields which the Company believes it has a high degree of success in completing.

6. Has the Company had any default of any terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments:

   No..

7. Has the issuer had a change of control;

   No.

8. Has there been an increase of 10% or more of the same class of equity securities?

   No.

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

   The Company had a share reverse split resulting in a reduction of the outstanding common shares from 86,527,732 to 21,632 and the approval of 1,000,000 shares of preferred shares, par value $0.001 on October 3, 2007.

10. Whether the Issuer has been de-listed by any securities exchange or NASDAQ.

    The Company filed a Form 15 with the Securities and Exchange Commission (SEC), thereby deregistering its shares from the SEC and delisting from the NASDAQ Small Cap Market; has since traded on the Pink Sheets.

11. Are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

    No, None Exists

Part B: Business of the Issuer

1. The issuer's primary and secondary SIC Codes

The Issuer's Primary SIC Codes is 7389

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

The issuer is currently conducting operations as described within.

3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405;

The Issuer is not a shell company.

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

None

5. The effect of existing or probable governmental regulations on the business;

None

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

None has been spent.

7. Costs and effects of compliance with environmental laws (federal, state and local);

None is anticipated.

8. The number of total employees and number of full-time employees.

There are currently 1 total full time employees, Officers and Directors

Item VI The Nature of Products or Services offered.

A. Principal Products and Services and their Markets

The Company intends to acquire companies and act as a financial and compliance advisor as well as provide additional expertise for the expansion of these activities and the financing therein..

B. Distribution Methods of the Products or Services

Through affiliates to be acquired

C. Status of Publicly announced new product or service

Not Applicable

D. Competitive Business Conditions

There are many competitors in each industry addressed by the Company's proposed activities. The Company feels, however, because of the experience of its principal officer that it is well placed competitively to succeed in these ventures.

E. Sources and Availability of Raw Materials and the Names of Principal Suppliers

Not Applicable

F. Dependence on One or a Few Major Customers

Not applicable.

G. Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements, or Labor Contracts

Not Applicable.

H. The Need for Government Approval of Principal Products and Services and the Status of any Requested Government Approvals.

No government approval is required to provide services.

Item VII The Extent and Nature of the Issuer's Facilities

Item VII The nature and extent of the issuer's facilities.
The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

Part B Share Structure and Issuance History

Item VIII The exact title and class of securities outstanding.

There are **101,479,786** common shares outstanding, par value $0.0001.,

There are **100,000** Series A Preferred Shares outstanding.

The fully diluted Common Shares outstanding at the time of this filing is **101,479,786**

The CUSIP Number is **02541R102**

The Trading Symbol is "**ADHC**".

Item IX Description of the Securities

A. Par or Stated Value. Provide the par or stated value for each class of outstanding securities.

The Par Value is $0.0001 for the Common Stock

The Par Value is $0.001 for the Series A Preferred Stock.

B. Common or Preferred Stock

1. For common equity, describe any dividend, voting and preemption rights.

   None Exists

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

   On October 3, 2007 the Board of Directors unanimously approved an amendment to the Company's Articles of Incorporation creating a Series A class of Preferred Shares. 1,000,000 Series A Shares were approved and issued. Their Certificate of Designation was filed with the office of the Secretary of State of Nevada. The Shares issued in their entirety as a class provide voting control of all common shares to the collective recipients. The recipients and their individual issuances are as follows:

   Ernest B. Remo, CEO, Chairman 200,000 Shares

3. Describe any other material rights of common or preferred stockholders.

   No other rights exist.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

   None Exists

Item X The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

Common Shares

(i)	Period end date	101,479,786	
	FYE 2007	55,927,732	
	FYE 2006	16,533,674	
(ii)	Number of shares authorized		1,000,000,000
(iii)	Number of Common Shares outstanding;		101,479,786
(iv)	Freely tradable shares (public float);		9,380
(v)	Total number of beneficial shareholders;		3
(vi)	Total number of shareholders of record;		95

Preferred Series A Shares

(i)	Period end date	100,000
	FYE 2006	- 0 -
	FYE 2005	- 0 -

(ii) Number of Series A Preferred shares authorized; 100,000

(iii) Number of Series A Preferred Shares outstanding; 100,000

(iv) Freely tradable Series A Preferred shares (public float); N/A
(v) Total number of beneficial Series A Preferred shareholders; 1

(vi) Total number of Series A Preferred shareholders of record; 1

Item XI List of securities offerings and shares issued for services in the past two years.

None

Part C Management and Control Structure

Item XII The name of the chief executive officer, members of the board directors, as well as control persons.

Ernest B. Remo, Chairman/CEO
PO Box 2568
Del Mar, CA 92014
858-259-4534

Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);

Ernest B. Remo, Chairman CEO
American Diversified Holdings Corporation and predecessor companies

Officer and Director's Compensation;

All to Date in restricted common stock

1. Ernest B. Remo – Restricted Common Shares 20,011,858
   Preferred Series A Shares 100,000

B. Legal/ Disciplinarv History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None has

The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None has

A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None has

The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None has

C. Disclosure of Certain Relationships. Describe any relationships existing among and between the issuer's officers, directors and shareholders.

None Exists

D. Disclosure of Conflicts of Interest. Describe any related party transactions or conflicts of interests. Provide a description of the circumstances, parties involved and mitigating factors for any related party transactions or executive officer or director with competing professional or personal interests.

None exists currently.

Item XIII Beneficial Owners.
Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

George Casimir 36 Oakwood Drive Chapel Hill, NC 27517	8,272,000	Restricted Common Shares
Robert Jordan 1105 Penny Packer Lane Bowie, MD 20716	23,328,000	Restricted Common Shares
Ernest Remo PO Box 2568 Del Mar, CA 92014	20,011,858	Restricted Common Shares
Thomas View 44 Bryant St. NW Washington, DC 20001	36,096,000	Restricted Common Shares
William Woodson 110 Grant St., Apt. 9A Minneapolis, MN 55403	6,304,000	Restricted Common Shares

Item XIV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

1. Investment Banker – None has been retained

2. Promoters – None has been retained

3. Counsel -

Cohen & Czarnik, LLP
140 Broadway
36th Floor
New York, NY 10005

4. Accountant or Auditor -

Dave Evans Associates
422 N. Highway 101
Encinitas, CA 92024

No auditor has been retained for US operations or the Company as of this date, however the Company expects to retain a US auditor by calendar year end 2008

5. Public Relations Consultant(s) – None Exists

6. Investor Relations Consultant – None Exists

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor. –

<u>This document was prepared by management.</u>

Part D Financial Information

AMERICAN DIVERSIFIED HOLDINGS CORPORATION
BALANCE SHEETS
JULY 31, 2008 AND 2007

Assets

	2008	2007
CURRENT ASSETS		
Cash	1,000	5,000
Current assets of discontinued operations	-	
Total current assets	1,000	5,000
Assets of discontinued operation, net of accumulated depreciation of $0 and $393,854 respectively	-	
Total assets	1,000	5,000

Liabilities and Shareholder's Equity

	2008		2007	
CURRENT LIABILITIES				
Accrued director fees	$	240,000	$	120,000.00
Accrued legal fees	$	17,000	$	80,000.00
Other current liabilities	$	17,000	$	110,000.00
Current liabilities of discontinued operation	$	125,000	$	125,000.00
Total Current Liabilities	$	399,000	$	435,000.00
Loan payable to Consultants	$	1,000,000	$	1,000,000.00
Loans payable to officers	$	123,304	$	85,000.00
Note Payable to Officer	$	510,529	$	485,838.00
Total liabilities	$	2,032,833	$	2,005,838.00
Shareholders' deficiency				
Preferred Stock, $.001 par value, 200,000 shares authorized; 100,000 shares issued and outstanding	-		-	
Common stock, $.001 par value, 1,000,000,000 and 100,000,000 shares authorized and; 55,927,732 shares and 97,990,000 shares issued and outstanding at July 31, 2007, and 2008, respectively.	$	97,990	$	55,927.00
Additional paid in capital	$	15,309,522	$	15,234,522.00
Currency translation adjustment			-	
Accumulated deficit	$	(17,439,345)	$	(17,291,287.00)
Total Shareholders' Deficiency	$	(2,031,833)	$	(2,000,838)
Total liabilities and shareholders' deficiency	$	1,000	$	5,000.00

See accompanying notes to consolidated financial statements

AMERICAN DIVERSIFIED HOILDINGS CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED JULY 31, 2008 AND 2007

		2008		2007
Revenue		-		-
Expenses				
Travel	$	13,244	$	80,000
Accounting fees		0		35,000
Financing fees		16,666		133,016
Consulting fees		0		190,000
Legal fees		25,000		10,000
General and administrative		10,906		120,000
Non cash compensation		50,000		108,000
Total Expenses	$	115,816	$	676,016
Loss from continuing operations	$	(115,816)	$	(676,016)
OTHER INCOME (EXPENSES)				
Income from Financing Activities		75,000		-
Total Other Expenses (Income)		765,000		-
Net loss	$	(40,816)	$	(676,016)

See accompanying notes to consolidated financial statements

AMERICAN DIVERSIFIED HOILDINGS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF JULY 31, 2008AND 2007

SIGNIFICANT ACCOUNTING POLICIES

Organization and Business

Lasik America, Inc. (the "Company") was incorporated in the State of Nevada on March 21, 2001. The Company operates an ophthalmic laser vision correction center in Albuquerque, New Mexico. On August 5, 2004, Lasik America, Inc. consummated its merger with Salus Holding, Inc. On October 26, 2004, the company changed its name to Critical Care, Inc. On May 11, 2006, the Company sold all of its property and equipment to facilitate the Company's migration out of the lasik business into a dialysis services company.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net loss of $2,305,682 for the year ended July 31, 2006, and a working capital deficiency of $1,875,231 and shareholders' deficiency of $2,329,036 as of July 31, 2006 which raises substantial doubts about its ability to continue as a going concern. The financial statements do not include adjustments that might result from the outcome of this uncertainly.

Management believes that actions are presently being taken to revise the Company's operating and financial requirements in order to improve the Company's financial position and operating results. However, given the levels of its cash resources and working capital deficiency at July 31, 2006, anticipated cash to be generated by operations will be insufficient to meet anticipated cash requirements for operations, working capital, and capital expenditures during 2007. Therefore, the Company is seeking additional equity or debt financing, but there can be no assurance that sufficient additional financing will be available.

Financial Instruments

Statement of Financial Accounting Standards No. 107 "Disclosure about Fair Value of Financial Instruments" requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate the value. For purposes of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties other than in a forced sale of liquidation.

The carrying amounts reported in the balance sheet for cash, cash overdraft, accounts receivable, accounts payable, accrued liabilities, taxes payable and patient deposits approximate fair value due to the immediate short-term maturity of these financial instruments.

The fair value of the Company's long-term debt approximates the carrying amount based on the current rates offered to the Company for debt of the same remaining maturities with similar collateral requirements.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is calculated on a straight-line basis over the estimated useful lives of the depreciable assets which range from three to five years. As of July 31, 2006, the Company has no existing property and equipment.

Revenue Recognition

Revenues were generated by the vision correction procedures performed at the Company's laser center. Follow-up corrective procedures for customer satisfaction, consisting of re-treatment, were performed when necessary. Facility fees were derived from the use of the Company's then equipment by affiliate doctors who paid the Company a standard fee per procedure. The Company recognized revenues when the vision correction procedures were performed. As of April 26, 2006, the Company discontinued the lasik clinic operation.

Earnings (Loss) Per Share

In 1997, the FASB issued SFAS No. 128, "Earnings Per Share", which specifies the computation, presentation and disclosure requirements for earnings per share for entities with publicly held common stock. SFAS No. 128 supercedes the provisions of APB No. 15, and requires the presentation of basic earnings per share and diluted earnings per share. The Company has adopted the provisions of SFAS No. 128 effective March 21, 2001.

Basic earnings (loss) per share is calculated by dividing the earnings net (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is calculated assuming the issuance of common shares resulting from the exercise of stock options and warrants. Dilutive securities are not included in the calculation of loss per share because their effect would have been anti-dilutive. Accordingly, basic and diluted loss per share is ($.13) for the year ended July 31, 2006 and ($.22) for the year ended July 31, 2005.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Stock-Based Compensation

The Company has adopted Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), which establishes a fair value method of accounting for stock-based compensation.

The provisions of SFAS No. 123 allow companies to either expense the estimated fair value of stock options or to continue to follow the intrinsic value method set forth in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees", but to disclose the pro forma effect on net loss and net loss per share had the fair value of the stock options been exercised. The Company has elected to continue to account for stock-based compensation plans utilizing the intrinsic value method. Accordingly, compensation cost for stock options is measured as the excess, if any, of the
fair market price of the Company's common stock at the date of the grant above the amount an employee must pay to acquire the common stock.

In accordance with SFAS No. 123, with respect to stock-based employee compensation, the value of the stock-based award is determined using the Black-Scholes option pricing model, whereby compensation cost is the fair value of the award as determined by the pricing model at the grant date or other measurement date. The resulting amount is charged to expense on the straight-line method.

In December 2004, the FASB issued FASB Statement No. 123 (revised 2004), "Share-Based Payment" ("FAS 123(R)"). FAS 123(R) replaces FASB Statement No. 123, "Accounting for Stock-Based Compensation", and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". FAS 123(R) requires that the compensation cost relating to share-based payment transactions be recognized in the financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. The provisions of this Statement are effective for the first interim or annual reporting period that begins after December 15, 2005. The Company has evaluated the impact of FAS 123(R) and has determined that the adoption of FAS 123(R) does not have a material impact on its financial statement presentation or disclosure of the Company.

To date no options to employees or non-employees have resulted in compensation.

Recent Accounting Pronouncements

The Financial Accounting Standards Board has recently issued several Statements of Financial Accounting Standards.

In May 2005, the FASB issued SFAS 154 that establishes new standards on accounting for changes in accounting principles. Pursuant to the new rules, all such changes must be accounted for by retrospective application to the financial statements of prior periods unless it is impracticable to do so. SFAS No. 154 completely replaces Accounting Principles Bulletin (APB) Opinion 20 and SFAS 3, though it carries forward the guidance in those pronouncements with respect to accounting for changes in estimates, changes in the reporting entity, and the correction of errors made in fiscal years beginning after December 15, 2005.

The Company does not expect that the adoption of this pronouncement will have a material effect on the Company's financial position or results of operations.

NOTE 2 PROPERTY AND EQUIPMENT

Property and equipment consist of the following as of July 31, 2006 and 2007

	2007	2008
Medical equipment	$ -	$ -
Assets obtained through capital lease obligation	-	-
Leasehold improvements	-	-
Office equipment, furniture and fixtures	-	-
	-	-
Less accumulated depreciation	-	-
Net property and equipment	$ -	$ -

Depreciation expense for the years ended July 31, 2006 and 2007, were $53,003 and $0, respectively. As of May 11, 2006, all the assets have been sold as part of the discontinued operation. The property and equipment was sold for $159,500 resulting a gain of $15,442.

NOTE 3 LONG-TERM DEBT

Long-term debt consists of the following as of July 31, 2007 and July 31, 2008:

	2007	2008
Loans made to the Company by The CEO, Ernest Remo	$485,838	$510,529
Long Term Note in exchange for future consulting services	$1,000,000	$1,000,000
Long Term Note due former officer	$85,000	$123,000

NOTE 4 COMMITMENTS AND CONTINGENCIES

Delinquent Payroll and Gross Receipts Taxes

The Company was delinquent on employment taxes payable to the Internal Revenue Service and on gross receipts taxes payable to the State of New Mexico. On April 26, 2006, the Company discontinued operations of the lasik clinic and on May 11, 2006 the property and equipment were sold for $119,500. These proceeds were paid directly to the State of New Mexico. As of July 31, 2007 there were no unpaid liabilities on these taxes.

Litigation

On March 31, 2003, a former employee of the Company filed a complaint that she was fired as an employee inspite of an employment contract that she had with the Company. The Company has responded to the complaint stating that she violated her contract through non-performance and dishonesty.

On February 9, 2005, the complaint was settled in favor of the employee. The Company was obligated to pay $1,000 per month beginning March 1, 2005 for the sum of $13,500, and to issue $10,000 worth of restricted stock (100,000 shares) at 10 cents based on a share value date February 20, 2005. On July 28, 2006 the Company issued the 60,000 shares of stock in full settlement of the liability.

On June 23, 2006, the Company made a claim settlement agreement in favor of the former CEO to transfer to the Company all of its right, title and interest in its ownership of 950,000 shares of Lasik common stock in return for 3,000,000 shares of Critical Care common stock. The shares were valued at the fair market value of $0.17 per share. In addition, the Company executed a promissory note in favor of the former CEO in the amount of $140,000 in satisfaction of repayment of loans, interest earned and attorneys' fees incurred to date. This liability is currently in litigation in which the Company believes that because of certain factors which have come to light regarding the circumstances leading up to this settlement, there will be no liability to the Company.

NOTE 5 BUSINESS COMBINATIONS

"On August 5, 2004, the Company consummated its merger with Salus Holding, Inc. ("Salus"). Pursuant to the merger agreement, the shareholders of Salus have been issued 2,000,000 shares of common stock of the Company. The sole shareholder of Salus, Homeland Security Technology, Inc., was issued 2,000,000 shares of Critical's Common Stock that approximated 43.7 percent of the outstanding shares of Critical calculated on a fully diluted basis at the date of issuance.

Salus was the sole shareholder in Icon Salus S.r.l., a company formed under the laws of Italy ("Icon Salus"). Salus was constructing a dialysis facility in Amaseno, Italy. Following the Company's acquisition of Salus, the Company experienced difficulties in the development of the Amaseno Clinic and was unable to obtain the requisite permits and licenses from the Italian government, provincial and local. Thus on October 31, 2004, the Company abandoned the development of the Amaseno Clinic and recorded $360,000 loss on this investment.

On October 28, 2004, the Company entered into an agreement to purchase certain rights to acquire a group of five dialysis clinics from Icon Veneto srl ("Icon Veneto"), an Italian company, pursuant to a rights purchase agreement. The rights purchased consist of a binding letter of intent assigned to the Company pursuant to the agreement. Pursuant to the rights purchase agreement the Company issued to Icon Veneto 100,000 shares of preferred stock of the Company. The preferred stock was convertible into

10,000,000 shares of common stock of the Company. The five dialysis clinics which are the subject of the rights purchase agreement had established revenues of over Euro 4,000,000 (US$5,250,000). On February 1, 2005, the Company and Icon Veneto entered into a settlement agreement whereby the rights purchase agreement was terminated ab initio, as if it never existed, as a result of a dispute between Icon Veneto and the Company with respect to representations of Icon Veneto with respect to the rights. Consequently, the Company Preferred Stock issued to Icon Veneto was cancelled."

NOTE 6 SHAREHOLDERS' EQUITY

On October 10, 2005, the Company issued 2,000,000 shares of common stock to the Chief Executive Officer of the Company having a fair value of $160,000, in payment for director fees for services provided to the Company.

On January 25, 2006, the board authorized the increase of the Company's authorized common stock from 25,000,000 shares to 100,000,000 shares.

On March 23, 2006, the Company issued 450,000 shares of common stock to Directors of the Company having a fair value of $108,000, in payment for being board members of the Company.

On March 23, 2006, the Company issued 350,000 shares of common stock having a fair value of $84,000, in payment for legal services provided to the Company.

On March 23, 2006, the Company issued 50,000 shares of common stock having a fair value of $12,000, in payment for consulting services provided to the Company.

On March 23, 2006, the Company issued 6,600,000 shares of common stock in conversion to the unpaid Directors' fee from the period starting November 1, 2004 to January 31, 2006 representing fifteen (15) months of continuous service to the Company.

On April 7, 2006, the Company issued 7,271,263 shares of common stock to the Chief Executive Officer of the Company in conversion to a note originally valued at $363,563.

On July 28, 2006, the Company issued 60,000 shares of common stock to a former employee in full settlement of the claim.

On July 31, 2006, the Company authorized to issue 1,000,000 shares of common stock to a consultant of the Company having a fair value of $170,000 for consulting services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock to a consultant of the Company having a fair value of $17,000 for investment banking services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock having a fair value of $17,000 in payment for legal services provided for the Company. The value of this transaction is included within stock payable.

On July 31, 2006, the Company authorized to issue 100,000 shares of common stock having a fair value of $17,000 in payment for director's services provided for the Company. The value of this transaction is included within stock payable.

NOTE 7 INCOME TAXES

Deferred income taxes reflect the net tax effects of the temporary differences between the carrying amounts of assets and liabilities for financial reporting and the amounts used for income tax purposes. The tax effect of temporary differences consisted of the following as of July 31, 2006 and 2005.

		2006		2007
Deferred tax assets:				
Net operating loss carryforwards	$	2,155,300	$	2,600,300
Gross deferred tax assets		2,155,300		2,600,300
Less valuation allowance		(2,155,300)		(2,600,300)
Deferred tax assets	$	-	$	-

Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carryforwards are expected to be available to reduce taxable income. As the achievement of required future taxable income is uncertain, the Company recorded a valuation allowance. Additionally, net operating loss carryforwards may be limited because of changes in ownership.

As of July 31, 2006 and 2007, the Company has net operating loss carryforwards for both federal and state income tax purposes of approximately $5,505,000 and $5,950,000, respectively. Federal net operating loss carryforwards begin to expire in 2024; state net operating loss carryforwards begin to expire in 2006.

A reconciliation of the effective tax rates with the federal statutory rate is as follows for the period ended July 31, 2006 and 2007:

		2006		2007
Beginning deferred	$	-	$	-
Federal income tax benefit at 35% statutory rate		(806,900)		(962,650)
State income taxes at 4.8% statutory rate		(110,600)		(131,960)
Change in valuation allowance		917,500		
				1,094,610
Deferred tax assets	$	-	$	-

NOTE 9 TROUBLED DEBT RESTRUCTURING

The Company had a loan secured by the excimer laser equipment. This laser was included in the sale of assets on May 11, 2006. The loan had an original face value of $200,000. The interest rate of the loan was 8% per annum and the maturity date was on February 1, 2007. The loan was rewritten to become unsecured. The equipment was sold for $40,000 and the proceeds were applied to the loan balance. The principal balance of the loan as of July 31, 2006 was $160,000. This restructuring facilitated the migration out of the lasik business and into a medical services company

The Company recorded the amount of $510,000 troubled debt restructuring expenses for the issuance of the 3,000,000 shares of the Company's common stock to a former officer pursuant to the settlement agreement made on June 23, 2006. The shares were valued at the fair market value of $0.17 per share. The value of this transaction is included within stock payable. See Notes 4 and 5.

NOTE 10 RELATED PARTY TRANSACTIONS

On December 31, 2005, the Company issued a Note Payable to the Chief Executive Officer for $363,563 plus 5% interest in exchange for expenses of the Company that were paid by the officer. The note was converted into common stock on April 7, 2006.

During the fiscal year ended July 31, 2006, the Chief Executive Officer loaned the Company $43,805 in the form of payments made on behalf of the Company. Unpaid interest of the loan as of July 31, 2006 was $799 which was included in the current liabilities of discontinued operation.

NOTE 11 STOCK WARRANTS

During the period ended July 31, 2002, the Company issued 125,000 warrants to an existing shareholder. The warrants granted the shareholder the right to purchase, for $7.20, an additional share of common stock for each common share currently owned by the shareholder and expired on July 31, 2006. The value of warrants at the time of issuance was nominal since there was no active market for either the stock or the warrants. As of July 31, 2006, all of the warrants remained outstanding.

NOTE 12 MATERIAL EVENTS

On September 11, 2006, the Company issued 850,000 shares of common stock having a fair value of $51,000 in payment for services pursuant to S-8 filing.

On September 12, 2006, the Company issued 150,000 shares of common stock having a fair value of $9,000 in payment for services pursuant to S-8 filing.

On September 12, 2006, the Company issued 1,800,000 shares of common stock to the CEO of the company having a value of $108,000 in payment for director fees.

On September 18, 2006, the Company issued 1,000,000 shares of common stock for the purchase of Body Mass Solutions, Inc. valued at $65,000.

On September 18, 2006, the Company issued 2,000,000 shares of common stock to a consultant of the Company having a fair market value of $130,000 for investment banking services provided for the Company.

On September 28, 2006, the Company issued 3,000,000 shares of common stock having a fair value of $510,000 in favor of the former CEO pursuant to the claim settlement agreement.

On September 28, 2006, the Company issued 666,667 shares of common stock to a creditor of the Company having a fair market value of $133,016 in payment of financing fees pursuant to the executed promissory note.

On December 1, 2006 The Company issued a 2 year convertible note to Brad van Siclen in the amount of $1,000,000.00 with an annual coupon of 10%. This Note is convertible into 4,000,000 shares of the Company's common stock.

AMERICAN DIVERSIFIED HOLDINGS CORP.
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1. I **ERNEST B. REMO**, certify that I:

1.1 have reviewed this initial annual disclosure statement of American Diversified Holdings Corp; and

1.2 based on my knowledge, this disclosure statement does not contain any untrue statement of a 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, and is not misleading with respect to the period covered by this disclosure statement; and further

1.3 based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: January 9, 2009

By: Ernest B. Remo
Chairman, CEO
AMERICAN DIVERSIFIED HOLDINGS CORP.