WATER TECHNOLOGIES INTERNATIONAL, INC.

10219 SE LENNARD ROAD,
PORT ST. LUCIE, FL 34952

WATER TECHNOLOGIES INTERNATIONAL, INC.
COMPANY INFORMATION AND DISCLOSURE STATEMENT

Part A: General Company Information

As used in this disclosure statement, the terms "we", "us", "our," “WTI,” “WTII” and the "Company" means, Water Technologies International, Inc., a Florida corporation.

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

Current since May 19, 2011:	Water Technologies International, Inc.
Before May 19, 2011:	Latitude Industries, Inc.

Item II The address of the issuer’s principal executive offices

Water Technologies International, Inc.
10219 SE Lennard Road,
Port St. Lucie, FL 34952
Ph. 772-335-5550
E-mail: info@gr8water.net
Website: http://www.gr8water.net

Item III The jurisdiction(s) and date of the issuer’s incorporation or organization.

Water Technologies International, Inc. was originally incorporated in the State of Delaware on November 18, 1998 as Cypress International Inc. On August 10, 2005, the Company was redomiciled to the State of Florida by merger with "Latitude Industries, Inc."; a Florida corporation incorporated on August 2, 2005, and commenced the operation under the name of Latitude Industries Inc. On May 19, 2011, the Company changed its name to Water Technologies International Inc.

Part B: Share Structure

Item IV: The exact title and class of securities outstanding.

Security Symbol:	WTII
CUSIP Number:	94114G 100
Classes:	Common Stock
Authorized:	250,000,000
Outstanding:	62,813,284

Security Symbol:	N/A
CUSIP Number:	N/A
Classes:	Preferred Stock
Authorized:	2,000,000
Outstanding:	0

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

A. Par or Stated Value.

Common Stock: $ .00001 per share

Preferred Stock: $ .00001 per share

B. Common or Preferred Stock.

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

Each share of Common Stock is entitled to one vote, which shares do not have pre-emptive rights. Dividends, if any, are declared at the discretion of the Board of Directors.

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

The designation, powers, including voting rights, preferences and any qualifications, limitations, or restrictions of the Preferred Stock will be established from time to time upon the approval by both Directors and Majority Shareholders of Company.

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

None.

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.

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

<u>Common Stock</u>

Period end date:	December 13, 2011
Number of Shares Outstanding:	62,813,284
Number of Shares Authorized:	250,000,000
Public Float:	approximately 31,467,534
Total Number of beneficial Shareholders:	approximately 3
Total Number of Shareholders of Record:	54

Period end date:	December 31, 2010
Number of Shares Outstanding:	2,170,288
Number of Shares Authorized:	5,000,000,000
Public Float:	approximately 1,030,115
Total Number of beneficial Shareholders:	approximately 3
Total Number of Shareholders of Record:	42

Period end date:	December 31, 2009
Number of Shares Outstanding:	1,915,287
Number of Shares Authorized:	5,000,000,000
Public Float:	approximately 912,471
Total Number of beneficial Shareholders:	approximately 3
Total Number of Shareholders of Record:	56

Preferred Stock *

Period end date:	December 13, 2011
Number of Shares Outstanding:	0
Number of Shares Authorized:	2,000,000
Public Float:	0
Total Number of beneficial Shareholders:	0
Total Number of Shareholders of Record:	0

* Created on May 19, 2011

Series I Preferred Stock **

Period end date:	December 31, 2010
Number of Shares Outstanding:	0
Number of Shares Authorized:	100
Public Float:	0
Total Number of beneficial Shareholders:	0
Total Number of Shareholders of Record:	0

Period end date:	December 31, 2009
Number of Shares Outstanding:	0
Number of Shares Authorized:	100
Public Float:	0
Total Number of beneficial Shareholders:	0
Total Number of Shareholders of Record:	0

** Series I Preferred Stock was cancelled on May 19, 2011

Series H Preferred Stock ***

Period end date:	December 31, 2009
Number of Shares Outstanding:	0
Number of Shares Authorized:	100
Public Float:	0
Total Number of beneficial Shareholders:	0
Total Number of Shareholders of Record:	0

*** Series H Preferred Stock was cancelled on May 21, 2010

Part C: Business Information

Item VII The name address of the transfer agent

Guardian Registrar & Transfer, Inc.
7951 SW 6th Street
Suite 216
Plantation, FL 33324

Note: Guardian Registrar & Transfer, Inc. is a registered transfer agent with the SEC

Item VIII The nature of the issuer's business

A. Business Development:

The Company is comprised of three wholly owned subsidiaries. GR8 Water, Inc., "Great Water" is focused on home and office as well as large commercial AWG's (Atmospheric Water Generators). The second wholly owned subsidiary is Aqua Pure International, Inc. a Florida corporation that is focused on filtration devices for the AWG's. The third wholly owned subsidiary is Water Technologies International, LLC, a Florida limited liability company, which holds the "Patents Pending" and licenses the intellectual property for the holding company. All of the associated companies are in the business of designing, manufacturing and distributing Atmospheric Water Generators (AWG's) and related products.

1. The form of organization of the issuer:

Florida C Corporation.

2. The year that the issuer (or any predecessor) was organized:

Incorporated in 1998 as Cypress International Inc.

3. The issuer's fiscal year end date:

December 31

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

The Company has never been in bankruptcy or receivership.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:

The Company was originally incorporated in the State of Delaware, on November 18, 1998, as Cypress International, Inc.

On August 10, 2005, the Company was re-domesticated to the State of Florida by merger with "Latitude Industries, Inc."; a Florida corporation incorporated on August 2, 2005, and commenced the operation under the name of Latitude Industries Inc.

On May 5, 2011, the Company entered into a Plan of Exchange agreement (the “Plan of Exchange”) between and among the Company, GR8 Water Inc. (GR8), a Florida Corporation, the shareholders of GR8 (“GR8 Shareholders”) and Ms. Carolina Hernandez and Mr. Orlando Hernandez, the Majority Shareholders of the Company. Pursuant to the Plan of Exchange, the Company acquired 26,100,000 shares of GR8 Common Stock, representing 100% ownership in GR8, in exchange for a new issuance of 29,157,931 shares of Company’s Common Stock to the GR8 shareholders. As a result of the transaction, GR8 and its two subsidiaries, Aqua Pure International Inc. and Water Technologies International LLC, became the wholly-owned subsidiaries of the Company.

On May 5, 2011, the Company entered into an Agreement (the “Agreement”) between and among the Company and Mr. Orlando Hernandez, an individual (“Buyer”), pursuant to which the Buyer acquired 100% interest in the common shares of Latitude Powerboats Inc., the subsidiary of the Company incorporated in Florida, as well as assumed any and all liabilities of Latitude Powerboats Inc. in exchange for the payment of good and valuable consideration of not less than One Hundred dollars ($100.00). As a result of the transactions consummated at the closing, the purchase gave the Buyer a 'controlling interest' in Latitude Powerboats Inc., and Latitude Powerboats Inc. was no longer wholly-owned subsidiaries of the Company. The Agreement was approved by the Board of Directors of the Company on May 5, 2011.

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

The Company has never defaulted on loans.

7. Any change of control:

On May 5, 2011, the Company entered into a Plan of Exchange agreement (the “Plan of Exchange”) between and among the Company, GR8 Water Inc. (GR8), a Florida Corporation, the shareholders of GR8 (“GR8 Shareholders”) and Ms. Carolina Hernandez and Mr. Orlando Hernandez, the Majority Shareholders of the Company. Pursuant to the Plan of Exchange, the Company acquired 26,100,000 shares of GR8 Common Stock, representing 100% ownership in GR8, in exchange for a new issuance of 29,157,931 shares of Company’s Common Stock to the GR8 shareholders. The transaction resulted in a change in control of the Company.

On May 5, 2011, the Board of Directors of the Company appointed the following persons as Officers and Directors of the Company:

William Scott Tudor – Chief Executive Officer and Chairman of Board of Directors (sole director)

Susan J Gross – Secretary *

Simultaneously on May 5, 2011, Orlando Hernandez resigned his director position with the Company, and Carolina Hernandez, the Company's President and Director, resigned all officer and director positions with the Company.

* Susan J Gross resigned her position as Secretary of the Company on August 1, 2011

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

On May 5, 2011, 29,157,931 shares were issued in connection with a Plan of Exchange with GR8 Water Inc., a Florida Corporation.

On May 5, 2011, 17,100,000 shares were issued to settle the outstanding notes in total principal amount of $39,500.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

On November 3, 2006, the Company effectuated a 7:1 forward split of its common stock.

On March 5, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Florida to authorize 100 shares of Series I Preferred Stock, $0.0001 par value, which was cancelled on May 19, 2011.

On March 12, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Florida to increase its authorized capital stock to 1,010,000,000 shares, $0.0001 par value, of which 1,000,000,000 shares being of a class of voting Common Stock.

On April 10, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Florida to authorize 100 shares of Series H Preferred Stock, $0.0001 par value, which was cancelled on May 21, 2010.

On April 19, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Florida regarding a 1:10 reverse split of its common stock, which took effective on May 4, 2007;

On February 12, 2008, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Florida to increase its authorized capital stock to 2,010,000,000 shares, $0.0001 par value, of which 2,000,000,000 shares being of a class of voting Common Stock.

On June 23, 2008, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Florida to increase its authorized capital stock to 5,010,000,000 shares, and change the par value from $0.0001 per share to $0.00001 per shares, of which 5,000,000,000 shares being of a class of voting Common Stock.

On November 3, 2008, the Company effectuated a 1:1,000 reverse split of its common stock.

On May 12, 2011, the Board of Directors approved a 1:20 reverse stock split of its common stock, including both authorized and outstanding shares, thereby approving that each 20 shares of common stock issued and outstanding were exchanged for one share of common stock of the Company, and the authorized number of shares of the Company's Common Stock, $.00001 par value, was reduced from 5,000,000,000 shares to 250,000,000 shares, with the par value unchanged. The implementing the reverse split was approved by the Secretary of State of Florida on May 19, 2011.

10. Any de-listing of the issuer's securities by any securities exchange or deletion from the OTC:

The Company's last filing was SEC REGDEX on February 14, 2008.

11. 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 and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

There are no pending or threatened legal or administrative actions pending or threatened against the Company.

B. Business of Issuer.

The Company has patent pending products in water generation, air filtration, water filtration and dehumidification. The Company sells and distributes home and office AWG's and commercial units that produce drinking water, ranging from seven gallons to several thousands of gallons per day by extracting water from the air.

1. The issuer's primary and secondary SIC Codes;

The Primary SIC Code for the company is
5078 - Refrigeration Equipment and Supplies

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

The Company is currently conducting business and has operations.

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

The Company is not now and has never been a “shell company” as that term is defined in Rule 405 of the Securities Act.

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.

Water Technologies International, Inc., a Florida public holding company, is comprised of three wholly owned subsidiaries. GR8 Water, Inc., “Great Water” is focused on home and office as well as large commercial AWG’s (Atmospheric Water Generators). The second wholly owned subsidiary is Aqua Pure International, Inc. a Florida corporation that is focused on filtration devices for the AWG’s. The third wholly owned subsidiary is Water Technologies International, LLC, a Florida limited liability company, which holds the “Patents Pending” and licenses the intellectual property for the holding company. All of the associated companies are in the business of designing, manufacturing and distributing Atmospheric Water Generators (AWG's) and related products.

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

The manufactures of our products are generally CE certified based on mechanical parts manufactured in the United States and by companies abroad.

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.

The Research and Development of the new technologies and products by the Company is an ongoing process; however none of this cost is borne directly by the customers.

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

Each State regulates the sale, manufacture and distribution of general HVAC materials independently; therefore costs vary from state-to-state depending upon the state, type of product, size of package, and the number of tons sold.

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

The Company has approximately 3 full time employees, and 3 part time employees to support production and sales support.

Item IX The nature of products or services offered.

The Company offers exclusive patent pending AWG’s, and water filtration products that produce 99% pure drinking water in places that may or may not have potable drinking water available.

1. Distribution methods of the products or services;

The Company has several distributors that are licensed to manufacture, sell and distribute the patent pending products our company offers.

2. Status of any publicly announced new product or service:

The Company made an announcement on the corporate reorganization and will continue to announce all new services and products as listed.

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

Competitive position analysis:

Strengths

Strengths - Internal

- Passion/vision
- Industry experience
- Product innovation
- R&D depth
- Industry contacts
- Timely competitive product line
- Product performance
- Current client base
- Sales history
- Ability to scale
- Web site strategy
- Education key to pipeline pull through
- Experienced management team
- "How To" programs customer service
- Exposure based on water shortage/ Hurricane awareness
- Diversified distribution team

Strengths External

- Water crisis movement
- Consumer awareness and acceptance water contamination
- Market size is indefinably huge and growing
- No real market leader
- Primary competitor is not US based
- Industry contacts to attract qualified people
- Steadily increased international brand recognition

Weaknesses

- Regional sales is in its early stages
- Limited funding for expansion to date
- General economic factors have restrained explosive growth potential
- Lack of E -Commerce presence has limited brand awareness

Opportunities

- Adequate cash infusion would fuel explosive growth potential
- Largely untapped market is ripe for the taking
- National market opportunity
- Opportunity to be in the forefront of the AWG movement
- Many opportunities exist for new products in water generation
- Government will significantly enlarge the market for AWG's

Threats

- Unavailability of funding will significantly limit growth
- Slow or no economic recovery
- Change in government support for AWG's
- Large industry competition expansion into the AWG markets

Methods of Competition

Marketing Strategy

The marketing strategy is designed to increase market share and sales of WTI's branded products along in the United States and abroad by promoting our innovative, competitively superior, AWG products at competitive prices. Our marketing will always include an emphasis on our education-first approach to customer use and service.

We will achieve this through the use of traditional as well as new media venues, where information and education are a primary factor in the consumer buying process. In addition we will implement grass roots efforts to create new strategic alliances with municipalities, community organizations, regional and national foundations, universities and industry trade/buying groups.

We will further forge relationships with like-minded companies and leverage the combined marketing efforts and public relations initiatives to bring about and reinforce positive change in the minds of our every-day consumer resulting in an increase in consumer confidence, brand integrity and purchases.

Sales Strategy

Increase purchase volume from existing distribution partners.

Achieve our expansion by closing potential deals in South Africa, Mexico, South America as well as expanding throughout Asia.

Add 5 international and independent Distributor outlets and a second regional sales person in Q3 2011. Add a third regional sales person in Q4 2011, for further expansion efforts throughout the United States and abroad.

The WTI website will continue to expand in 2012, as the company broadens its resource materials and video library. E-commerce function will also be added to further increase revenue. WTI is not forecasting online sales later in 2011 however; increases should follow in Q4 as the company begins to allocate online-marketing dollars.

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

WTI practices redundancy with all suppliers. The proprietary nature of our business prohibits us from listing our suppliers here. Availability is plentiful, with no restriction on purchases.

5. Dependence on one or a few major customers:

Although some of our Distribution partners purchase more than others, there is no dependence on any one partner or group of partners.

6. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

Several patents pending including a utility patent. Filed in 2010 and PCT, Patent
Convention Treaty (international patent coverage) filed in May of 2011.
Several licensing agreements and several are pending.
Trade names: GR8 Water, Water Factories and Water Village
List of Trademarks attached herein as Exhibit A

7. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

There is currently no body that regulates the sale, manufacture and distribution of AWG's independently. Water Technology International, Inc. is compliant with all regulations and is up to date with all licensing requirements where it provides sales and services. Some refrigerants require Federal EPA approval. Water Technology International, Inc. is compliant with all regulations and its suppliers and distributors are up to date with all Federal EPA requirements where it provides services.

Item X The nature and extent of the issuer's facilities.

The Company operates one office and R&D facility which consists of a 2,000 square foot office and a research and development production facility in Port St. Lucie FL where WTI designs the proprietary AWG systems and testing occurs.

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.

President, Chief Executive Officer and Director

1. Full Name: William Scott Tudor
2. Business Address: 10219 SE Lennard Road Port St. Lucie FL 34952
3. Employment history: Mr. Tudor is the Founder & CEO of Aqua Pure International, Inc. and GR8 Water, Inc. Mr. Tudor's management and operational experience encompasses a wide and varied management base, including an automotive business, a four-star restaurant and a landscape/hardscape business. For over 30 years, this seasoned executive has provided innovative ideas and solutions to varied industries. For the past five years Mr. Tudor has been involved in intensive research and development in the Atmospheric Water Generator industry, focusing on providing an environmentally-friendly solution to our world's water crisis. This research has resulted in the development of several pending patents.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: $90,000 per year, plus benefits and expenses.
6. Number and class of issuer's securities beneficially owned:

   12,000,000 shares of Common Stock

Director

1. Full Name: Frank J. Hariton
2. Business Address: 10219 SE Lennard Road Port St. Lucie FL 34952
3. Employment history: Mr. Frank J. Hariton, Director, brings over 35 years experience. Corporate Securities attorney member of the New York bar since 1975. Mr. Hariton has a successful Law practice in White Plains, NY, specializing in Securities Law.
4. Board memberships and other affiliations: Corporate Secretary for several public companies.
5. Compensation by the issuer: 200,000 shares of Common Stock per a 2 year service agreement, plus expenses.
6. Number and class of issuer's securities beneficially owned:

   435,000 shares of Common Stock

Founder

1. Full Name: Patrick Doughty
2. Business Address: 10219 SE Lennard Road Port St. Lucie FL 34952
3. Employment history: Director of GR8 Water, Inc. Mr. Doughty has over 25 years of business experience in his career. Mr. Doughty is currently the President of Green Option Partners, LLC. A management consulting and venture capital company, Mr. Doughty was also the director of a national optical outlet and brings corporate finance experience to the Board of Directors.
4. Board memberships and other affiliations: None
5. Compensation by the issuer: $25,000 per year, plus benefits and expenses.
6. Number and class of issuer's securities beneficially owned:

   12,000,000 shares of Common Stock

B. Legal/Disciplinary History.

1. Conviction in a criminal proceeding or named as a defendant in a criminal proceeding: None.
2. Entry of an order, judgment, or decree, not reversed, suspended or vacated that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or bank activities: None.
3. A finding or judgment by a court (in civil action), the SEC, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law: 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: None.

C. Disclosure of Family Relationships. There are no family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions.

Since inception, the Company had accrued expenses of $285,720 incurred from period to period in connection with the Company's daily operation, including but not limited to, consulting and advising fees, accounting fees, officer compensation, rent, website development and others.

Within total operating expenses since inception, as of September 30, 2011, $33,924 was paid by Aqua Pure International Management Group LLC, a related party owned by the Company's Chief Executive Officer. The related party agreed to pay for the Company's operating expenses up to $50,000, of which $15,000 was evidenced by a convertible promissory note (the "Note"). The Note bears interest at an interest rate of 10% per annum and due on March 17, 2012. The holder of the Note has an option to convert all or any portion of the accrued interest and unpaid principal balance of the Note into the common stock of the Company or his successors, at a price of $.25 per share, or some other price mutually agreed upon.

On October 10, 2011, the promissory note in amount of total $15,000 payable to Aqua Pure International Management Group LLC was converted into common shares of the Company at the price of $.02 per share, for a total of 750,000 shares.

In addition, the Company had outstanding balances of $12,344 due to the Company's Chief Executive Officer as of September 30, 2011. The fund borrowed from the Company's Chief Executive Officer was neither evidenced by any promissory note, nor bearing any interest, which was an oral agreement between the Chief Executive Officer and the Company and due on demand.

E. Disclosure of Conflicts of Interest. There are no conflicts of interest: None

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

Attached hereto as Exhibit B are the unaudited consolidated balance sheets, consolidated statements of income, consolidated statements of cash flows, consolidated statements of changes in stockholders' equity and financial notes for the nine months ended September 30, 2011.

Item XIII: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The unaudited consolidated balance sheets, consolidated statements of income, consolidated statements of cash flows, consolidated statements of changes in stockholders' equity, and financial notes for the year ended December 31, 2010 were included in the update disclosure statement previously filed on July 21, 2011.

The unaudited consolidated balance sheets, statements of income, statements of cash flows, statements of changes in stockholders' equity, and financial notes for the year ended December 31, 2009 were previously filed on August 12, 2010.

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.

As of December 13, 2011:

Name	Address	Number Of Common Shares	Percentage Of Common Stock
Alexis Korybut	3667 Park Lane Miami, FL 33133	3,500,000	5.57%
Patrick Doughty	8658 Thousand Pines Drive West Palm Beach, FL 33411	12,000,000	19.10%
William Scott Tudor	2375 NE Ocean Blvd. E-204 Stuart, FL 34996	12,000,000	19.10%

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
None

2. Promoters
None

3. Counsel
Frank J. Hariton, PA
Attorney at Law
1065 Dobbs Ferry Road
White Plains, NY 10607
Phone: (914) 674-4373
Fax: (914)-693-2963
Email: hariton@sprynet.com

4. Accountant or Auditor
Accountant:
R. Chris Cottone, CPA
Green Tree Financial, Inc
7951 SW 6th Street Suite 216
Plantation, FL 33324
Phone: (954) 424-2345
Fax: (954) 424-2230
Email: chriscottone@gtfinancial.com

5. Public Relations Consultant(s)
The Issuer has engaged Wall Street Resources, Inc. as Public Relations Consultants at this time.

Wall Street Resources
3557 Corporate Parkway
Palm City, FL 34990
www.wallstreetresources.net

6. Investor Relations Consultant
Gerald Kieft / WSR Group
3557 Corporate Parkway
Palm City FL 34990
(772) 219-7525
ir@thewsrgroup.com

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

None

Item XVI Management's discussion and analysis or plan of operation.

A. Plan of Operation: Issuer's Plan of Operation for the next twelve months.

Water Technologies International's (WTII), business model has been well received by our current distributors, manufactures and commercial customers. The global awareness regarding the importance to access fresh drinking water is becoming more prevalent. The ability of our products to generate fresh drinking water is well received and as the company grows over the next several years, the mission is to continue to capitalize on the popularity of Atmospheric Water Generators, and our ancillary AC and filtration products. WTI will achieve this by increasing the number of distributors worldwide to sell our products and service customer for our exclusive patent pending products. This will improve direct access to WTI's unique products, educational resources, and expanding awareness of the quality brand through local, regional and national marketing initiatives. Plans for the WTI's website, (www.gr8water.net) include offering targeted products for sale to the online community and expanding the site knowledge base to gradually become a resource for all things involving AWG's.

The Company's products are unique and patent pending, the ability to generate drinking water from air is a novel idea and in some countries a life saving proposition. WTI and our distributors are ready to capitalize on this incredible opportunity before them.

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

For the nine months ended September 30, 2011 (Unaudited)

Revenues

We had revenues of $4,160 during the nine months ended September 30, 2011. We devote substantially all of our efforts to establishing a new business, and there has been no significant revenue therefrom since incorporation. Accordingly, our activities have been accounted for as those of a "Development Stage Enterprise" as set forth in Financial Accounting Standards Board Accounting Standard Codes 915 ("ASC 915").

We are in the business of designing, manufacturing and distributing Atmospheric Water Generators (AWG's) and related products. We expected our sales in 2011 would increase resulting from the market development for AWG's and related products. The other two wholly owned subsidiaries are Aqua Pure International, Inc. which designs, markets and sells filtration skids and related equipment, and Water Technologies International, LLC, which holds the "Patents Pending" and licenses the intellectual property for the holding company.

Operating Expenses

We had operating expenses of $58,091 and $121,933 for the three and nine months ended September 30, 2011, respectively, compared to operating expenses of $92,569 and $109,613 for the same periods ended September 30, 2010. Operating expenses were in connection with our daily operation, including but not limited to, consulting and advising fees, accounting fees, officer compensation, rent, website development and others. Both operating costs and expected revenue generation are difficult to predict. There can be no assurance that revenues will be sufficient to cover future operating costs, and it may be necessary to continuously raise additional capital to sustain operations.

We expected our operating expenses would significantly increase in 2012 resulting from the business of designing, manufacturing and distributing AWG's and related products.

Income/Losses

During the three and nine months ended September 30, 2011, we had net loss of $65,669 and $126,620, respectively, due primarily to minimal revenues to cover operational expenses.

We expected we would be profitable resulting from the business of designing, manufacturing and distributing AWG's and related products. However, there can be no assurance that we will achieve or maintain profitability, or that any revenue growth will take place in the future.

Impact of Inflation

We believe that inflation has had a negligible effect on operations since inception. We believe that we can offset inflationary increases in the cost of operations by increasing sales and improving operating efficiencies.

Liquidity And Capital Resources

During the nine months ended September 30, 2011, net cash flows used in operating activities were $41,575, due primarily to the net loss of $126,620, partially offset by the non-cash expense of $19,708, and the increase in accrued officer compensation in an amount of $58,755 during the period.

During the nine months ended September 30, 2011, net cash flows used in investing activities were $48,144, consisting of the purchase of patent in amount of $11,467, and the investment in Joint Venture in amount of $36,677. On June 11, 2011, we entered into a joint venture agreement (the "JV Agreement") with Waterpure International Inc., a Florida corporation publicly traded on the Over-The-Counter market under the symbol "WPUR". As of September 30, 2011, the Company contributed total $46,230, net of investment returned, into the Joint Venture project, which was reduced to $36,677 due to the loss from Joint Venture during the period.

During the nine months ended September 30, 2011, net cash flows provided by financing activities were $90,213 due primarily to the loan proceeds from the shareholders and related party in amount of $36,113, the proceeds of $17,500 from sales of total 1,200,000 shares of our common stock, of which 700,000 shares sold at $.0142 per share, and 500,000 shares sold at $.015 per share. In addition, we had proceeds from third party in amount of $36,600 in connection with the investment in our Joint Venture project.

We had $495 cash as of September 30, 2011. On the short-term basis, we will be required to raise a significant amount of additional funds over the next 12 months to sustain operations. On the long-term basis, we will potentially need to raise capital to grow and develop our business.

It is likely that we will require significant additional financing within the next 12 months and if we are unable to raise the needed funds on an acceptable basis, we may be forced to cease operations.

C. Off-Balance Sheet Arrangements: None

Part E: Issuance History

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

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

Between January 1, 2009 and December 31, 2009

Restricted Common Shares Issuance:

Number of shares issued: 279,837
Legend: Rule 144

Between January 1, 2010 and December 31, 2010:

Restricted Common Shares Issuance:

Number of shares issued: 255,001
Legend: Rule 144

Between January 1, 2011 and Present:

Restricted Common Shares Issuance:

Number of shares issued: 60,642,997
Legend: Rule 144

Part F: Exhibits

Item XVIII: Material Contracts:

There are presently no material contracts made in the ordinary course of business.

Item XIX: Articles of Incorporation and Bylaws.

Articles of Incorporation and all the amendments were previously filed on July 15, 2011

Bylaws was separately filed on October 19, 2011

Item XX: Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

Item XXI Issuer's Certifications.

I, William Scott Tudor certify that:

1. I have reviewed this Information and Disclosure Statement of Water Technologies International, Inc.

2. Based on my knowledge, this Information and 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, not misleading with respect to the period covered by this Information and 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 Information and Disclosure Statement.

Date: December 13, 2011

William Scott Tudor
Chief Executive Officer

<u>EXHIBIT A</u>

List of Trademarks

<u>Serial Number: 85335079 Water Village</u>

<u>Serial Number: 85335040 Gr8 Water</u>

<u>Serial Number: 85335285 Water Factory</u>

EXHIBIT B

Unaudited consolidated balance sheets, consolidated statements of income, consolidated statements of cash flows, consolidated statements of changes in stockholders' equity and financial notes for the nine months ended September 30, 2011.

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
(DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCEPTION (SEPTEMBER 17, 2009)
THROUGH SEPTEMBER 30, 2011
(UNAUDITED)

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
(DEVELOPMENT STAGE ENTERPRISE)
Consolidated Balance Sheets
As of September 30, 2011 and December 31, 2010
(Unaudited)

ASSETS	September 30, 2011	December 31, 2010
CURRENT ASSETS		
Cash and cash equivalents	$ 495	$ 1
Inventory	34,077	35,000
TOTAL CURRNET ASSETS	34,572	35,001
INTANGIBLE ASSETS		
Trademark, net of amortization	10,000	10,000
Patent, net of amortization	11,467	—
NET INTANGIBLE ASSETS	21,467	10,000
LONG TERM ASSETS		
Investment in Joint Venture	36,677	—
TOTAL LONG TERM ASSETS	36,677	—
TOTAL ASSETS	$ 92,716	$ 45,001
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Notes payable - related parties	$ 33,924	$ 9,535
Notes payable	88,547	128,047
Accrued officer compensation	125,655	66,900
Due to related parties	12,344	620
Due to third parties	36,600	4,025
Other payables and accrued expenses	12,520	2,836
Common stock to be issued	7,500	—
TOTAL CURRENT LIABILITIES	317,090	211,963
TOTAL LIABILITIES	$ 317,090	$ 211,963
STOCKHOLDERS' (DEFICIT)		
Preferred stock (par value $.00001, 2,000,000 shares authorized, none of which	—	—
issued and outstanding as of September 30, 2011 and December 31, 2010, respectively)		
Common stock (par value $.00001, 5,000,000,000 shares authorized, of which 49,828,284 and 31,328,284	498	313
shares issued and outstanding as of September 30, 2011 and December 31, 2010, respectively)		
Additional paid in capital	147,585	270
Deferred compensation	(78,292)	—
Retained earnings (deficit)	(294,165)	(167,545)
TOTAL STOCKHOLDERS' (DEFICIT)	(224,374)	(166,962)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$ 92,716	$ 45,001

The accompanying notes are an integral part of these financial statements

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
(DEVELOPMENT STAGE ENTERPRISE)
Consolidated Statements of Operations
For the Three and Nine Months Ended September 30, 2011 and 2010
and the Period from Inception (September 17, 2009) through September 30, 2011
(Unaudited)

	Three Months ended September 30, 2011	Three Months ended September 30, 2010	Nine Months ended September 30, 2011	Nine Months ended September 30, 2010	Period from Inception (September 17, 2009) through September 30, 2011
Revenues					
Sales	$ —	$ —	$ 4,160	$ —	$ 4,160
Cost of sales	—	—	3,319	—	3,319
Gross profit	—	—	841	—	841
Operating expenses					
Selling General and Administrative	58,091	92,569	121,933	109,613	265,428
Total operating expenses	58,091	92,569	121,933	109,613	265,428
Income (Loss) from Operations	(58,091)	(92,569)	(121,092)	(109,613)	(264,587)
Other income (expenses)					
Joint venture loss	(7,578)	—	(9,553)	—	(9,553)
Gain from debt forgiveness	—	—	4,025	—	4,025
Interest expenses	—	(24,050)	—	(24,050)	(24,050)
Total other income (loss)	(7,578)	(24,050)	(5,528)	(24,050)	(29,578)
Income (loss) before income taxes	(65,669)	(116,619)	(126,620)	(133,663)	(294,165)
Income taxes	—	—	—	—	—
Net Income (Loss)	$ (65,669)	$ (116,619)	$ (126,620)	$ (133,663)	$ (294,165)
Earnings (loss) per share					
Basic	**	**	**	**	$ (0.01)
Weighted average number of shares outstanding					
Basic	49,687,173	31,328,284	40,951,988	31,328,284	34,804,538

** Less than $.01

The accompanying notes are an integral part of the financial statements

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
(DEVELOPMENT STAGE ENTERPRISE)
Consolidated Statements of Cash Flows
For the Nine Months Ended September 30, 2011 and 2010
and the Period from Inception (September 17, 2009) through September 30, 2011
(Unaudited)

	Nine Months ended September 30, 2011	Nine Months ended September 30, 2010	Period from Inception (September 17, 2009) through September 30, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	$ (126,620)	$ (133,663)	$ (314,457)
Adjustments to reconcile net income (loss) to net cash (used in) operating activities:			
Depreciation	—		
Gain from debt forgiveness	(4,025)		(4,025)
Common stock issued for services	19,708		40,000
Changes in operating assets and liabilities:			
Inventory	923		(34,077)
Interest payable	—	24,050	24,050
Accrued officer compensation	58,755	66,900	125,655
Other payables and accrued expenses	9,684	19,876	29,560
NET CASH (USED IN) OPERATING ACTIVITIES	(41,575)	(22,837)	(133,294)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of trademark	—	—	(10,000)
Purchase of patent	(11,467)	—	(11,467)
Investment in Joint Venture	(36,677)	—	(36,677)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(48,144)	—	(58,144)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Due to shareholders	11,724	620	12,344
Proceeds from notes payable - related parties	24,389	7,400	121,464
Proceeds from issuance of shares	17,500		17,500
Due to third parties	36,600	4,025	40,625
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	90,213	12,045	191,933
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	494	(10,792)	495
CASH AND CASH EQUIVALENTS:			
Beginning of period	1	10,762	—
End of period	$ 495	$ (30)	$ 495
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	$ —	$ —	$ —
Cash paid for interest	$ —	$ —	$ —
Non-cash transactions:			
Common stock issued for settlement of notes payable	$ 39,500	$ —	$ 39,500
Common stock issued for services	$ 19,708	$ —	$ 40,000

The accompanying notes are an integral part of these financial statements

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
(DEVELOPMENT STAGE ENTERPRISE)
Consolidated Statement of Equity (Deficit)
For the Period from Inception (September 17, 2009) through September 30, 2011
(UNAUDITED)

	Preferred Stock		Common Stock		Additional Paid-in	Deferred	Retained Earnings	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Compensation	(Deficit)	(Deficit)
Balance, September 17, 2009 (Inception)	—	$ —	—	$ —	$ —		$ —	$ —
Reorganization	—	—	31,328,284	313	270			583
Net (loss)							(31,373)	(31,373)
Balance, December 31, 2009	—	$ —	31,328,284	$ 313	$ 270		$ (31,373)	$ (30,790)
Net (loss)							(136,172)	(136,172)
Balance, December 31, 2010	—	$ —	31,328,284	$ 313	$ 270		$(167,545)	$ (166,962)
Common stock issued for debt settlement	—	—	17,100,000	171	39,329			39,500
Proceeds from sales of shares	—	—	700,000	7	9,993			10,000
Common stock issued for services	—	—	500,000	5	74,995	(56,250)		18,750
Common stock issued for services	—	—	200,000	2	22,998	(22,042)		958
Net (loss)							(126,620)	(126,620)
Balance, September 30, 2011	—	$ —	49,828,284	$ 498	$147,585	$ (78,292)	$(294,165)	$ (224,374)

The accompanying notes are an integral part of these financial statements

NOTE－1 BASIS OF PRESENTATION

Development Stage Company

Water Technologies International Inc. (the "Company") devotes substantially all of its efforts to establishing a new business, and there has been no significant revenue therefrom since incorporation. Accordingly, the Company's activities have been accounted for as those of a "Development Stage Enterprise" as set forth in Financial Accounting Standards Board Accounting Standard Codes 915 ("ASC 915"). Among the disclosures required by ASC 915 are that the Company's financial statements be identified as those of a development stage company, and that the statements of operations, stockholders' equity and cash flows disclose activity since the date of the Company's inception.

NOTE－2 ORGANIZATION AND BUSINESS BACKGROUND

The Company was originally incorporated in the State of Delaware, on November 18, 1998, as Cypress International, Inc. On August 10, 2005, the Company was re-domesticated to the State of Florida by merger with "Latitude Industries, Inc.", a Florida corporation incorporated on August 2, 2005, and commenced the operation under the name of Latitude Industries Inc. On May 19, 2011, the Company changed its name to Water Technologies International Inc.

On May 5, 2011, the Company entered into a Plan of Exchange agreement (the "Plan of Exchange") between and among the Company, GR8 Water Inc. ("GR8"), a Florida Corporation, the shareholders of GR8 ("GR8 Shareholders") and Ms. Carolina Hernandez and Mr. Orlando Hernandez, the Majority Shareholders of the Company. Pursuant to the Plan of Exchange, the Company acquired 26,100,000 shares of GR8 Common Stock, representing 100% ownership in GR8, in exchange for a new issuance of 29,157,931 shares of Company's Common Stock to the GR8 shareholders. The parties intend that the transactions qualify and meet the Internal Revenue Code requirements for a tax-free reorganization, in which there is no corporate gain or loss recognized by the parties, with reference to Internal Revenue Code (IRC) sections 354 and 368.

The transaction resulted in a change in control of the Company. The Company and GR8 were hereby reorganized, such that the Company acquired 100% capital stock of GR8, and GR8 Water Inc., as well as its two 100%-owned subsidiaries, Aqua Pure International Inc. and Water Technologies International LLC, became wholly-owned subsidiaries of the Company.

The reorganization between the Company and GR8 has been accounted for as a reverse acquisition and recapitalization of the Company whereby GR8 is deemed to be the accounting acquirer (legal acquiree) and the Company to be the accounting acquiree (legal acquirer). The accompanying consolidated financial statements are in substance those of GR8 and its subsidiaries, with the assets and liabilities, and revenues and expenses, of the Company being included effective from the date of stock exchange transaction. The Company is deemed to be a continuation of the business of GR8. Accordingly, the accompanying consolidated financial statements include the following:

(1) The balance sheet consists of the net assets of the accounting acquirer at historical cost and the net assets of the accounting acquiree at historical cost;

NOTE－2 ORGANIZATION AND BUSINESS BACKGROUND (CONT'D)

(2) The financial position, results of operations, and cash flows of the accounting acquirer for all periods presented as if the recapitalization had occurred at the beginning of the earliest period presented and the operations of the accounting acquiree from the date of stock exchange transaction.

Water Technologies International Inc. and GR8, as well as GR8's two 100%-owned subsidiaries, Aqua Pure International Inc. and Water Technologies International LLC are hereinafter referred to as (the "Company").

NOTE－3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") under the accrual basis of accounting. All intercompany accounts and transactions have been eliminated.

Use of Estimates

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the consolidated financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. These accounts and estimates include, but are not limited to, the valuation of trade receivables, inventories, income taxes and the estimation on useful lives of property, plant and equipment. Actual results could differ from these estimates.

Cash and Cash Equivalents

The Company considers all short term investments with a maturity of three months or less when purchased to be cash and equivalents for purposes of the statement of cash flows.

Accounts Receivable

Accounts receivable is reported on the balance sheet at gross amounts due to the Company. Management closely monitors outstanding accounts receivable and charges off to expense any balances that are determined to be uncollectible. The Company had no accounts receivable as of September 30, 2011 and December 31, 2010.

Inventory

The Company's inventory is comprised of machine components and finished goods. Inventories are valued at the lower of cost of market with cost determined on the first-in, first-out method.

NOTE－3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Property and Equipment

Property and equipment is stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Maintenance and repairs are expensed as incurred.

Intangibles Assets

The Company is in the process of applying for domestic patents and trademarks. Legal fees and other costs associated with obtaining these patents and trademarks will be amortized over the life of the patents and trademarks using the straight-line method after the patents and trademarks are approved by the authority.

Investment in Joint Venture

The Company accounts for investment in Joint Venture under ASC 323, *"Investments – Equity Method and Joint Ventures"*. Accordingly, the Company applies the equity method to reflect the underlying nature of its investment in the joint ventures. The Company recognizes its share of the earnings and losses of the investee in the periods in which they are reflected in the accounts of the investee. A detailed information regarding investment in Joint Venture has been identified in Note 5 in the financial statements.

Related Parties

Parties, which can be a corporation or individual, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence. A material related party transaction has been identified in Note 6 and Note 9 in the financial statements.

Fair Value of Financial Instruments

The Company values its financial instruments as required by ASC 825, *"Disclosures about Fair Value of Financial Instruments"*. The estimated fair value amounts have been determined by the Company, using available market information and appropriate valuation methodologies. The estimates presented herein are not necessarily indicative of amounts that the Company could realize in a current market exchange.

The Company's financial instruments primarily include cash and cash equivalents, inventories, notes payable, other payables and accrued liabilities.

As of the balance sheet date, the estimated fair values of financial instruments were not materially different from their carrying values as presented due to short maturities of these instruments.

NOTE－3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Revenue Recognition and Cost of Sales

Revenue is recognized when products are completed and shipped. Cost of sales includes all direct production and manufacturing expenses.

Income Taxes

The Company accounts for income taxes under Section 740-10-30 of the Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

Loss per Share

The Company calculates net loss per share in accordance with ASC 260, *"Earnings per Share"*. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. No diluted loss per share is required to be represented.

Subsequent Events

The Company evaluated for subsequent events through the issuance date of the Company's financial statements.

Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its consolidated financial condition or the consolidated results of its operations.

In May 2011, FASB issued Accounting Standards Update No. 2011-04, *"Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs"* ("ASU 2011-04"). ASU 2011-04 changes the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements to ensure consistency between U.S. GAAP and IFRS. ASU 2011-04 also expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. This new guidance is to be applied prospectively. The Company anticipates that the adoption of this standard will not materially expand its financial statement note disclosures.

NOTE－4 INTANGIBLE ASSETS

On May 18, 2010, the Company filed a patent application for the Atmospheric Water Generator ("AWG") and filtration units with United States Patent and Trademark Office ("USPT office"), and filed another patent application with Patent Convention Treaty to obtain global protection on May 10, 2011. The application was pending as of September 30, 2011. Legal fees and other costs associated with obtaining these patents were capitalized in amount of $11,467 as of September 30, 2011, which will be amortized over the life of the patents using the straight-line method after the approval.

In November 2009, the Company filed a trademark application for the Atmospheric Water Generator ("AWG") and filtration units with United States Patent and Trademark Office. The application was pending as of September 30, 2011. Legal fees and other costs associated with obtaining the trademark were capitalized in amount of $10,000 as of September 30, 2011, which will be amortized over the life of the trademark using the straight-line method after the approval.

NOTE－5 INVESTMENT IN JOINT VENTURE

On June 11, 2011, the Company entered into a joint venture agreement (the "JV Agreement") between and among the Company and Waterpure International Inc. ("Waterpure"), a Florida corporation publicly traded on the Over-The-Counter market under the symbol "WPUR". Pursuant to the JV Agreement, the Company and Waterpure contractually agreed to share control of constructing and selling of small AWG at a ratio of 50:50, and each party will contribute up to $50,000 to accomplish the Joint Venture project. As of September 30, 2011, the Company contributed total $46,230, net of investment returned, into the Joint Venture project, of which $15,610 was from the Company's Chief Executive Officer. The table below sets forth the changes in the investment in joint venture as of September 30, 2011.

Investment in Joint Venture, as of June 11, 2011 (inception)	15,610
Additional investment during the period	36,600
Investment returned during the period	(5,980)
Less: Joint Venture loss	(9,553)
Investment in Joint Venture, as of September 30, 2011	36,677

NOTE－6 NOTES PAYABLE – RELATED PARTIES

Since inception, the Company had accrued expenses of $285,720 incurred from period to period in connection with the Company's daily operation, including but not limited to, consulting and advising fees, accounting fees, officer compensation, rent, website development and others.

NOTE－6 NOTES PAYABLE – RELATED PARTIES (CONT'D)

Within total operating expenses since inception, as of September 30, 2011, $33,924 was paid by Aqua Pure International Management Group LLC, a related party owned by the Company's Chief Executive Officer. The related party agreed to pay for the Company's operating expenses up to $50,000, of which $15,000 was evidenced by a convertible promissory note (the "Note"). The Note bears interest at an interest rate of 10% per annum and due on March 17, 2012. The holder of the Note has an option to convert all or any portion of the accrued interest and unpaid principal balance of the Note into the common stock of the Company or his successors, at a price of $.25 per share, or some other price mutually agreed upon.

The Note was subsequently converted into 750,000 shares of Common Stock during the fourth quarter of 2011 (see Note 14).

NOTE－7 NOTES PAYABLE

The Company entered into a Demand Convertible Promissory Note on March 4, 2010 with Paradise Capital Group ("PCG")(the "PCG Note"), pursuant to which PCG agreed to loan the Company up to $100,000 at an interest rate of 8.50% per annum and due and payable on demand. Interest on the unpaid principal balance of the PCG Note shall accrue from the date funds have been advanced and shall continue to accrue until all unpaid principal and interest is paid in full. The holder of the PCG Note has an option to convert all or any portion of the accrued interest and unpaid principal balance of the PCG Note into the Common Stock of the Company or his successors, at a conversion price which is equivalent to a 75% discount from the previous day's closing bid price for the day immediately prior to the delivery of the Conversion Notice.

As of September 30, 2011, the balance of the PCG Note was $88,547, consisting of principal of $78,232 and accrued interest of $10,315.

The PCG Note was subsequently converted into 11,735,000 shares of Common Stock during the fourth quarter of 2011 (see Note 14)

NOTE－8 ACCRUED OFFICER COMPENSATION

Since inception, the Company agreed to compensate its Chief Executive Officer, William Scott Tudor, for his contribution and work as the Company's Chairman and Chief Executive Officer, pursuant to which, Mr. Tudor was entitled to receive $5,000 per month before 2011 and $8,000 per month since 2011. Accordingly, the Company recognized a total of $24,000 and $72,000 in expenses during the three- and nine-month periods ended September 30, 2011, respectively. The expenses recognized as officer compensation have been included in selling, general and administrative expenses in the Condensed Consolidated Statements of Operations. As of September 30, 2011, the outstanding balance of accrued officer compensation was $125,655.

NOTE－9 DUE TO RELATED PARTIES

In addition, the Company had outstanding balances of $12,344 due to the Company's Chief Executive Officer as of September 30, 2011. The fund borrowed from the Company's Chief Executive Officer was neither evidenced by any promissory note, nor bearing any interest, which was an oral agreement between the Chief Executive Officer and the Company and due on demand.

NOTE－10 DUE TO THIRD PARTIES

As of September 30, 2011, the outstanding balance of $36,600 due to third parities was in connection with the investment in our Joint Venture project. The funds invested are not evidenced by a promissory note, and do not bear any interest. The balance is due on demand.

NOTE－11 CAPITAL TRANSACTIONS

On June 20, 2011, the Company effected a one-for-twenty (1-20) Reverse Split of the outstanding shares of the Company's common stock. The number of outstanding shares of the Company's common stock was decreased from 968,564,353 to 48,428,284 shares and par value of its common stock remained unchanged at $0.00001.

The statement of equity and the loss per share numbers in the financial statements have been restated per ASC 505 and ASC 260.

On May 5, 2011, the Company issued 29,157,931 shares of Company's Common Stock to the GR8 shareholders in exchange for 26,100,000 shares of GR8 Common Stock, pursuant to the Plan of Exchange.

On May 5, 2011, the promissory notes in amount of total $39,500 were converted to common shares of the Company at the price of $.002 per share, for a total of 17,100,000 shares.

On June 22, 2011, the Board of Directors of the Company approved the issuance of 700,000 shares of the Company's Common Stock in exchange for cash payment of $10,000 made by an investor.

During the third quarter of 2011, the Company received $7,500 in cash for 500,000 shares of Common Stock. The transaction was approved by the Board of Directors of the Company on October 10, 2011.

NOTE - 12 STOCK BASED COMPENSATION

On June 29, 2011, the Company entered into a consulting service agreement with a Consultant for business advisory services in exchange for 500,000 shares of Common Stock of the Company. The agreement had a term of one year effective from July 1, 2011 ending June 30, 2012. The fair value of this stock issuance was determined by the fair value of the Company's Common Stock on the grant date, at a price of approximately $0.15 per share. Accordingly, the Company calculated the stock based compensation of $75,000 at its fair value and booked pro rata within the relative service periods. For the nine months ended September 30, 2011, the Company recognized $18,750 to the consolidated statements of operations. The unrecognized compensation was recorded as deferred compensation amounting to $56,250 as of September 30, 2010. The transaction was independently negotiated between the Company and the Consultant. The Company evaluated the transaction based on the fact that the Company had nominal trading volume for its stock, and had negative shareholder equity at the time of issuance. The stock based compensation preserved the limited cash available currently in the Company.

On September 6, 2011, the Company entered into an agreement with a Security Attorney for legal advisory services in exchange for 200,000 shares of Common Stock of the Company. The agreement had a term of two years effective from September 1, 2011 ending August 31, 2013. The fair value of this stock issuance was determined by the fair value of the Company's Common Stock on the grant date, at a price of approximately $0.115 per share. Accordingly, the Company calculated the stock based compensation of $23,000 at its fair value and booked pro rata within the relative service periods. For the nine months ended September 30, 2011, the Company recognized $958 to the consolidated statements of operations. The unrecognized compensation was recorded as deferred compensation amounting to $22,042 as of September 30, 2010. The transaction was independently negotiated between the Company and the Consultant. The Company evaluated the transaction based on the fact that the Company had nominal trading volume for its stock, and had negative shareholder equity at the time of issuance. The stock based compensation preserved the limited cash available currently in the Company.

NOTE－13 GOING CONCERN

The Company's financial statements are prepared using GAAP applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not earned sufficient revenue to cover its operating costs. The Company will engage in very limited activities without incurring any liabilities that must be satisfied in cash until a source of funding is secured. The Company will offer noncash consideration and seek equity lines as a means of financing its operations. If the Company is unable to obtain revenue producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

NOTE－14 SUBSEQUENT EVENTS

On October 10, 2011, the promissory note in amount of total $15,000 payable to Aqua Pure International Management Group LLC was converted into common shares of the Company at the price of $.02 per share, for a total of 750,000 shares.

NOTE－14 SUBSEQUENT EVENTS (CONT'D)

On October 17, 2011, the PCG Note, which had a balance of $88,547, consisting of principal of $78,232 and accrued interest of $10,315, was converted into common shares of the Company at the price of $.0075 per share, for a total of 11,735,000 shares.