UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17814

In the Matter of

the Registration Statement of

Infeed Medica Corp.
Moshav Bet Meir
DN Harei Yehuda
Israel 90865

Respondent.

DIVISION OF ENFORCEMENT'S MOTION AND MEMORANDUM OF LAW SUPPORTING ENTRY OF DEFAULT AGAINST RESPONDENT INFEED MEDICA CORP.

The Division of Enforcement, pursuant to Rules 155(a) and 220(f) of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a) and 201.220(f), moves for entry of an Order finding Respondent Infeed Medica Corp. ("Infeed") in default and determining these proceedings against it. In support of its motion, the Division states:

1. On January 25, 2017, the Commission issued an Order Fixing Time and Place of Public Hearing and Instituting Proceedings Pursuant to Section 8(d) of the Securities Act of 1933 ("OIP") against Infeed.

2. On January 30, 2017, pursuant to Rule 141(a)(2)(ii), 17 C.F.R. § 201.141(a)(2)(ii) and Section 8(d) of the Securities Act of 1933 ("Securities Act"), 15

U.S.C. § 77h(d), Infeed was served with the OIP. (Exhibit A - Declaration of Daniel H. Rubenstein on Service of Process.)[1]

3. More than ten days have elapsed since the OIP was served upon Infeed, and Infeed has failed to file an Answer or otherwise respond to the OIP as required by Rule 220(b), 17 C.F.R. § 201.220(b). The OIP admonished that if Infeed failed to file an Answer to the OIP within ten days after service of the Order, it "may be deemed in default and the proceedings may be determined against the Respondent upon consideration of this Order, the allegations of which may be deemed to be true . . . ." (OIP at 2.)

4. Rule 155(a) provides in relevant part:

> A party to a proceeding may be deemed to be in default and the Commission or the hearing officer may determine the proceeding against that party upon consideration of the record, including the order instituting proceedings, *the allegations of which may be deemed to be true,* if that party fails (1) to appear, in person or through a representative, at a hearing or conference of which that party has been notified; [or] (2) to answer . . . or otherwise to defend the proceeding . . . .

17 C.F.R. § 201.155(a) (italics added).

5. Similarly, Rule 220(f) of the Commission's Rules of Practice, 17 C.F.R. § 201.220(f), provides that a respondent who fails to file an answer within the prescribed time may be deemed in default pursuant to Rule 155(a).

6. Pursuant to Rules 155(a) and 220(f), the Law Judge may now deem true the allegations of the OIP as to Infeed, thereby determining this proceeding against it due to its failure to file an Answer to the OIP or otherwise appear in this action. The evidence attached to this Motion further supports entry of a stop order suspending the effectiveness of the Registration Statement referred to in the OIP.

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[1] The Division filed Exhibits A through S herewith.

7. On pages 1-2, the OIP alleges the following facts against Infeed which, pursuant to Rule 155, the Law Judge, upon consideration of the record, including the OIP, should deem true:

a. On July 22, 2014, Infeed filed a Form S-1 registration statement seeking to register the offer and sale of 10 million common shares. The registration statement was amended on August 28, 2014, September 23, 2014, February 23, 2015, and March 26, 2015. (Compilation Exhibit B – certified registration statement and amendments, collectively "Registration Statement." The registration statement and amendments are separately identified as follows—Exhibit B-1: S-1 dated July 22, 2014; Exhibit B-2: S-1A dated August 28, 2014; Exhibit B-3: S-1A dated September 23, 2014; Exhibit B-4: S-1A dated February 23, 2015; Exhibit B-5: S-1A dated March 26, 2015.)

b. Infeed is a Delaware corporation with its principal executive offices located in DN Harei Yehuda, Israel. (Exhibit B – registration statement and amendments; Exhibit C– Delaware Division of Corporations printout dated December 6, 2016, showing that Infeed is a Delaware Corporation and that it was (as of December 6) delinquent in paying its taxes.)

c. The Registration Statement includes untrue statements of material facts and omits to state material facts necessary to make the statements contained therein not misleading. The registration statement and two amendments claimed that Julius Klein ("Klein") and Beth Langsam ("Langsam") were Infeed's sole officers and directors. Two subsequent amendments claimed that Klein and Langsam had resigned and that Dovid Schechter ("Schechter") had become Infeed's sole officer and director. As described in more detail below, documentary evidence indicates that another individual, Asher Zwebner

("Zwebner"), acted as Infeed's undisclosed promoter and control person.[2] In addition, the Registration Statement inaccurately describes Infeed's ownership. It also materially overstates the capital contributions of the named Directors and Officers, and omits to disclose Zwebner's financial contribution to the company.

d. The Registration Statement states that Infeed's sole Director and Officer "has effective control over all decisions regarding both policy and operations of our company with no oversight from other management."[3] This disclosure is untrue and misleading because Infeed is controlled and promoted by an undisclosed person: Zwebner. For example:

i. On or about May 20, 2014—two months before Infeed filed its Registration Statement—Zwebner and Klein entered into a Term Sheet agreement concerning Infeed. Klein agreed to provide $20,000 and Zwebner agreed to provide $50,000 (including $40,000 he had already invested). The Term Sheet states that Infeed may be sold after its registered IPO, whereupon Zwebner and Klein would divide the profits: If the sale price was $250,000 or less, Zwebner would receive 80% of the profits and Klein would receive 20%. If the sale price

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[2] In a recent fraud case involving similar facts, the Commission obtained a default judgment against Zwebner. In *SEC v. Asher Z. Zwebner,* No. 16CV1013 (SD Cal., filed April 26, 2016), the Commission alleged, among other things, that Zwebner (1) secretly controlled every aspect of the S-1 registration of Crown Dynamics Corp., (2) hid his ownership and control of the company, (3) placed stock with nominees, (4) caused signatures to be forged on documents, (5) created an email account in the nominee CEO's name that was provided to the Division of Corporation Finance as a point of contact, (6) filed a false registration statement for Crown, and (7) arranged sham registered offerings for several other shell companies. The Court entered a default judgment against Zwebner, concluding that "the overall scheme, as alleged, was deceptive, and the allegations in the complaint sufficiently allege Zwebner made material misrepresentations or omissions related to Crown's securities and committed actions with the purpose and effect of creating a false appearance in furtherance of the scheme to defraud." *Id.* at 9 (November 29, 2016) (order granting motion for default judgment). A true and correct copy of the Order Granting Motion for Default Judgment accompanies this motion as Exhibit D.

[3] *See* Exhibit B-5: Amendment No. 4 to S-1, page 9. Similar language appears in the originally-filed S-1 and in subsequent amendments. *See* Exhibit B-1, page 9; Exhibit B-2, page 10; Exhibit B-3, page 10; and Exhibit B-4, page 9.

exceeded $250,000, Zwebner would receive all additional proceeds. (Exhibit E – Term Sheet.)

ii. The day after Zwebner and Klein signed the Term Sheet, Zwebner arranged for Infeed to retain U.S.-based VStock Transfer as the company's transfer agent. Zwebner emailed the necessary forms to VStock Transfer. The forms were purportedly completed by Klein; but, in fact, they were in Zwebner's handwriting, including one that instructed the transfer agent to send reports of securities transfers to Zwebner. (Compilation Exhibit F – May 21, 2014 email communications between Asher Zwebner and Seth Farbman at VStock Transfer, and Transfer Agent and Registrar Agreement including Preliminary Information Form (*see* page SEC-Vstock-E-0004906); Compilation Exhibit G – Exemplars of Zwebner's handwriting.)

iii. Zwebner then directed VStock Transfer to send two stock certificates—representing a total of 20 million shares of Infeed stock issued to Klein and Langsam—to Zwebner rather than the named shareholders. (Exhibit H – May 21-29, 2014 emails between Zwebner and employees of VStock Transfer.)

iv. On May 21, 2014, Zwebner requested that an auditor prepare an engagement letter for Infeed. (Exhibit I – May 21, 2014 email from Zwebner to Alan Weinberg.)

v. Zwebner drafted Infeed's Registration Statement. In July 2014, referring to Infeed and another company, Zwebner emailed Infeed's auditor that, "I'm allocating all day next Thursday to complete both of these S-1s." (Exhibit J – July 3, 2014 email from Zwebner to Weinberg.) A week later, Zwebner emailed, to

the auditor, exhibits to the Registration Statement. (Exhibit K – July 10, 2014 email from Zwebner to Weinberg.)

vi. Zwebner then emailed the draft Registration Statement to Infeed's attorney, and to VStock Transfer. (Exhibit L – July 10, 2014 email from Zwebner to attorney Harold Gewerter, and July 11, 2014 email from Zwebner to Seth Farbman at VStock Transfer.)

vii. On behalf of Infeed, Zwebner emailed an audit confirmation request to corporate counsel and then relayed the response to Infeed's auditor. (Exhibit M – January 6 and 8, 2015 emails from Zwebner to Gewerter and from Zwebner to Weinberg.) Zwebner also emailed an audit confirmation request to Infeed's transfer agent. (Exhibit N – January 8, 2015 emails between Zwebner and Shir Hochman at VStock Transfer.)

viii. In January 2015, Zwebner engaged in detailed communications with Infeed's auditor concerning Infeed's financial statements. (Exhibit O – January 8, 2015 emails between Zwebner and Weinberg.)

ix. In Infeed's third amendment to its registration statement, filed on February 23, 2015, Infeed stated that Klein and Langsam had resigned from Infeed on January 30, 2015. (Exhibit B-4: Amendment No. 3 to S-1, page 26.)

x. In February 2015, Zwebner communicated to the auditor that Zwebner would be amending the Registration Statement and updating the "FS."[4] (Exhibit P – February 9, 2015 email from Zwebner to Weinberg.)

[4] The Division infers that "FS" refers to financial statements, from the context of Zwebner's email communications with the auditor. *See* Exhibit O where, after describing Infeed's financial activity, including material accruals and expenses, Zwebner asked the auditor, "Do you need more for the FS/audit?"

xi. In March 2015, Zwebner directed the transfer agent to send a share certificate for two million shares of Infeed stock to Zwebner, even though the shares were issued in the name of Infeed's new officer/director, Dovid Schechter. (Exhibit Q – VStock Transfer records concerning the issuance of two million shares of Infeed stock - March 11, 2015 email from Zwebner to Christie Olmsted at VStock Transfer (*see* SEC-Vstock-E-0004734).) The Issuance Instruction Form purported to have been completed by Schechter; however, the document was completed in Zwebner's handwriting, including the Certificate Delivery Instructions that directed the transfer agent to send the share certificate to Zwebner. (Exhibit Q - VStock Transfer Issuance Instruction Form – New Stock (*see* SEC-Vstock-E-0004735); Exhibit G – Exemplars of Zwebner's handwriting.) On March 13, 2015, VStock Transfer sent the share certificate to Zwebner. (Exhibit Q - FedEx Shipping Label with the reference: "InfeedMedica/2000000" (*see* SEC-Vstock-E-0004745).)

xii. In March 2015, the SEC's Division of Corporation Finance emailed a comment letter—concerning Infeed's pending registration statement—to Infeed's sole Director and Officer, Dovid Schechter. Rather than responding himself, Schechter forwarded the comment letter to Zwebner. (Exhibit R – March 20, 2015 email from Jay Mumford (Division of Corporation Finance) to Schechter, and March 21, 2015 email from Schechter to Zwebner.) Three days later, Zwebner sent Infeed's response to the comment letter, and an amended registration statement, to Infeed's auditor and attorney. (Exhibit S – March 24, 2015 email from Zwebner to Weinberg and Gewerter.)

e. The Registration Statement falsely states that Infeed's current or former Directors and Officers own all of Infeed's outstanding common stock. This disclosure is materially misleading in light of the Term Sheet agreement between Zwebner and Klein, which reflected Zwebner's majority financial interest in the company. (*See, e.g.*, Exhibit B-1: S-1, pages 10, 30; Exhibit B-5: Amendment No. 4 to S-1, pages 10, 30; Exhibit E – Term Sheet.)

f. The Registration Statement states that the former Directors and Officers—Klein and Langsam—loaned Infeed $41,574, representing working capital advances. This disclosure is materially misleading. As alleged in the OIP, the former Directors and Officers collectively loaned only $5,000 to Infeed. The disclosure is also materially misleading because it omits to state that Zwebner provided Infeed with at least $40,000, as reflected in the Term Sheet. (Exhibit B-5: Amendment No. 4 to S-1, page F-30; Exhibit E – Term Sheet.)

MEMORANDUM OF LAW

Material Misstatements and Omissions

Under Section 8(d) of the Securities Act, a stop order may issue if "the registration statement includes any untrue statement of a material fact or omits to state any material fact required to be stated therein or necessary to make the statements therein not misleading." "Information in a registration statement is material when there is a substantial likelihood that a reasonable investor would attach importance to it in determining whether to purchase the security in question." *Petrofab Int'l, Inc.*, Securities Act Release No. 6769, 1988 SEC LEXIS 782, at *16 (Apr. 20, 1998) (Citing *TSC Indus., Inc., v. Northway, Inc.*, 426 U.S. 438, 449 (1976)); *see* 17 C.F.R. § 230.405 (defining a material fact as one to which "there is

a substantial likelihood that a reasonable investor would attach importance in determining whether to purchase the security").

Item 11(n) of Form S-1 requires the registrant to furnish the information required by Item 404 of Regulation S-K including the identity of any promoter or control person that the registrant has had within the last five fiscal years. 17 C.F.R. § 229.404. Under Rule 405 of Regulation C, a "promoter" is defined to include "[a]ny person who, acting alone or in conjunction with one or more other persons, directly or indirectly takes initiative in founding and organizing the business or enterprise of an issuer." 17 C.F.R. § 230.405. Rule 405 defines "control" to mean "the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person." *Id.* The failure to disclose the existence of a promoter or control person has been found to be material. *See SEC v. Fehn*, 97 F.3d 1276, 1290 (9th Cir. 1996), *cert. denied*, 522 U.S. 813 (1997) (materially misleading to identify a new president and CEO as a recent addition when in fact he had been an undisclosed promoter and control person for over a year); *The Registration Statement of Hughes Capital Corp.*, Securities Act Release No. 6725, 1987 SEC LEXIS 4158, at *18-19 (July 20, 1987) (failure to disclose promoter and control person in a registration statement is material).

According to Infeed's registration statement and the first two amendments, "Julius Klein and Beth Langsam, our current Directors and Officers, have effective control over all decisions regarding both policy and operations of our Company with no oversight from other management." After Klein and Langsam resigned, two subsequent amendments represented that Schechter, their replacement, controlled all decisions regarding Infeed's policy and operations without oversight. In reality, Zwebner's collective acts demonstrate

his promotion and control over Infeed. Among other things, Zwebner provided most of Infeed's working capital, held a majority financial interest in the company, and controlled Infeed's registration process, including by interacting with the company's various service providers—its transfer agent, its auditor, and its attorney—on the company's behalf. Indeed, Zwebner was instrumental in organizing Infeed's business and enterprise, taking steps to shape it into a salable, registered shell company. For example:

Before filing the registration statement, Zwebner contributed at least $40,000 of Infeed's working capital and negotiated an undisclosed agreement that contemplated the sale of the shell after the company's IPO. Pursuant to the agreement, Zwebner would receive at least 80% of the profits in the event the Infeed shell was sold. *See* Exhibit E. Zwebner drafted the Registration Statement, which did not disclose his control, ownership of, and monetary contribution to the company, or the existence of the Term Sheet. *See* Exhibits E and J. He also retained a transfer agent and auditor to provide services to Infeed. *See* Exhibits F and I. After retaining these service providers, Zwebner communicated with them on an ongoing basis: He directed the transfer agent to send stock certificates to himself even though in each case he was not the record shareholder. *See* Exhibits H and Q. He obtained audit confirmations from Infeed's service providers. *See* Exhibits M and N. Zwebner conducted detailed analysis of Infeed's financial statements, made revisions to them, and communicated with Infeed's attorney and auditor about them. *See* Exhibits O and P. He also played a role in responding to a comment letter issued by the Division of Corporation Finance. *See* Exhibits R and S.

The Registration Statement falsely states that Infeed's only shareholders are its named Directors and Officers. That statement is contradicted by the Term Sheet, which

reflects Zwebner's majority financial interest in the company. *See* Exhibit E. The fourth amendment to the registration statement states that the (former) Directors and Officers loaned Infeed $41,574, representing working capital advances. The disclosure is materially misleading because, as alleged in the OIP—which, pursuant to 17 C.F.R. § 201.155(a) may be deemed to be true—the former Directors and Officers collectively loaned only $5,000 to Infeed. The Registration Statement is also materially misleading because it omits to disclose that Zwebner provided Infeed with at least $40,000. *See* Exhibit E.

Zwebner's role as Infeed's undisclosed control person is consistent with his conduct in *SEC v. Zwebner* (cited in footnote 2 of this memorandum). In that case the court found him liable for fraud by default, on similar conduct alleged by the SEC.

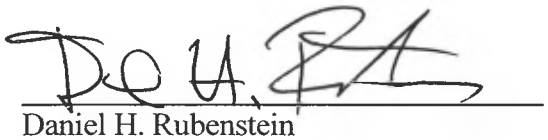
As detailed above, entry of a stop order is appropriate here because Infeed's Registration Statement contains materially false and misleading statements. Among other things, the Registration Statement falsely states that the Officers identified therein have controlled all decisions regarding both policy and operations of the company with no oversight. Its failure to disclose Zwebner's role is a material omission. *See SEC v. Fehn,* 97 F.3d at 1290; *The Registration Statement of Hughes Capital Corp.*, 1987 SEC LEXIS 4158, at *18-19. Stop orders have been entered by default in similar circumstances (*i.e.*, the failure to disclose the true control persons and/or promoters). *See, e.g.*, *In the Matter of the Registration Statement of International Precious Metals, Inc.*, Release No. 808, 2015 SEC LEXIS 2304, at *12 (June 10, 2015), Decision Final, Release No. 33-9866, 2015 SEC LEXIS 2995 (July 22, 2015) (stop order issued where undisclosed individuals "were instrumental in the founding of the company, early funding of the company, and in

managing the company from its inception through its attempts to register the sale of its shares to the public"); and *In the Matter of the Registration Statement of Kismet, Inc.*, Release No. 809, 2015 SEC LEXIS 2307, at *11 (June 10, 2015), Decision Final, Release No. 33-9865, 2015 SEC LEXIS 2994 (July 22, 2015) (stop order issued where undisclosed individuals were "instrumental in establishing Kismet as a corporate entity; getting its registration filed; and setting up basic operational functions, such as bank, phone, and credit card accounts"). A stop order is also appropriate here because of the other false and misleading statements and omissions described above, namely, the failure to disclose Zwebner's ownership interest in the company, inaccurate disclosure of the Directors' and Officers' capital contributions, and failure to disclose Zwebner's capital contribution.

In sum, the Division seeks an order finding that Infeed is in default, and that a stop order should issue suspending the effectiveness of the Registration Statement referred to herein. Taking the allegations of the OIP as true, and reviewing the evidence submitted with this motion, such findings and sanctions are appropriate and in the public interest.

February 10, 2016

Respectfully submitted,



Daniel H. Rubenstein
Attorney-Advisor
Direct Line: (202) 551-4721
Email: rubensteind@sec.gov

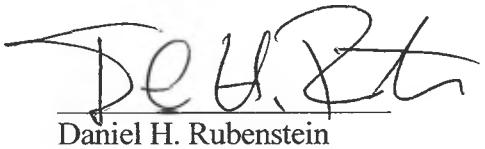
DIVISION OF ENFORCEMENT
SECURITIES AND EXCHANGE COMMISSION
100 F Street, NE
Washington, DC 20549

CERTIFICATE OF SERVICE

I hereby certify that an original and three copies of the foregoing were filed with the Securities and Exchange Commission, Office of the Secretary, 100 F Street, N.E., Washington, D.C. 20549-1090, and that a true and correct copy of the foregoing has been served in the form indicated below, on this 10th day of February 2017, on the following persons entitled to notice:

James E. Grimes
Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557
Service via Hand Delivery

Infeed Medica Corp.
c/o Harvard Business Services, Inc.
16192 Coastal Hwy
Lewes, DE 19958
Service via UPS



Daniel H. Rubenstein

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17814

In the Matter of

the Registration Statement of

Infeed Medica Corp.
Moshav Bet Meir
DN Harei Yehuda
Israel 90865

Respondent.

EXHIBITS TO DIVISION OF ENFORCEMENT'S MOTION AND MEMORANDUM OF LAW SUPPORTING ENTRY OF DEFAULT AGAINST RESPONDENT INFEED MEDICA CORP.

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17814

In the Matter of

the Registration Statement of

Infeed Medica Corp.
Moshav Bet Meir
DN Harei Yehuda
Israel 90865

Respondent.

DECLARATION OF DANIEL H. RUBENSTEIN
ON SERVICE OF PROCESS

DANIEL H. RUBENSTEIN, pursuant to 28 U.S.C. § 1746, declares:

1. I am an Attorney-Advisor with the Division of Enforcement ("Division") of the Securities and Exchange Commission ("Commission"), and counsel for the Division in the captioned administrative proceeding. I am submitting this Declaration in response to Chief Administrative Law Judge Murray's January 27, 2017 Order Designating Presiding Judge ("Order"). The Order directs the Division to file evidence of service of the Order Fixing Time and Place of Public Hearing and Instituting Proceedings Pursuant to Section 8(d) of the Securities Act of 1933 ("OIP") on Respondent in accordance with Section 8(d) of the Securities Act of 1933, 15 U.S.C. § 77h(d).

2. According to the website of the Delaware Department of State: Division of Corporations ("Website"), Respondent's registered agent is Harvard Business Services,

Inc., located at 16192 Coastal Hwy, Lewes, DE, 19958. A true and correct copy of that information, printed from the Website on January 30, 2017, is attached hereto as Exhibit A. Also, on January 26, 2017, in a telephonic communication, Harvard Business Services, Inc. confirmed to me that it is currently the registered agent for Infeed Medica Corp.

3. On January 30, 2017, Cavalier Courier and Process Service personally served the OIP on Respondent through its registered agent Harvard Business Services, Inc. A true and correct copy of the Affidavit of Service is attached hereto as Exhibit B.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: January 30, 2017

Daniel H. Rubenstein

EXHIBIT A

Department of State: Division of Corporations

Allowable Characters

HOME
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Secretary's Letter
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Related Links
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Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

File Number:	5210061	Incorporation Date / Formation Date:	9/10/2012 (mm/dd/yyyy)
Entity Name:	INFEED MEDICA CORP.		
Entity Kind:	Corporation	Entity Type:	General
Residency:	Domestic	State:	DELAWARE

REGISTERED AGENT INFORMATION

Name:	HARVARD BUSINESS SERVICES, INC.		
Address:	16192 COASTAL HWY		
City:	LEWES	County:	Sussex
State:	DE	Postal Code:	19958
Phone:	302-645-7400		

Additional Information is available for a fee. You can retrieve Status for a fee of $10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of $20.00.

Would you like ○ Status ○ Status,Tax & History Information Submit

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EXHIBIT B

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

Case Number: 3-17814

vs

In the Matter of
the Registration Statement of:

Infeed Medica Corp.
Moshav Bet Meir
DN Harei Yehuda
Israel 90865

For
U.S. Securities and Exchange Commission
100 F St NE
Washington, DC 20549

Received by Cavalier Courier & Process Service to be served on Infeed Medica Corp. Registered Agent: Harvard **Business Services, Inc., 16192 Coastal Highway**, Lewes, DE 19958.

I, Ronald Turnbaugh, do hereby affirm that on the **30th day of January, 2017 at 2:38 pm, I,**

Served Cover Letter and Order Fixing Time and Place of Public Hearing and Instituting Proceedings Pursuant to Section 8(d) of the Securities Act of 1933 to Gary Damiani as Authorized Recipient for Registered Agent of Infeed Medica Corp Service occurred at Registered Agent: Harvard Business Services, Inc., 16192 Coastal Highway, Lewes, DE 19958

I certify that I am a natural person over the age of eighteen, not a party to or otherwise interested in the subject matter in controversy, and am authorized to serve process in accordance with the laws of the jurisdiction where service was made.

Ronald Turnbaugh
Process Server

Cavalier Courier & Process Service
823-C South King Street
Leesburg, VA 20175
(703) 431-7085

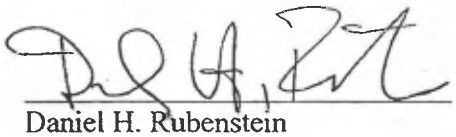
Our Job Serial Number: CAV-2017001307
Ref: NO-50113

CERTIFICATE OF SERVICE

I hereby certify that an original and three copies of the foregoing were filed with the Securities and Exchange Commission, Office of the Secretary, 100 F Street, N.E., Washington, D.C. 20549-1090, and that a true and correct copy of the foregoing has been served in the form indicated below, on this 30th day of January 2017, on the following persons entitled to notice:

James E. Grimes
Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557
Service via Hand Delivery and Email: ALJ@sec.gov

Infeed Medica Corp.
c/o Harvard Business Services, Inc.
16192 Coastal Hwy
Lewes, DE 19958
Service via UPS



Daniel H. Rubenstein

UNITED STATES OF AMERICA

SECURITIES AND EXCHANGE COMMISSION

ATTESTATION

I HEREBY ATTEST

that:

Attached is a copy of Form S-1, registration statement, received in this Commission on July 22, 2014, under the name of INFEED MEDICA CORP., File No. 333-197553, pursuant to the provisions of the Securities Act of 1933.

on file in this Commission

01/26/2017

Date

Mills, Larry

Digitally signed by Mills, Larry
DN: dc=GOV, dc=SEC, dc=AD, ou=Common, ou=Metro DC, ou=OSO, ou=Employee, cn=Mills, Larry, email=MillsL@SEC.GOV
Date: 2017.01.26 17:10:43 -05'00'

Larry Mills, Records & Information Management Specialist

It is hereby certified that the Secretary of the U.S. Securities and Exchange Commission, Washington, DC, which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission and was such official custodian at the time of executing the above attestation, and that he/she, and persons holding the positions of Deputy Secretary, Assistant Director, Records Officer, Branch Chief of Records Management, Records and Information Management Specialist, and the Program Analyst for the Records Officer, or anyone of them, are authorized to execute the above attestation.

For the Commission

Brent J. Fields

Secretary

As filed with the Securities and Exchange Commission on July 22 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Infeed Medica Corp.
(exact name of Registrant as specified in its charter)

Delaware	3841	42-1774429
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

c/o Beth Lansam
Zeev Chaklay 4/18
Jerusalem 96462
Phone number: 972-52-5568949
Fax number: 972-52-5568949
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Infeed Medica Corp.
113 Barksdale Professional Center
Newark, DE 19711
Tel. 302-266-9367 302-266-9367
(Name, address, including zip code, and telephone number, Including area code, of agent for service)

Copies of communications to:
Harold P. Gewerter, Esq.
Harold P. Gewerter, Esq. Ltd.
5536 S. Ft. Apache #102
Las Vegas, NV 89148
Ph: (702) 382-1714
Fax: (702) 382-1759
HAROLD@GEWERTERLAW.COM

Approximate date of commencement of proposed sale to the public: Promptly after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [x]

If this Form is filed to register additional securities for an Offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act Registration Statement number of the earlier effective

Registration Statement for the same Offering. The Offering will terminate 180 days after this Registration Statement is declared effective by the Securities and Exchange Commission. [ ]

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

Large accelerated filer [ ]
Non-accelerated filer [ ]

Accelerated Filer [ ]
Smaller fully- reporting company [x]

(Do not check if a smaller reporting company)

Calculation of Registration Fee

Title Of Securities To be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
Common Stock, par value $0.0001 per share (1)	10,000,000	$ 0.01	$ 100,000	$ 13.00

(1) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of computing the amount of the registration fee.

Infeed Medica Corp. (the "Registrant," "we," "us," "our" or the "Company") does not intend to escrow any funds received through this Offering. Upon the receipt of funds as the result of a completed sale of Shares of our common stock, par value $0.0001 per share (the "Shares") being offered pursuant to an effective Registration Statement (the "Registration Statement") , those funds will be placed into our corporate bank account and may be used at the discretion of the management, from time-to-time(as per Item 501(b)(8)(iii) of Regulation S-K).

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND IS SUBJECT TO COMPLETION AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Preliminary Prospectus Subject To Completion Dated July 22 2014

Infeed Medica Corp.

Up to a Maximum of 10,000,000 Shares of Common Stock at $0.01 Per Share

We are offering for sale a maximum of 10,000,000 Shares of our common stock (the "Shares") in a self-underwritten Offering by the management of the Registrant directly to the public at a price of $0.01 per Share (the "Offering Price"). There is no minimum amount of Shares that we must sell in our direct Offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, the offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all 10,000,000 Shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the Offering for the balance of the Shares will terminate and no further Shares will be sold. If all of the Shares offered by us are purchased, the gross proceeds to us will be $100,000. This is our initial public offering and no public market currently exists for Shares of our common stock.

We intend for our common stock to be sold by our Officers and Directors. Such persons will not be paid any commissions for such sales.

We will pay all expenses incurred in this Offering. The Offering will terminate 180 days after this Registration Statement is declared effective by the Securities and Exchange Commission (the "Offering Period"). However, we may extend the Offering for up to 90 additional days following the expiration of the 180 day Offering Period.

At present, our Shares of common stock are not traded on any public market or securities exchange, and we have not applied for listing or quotation on any public market.

THE SECURITIES OFFERED IN THIS PROSPECTUS INVOLVE A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY CONSIDER THE FACTORS DESCRIBED UNDER THE HEADING "RISK FACTORS" BEGINNING ON PAGE 7.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

BECAUSE THERE IS NO MINIMUM NUMBER OF SHARES REQUIRED TO BE SOLD IN ORDER TO CLOSE THIS OFFERING, PROCEEDS FROM THIS OFFERING WILL NOT BE HELD IN ESCROW AND WILL BE IMMEDIATELY AVAILABLE FOR OUR USE, WITHOUT CONDITION, REGARDLESS OF THE AMOUNT OF PROCEEDS RAISED. IF WE FILE FOR BANKRUPTCY PROTECTION OR A PETITION FOR INVOLUNTARY BANKRUPTCY IS FILED BY CREDITORS AGAINST US, YOUR FUNDS WILL BECOME PART OF THE BANKRUPTCY ESTATE AND ADMINISTERED ACCORDING TO THE BANKRUPTCY LAWS. AS SUCH, YOU WILL LOSE YOUR INVESTMENT AND YOUR FUNDS WILL BE USED TO PAY CREDITORS. THE COMPANY WILL NEED TO RAISE NET PROCEEDS OF APPROXIMATELY $47,000 IN ORDER TO ALLEVIATE THE NEED TO FILE FOR PROTECTION UNDER BANKRUPTCY LAWS.

The information in this prospectus is not complete and may be changed. This prospectus is included in the Registration Statement that was filed by us with the Securities and Exchange Commission. We may not sell these securities until the Registration Statement becomes effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.
The date of this preliminary prospectus is July 22, 2014

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Prospectus Summary

The following summary highlights selected material information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "Risk Factors" section, the financial statements, and the notes to the financial statements.

Our Company

We were incorporated in Delaware on September 10, 2012 and are a development stage company. A patented bottle-like Infant Medicinal Dispenser was designed in a shape that is familiar to infants and their caregivers. The company was granted US Design Patent # D702360 and , in recognition of our design for an Infant Medicinal Dispenser. The US Patent was issued on April 8 2014.

The invention for which the Design Patent was issued, is intended to assist parents and caregivers when they need to give an infant medication orally. By providing the medication in a familiar dispenser, we believe the child is more likely to take the medication and benefit. We have developed a prototype of our medical dispenser and are at the stage where we are ready to manufacture and market our product.

We plan to manufacture and market infant medication dispenser directly while working with established manufacturers and/or marketing agencies who are already familiar with the field of manufacturing baby bottles and similar items for infants and toddlers.

Our principal offices are located at Zeev Chaklay 4/18, Jerusalem, Israel. Our telephone number is 972-52-5568949. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

All references to "we," "us," "our," or similar terms used in this prospectus refer to Infeed Medica Corp. Our fiscal year ends on December 31.

Our auditors have issued an audit opinion which includes a statement describing our going concern status. Our financial status creates substantial doubt whether we will be able to continue as a going concern. Investors should note that we have not generated any revenues to date, and that we do not yet have any products available for sale.

As of July 22 2014, we had no cash and will need to raise additional capital, above the funds raised pursuant to this Offering within the next twelve months, whether or not we are able to sell the maximum number of Shares. The Company has no full time employees and our two current officers/directors intend to devote approximately ten - twenty hours per week to the business activities of the Company.

Our Direct Public Offering

We are offering for sale up to a maximum of 10,000,000 Shares of our common stock directly to the public. There is no underwriter involved in this Offering. We are offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all of the Shares offered by us are purchased, the gross proceeds before deducting expenses of the offering will be up to $100,000. The expenses associated with this offering are estimated to be $21,500 or approximately 21.5% of the gross proceeds of $100,000 if all the Shares offered by us are purchased. If all the Shares offered by us are not purchased, then the percentage of offering expenses to gross proceeds will be higher and a lower amount of proceeds will be realized from this offering.

This is our initial public Offering and no public market currently exists for Shares of our common stock. We can offer no assurance that an active trading market will ever develop for our common stock.

The Offering will terminate six months after this Registration Statement is declared effective by the Securities and Exchange Commission. However, we may extend the Offering for up to 90 days following the 180 DAYS Offering period.

The Offering

Total Shares of common stock outstanding prior to the Offering	20,000,000 Shares
Shares of common stock being offered by us	10,000,000 Shares
Total Shares of common stock outstanding after the Offering	30,000,000 Shares
Gross proceeds:	Gross proceeds from the sale of up to 10,000,000 Shares of our common stock will be up to $100,000. Use of proceeds from the sale of our Shares will be used as general operating capital towards the cost of manufacturing our product as well as identify a marketing agency that is ideally matched to our needs such that we are able to work to manufacture and market our Infant Medicinal Dispenser.
Risk Factors	There are substantial risk factors involved in investing in our Company. For a discussion of certain factors you should consider before buying Shares of our common stock, see the section entitled "Risk Factors."

This is a self-underwritten public Offering, with no minimum purchase requirement. Shares will be offered on a best efforts basis and we do not intend to use an underwriter for this Offering. We do not have an arrangement to place the proceeds from this Offering in an escrow, trust, or similar account. Any funds raised from the Offering will be immediately available to us for our immediate use.

As used in this prospectus, references to the "Company," "we," "our," or "us" refer to Infeed Medica Corp., unless the context otherwise indicates.

A Cautionary Note on Forward-Looking Statements

This prospectus contains forward-looking statements which relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” or “continue” or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled “Risk Factors,” that may cause our or our industry’s actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Selected Summary Financial Data

This table summarizes our operating and balance sheet data as of the periods indicated. You should read this summary financial data in conjunction with the "Plan of Operations" and our financial statements and notes thereto included elsewhere in this prospectus.

	(September 10, 2012) Through (June 30 2014)
Statement of Operations:	
Total revenues	$ —
Total operating expenses	$ 38,683
(Loss) from operations	$ (38,683)
Net (loss)	$ (38,683)
(Loss) per common share	$ (0.00)
Weighted average number of common Shares outstanding - Basic and diluted	20,000,000

	As of (June 30, 2014)
Balance Sheet:	
Cash in bank	$ —
Deferred Offering Costs	$ 5,000
Total current assets	$ 5,000
Total assets	$ 5,000
Total current liabilities	$ 41,683
Total liabilities	$ 41,683
Total stockholders' (deficit)	$ (36,683)
Total liabilities and stockholders' (deficit)	$ 5,000

RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this prospectus. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

RISKS RELATING TO OUR COMPANY

1. **We are a development stage company and may never be able to carry out our business plan or achieve any revenues or profitability; at this stage of our business, even with our good faith efforts, potential investors have a high probability of losing their entire investment.**

We are subject to all of the risks inherent in the establishment of a new business enterprise. We were established on September 10, 2012, and own a Design Patent for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication. We have not generated any revenues nor have we realized a profit from our operations to date, and there is little likelihood that we will generate any revenues or realize any profits in the short term. Any profitability in the future from our business will be dependent upon the successful manufacturing and marketing of our product. We may not be able to successfully carry out our business. There can be no assurance that we will ever achieve any revenues or profitability. Accordingly, our prospects must be considered in light of the risks, expenses, and difficulties frequently encountered in establishing a new business in our industry, and our Company is a highly speculative venture involving significant financial risk.

2. **We expect to incur operating losses in the next twelve months because we have no plan to generate revenues unless and until we successfully find manufacturers and marketing agencies to begin the design, manufacturing and marketing of our Infant Medicinal Dispenser.**

We have never generated revenues. We intend to manufacture and market our Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication. We own the right to exploit the Design Patent concept and design. However, our Infant Medicinal Dispenser is not currently available for sale and will not generate any income until we are successfully able to manufacture the product and bring it to market and until it successfully begins to sell. Until that happens, we expect to incur operating losses over the next twelve months because we have no source of revenues unless and until we are successful in finding one or more manufacturers and one or more advertising agencies. We cannot guarantee that we will ever be successful in manufacturing and marketing a product based on our Design Patent on agreeable and profitable terms to generate revenues in the future. We recognize that if we are unable to generate revenues, we will not be able to earn profits or continue operations. We can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

3. **We do not have sufficient cash to fund our operating expenses for the next twelve months, and we will require additional funds through the sale of our common stock, which requires favorable market conditions and interest in our activities by investors. We may not be able to sell our common stock and funding may not be available for continued operations.**

We have no cash on hand to fund our ongoing administrative and operating expenses or our proposed marketing and promotion campaign for the next twelve months. Because we do not expect to have any cash flow from operations within the next twelve months, we will need to raise additional capital, which may be in the form of loans from current stockholders and/or from public and private equity Offerings. Our Shareholders have however committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present. As our Shareholders have only committed verbally the arrangement may not be legally binding and if therefore they are unable to fund the Company we will need to access capital elsewhere. Our ability to access capital will depend on our success in implementing our business plan. It will also depend upon the status of the capital markets at the time such capital is sought. Should sufficient capital not be available, the implementation of our business plan could be delayed and, accordingly, the implementation of our business strategy would be adversely affected. If we are unable to raise additional funds in the future, and / or our Shareholders will not fund the Company, we may have to cease all substantive operations within a period of no longer than six months. In such event it would not be likely that investors would obtain a profitable return on their investment or a return of their investment at all.

4. **Our auditors have expressed substantial doubt about our ability to continue as a going concern, and if we do not raise net proceeds of at least $47,000 from our Offering, we may have to suspend or cease operations within twelve months.**

Our audited financial statements for the period from September 10, 2012, through June 30, 2014, were prepared using the assumption that we will continue our operations as a going concern. We were incorporated on September 10, 2012, and do not have a history of earnings. As a result, our independent accountants in their audit report have expressed substantial doubt about our ability to continue as a going concern. Continued operations are dependent on our ability to complete equity or debt financing activities or to generate profitable operations. Such capital formation activities may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. We believe that if we do not raise net proceeds of at least $47,000 from our Offering, we may have to suspend or cease operations within twelve months. Therefore, we may be unable to continue operations in the future as a going concern. If we cannot continue as a viable entity, our stockholders may lose some or all of their investment in the Company.

5. **If we are unable to obtain additional financing or generate revenue we will not have sufficient cash to continue operations, beyond twelve months.**

We will need to raise additional funds, in addition to the funds raised in this public Offering, through public or private financing, strategic relationships, or other arrangements in the near future, to support our business operations beyond the next twelve months; however, we currently do not have commitments from any manufacturers, investors or marketing agencies to assist us in raising additional capital. We cannot be certain that any such financing will be available on acceptable terms, or at all, and our failure to raise capital when needed would limit our ability to continue our operations. Failure to secure additional financing in a timely manner and on favorable terms would have a material adverse effect on our financial performance, results of operations and stock price and require us to curtail or cease operations, sell off our assets, seek protection from our creditors through bankruptcy proceedings, or otherwise. Furthermore, additional equity financing may be dilutive to the holders of our common stock, and debt financing, if available, may involve restrictive covenants, and strategic relationships, if necessary to raise additional funds, may require that we relinquish valuable rights.

6. **We have no track record that would provide a basis for assessing our ability to conduct successful business activities. We may not be successful in carrying out our business objectives.**

The revenue and income potential of our proposed business and operations are unproven as the lack of operating history makes it difficult to evaluate the future prospects of our business. There is nothing at this time on which to base an assumption that our business operations will prove to be successful or that we will ever be able to operate profitably. Accordingly, we have no track record of successful business activities, strategic decision-making by management, fund-raising ability, and other factors that would allow an investor to assess the likelihood that we will be successful in finding manufacturers and marketing agencies with the necessary experience that are interested undertaking to be involved with bringing our Infant Medicinal Dispenser to market. There is a substantial risk that we will not be successful in implementing our business plan, or if initially successful, in thereafter generating any operating revenues or in achieving profitable operations.

7. **Because we intend to use proceeds from the Offering as they are received and we are not making provisions for a refund to investors in connection with this Offering, you may lose your entire investment.**

Even though our business plan is based upon the complete subscription of the Shares offered through this Offering, the Offering makes no provisions for refund to an investor. We will utilize all amounts received from newly issued common stock purchased through this Offering even if the amount obtained through this Offering is not sufficient to enable us to go forward with our planned operations. Because we are going to manufacture and market our product, we can begin operations even with a more limited budget and continue as sufficient funds are raised. Any funds received from the sale of newly issued stock will be placed into our corporate bank account. We do not intend to escrow any funds received through this Offering. Once and if funds are received as the result of a completed sale of common stock being issued by us, those funds will be placed into our corporate bank account and may be used at the discretion of management.

8. **As a development stage company, we may experience substantial costs above those estimated in "Use of Proceeds" in our search for one or more manufacturers and one or more marketing agencies, we may not have sufficient capital to successfully complete the marketing and promotion to the point that we are able to manufacture and sell our product.**

We may experience substantial cost overruns in manufacturing and marketing our Infant Medicinal Dispenser based on Design Patent D702360 and therefore be unable to successfully complete plans to generate or raise funds to offset operational costs. We may not be able to find an ideal manufacturer and/or marketing agency for many reasons, including industry conditions, general economic conditions, and/or competition from potential manufacturers and/or marketing efforts for other products for the same target consumers, specifically caregivers and parents of small children. In addition, the commercial success of any product is often dependent upon factors beyond the control of the company attempting to market the product, including, but not limited to, market acceptance of the product concept and whether or not we reach an agreement with one or more marketing agencies that can help us adequately promote the product through prominent marketing channels and/or other methods of promotion. Even if we do succeed in raising the capital to aggressively market our plans to manufacture and market our product, we cannot ensure that the final cost for producing this product will be found to be warranted and reasonable and therefore we cannot ensure that the product, if developed, will actually find popularity and acceptance.

9. **We are a small company with limited resources and we do not yet have any manufacturers or marketing agencies interested in working with us to bring our Infant Medicinal Dispenser to market. Further, we cannot confirm that manufacturer or marketing agency that does sign an agreement with our company can compete effectively and increase market share.**

Current and potential competitors already developing, manufacturing, and marketing protective coverings and similar products have operating histories and name recognition, and a base of distributors and customers. As a result, these competitors have credibility with potential distributors and customers. Since we have not yet started to market our Infant Medicinal Dispensers, it is not possible to know whether any manufacturer and/or marketing agency with which we close a deal can successfully compete against more established corporations with operating histories, name recognition and established distributors and customers. It is possible that these competitors also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion, and sale of their products and services than Infeed Medica can. Infeed Medica may not have sufficient resources to make their investment profitable and may not be able to properly develop, manufacture or market our Design Patent concept in light of the competition. This inability might, in turn, cause our business to suffer and restrict our profitability potential.

10. **Changing consumer preferences may negatively impact our business.**

The Company's success is dependent upon our ability to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. Consumer preferences with respect to such devices are difficult to predict. As a result of changing consumer preferences, we cannot assure you that our product will achieve customer acceptance, or that it will continue to be popular with consumers for any significant period of time, or that new products will achieve an acceptable degree of market acceptance, or that if such acceptance is achieved, it will be maintained for any significant period of time. The failure of a product based on our design patent to achieve and sustain market acceptance and to produce acceptable margins could have a material adverse effect on our financial condition and results of operations.

11. **Because our Directors and officers have no/ minimal experience in running a company that licenses rights to an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, they may not be able to successfully operate such a business which could cause you to lose your investment.**

We are a development stage company and we intend to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. Julius Klein and Beth Langsam, our current Directors and Officers, have effective control over all decisions regarding both policy and operations of our Company with no oversight from other management. Our success is contingent upon the ability of these individuals to make appropriate business decisions in these areas. However, our Directors and Officers have no/minimal experience in operating a company related to the development, manufacturing and marketing of an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication.. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us.

12. a) **Because both of our Officers/Directors have other outside business activities and will only be devoting up to 20% of their time to our operations, our operations may be sporadic which may result in periodic interruptions or suspensions of our business activities.**

Our Directors and officers are only engaged in our business activities on a part-time basis. This could cause the officers a conflict of interest between the amount of time they devote to our business activities and the amount of time required to be devoted to their other activities. Julius Klein and Beth Langsam our current Directors and officers, intend to devote only approximately 20 hours per week to our business activities. Subsequent to the completion of this Offering, we intend to increase our business activities in terms of development, marketing and sales. This increase in business activities may require that either our Directors or our Officers engage in our business activities on a full-time basis or that we hire additional employees; however, at this time, we do not have sufficient funds to pursue either option. Furthermore, we do not have any employment agreements with either Mr. Klein or Ms Langsam and, as a result, they have no formal obligation or commitment to provide any particular amount of time on the Company's affairs.

b) **Our board of directors and executive officers have virtually no experience running a public company; they may not be able to successfully operate our business or fulfill our plan of operations, which could cause you to lose your investment.**

We are a development stage company and our directors and officers have no / minimal experience running a public company nor do they have experience commercially exploiting a Design Patent. Our plan of operations involves our intention to manufacture and market our Infant Medicinal Dispenser. We have not hired nor have we made any arrangements to hire anyone with expertise that we may need to be successful in achieving our plan of operations. Our success is contingent upon our future ability to engage specialists to work with our management team to make appropriate business decisions in these areas. However, our directors and officers currently have no experience in operating a company that develops or sells products in the field of our Design Patent and related fields. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us

13. **Our two Directors own 100% of the outstanding Shares of our common stock at present and after the Offering, assuming the sale of all the Shares in the Offering they will still be able to influence control of the Company.**

Our Directors presently own 100% of our outstanding common stock. If all of the 10,000,000 Shares of our common stock being offered hereby are sold, the Shares held by our Directors will constitute approximately 66% of our outstanding common stock. After sale of all stock, the current Directors will still have a majority control and will still have a majority of the voting power for all business decisions.

14. **If our intellectual property protection is inadequate, competitors may gain access to our technology and undermine our competitive position.**

We regard our current and future intellectual property as important to our success. We will rely on patent law to protect our proprietary rights. Despite our precautions, unauthorized third parties may copy certain portions of our product or reverse engineer or obtain and use information that we regard as proprietary.

In addition, the laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of the United States. Our means of protecting our proprietary rights in the United States or abroad may not be adequate and competitors may independently develop a similar technology. Any failure to protect our proprietary information and any successful intellectual property challenges or infringement proceedings against us could have a material adverse effect on our business, financial condition, or results of operations.

15. We may be subject to intellectual property litigation, such as patent infringement claims, which could adversely affect our business.

Our success will also depend in part on our ability to find manufacture and market a commercially viable product without infringing on the proprietary rights of others. Although we have not been notified of any infringement claims, other patents could exist or could be filed which would prohibit or limit our ability to develop and market our Infant Medicinal Dispenser in the future. According to our research, no existing patents prohibit or limit our ability to market our product. However, because we cannot be privy to other technologies or products that other companies or individuals may be developing or may develop in the future, we cannot ensure that future products may not infringe on our patent enough to require intellectual property litigation and/or adversely affect our business. In the event of an intellectual property dispute, we may be forced to litigate. Intellectual property litigation would divert management's attention from manufacturing and marketing our design patent against current and future payments to us. Should we be forced to incur substantial legal costs, it is not clear whether we will be successful. An adverse outcome could subject us to significant liabilities to third parties, and force us to cease operations.

16. Since all of our officers and Directors are located in Israel, any attempt to enforce liabilities upon such individuals under the U.S. securities and bankruptcy laws may be difficult.

In accordance with the Israeli Law on Enforcement of Foreign Judgments, 5718-1958, and subject to certain time limitations (the application to enforce the judgment must be made within five years of the date of judgment or such other period as might be agreed between Israel and the United States), an Israeli court may declare a foreign civil judgment enforceable if it finds that:

- the judgment was rendered by a court which was, according to the laws of the State in which the court is located, competent to render the judgment;
- the judgment may no longer be appealed;
- the obligation imposed by the judgment is enforceable according to the rules relating to the enforceability of judgments in Israel and the substance of the judgment is not contrary to public policy; and
- the judgment is executory in the State in which it was given.

An Israeli court will not declare a judgment enforceable if:

- the judgment was obtained by fraud;
- there is a finding of lack of due process;

- the judgment was rendered by a court not competent to render it according to the laws of private international law in Israel;
- the judgment is in conflict with another judgment that was given in the same matter between the same parties and that is still valid; or
- the time the action was instituted in the foreign court, a suit in the same matter and between the same parties was pending before a court or tribunal in Israel.

In general, an obligation imposed by the judgment of a United States court is enforceable according to the rules relating to the enforceability of judgments in Israel, and a United States court is considered competent to render judgments according to the laws of private international law in Israel.

Furthermore, Israeli courts may not adjudicate a claim based on a violation of U.S. securities laws if the court determines that Israel is not the most appropriate forum in which to bring such a claim. Even if an Israeli court agrees to hear such a claim, it may determine that Israeli law, not U.S. law, is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proven as a fact, which can be a time-consuming and costly process.

Since our Directors and executive officers do not reside in the United States it may be difficult for courts in the United States to obtain jurisdiction over our foreign assets or persons and, as a result, it may be difficult or impossible for you to enforce judgments rendered against us or our Directors or executive officers in United States courts. Thus, investing in us may pose a greater risk because should any situation arise in the future in which you have a cause of action against these persons or us, you may face potential difficulties in bringing lawsuits or, if successful, in collecting judgments against these persons or us.

17. If and when we begin selling our product, we may be liable for product liability claims and we presently do not maintain product liability insurance.

The Infant Medicinal Dispenser may expose us to potential liability from personal injury claims by end-users of the product. We currently have no product liability insurance to protect us against the risk that in the future a product liability claim or product recall could materially and adversely affect our business. Inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit future agreements to license and sell the product. We cannot assure you that when we successfully find manufacturers and marketing agencies and begin marketing our invention, that we will be able to obtain or maintain adequate coverage on acceptable terms, or that such insurance will provide adequate coverage against all potential claims. Moreover, even if we maintain adequate insurance, any successful claim could materially and adversely affect our reputation and prospects, and divert management's time and attention. If we are sued for any injury allegedly caused by our future products, our liability could exceed our total assets and our ability to pay the liability.

Risks Relating to our Common Stock

18. We may in the future issue additional Shares of our common stock which would reduce investors' ownership interests in the Company and which may dilute our share value. We do not need stockholder approval to issue additional Shares.

Our certificate of incorporation authorizes the issuance of 200,000,000 Shares of common stock, par value $0.0001 per share. The future issuance of all or part of our remaining authorized common stock may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. We may value any common stock issued in the future on an arbitrary basis. The issuance of common stock for future services or acquisitions or other corporate actions may have the effect of diluting the value of the Shares held by our investors, and might have an adverse effect on any trading market for our common stock.

19. Our common stock is subject to the "penny stock" rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require: (i) that a broker or dealer approve a person's account for transactions in penny stocks; and (ii) the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must: (i) obtain financial information and investment experience objectives of the person; and (ii) make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Security and Exchange Commission relating to the penny stock market, which, in highlight form: (i) sets forth the basis on which the broker or dealer made the suitability determination; and (ii) that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public Offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

20. We do not intend to pay cash dividends on our Shares of common stock but rather, we intend to finance the development and expansion of our business, delaying or perhaps preventing investors from receiving a return on their Shares.

Because we do not intend to pay any cash dividends on our Shares of common stock, our stockholders will not be able to receive a return on their Shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their Shares unless they sell them at a price higher than that which they initially paid for such Shares.

21. The Offering price of our common stock could be higher than its true value , causing investors to sustain a loss of their investment.

The price of our common stock in this Offering has not been determined by any independent financial evaluation, market mechanism or by our auditors, and is therefore, arbitrary. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. As a result, the price of the common stock in this Offering may not reflect the cost perceived by the market. There can be no assurance that the Shares offered hereby are worth the price for which they are offered and investors may therefore lose a portion or all of their investment.

22. There is no established public market for our stock and a public market may not be obtained or be liquid and therefore investors may not be able to sell their Shares.

There is no established public market for our common stock being offered under this prospectus. While we intend to apply for quotation of our common stock on the Over-The-Counter Bulletin Board system, we have not yet engaged a market maker for the purposes of submitting such application, and there is no assurance that we will qualify for quotation on the OTC Bulletin Board.

23. State securities laws may limit secondary trading, which may restrict the states in which you may sell the Shares offered by this prospectus.

If you purchase Shares of our common stock sold in this Offering, you may not be able to resell the Shares in any state unless and until the Shares of our common stock are qualified for secondary trading under the applicable securities laws of such state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in such state. Thirty-three states have what is commonly referred to as a "manual exemption" for secondary trading of securities such as those to be resold by investors. In these states, so long as the issuer obtains and maintains a listing in Mergent, Inc. or Standard and Poor's Corporate Manual, secondary trading of common stock can occur without any filing, review or approval by state regulatory authorities in these states. These states include: Alaska, Arizona, Arkansas, Colorado, Connecticut, District of Columbia, Florida, Hawaii, Idaho, Indiana, Iowa, Kansas, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nebraska, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Rhode Island, South Carolina, Texas, Utah, Washington, West Virginia, and Wyoming. Ten states provide for an exemption for non-issuer transactions in outstanding securities affected through a registered broker-dealer when the securities are subject to registration under Section 12 of the Securities Exchange Act of 1934 for at least 90 days (180 days in Alabama). These states include: Alabama, Colorado, District of Columbia, Illinois, Kansas, Missouri, New Jersey, New Mexico, Oklahoma, and Rhode Island.

We currently do not intend to register or qualify our stock in any state or seek coverage in one of the recognized securities manuals. Because the Shares of our common stock registered hereunder have not been registered for resale under the blue sky laws of any state, and we have no current plans to register or qualify our Shares in any state, the holders of such Shares and persons who desire to purchase such Shares in any trading market that might develop in the future should be aware that there may be significant state blue sky restrictions upon the ability of investors to purchase and sell such Shares. In this regard, each state's statutes and regulations must be reviewed before engaging in any securities sales activities in a state to determine what is permitted, or not permitted, in a particular state. Nevertheless, we do intend to file a Form 8-A promptly after this Registration Statement becomes effective, thereby subjecting our stock registered hereunder to registration under Section 12 of the Securities Exchange Act of 1934. Furthermore, even in those states that do not require registration or qualification for the resale of registered securities, such states may require the filing of notices or place additional conditions on the availability of exemptions. Accordingly, since many states continue to restrict the resale of securities that have not been qualified for resale, investors should consider any potential secondary market for our securities to be a limited one.

In addition, at this time we do not know in which states, if any, we will be selling the offered securities or whether our securities will be registered or exempt from registration under the laws of such state. Our Directors, reside outside of the United States, and initially intend to sell the offered securities to foreign investors. Should they be unsuccessful in selling all of the offered securities to foreign investors, they may seek to locate investors in the United States, in which case, we will then address all applicable state law registration requirements. In addition, in connection with our intent to have our securities listed on the OTCBB, a determination regarding state law registration requirements will be made in conjunction with those market makers, if any, who agree to serve as market makers for our common stock. We have not yet applied to have our securities registered in any state, and we will not do so until we receive expressions of interest from investors resident in specific states after they have reviewed our Registration Statement. We will comply with the relevant blue-sky laws of any state in which we decide to sell our securities.

24. Efforts to comply with recently enacted changes in securities laws and regulations will increase our costs and require additional management resources, and we still may fail to comply.

As directed by Section 404 of the Sarbanes-Oxley Act of 2002, the SEC has adopted rules requiring public companies to include a report of management on their internal controls over financial reporting in their annual reports on Form 10-K. In addition, the public accounting firm auditing a public company's financial statements must attest to and report on management's assessment of the effectiveness of its internal controls over financial reporting. These requirements are not presently applicable to us, but may become subject to these requirements subsequent to the effective date of this prospectus. If and when these regulations become applicable to us, our operating expenses will increase by approximately $10,000 annually and if we are unable to conclude that we have effective internal controls over financial reporting or if our independent auditors are unable to provide us with an unqualified report as to the effectiveness of our internal controls over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our securities. We have not yet begun a formal process to evaluate our internal controls over financial reporting. Given the status of our efforts, coupled with the fact that guidance from regulatory authorities in the area of internal controls continues to evolve, substantial uncertainty exists regarding our ability to comply by applicable deadlines.

25. Stockholders may have limited access to information because we are not yet a fully - reporting issuer and may not become one.

While we intend to file a Form 8-A promptly after this Registration Statement becomes effective and thereby become a "fully - reporting issuer" under Section 12 of the Securities Exchange Act of 1934, we are not currently a fully - reporting issuer and upon this Registration Statement becoming effective we will be required to comply only with the limited reporting obligations required by Section 13(a) of the Exchange Act. If we will only be subject to limited reporting obligations as a Section 15(d) fully reporting company, we will not be subject to the Section 16 short-swing provisions, going-private regulation, and the bulk of the tender offer rules under U.S. securities laws

26. Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act. .

Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective, there are fewer than 300 shareholders. If we do not become a reporting issuer and instead make a decision to suspend our public reporting, we will no longer be obligated to file periodic reports with SEC and your access to our business information will be restricted. In addition, if we do not become a reporting issuer, we will not be required to furnish proxy statements to security holders, and our directors, officers and principal beneficial owners will not be required to report their beneficial ownership of securities to the SEC pursuant to Section 16 of the Exchange Act.

27. Due to the possible necessity of obtaining and adhering to Government Regulations there may be a delay in the generating of revenues and / or the imposition of potential penalties.

Our proposed product, depending on how it is designed, may or may not relate to existing government regulations. The Design Patent details an Infant Medicinal Dispenser, it is possible government regulations will have to be considered. It is intended to be used by parents and caregivers to enable them to easily give infants measured portions of a medical dose via a familiar method – the standard bottle used to feed them other liquids. The small bottle is designed to be held easily and has convenient marking on the sides to help the caregiver or parent measure the amount of the dose to be given as well as any amount that might remain after the child drank part or all of the does. The process for determining whether any final design meets government standards and then applying for any needed certification can be lengthy arduous and costly and it can only be undertaken by our manufacturers prior to the start of production. No such applications have been made yet by the Company.

Therefore as our Business model is to generate revenues from the production and sales of our Infant Medicinal Dispenser, we would also be responsible for determining, prior to manufacturing, if there would be any delay in being able to commence anything other than limited operations until such related applications are granted. These delays will accordingly have a delay and a detrimental effect on our generating revenues and could ultimately cause our business to fail if continuously delayed. Additionally the non-compliance to these regulatory acts may impose potential penalties to the Company. Finally, prior to production, the Company agrees to undertake a study to determine if a product, based on our Design Patent, requires compliance with any existing government regulations.

28. WE ARE AN "EMERGING GROWTH COMPANY," AND ANY DECISION ON OUR PART TO COMPLY ONLY WITH CERTAIN REDUCED DISCLOSURE REQUIREMENTS APPLICABLE TO "EMERGING GROWTH COMPANIES" COULD MAKE OUR COMMON STOCK LESS ATTRACTIVE TO INVESTORS.

We are an "emerging growth company," as defined in the JOBS Act, and, for as long as we continue to be an "emerging growth company," we expect and fully intend to take advantage of exemptions from various reporting requirements applicable to other public companies but not to "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed $1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three year period.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to opt in to the extended transition period for complying with the revised accounting standards. We have elected to rely on these exemptions and reduced disclosure requirements applicable to "emerging growth companies" and expect to continue to do so.

As a result of our election our financial statements may not be comparable to companies that comply with public company effective dates and investors may find our common stock less attractive.

Use of Proceeds

The net proceeds to us from the sale of up to 10,000,000 Shares offered at a public Offering price of $0.01 per share will vary depending upon the total number of Shares sold. Regardless of the number of Shares sold, we expect to incur Offering expenses estimated at approximately $21,500, consisting of $20,000 for legal, accounting (incurred), and $1,500 of other costs in connection with this Offering (estimated transfer agent fees). The table below shows the intended net proceeds from this Offering we expect to receive for scenarios where we sell various amounts of the Shares. Since we are making this Offering without any minimum requirement, there is no guarantee that we will be successful at selling any of the securities being offered in this prospectus. Accordingly, the actual amount of proceeds we will raise in this Offering, if any, may differ.

None of the proceeds from this Offering will be used to pay the salaries to our officers and directors.

Percent of Net Proceeds Received

	40%	60%	80%	100%
Shares Sold	4,000,000	6,000,000	8,000,000	10,000,000
Gross Proceeds	$ 40,000	$ 60,000	$ 80,000	$ 100,000
Less Offering Expenses	$ (21,500)	$ (21,500)	$ (21,500)	$ (21,500)
Net Offering Proceeds	$ 18,500	$ 38,500	$ 58,500	$ 78,500

The Use of proceeds set forth below demonstrates how we intend to use the funds under the various percentages of amounts of the related Offering. All amounts listed below are estimates.

	40%	60%	80%	100%
General working capital	$ —	—	—	$ 1,420
Manufacturing and Marketing the Design Patent	$ —	—	1,420	$ 20,000
SEC compliance fees; legal, accounting, and transfer agent fees	$ —	1,420	20,000	$ 20,000
Existing Liabilities (including officer loans of $34,738)	$ 18,500	37,080	37,080	$ 37,080
Total	$ 18,500	38,500	58,500	$ 78,500

Our Offering expenses are comprised of legal and accounting expenses and transfer agent fees relating to the Offering. Our Officers and Directors will not receive any compensation for their efforts in selling our Shares.

We intend to use the proceeds of this Offering in the manner and in order of priority set forth above. We do not intend to use the proceeds to acquire assets or finance the acquisition of other businesses. At present, no material changes are contemplated. Should there be any material changes in the projected use of proceeds in connection with this Offering, we will issue an amended prospectus reflecting the new uses.

In all instances, after the effectiveness of this Registration Statement, the Company will need some amount of working capital to maintain its general existence and comply with its public reporting obligations. Our Company estimates that we will need approximately an additional $20,000 per year to cover additional expenses for public reporting, legal fees, accounting, auditing, and transfer of agent fees. The Company recognizes that if it does not raise net proceeds of at least $47,000 in this Offering, it will have to seek additional funds to cover these expenses. The $47,000 in net proceeds that we need to stay in business for twelve months is comprised of (i) $7,000 for existing liabilities, (ii) $20,000 for manufacturing the design patent, and (iii) $20,000 for SEC reporting expenses. While the existing liabilities on our balance sheet also include $34,738 in shareholder loans, the shareholders loans do not have a fixed repayment date and the deferred Offering costs will also be paid out of the gross proceeds from the Offering. The net proceeds from the Offering will not be used to pay either of these liabilities.

In addition to changing allocations because of the amount of proceeds received, we may change the use of proceeds because of required changes in our business plan. Investors should understand that we have wide discretion over the use of proceeds. Therefore, management decisions may not be in line with the initial objectives of investors who will have little ability to influence these decisions.

Determination of Offering Price

Our common stock is presently not traded on any market or securities exchange and we have not applied for listing or quotation on any public market. Our Company will be Offering the Shares of common stock being covered by this prospectus at a price of $0.01 per share. Such Offering price does not have any relationship to any established criteria of value, such as book value or earnings per share. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. No valuation or appraisal has been prepared for our business and potential business expansion.

The Offering price was determined arbitrarily based on a determination by the Board of Directors of the price at which they believe investors would be willing to purchase the Shares. Additional factors that were included in determining the Offering price are the lack of liquidity resulting from the fact that there is no present market for our stock and the high level of risk considering our lack of profitable operating history.

Dilution

Purchasers of our securities in this Offering will experience immediate and substantial dilution in the net tangible book value of their common stock from the initial public Offering price. Historical net tangible book value per share of common stock after the Offering is equal to our total tangible assets less total liabilities, divided by the number of Shares of common stock outstanding as of June 30 2014 , as adjusted to give effect to the receipt of net proceeds and issuance of shares from the sale of Shares of common stock for $0.01, which represents net proceeds after deducting estimated Offering expenses of $21,500. Dilution in net tangible book value per share represents the difference between the amount per share paid by purchasers of Shares of our common stock in this Offering and the net tangible book value per share of our common stock immediately following this Offering. The following table represents the related Dilution under each Offering scenario accordingly.

Shares Sold	4,000,000	6,000,000	8,000,000	10,000,000
Gross Proceeds Less Offering Expenses	18,500	38,500	58,500	78,500
Historical Net Tangible Book Value before the Offering	-36,683	-36,683	-36,683	-36,683
Historical Net Tangible Book Value Per Share Before the Offering	-0.0018	-0.0018	-0.0018	-0.0018
Historical Net Tangible Book Value after the Offering	-18,183	1,817	21,817	41,817
Historical Net Tangible Book Value Per Share after the Offering	-0.0008	0.0001	0.0008	0.0014
Increase per share to existing Shareholders	0.0009	0.0000	-0.0007	-0.0013
Dilution Per Share to New Shareholders	0.0108	0.0099	0.0092	0.0086
Dilution Percentage to New investors in the Offering	0.0758	-0.0070	-0.0779	-0.1394

The following table sets forth as of June 30 2014 , the number of Shares of common stock purchased from us and the total consideration paid by our existing stockholders and by new investors in this Offering if new investors purchase 100% of the Offering, before deducting Offering expenses payable by us, assuming a purchase price in this Offering of $0.01 per share of common stock.

	Shares		
	Number	Percent	Amount
Existing Stockholders	20,000,000	66%	$ 2,,000
New Investors	10,000,000	34%	$ 100,000
Total	30,000,000	100%	$ 102,000

Our Business

General Development

We were incorporated in Delaware on September 10, 2012 and are a development stage company. United States Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication was issued and assigned to Infeed Medica Corp. on April 8, 2014. Infeed Medica Corp. has exclusive rights, title and interest in and to the invention, as well as all Intellectual Property rights, free and clear of any lien, charge, claim, preemptive rights, etc. for the invention.

A prototype of our proposed product has already been developed and manufactured. The Infeed Medica Infant Medicinal Dispenser was designed to be easy to use and easy to clean. The Infeed Medica dispenser is as familiar and comfortable to the infant to use as any standard bottle. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. Because the bottle will feature easy-to-read measurements on the side of the dispenser, measuring the appropriate dosage will be fast and simple. Once the medicine is inside, the caregiver simply snaps on the cover of the bottle.

Our technology is based upon the Design Patent has the potential to become a standard product for institutions who care for children, such as hospitals and day care centers, as well as a household item in families where young children are present.

Based on the marketing plan created by the marketing agency with whom we will work, we will determine the appropriate markets most likely to purchase our product. We believe that both the home market as well as institutions can benefit from this product. We plan to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. This could be expanded to pharmacies, supermarkets, department stores, and any retail chains who feature products for infants and toddlers.

We have not generated any revenues to date and our operations have been limited to organizational, start-up, and capital formation activities. We currently have no employees other than our Officers, who are also our Directors and work only part time.

We have never declared bankruptcy, have never been in receivership, and have never been involved in any legal action or proceedings. We have not made any significant purchase or sale of assets, nor has the Company been involved in any mergers, acquisitions or consolidations. We are not a blank check Registrant as that term is defined in Rule 419(a)(2) of Regulation C of the Securities Act of 1933, because we have a specific business plan and purpose. Neither Infeed Medica Corp., nor its Officers, Directors, promoters or affiliates, has had preliminary contact or discussions with, nor do we have any present plans, proposals, arrangements or understandings with any representatives of the owners of any business or company regarding the possibility of an acquisition or merger.

The Company believes it needs approximately 6 months to maintain operations to find such partners, as explained in the Plan of Operations section below. Assuming we raise net proceeds of at least $78,500 in this Offering, we believe that we will have sufficient funds to cover operation expenses for 12 months.

Our principal offices are located at Zeev Chaklay 4/18, Jerusalem, Israel 96387. Our telephone number is 972-52-5568949. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

Business Summary and Background

Infeed Medica Corp. has already developed a prototype. Our next step is to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. These companies will be responsible for manufacturing and marketing the Infant Medicinal Dispenser. As soon as the company starts to raise equity (following the S-1 becoming effective), it will begin to use raised proceeds to find manufacturers and marketing agencies who can assist in bringing our product to market.

MANUFACTURER AND MARKETING AGENCIES

We will rely on experienced manufacturing and marketing agencies to bring our product to market. With the capital we receive from this Offering, we will seek one or more manufacturers with experience in the field of manufacturing similar products. We will also identify one or more marketing agencies with experience in identifying the appropriate markets for our product both in terms of location as well as basic profiles of most likely consumers, etc. We have already developed a prototype of our Infant Medicinal Dispenser based on US Design Patent D702360. The marketing agency will be able to use this prototype for sales while the manufacturer will be able to see a working example.

INTELLECTUAL PROPERTY

On April 8, 2014 we were granted US Design Patent D702360 that details an Infant Medicinal Dispenser made of a patented plastic material which uses a standard-size baby nipple. The bottle's shape is uniquely designed to be easy to hold. Infeed Medica Corp. was given all right; title and interest for the United States, territories..

The Design Patent D702360 details the design of an Infant Medicinal Dispenser that is easy to use and easy to clean. The Infeed Medica dispenser is familiar in shape to any bottle-fed infant or young child and comfortable for either the caregiver/parent or child to hold. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. The bottle is made of patented material that prevents sticking so that the child gets the full dosage

COMPETITION

While there are many patented infant bottles and even medical dispensers specifically designed for either infants or young children, we have not found any that offer the same benefits as the Infeed Medica Corp. Design Patent concept. For example, **United States Design Patent 428816** provides a small combined squeeze bottle and cap. However, this patent does not provide the child with the same friendly standard nipple with which he or she is likely to already be familiar.

United States Patent 5620462 was designed to enable infants and toddlers to drink liquid vitamin and medicine dispenser for infants and toddlers. It is shaped with a flexible mask to match the shape of a mouth of an infant/toddler but it also does not use the same standard nipple to which babies and toddlers get accustomed. It features a lock assembly in the flexible mask. This is something that Infeed Medica's device does not include because it features measurement indications on the side of the dispenser, enabling the caregiver or parent to only include the exact dosage prescribed by the medication manufacturer and/or doctor's instructions.

United States Patent D446685 details the design of a non-spill cup, as does United States Patent D326796. While both these patents enable the caregiver or parent to offer the child measured doses of medication, neither features the standard nipple attachment.

Patent, Trademark, License & Franchise Restrictions

Contractual Obligations & Concessions

None

We have developed a website (www.infeedmedica.com), which currently details our invention and the benefits it offers parents and caregivers. We believe that once we have a marketing agent coordinating the promotion and production of our product, management of the website will be given to this agency to further develop the site. Currently, the site is for information only, not for direct sales.

Employees

Other than our current Directors and officers, Julius Klein and Beth Langsam, we have no other full time or part-time employees. Our only employees, our Directors and officers, Julius Klein and Beth Langsam, are expected to work approximately twenty hours per week. If and when we successfully t find manufacturers and marketing agencies who are experienced and interested in manufacturing, marketing and bringing our product to market, we may need additional employees to coordinate and monitor the agreements or to continue finding other partners for additional markets not covered by any existing agreements we may sign. We do not foresee any significant changes in the number of employees or consultants we will have over the next twelve months.

Transfer Agent

We have engaged Vstock Transfer LLC, 77 Spruce Street, Suite 201, Cedarhurst, NY, 11516 as our stock transfer agent. Their telephone number is (212) 828-8436 and their fax number is (646) 536-3179. The transfer agent is responsible for all record-keeping and administrative functions in connection with our issued and outstanding common stock.

Existing or Probable Government Regulations

Our product is based on United States Design Patent D702360, which details the ornamental design of an Infant Medicinal Dispenser with a standard shape and sized nipple. The Consumer Product Safety Improvement Act of 2008 (CPSIA), enacted in 2008, is designed to allow U.S. Consumer Products Safety Commission (CPSC) to better regulate the safety of products made and imported for sale in the United States. In particular, the CPSIA contains regulations that are intended to make products for children under age 12 safer by requiring manufacturers and importers to show that these products do not have harmful levels of lead and phthalates. As our intended target consumer ranges from newborns to toddlers, our manufacturer will be responsible for ensuring that all materials used in the manufacturing of our product adhere strictly to all relevant requirements, both in terms of the materials used as well as the overall design.

The CPSC has issued warnings related to the manufacturing process of baby bottles, such as which materials are considered hazardous to an infant. As the Company will be using an experienced manufacturing company, as described in the Our Company section, the Company will include within the agreement with the manufacturer, requirements that ensure all applicable United States regulations are identified during the preliminary planning and then throughout the manufacturing process. One reason why our ideal manufacturing agency will be one that has previous experience with manufacturing baby bottles is to ensure familiarity with government regulations before manufacturing and and marketing the product.

Research and Development

We have incurred research and development activities in the production of a working prototype of the Baby Bottle Medicine Dispencer..

If we are able to raise funds in this Offering, we will retain one or more manufacturers and one or more marketing agencies to help us manufacture and bring our product, based on our United States Design Patent D702360, to market. We have not yet entered into any agreements, negotiations, or discussions with any manufacturers and/or marketing agents with respect to such development activities. We do not intend to do so until we commence this Offering. For a detailed description, see "Plan of Operation."

Description of Property

Our Principal executive offices are located at Zeev Chaklay 4/18, Jerusalem, Israel 96387, Israel Phone number: 972-52-5568949. This location is the home of the office of the Director and we have been allowed to operate out of this location at no cost to the Company. We believe that this space is adequate for our current and immediately foreseeable operating needs. We do not have any policies regarding investments in real estate, securities, or other forms of property.

Management's Discussion & Analysis or Plan of Operation

You should read the following plan of operation together with our audited financial statements and related notes appearing elsewhere in this prospectus. This plan of operation contains forward-looking statements that involve risks, uncertainties, and assumptions. The actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those presented under "Risk Factors" or elsewhere in this prospectus.

Plan of Operation

We are a development stage company that was incorporated on September 10, 2012. Our Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, was issued on April 8, 2014. The Infeed Medica Infant Medicinal Dispenser was designed to be easy to use and easy to clean. The Infeed Medica dispenser is as familiar and comfortable to the infant to use as any standard bottle. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. Because the bottle will feature easy-to-read measurements on the side of the dispenser, measuring the appropriate dosage will be fast and simple. Once the medicine is inside, the caregiver simply snaps on the cover of the bottle.
A prototype of our proposed product has already been developed and manufactured.

Our plan of operation includes the following stages. We expect to complete all stages within 9 – 11 months. We do not have an individual estimate of how long each stage will take, as this will depend on the agency we choose and the plan of action they choose or are assigned to perform.

Stage 1: Preparation: includes identifying both potential manufacturers and marketing agencies. These will be evaluated based on past experience, costs and expected benefits.

Stage 2: While the manufacturer will be responsible for creating and implementing a cost-effective plan for manufacturing the Infeed Medica Corporation's Infant Medicinal Dispenser, in parallel, we will be working to find an appropriate marketing agency that will be tasked with identifying the ideal target markets for our product and developing a detailed plan as to how optimize marketing efforts. The Company has already developed a preliminary website (www.infeedmedica.com). The marketing agency will assume responsibility for the site maintenance and content.

Stage 3: Once both the manufacturing and marketing is optimized, we will need to work with both the manufacturer and the marketing agency to maximize sales and minimize storage

	40%	60%	80%	100%
General working capital	$ —	—	—	$ 1,420
Manufacturing and Marketing the Design Patent	$ —	—	1,420	$ 20,000
SEC compliance fees; legal, accounting, and transfer agent fees	$ —	1,420	20,000	$ 20,000
Existing Liabilities (including officer loans of $34,738)	$ 18,500	37,080	37,080	$ 37,080
Total	$ 18,500	38,500	58,500	$ 78,500

We intend to use the proceeds of this Offering in the manner and in order of priority set forth above.

If net proceeds of less than $47,000 are raised from this Offering, we will attempt to raise additional capital through the private sale of our equity securities or borrowings from third party lenders. We have no commitments or arrangements from any person to provide us with any additional capital. If additional financing is not available when needed, we may need to dramatically change our business plan, sell the Company or cease operations. We do not presently have any plans, arrangements, or agreement s to sell or merge our Company.

Our auditors have issued an opinion on our financial statements which includes a statement describing our going concern status. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills and meet our other financial obligations. This is because we have not generated any revenues and no revenues are anticipated until we begin marketing the product. Accordingly, we must raise capital from sources other than the actual sale of the product. We must raise capital to implement our project and stay in business. Even if we raise the maximum amount of money in this Offering, we do not know how long the money will last, however, we do believe it will last at least twelve months.

General Working Capital

We may be wrong in our estimates of funds required in order to proceed with executing our general business plan described herein. Should we need additional funds, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities in Q4 of 2014 . The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing the additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

We can offer no assurance that we will raise any funds in this Offering. As disclosed above, we have no revenues and, as such, if we are unable to raise net proceeds of at least $47,000, we may attempt to sell the Company or be forced to file for bankruptcy within twelve months. We do not have any current intentions, negotiations, or arrangements to merge or sell the Company.

The Company has, as of June 30 2014 total liabilities of approximately $41,683 and will need to seek additional funds in addition to the gross proceeds raised from the Offering, through equity financing to satisfy these liabilities; the gross proceeds raised from this Offering will not suffice to satisfy all of the outstanding liabilities of the Company.

We are not aware of any material trend, event or capital commitment, which would potentially adversely affect liquidity. We may need additional funds. In this case, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities. The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

Quantitative and Qualitative Disclosures about Market Risk.

Management does not believe that we face any material market risk exposure with respect to derivative or other financial instruments or otherwise.

Analysis of Financial Condition and Results of Operations

The Company has had limited operations since its inception and limited funds. Since our business was formed, we have incurred the following business expenses: incorporation fees, patent fees ,research and development fees legal and accounting fees, S-1 preparation and filing fees and transfer agent and other small misc fees. The Company plans to raise equity from this Offering and through additional private placements or by the issuance of convertible debt. There are currently no arrangements in place of any form of financing; however the Company is not aware of any uncertainties and or other events that will preclude the Company from raising equity in the normal manner of its business conducts. The Company has no commitments for capital expenditures and is not aware of any material trends that will have a favorable and / or unfavorable outcome on the Company seeking in the future equity financing. The Company has limited operations and is not aware of any trends or uncertainties that will have an impact on the Company's future operations. The Company has no off balance sheet arrangements. The Company has no contractual obligations, long term debt, capital leases, operating leases, purchase obligations at this time other than its current liabilities in the amount of $41,683 reflected in the Financial Statements as at June 30 2014

Other

Except for historical information contained herein, the matters set forth above are forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ from those in the forward-looking statements.

Recently Issued Accounting Pronouncements

Comprehensive Income

In September 2012, the FASB issued "Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ("AOCI")" which improves the reporting of reclassifications out of AOCI. The amendment requires an entity to report the effect of significant reclassifications out of AOCI on the respective line items in net income. For other amounts not required to be reclassified to net income, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about these amounts. This amendment became effective January 1, 2013 and the effect of adopting this updated guidance did not have an impact on the Company's financial position or results of operations.

Presentation of Unrecognized Tax Benefits

In July 2013, the FASB issued "Income Taxes: Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carry forward, a Similar Tax Loss, or a Tax Credit Carry forward Exists" which improves the reporting of unrecognized tax benefits. The amendment requires an entity to present an unrecognized tax benefit as a reduction to deferred tax assets for NOLs or tax credit carry forward, unless the NOL or tax credit carry forward is not available under the tax law or not intended to be used as of the reporting date to settle any additional income taxes that would be due from the disallowance of a tax position. Under that exception, the unrecognized tax benefit should be presented as a liability instead of being netted against deferred tax assets for NOLs or tax credit carry forward. This amendment is effective for fiscal quarters and years beginning after December 15, 2013. The Company adopted this updated guidance early and it did not have an impact on the Company's financial position or results of operations.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

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

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on the Company's operations or its financial position. Amounts shown for machinery, equipment, and leasehold improvements and for costs and expenses reflect historical cost and do not necessarily represent replacement cost. The Company believes that the current inflation does not have a material impact on the net operating loss.

Market for Common Equity

Related Stockholder Matters

Market Information

There has been no market for our securities. Our common stock is not traded on any exchange or on the over-the-counter market. After the effective date of the Registration Statement relating to this prospectus, we hope to have a market maker file an application with the Financial Industry Regulatory Authority, FINRA for our common stock to eligible for trading. We do not yet have a market maker who has agreed to file such application. There is no assurance that a trading market will develop, or, if developed, that it will be sustained. Consequently, a purchaser of our common stock may find it difficult to resell the securities offered herein should the purchaser desire to do so when eligible for public resale.

Security Holders

As of July 22 2014 , there were 20,000,000 Shares of common stock issued and outstanding, which were held by two stockholders of record.

Dividend Policy

We have not declared or paid dividends on our common stock since our formation, and we do not anticipate paying dividends in the foreseeable future. Declaration or payment of dividends, if any, in the future, will be at the discretion of our Board of Directors and will depend on our then current financial condition, results of operations, capital requirements and other factors deemed relevant by the Board of Directors. There are no contractual restrictions on our ability to declare or pay dividends.

Securities Authorized Under Equity Compensation Plans

We have no equity compensation plans.

Directors, Executive Officers, Promoters

Control Persons

Directors and Executive Officers

The following table sets forth certain information regarding the members of our Board of Directors and our executive officers as of July 22, 2014.

Name	Age	Positions and Offices Held
Julius Klein	59	President and Director
Beth Langsam	29	Secretary, Director ,Treasurer ,and Principal Accounting and Financial Officer

Our Directors hold office until the next annual meeting of our stockholders or until their successors are duly elected and qualified. According to our bylaws, if a director is elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire board or the entire class of directors of which he is a member were then being elected.

Set forth below is a summary description of the principal occupation and business experience of each of our Directors and executive officers for at least the last five years.

Julius Klein has been our President and Director since the Company's inception on September 10, 2012. Julius Klein studied at Wayne University from August 1969 thru January 1973 where he received his Bachelors degree of accounting .From February 1973 until June 1977 Julius worked at the Internal Revenue Service where from July 1977 he continued his career as an accountant at various public accounting firms in NYC thru September 1985.From October 1985 thru present Julius has worked as a self-practitioner and runs a small accounting firm focused on US tax compliance and general consulting.

Julius Klein also has served and currently serves on the Board Of Directors since April 1993, of a non for profit organization called "Children's Bridge of Zichron Menachem ", which supports young children suffering from the cancer disease with therapeutic activities in Israel . Mr. Klein also serves on the Board of Directors of "American Friends of Bnot Chayil" a non for profit organization which caters social needs for educational support in Israel and in the US to its students.

Julius Klein also serves as CEO and Director of Triumph Ventures Corp.

The Board believes that Mr. Klein should serve as a Director and Chief Executive Officer due to his management and administrative skills all of which enable him to provide oversight and direction of the Company including overseeing its business operations and bringing the Company to its objective goals.

Beth Langsam has been our Director, Treasurer Internal Accounting Officer and Secretary since the Company's inception on September 10, 2012. From September 1998 through August 2004 Beth studied at the Bais Yaakov Maalot high school and seminary in Jerusalem where she studied Jewish studies and Jewish History.From September 2004 thru May 2005 she worked as an administrative assistant at Hirshowitz Insurance Agency .From May 2005 thru September 2008 she worked as the bookkeeper of MVS Accounting a firm providing financial and bookkeeping services and from October 2008 until present works as Chief Office Manager at ATSA accounting firm in Jerusalem which provides financial tax and accounting services to individuals and Companies .

The Board believes that Ms Langsam should serve as a Director and as an accounting and finance Officer Treasurer and Secretary due to her vast experience in administrative skills and in accounting which will both enable her to provide oversight and direction of the Company including overseeing its financial operations and reporting requirements as well as its business operations and bringing the Company to meet its financial reporting internal and external requirements accordingly.

There are no familial relationships among any of our Directors or officers. None of our Directors or officers is or has been a Director or has held any form of directorship in any other U.S. reporting companies except as mentioned above. None of our Directors or officers has been affiliated with any company that has filed for bankruptcy within the last five years. The Company is not aware of any proceedings to which any of the Company's Officers or Directors, or any associate of any such officer or Director, is a party that are adverse to the Company. We are also not aware of any material interest of any of our officers or directors that is adverse to our own interests.

Each Director of the Company serves for a term of one year or until the successor is elected at the Company's annual stockholders' meeting and is qualified, subject to removal by the Company's stockholders. Each Officer serves, at the pleasure of the Board of Directors, for a term of one year and until the successor is elected at the annual meeting of the Board of Directors and is qualified.

Audit Committee and Financial Expert

We do not have an audit committee or an audit committee financial expert. Our corporate financial affairs are simple at this stage of development and each financial transaction can be viewed by any officer or Director at will.

Code of Ethics

We do not currently have a Code of Ethics applicable to our principal executive, financial and accounting officers; however, the Company plans to implement such a code in the fourth quarter of 2014.

Potential Conflicts of Interest

Since we do not have an audit or compensation committee comprised of independent Directors, the functions that would have been performed by such committees are performed by our Board of Directors. Thus, there is a potential conflict of interest in that our Directors have the authority to determine issues concerning management compensation, in essence their own, and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our Executives or Directors.

Involvement in Certain Legal Proceedings

We are not aware of any material legal proceedings that have occurred within the past five years concerning any Director, Director nominee, or control person which involved a criminal conviction, a pending criminal proceeding, a pending or concluded administrative or civil proceeding limiting one's participation in the securities or banking industries, or a finding of securities or commodities law violations.

Executive Compensation

We have not paid, nor do we owe, any compensation to our executive officer. We have not paid any compensation to our Officers since our inception to date. We have no employment agreements with any of our executive officers or employees.

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long Term Compensation				
Name and Principal Position	Year (1)	Salary	Bonus	Stock Awards	Option Awards	NonEquity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Julius Klein President and Director and for the period September 10, 2012 thru June 30, 2014	2012	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Beth Langsam Secretary and Director and Principal Accounting and Financial Officer and for the period September 10, 2012 thru June 30, 2014	2012	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

(1) We were incorporated on September 10, 2012.

(2) No compensation has been paid in 2013 nor in 2014

Option/SAR Grants

We do not currently have a stock option plan. No individual grants of stock options, whether or not in tandem with stock appreciation rights known as SARs or freestanding SARs have been made to any executive officer or any Director since our inception; accordingly, no stock options have been granted or exercised by any of the officers or Directors since we were founded.

Long-Term Incentive Plans and Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance. No individual grants or agreement s regarding future payouts under non-stock price-based plans have been made to any Executive Officer or any Director or any employee or consultant since our inception; accordingly, no future payouts under non-stock price-based plans or agreements have been granted or entered into or exercised by our officer or Director or employees or consultants since we were founded.

Compensation of Directors

There are no arrangements pursuant to which our Director is or will be compensated in the future for any services provided as a Director.

Employment Contracts, Termination of Employment

Change-in-control Arrangements

There are currently no employment agreements or other contracts or arrangements with our Officers or Directors. There are no compensation plans or arrangements, including payments to be made by us, with respect to our Officers, Directors or Consultants that would result from the resignation, retirement or any other termination of any of our Directors, officers or consultants. There are no arrangements for our Directors, Officers, Employees or Consultants that would result from a change-in-control.

Certain Relationships and Related Transactions

Other than the transactions discussed below, we have not entered into any transaction nor are there any proposed transactions in which our Director, executive officer, stockholders or any member of the immediate family of the foregoing had or is to have a direct or indirect material interest.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Mr. Julius Klein, our President and Director, for a payment of $1,000. On January 1 2014 , Mr. Klein paid this amount to us by the reduction of the Officer loan account. We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Ms Beth Langsam, our Secretary and Director and Principal Financial Officer, for a payment of $1,000 . On January 1 2014, Ms Langsam paid this amount to us by the reduction of the Officer loan account . We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

As of June 30 2014 , loans from our two Directors and officers (Mr. Julius Klein and Ms Beth Langsam) made in cash (equally) amounted to $34,738 representing working capital advances from directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand. No formal written agreement regarding this loan was signed, however it is documented in the accounting records of the Company.

Director Independence

According to Item 407 (a)(1)(ii), we are not subject to listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our board comprised of a majority of "independent Directors." We do not believe that any of our directors currently meets the definition of "independent" as promulgated by the rules and regulations of NASDAQ.

Security Ownership of Certain Beneficial Owners and Management

(i) The following table sets forth certain information concerning the ownership of the Common Stock by (a) each person who, to the best of our knowledge, beneficially owned on that date more than 5% of our outstanding common stock, (b) each of our Directors and executive officers and (c) all current Directors and executive officers as a group. The following table is based upon an aggregate of 20,000,000 Shares of our common stock outstanding as of July 22 2014

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned or Right to Direct Vote (1)	Percent of Common Stock Beneficially Owned or Right to Direct Vote (1)
Julius Klein 3 Frank Street Jerusalem 9638743 Israel	10,000,000	50%
Ms Beth Langsam Zeev Chaklay 4/18 Jerusalem 96462 Israel	10,000,000	50%
All stockholders, and / or Directors and / or executive officers as a group (Two persons)	20,000,000	100%

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the "SEC") and generally includes voting or investment power with respect to securities. In accordance with SEC rules, Shares of common stock issuable upon the exercise of options or warrants which are currently exercisable or which become exercisable within 60 days following the date of the information in this table are deemed to be beneficially owned by, and outstanding with respect to, the holder of such option or warrant. Except as indicated by footnote, and subject to community property laws where applicable, to our knowledge, each person listed is believed to have sole voting and investment power with respect to all Shares of common stock owned by such person.

Legal Proceedings

There are no pending legal proceedings to which the Company or any Director, officer or affiliate of the Company, any owner of record or beneficial holder of more than 5% of any class of voting securities of the Company, or security holder is a party that is adverse to the Company. The Company's property is not the subject of any pending legal proceedings.

Description of Securities

The following description of our capital stock is a summary and is qualified by the provisions of our Certificate of Incorporation, with amendments, all of which have been filed as exhibits to our Registration Statement of which this prospectus is a part.

Our Common Stock

We are authorized to issue 500,000,000 Shares of our Common Stock, $0.0001 par value, of which, as of July 22 2014, 20,000,000 Shares are issued and outstanding. Holders of Shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Under Delaware Law, a corporation's stockholders may appoint Directors by cumulative voting as set forth in its certificate of incorporation, however, our certificate of incorporation does not include such a right and therefore our holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefore. In the event of our liquidation, dissolution, or winding up, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. Pursuant to Article X, Section 6 of our by-laws we have the ability to hold our shareholders liable for calls on partly paid Shares in accordance with Delaware General Corporations Law §156 and to redeem Shares called by us in accordance with Delaware General Corporations Law §160. Holders of common stock have no preemptive rights to purchase our common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

Delaware General Corporations Law §156 states that the corporation MAY (emphasis added) issue Shares as partially paid and subject to a call on the remaining amount due for the purchase of the issued Shares. At the present time, the Corporation has not intent to issue Shares for partial payment"

The restrictions on the ability of shareholders to call meetings in Article III, the authority of your board of directors to set the size of your board and appoint directors in Article V, and limitations on the ability to remove directors in Article V of Exhibit 3.2 would have an effect of delaying, deferring, or preventing a change in control.

Article III, Section 2, states, "Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president (if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding Shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting." Accordingly, it would take shareholders owning a majority of the Shares to call such a meeting. In the event that management owns a majority of the Shares entitled to vote, the minority shareholders would have no authority to call a special meeting in the event they wished to attempt to remove the management of the Company

Article V, Section 1 states, "The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders." The effect of this provision precludes the minority shareholders from being able to affect the number of directors of the Company because the current members of the Board of Directors have the sole authority to determine the number of directors. Since the minority shareholders cannot elect any directors, where the absence of cumulative voting is in existence, as currently exists, the minority shareholders can never elect a director of their choosing. This effectively precludes any takeover attempt without the approval of the directors then sitting on the Board

Our Preferred Stock

We have not authorized the issuance of Shares of preferred stock. In order to authorize the issuance of Shares of preferred stock, our stockholders and Directors will be required to amend our Certificate of Incorporation to designate and fix the relative rights, preferences and limitations of the preferred stock.

Anti-Takeover Effects Of Provisions of the Articles of Incorporation Authorized and Unissued Stock

The authorized but unissued Shares of our common stock are available for future issuance without our stockholders' approval. These additional Shares may be utilized for a variety of corporate purposes including but not limited to future public or direct Offerings to raise additional capital, corporate acquisitions and employee incentive plans. The issuance of such Shares may also be used to deter a potential takeover of the Company that may otherwise be beneficial to stockholders by diluting the Shares held by a potential suitor or issuing Shares to a stockholder that will vote in accordance with the Company's Board of Directors' desires. A takeover may be beneficial to stockholders because, among other reasons, a potential suitor may offer stockholders a premium for their Shares of stock compared to the then-existing market price.

Shares Eligible for Future Sale

Prior to this Offering, there has been no public market for our common stock. We cannot predict the effect, if any, that market sales of Shares of our common stock or the availability of Shares of our common stock for sale will have
on the market price of our common stock. Sales of substantial amounts of our common stock in the public market could adversely affect the market prices of our common stock and could impair our future ability to raise capital through the sale of our equity securities.

Upon completion of this Offering, assuming all of the offered Shares are purchased, we will have a total of 30,000,000 Shares of common stock outstanding. The 10,000,000 Shares sold in this Offering will be freely tradable without restriction, or further registration under the Securities Act, unless those Shares are acquired by our "affiliates," as that term is defined in Rule 144 under the Securities Act. The remaining 20,000,000 Shares of common stock outstanding will be restricted as a result of securities laws. Restricted securities may be sold in the public market only if they have been registered or if they qualify for an exemption from registration under Rule 144 under the Securities Act.

Rule 144

As of July 22 2014 , there are two (2) stockholders of record holding a total of 20,000,000 Shares of our common stock. All of our issued Shares of common stock are "restricted securities", as that term is defined in Rule 144 of the Rules and Regulations of the SEC promulgated under the Securities Act. All of these 20,000,000 Shares are held by our "affiliates", as such term is defined in Rule 144, and as long as the Company is a non-fully - reporting issuer and has operations for at least a year, the Shares may be sold in the public market commencing one year after their acquisition , subject to the availability of current public information, volume restrictions, and certain restrictions on the manner of sale. If the Company becomes a fully -reporting issuer, the holding period is reduced to six months, but the other restrictions remain in place.

Plan of Distribution

We are Offering for sale a maximum of 10,000,000 Shares of our common stock in a self-underwritten Offering directly to the public at a price of $0.01 per share. There is no minimum amount of Shares that we must sell in our direct Offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, Offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are Offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all 10,000,000 Shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the Offering for the balance of the Shares will terminate and no further Shares will be sold.

Our Offering price of $0.01 per share was arbitrarily decided upon by our management and is not based upon earnings or operating history, does not reflect our actual value, and bears no relation to our earnings, assets, book value, net worth, or any other recognized criteria of value. No independent investment banking firm has been retained to assist in determining the Offering price for the Shares. Such Offering price was not based on the price of the issuance to our founders. Accordingly, the Offering price should not be regarded as an indication of any future price of our stock.

We anticipate applying for trading of our common stock on the over-the-counter (OTC) Bulletin Board upon the effectiveness of the Registration Statement of which this prospectus forms. a part. To have our securities quoted on the OTC Bulletin Board we must: (1) be a company that reports its current financial information to the Securities and Exchange Commission, banking regulators or insurance regulators; and (2) has at least one market maker who completes and files a Form 211 with FINRA Regulation, Inc. The OTC Bulletin Board differs substantially from national and regional stock exchanges because it (1) operates through communication of bids, offers and confirmations between broker-dealers, rather than one centralized market or exchange; and, (2) securities admitted to quotation are offered by one or more broker-dealers rather than "specialists" which operate in stock exchanges. We have not yet engaged a market maker to assist us to apply for quotation on the OTC Bulletin Board and we are not able to determine the length of time that such application process will take. Such time frame is dependent on comments we receive, if any, from the FINRA regarding our Form 211 application.

There is currently no market for our Shares of common stock. There can be no assurance that a market for our common stock will be established or that, if established, such market will be sustained. Therefore, purchasers of our Shares registered hereunder may be unable to sell their securities, because there may not be a public market for our securities. As a result, you may find it more difficult to dispose of, or obtain accurate quotes of our common stock. Any purchaser of our securities should be in a financial position to bear the risks of losing their entire investment.

We intend to sell the Shares in this Offering through Mr. Julius Klein , and/or Ms Beth Langsam who are officers and Directors of the Company. They will receive no commission from the sale of any Shares. They will not register as a broker-dealer under section 15 of the Securities Exchange Act of 1934 in reliance upon Rule 3a4-1. Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the Offering of the issuer's securities and not be deemed to be a broker/dealer. As Mr. Julius Klein and Ms Beth Langsam are Israeli citizens and do not reside in the US, and since our operations are in Israel, this offer will primarily be directed to residents of Israel. Because a design patent from the United States is well respected, and a corporation established in the United States is one that is taken seriously, our Directors have pursued this connection. However, their primary sales connections are in Israel and as such, will be directed to this market. Should they choose to attempt to sell Shares in the United States, they are aware that this will present challenges and they may not be successful. These challenges include, but may not be limited to, having a Company incorporated in the United States with offices, directors, and officers in a foreign country, in this case, Israel, and which primarily plans sales for the Israeli market initially, as well as other factors listed in the Risk Factors sections.

The conditions are that:

1. The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,

2. The person is not compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;

3. The person is not at the time of their participation, an associated person of a broker/dealer; and,

4. The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily perform, or is intended primarily to perform at the end of the Offering, substantial duties for or on behalf of the Issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding twelve (12) months; and (C) do not participate in selling and Offering of securities for any Issuer more than once every twelve (12) months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Neither Julius Klein nor Beth Langsam are statutorily disqualified, are not being compensated, and are not associated with a broker/dealer. They are and will continue to be our officers at the end of the Offering and have not been during the last twelve months and are currently not a broker/dealer or associated with a broker/dealer. They have not during the last twelve months and will not in the next twelve months offer or sell securities for another corporation.

We will not utilize the Internet to advertise our Offering.

OFFERING PERIOD AND EXPIRATION DATE

This Offering will start on the date of this Registration Statement is declared effective by the SEC and continue for a period of 180 days. We may extend the Offering period for an additional 90 days, or unless the Offering is completed or otherwise terminated by us if we have not been able to raise the money by the end of the initial period. We will not accept any money until this Registration Statement is declared effective by the SEC. Once investors execute and deliver the subscription agreement with funds and we accept such subscription, they will be entitled to their Shares and become registered shareholders with all the rights and privileges that entails. We will issue stock certificates to investors as soon as practicable after acceptance of the subscription.

PROCEDURES FOR SUBSCRIBING

We will not accept any money until this Registration Statement is declared effective by the SEC. Once the Registration Statement is declared effective by the SEC, if you decide to subscribe for any Shares in this Offering, you must:

1. Execute and deliver a subscription agreement
2. Deliver a check or certified funds to us for acceptance or rejection.

All checks for subscriptions must be made payable to "**Infeed Medica Corp**."

Right to Reject Subscriptions

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned by us to the subscriber within 3 business days of our having received the monies, without interest or deductions.

Underwriters

We have no underwriter and do not intend to have one. In the event that we sell or intend to sell by means of any arrangement with an underwriter, then we will file a post-effective amendment to this S-1 to accurately reflect the changes to us and our financial affairs and any new risk factors, and in particular to disclose such material relevant to this Plan of Distribution.

Regulation M

We are subject to Regulation M of the Securities Exchange Act of 1934. Regulation M governs activities of underwriters, issuers, selling security holders, and others in connection with Offerings of securities. Regulation M prohibits distribution participants and their affiliated purchasers from bidding for purchasing or attempting to induce any person to bid for or purchase the securities being distribute.

Section 15(G) of the Exchange Act

Our Shares are penny stocks are covered by section 15(g) of the Securities Exchange Act of 1934 which imposes additional sales practice requirements on broker/dealers who sell the Company's securities including the delivery of a standardized disclosure document; disclosure and confirmation of quotation prices; disclosure of compensation the broker/dealer receives; and, furnishing monthly account statements. For sales of our securities, the broker/dealer must make a special suitability determination and receive from its customer a written agreement prior to making a sale. The imposition of the foregoing additional sales practices could adversely affect a shareholder's ability to dispose of his stock.

Changes In and Disagreements with Accountants On Accounting And Financial Disclosure

Weinberg and Baer, LLC. is our registered independent auditor. There have not been any changes in or disagreements with our auditors on accounting and financial disclosure or any other matter.

Indemnification for Securities Act Liabilities

Our bylaws in Article XII provide that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Legal Matters

The legal opinion rendered by Harold P. Gewerter, Esq. regarding the common stock of the Company to be registered on Form S-1 is as set forth in his opinion letter included in this prospectus.

Experts

Our financial statements as of December 31 2013, and for the period then ended and cumulative from inception (September 10 2012), appearing in this prospectus and Registration Statement have been audited by Weinberg and Baer, LLC., an independent registered Public Accounting Firm, as set forth on their report thereon appearing elsewhere in this prospectus, and are included in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

Interest of Named Experts and Counsel

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or Offering of the common stock was employed on a contingency basis or had, or is to receive, in connection with the Offering, a substantial interest, directly or indirectly, in the Registrant or any of its parents or subsidiaries. Nor was any such person connected with the Registrant or any of its parents, subsidiaries as a promoter, managing or principal underwriter, voting trustee, Director, officer, or employee.

Available Information

We have filed with the SEC a Registration Statement on Form S-1, including exhibits, schedules and amendments filed with the Registration Statement, under the Securities Act with respect to the Shares of common stock being offered. This prospectus does not contain all of the information described in the Registration Statement and the related exhibits and schedules, portions of which have been omitted as permitted by the rules and regulations of the SEC. A copy of the Registration Statement and the related exhibits, schedules and amendments may be inspected without charge at the public reference facilities maintained by the SEC in Washington D.C. at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and copies of all or any part of the Registration Statement may be obtained from these offices upon the payment of the fees prescribed by the SEC. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements and other information regarding Registrants that file electronically with the SEC. The address of the site is http://www.sec.gov

Reports to Security Holders

We will make available to securities holders an annual report, including audited financials, on Form 10-K. While we intend to file a Form 8-A promptly after this Registration Statement becomes effective and thereby become a "reporting issuer" under Section 12 of the Securities Exchange Act of 1934, we are not currently a reporting issuer and upon this Registration Statement becoming effective we will be required under Section 15(d) of the Exchange Act to file the periodic reports required by Section 13(a) of the Exchange Act with respect to each class of securities covered by our Registration Statement. These reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective there are fewer than 300 shareholders. On the other hand, if we become a reporting issuer under Section 12 of the Securities Exchange Act of 1934, we will be subject to all of the obligations incumbent on a company with securities registered under Section 12 of the Exchange Act, including the continuing obligation to file the Section 13(a) reports; the directors, officers, and principal stockholders beneficial ownership disclosure requirements of Section 16 of the Exchange Act; and the proxy rules and regulations of Section 14 of the Exchange Act.

We furnish to our shareholders the Financial Statements for the years ending December 31 2012 and December 31 2013 (audited) and for the six months ended June 30, 2014 (unaudited)

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)

INDEX TO FINANCIAL STATEMENTS
DECEMBER 31, 2013

REPORT OF REGISTERED INDEPENDENT AUDITORS

To the Board of Directors and Stockholders
of Infeed Medica Corp.:

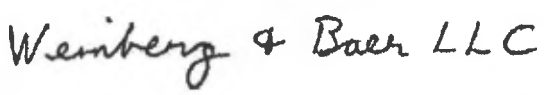
We have audited the accompanying balance sheet of Infeed Medica Corp. (a Delaware corporation in the development stage) as of December 31, 2013 and 2012, and the related statements of operations, stockholders' equity, and cash flows for the years ended December 31, 2013 and 2012, and from inception (September 10, 2012) through December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Infeed Medica Corp. as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years ended December 31, 2013 and 2012, and from inception (September 10, 2012) through December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company is in the development stage, and has not established any source of revenue to cover its operating costs. As such, it has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its planned business objectives. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Respectfully submitted,



Weinberg & Baer LLC
Baltimore, Maryland
July 6, 2014

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of December 31, 2013	As of December 31, 2012
ASSETS		
Current Assets:		
Cash	$ —	$ —
Total current assets	—	—
Total Assets	$ —	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Loans payable - related parties	$ 30,154	$ 18,088
Total current liabilities	30,154	18,088
Total liabilities	30,154	18,088
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 0 shares issued and outstanding	—	—
Common stock subscribed	2,000	2,000
Stock subscriptions receivable	(2,000)	(2,000)
(Deficit) accumulated during the development stage	(30,154)	(18,088)
Total stockholders' (deficit)	(30,154)	(18,088)
Total Liabilities and Stockholders' (Deficit)	$ —	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For The Year Ended December 31, 2013	September 10, 2012 to December 31, 2012	Cumulative From Inception
Revenues	$ —	$ —	$ —
Expenses:			
General & administrative	6,566	1,400	7,966
Research & development	5,500	16,688	22,188
Total expenses	12,066	18,088	30,154
(Loss) from Operations	(12,066)	(18,088)	(30,154)
Other Income (Expense)	—	—	—
Provision for income taxes	—	—	—
Net (Loss)	$ (12,066)	$ (18,088)	$ (30,154)
(Loss) Per Common Share:			
(Loss) per common share - Basic and Diluted	$ —	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	—	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	$ —	$ 2,000	$ (2,000)	$ (30,154)	$ (30,154)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For The Year Ended December 31, 2013	September 10, 2012 to December 31, 2012	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (12,066)	$ (18,088)	$ (30,154)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Accounts payable and accrued liabilities	—	—	—
Net Cash Used in Operating Activities	(12,066)	(18,088)	(30,154)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	12,066	18,088	30,154
Net Cash Provided by Financing Activities	12,066	18,088	30,154
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ —	$ —	$ —

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of December 31, 2013 and 2012, subscribed stock was not included in the diluted earnings per share calculation as they were anti-dilutive.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of December 31, 2013 and 2012, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the year ended December 31, 2013, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of December 31, 2013 and as of December 31, 2012, and expenses for the years ended December 31, 2013 and 2012, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of December 31, 2013, loans from related parties amounted to $30,154 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

(6) Income Taxes

The provision (benefit) for income taxes for the years ended December 31, 2013 and 2012 was as follows (assuming a 34% effective tax rate):

	2013	2012
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 4,102	$ 6,150
Change in valuation allowance	(4,102)	(6,150)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of December 31, 2013 and 2012, as follows:

	2013	2012
Loss carryforwards	$ 10,252	$ 6,150
Less - Valuation allowance	(10,252)	(6,150)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the years ended December 31, 2013 and 2012, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of December 31, 2013, the Company had approximately $30,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2033.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years are closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of December 31, 2013, the Company owed $30,154 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to Directors and officers for a $2,000 stock subscription receivable.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

On December 27, 2012, a director and officer assigned a design patent of the Company's product to the Company. The United States Patent was granted on April 8, 2014 and the patent number is D702360.

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)

INDEX TO FINANCIAL STATEMENTS
JUNE 30, 2014

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of June 30, 2014 (Unaudited)	As of December 31, 2013
ASSETS		
Current Assets:		
Deferred offering costs	$ 5,000	$ —
Total current assets	5,000	—
Total Assets	$ 5,000	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Accrued expenses	$ 6,945	$ —
Loans payable - related parties	34,738	30,154
Total current liabilities	41,683	30,154
Total liabilities	41,683	30,154
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 20,000,000 and 0 shares issued and outstanding, respectively	2,000	—
Common stock subscribed	—	2,000
Stock subscriptions receivable	—	(2,000)
(Deficit) accumulated during the development stage	(38,683)	(30,154)
Total stockholders' (deficit)	(36,683)	(30,154)
Total Liabilities and Stockholders' (Deficit)	$ 5,000	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
(Unaudited)

	For The Three Months Ended June 30, 2014	For The Three Months Ended June 30, 2013	For The Six Months Ended June 30, 2014	For The Six Months Ended June 30, 2013	Cumulative From Inception
Revenues	$ —	$ —	$ —	$ —	$ —
Expenses:					
General & administrative	6,493	—	7,504	6,566	15,470
Research & development	—	—	1,025	5,500	23,213
Total expenses	6,493	—	8,529	12,066	38,683
(Loss) from Operations	(6,493)	—	(8,529)	(12,066)	(38,683)
Other Income (Expense)	—	—	—	—	—
Provision for income taxes	—	—	—	—	—
Net (Loss)	$ (6,493)	$ —	$ (8,529)	$ (12,066)	$ (38,683)
(Loss) Per Common Share:					
(Loss) per common share - Basic and Diluted	$ (0.00)	$ —	$ (0.00)	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	20,000,000	—	20,000,000	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock issued for cash ($0.0001 per share)	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	—	2,000	(2,000)	(30,154)	(30,154)
Common stock issued for cash ($0.0001 per share)	20,000,000	2,000	(2,000)	—	—	—
Payment of stock subscriptions	—	—	—	2,000	—	2,000
Net (loss) for the period	—	—	—	—	(8,529)	(8,529)
Balance - June 30, 2014	20,000,000	$ 2,000	$ —	$ —	$ (38,683)	$ (36,683)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For The Six Months Ended June 30, 2014	For The Six Months Ended June 30, 2013	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (8,529)	$ (12,066)	$ (38,683)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Deferred offering costs	(5,000)	—	(5,000)
Accounts payable and accrued liabilities	6,945	—	6,945
Net Cash Used in Operating Activities	(6,584)	(12,066)	(36,738)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	6,584	12,066	36,738
Net Cash Provided by Financing Activities	6,584	12,066	36,738
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ 2,000	$ —	$ 2,000

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Unaudited Interim Financial Statements

The interim financial statements of the Company as of June 30, 2014, and for the period then ended, and cumulative from inception, are unaudited. However, in the opinion of management, the interim financial statements include all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the Company's financial position as of June 30, 2014, and the results of its operations and its cash flows for the period ended June 30, 2014. These results are not necessarily indicative of the results expected for the calendar year ending December 31, 2014. The accompanying financial statements and notes thereto do not reflect all disclosures required under accounting principles generally accepted in the United States. Refer to the Company's audited financial statements as of December 31, 2013, filed with the SEC, for additional information, including significant accounting policies.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. There were no dilutive financial instruments issued or outstanding for the period ended June 30, 2014.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of June 30, 2014 and December 31, 2013, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the period ended June 30, 2014, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of June 30, 2014 and December 31, 2013, and expenses for the periods ended June 30, 2014 and June 30, 2013, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of June 30, 2014, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of June 30, 2014, loans from related parties amounted to $34,738 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

(6) Income Taxes

The provision (benefit) for income taxes for the periods ended June 30, 2014 and 2013 was as follows (assuming a 34% effective tax rate):

	2014	2013
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 2,900	$ 4,102
Change in valuation allowance	(2,900)	(4,102)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of June 30, 2014 and December 31, 2013 as follows:

	2014	2013
Loss carryforwards	$ 13,152	$ 10,252
Less - Valuation allowance	(13,152)	(10,252)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the period ended June 30, 2014 and the year ended December 31, 2013, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of June 30, 2014, the Company had approximately $39,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2034.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years are closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of June 30, 2014, the Company owed $34,738 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Deasign Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

PART II

"Dealer Prospectus Delivery Obligation

Until _____, 201_, all dealers that effect transactions in these securities, whether or not participating in this Offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions."

Information Not Required in Prospectus

Item 24. Indemnification of Directors and Officers

Article XII of our Bylaws provides that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 25. Other Expenses of Issuance and Distribution

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

Nature of Expense	Amount
SEC Registration fee	$ 13
Transfer Agent Fees (Estimated)	1,500
Accounting fees and expenses	10,000
Legal fees and expenses	10,000
Total:	$ 21,513

Item 26. Recent Sales of Unregistered Securities

The following sets forth information regarding all sales of our unregistered securities during the past three years. None of the holders of the Shares issued below have subsequently transferred or disposed of their Shares and the list is also a current listing of the Company's stockholders.

On January 1 2014 , we issued a total of 20,000,000 Shares of our common stock to two individuals, including to our Principal Executive Officer and Treasurer, Secretary , Principal Financial and Accounting Officer. The purchase price for such Shares was equal to their par value, $0.0001 per share, amounting in the aggregate for all 20,000,000 Shares to $2,000. None of these transactions involved any underwriters, underwriting discounts or commissions or any public Offering, and we believe these issuances were exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made in an offshore transaction and only to the following individuals who are all non-U.S. citizens, all in accordance with the requirements of Regulation S of the Securities Act.

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned
Julius Klein	10,000,000
Beth Langsam	10,000,000

Item 27. Undertakings

The undersigned Registrant hereby undertakes to:

1. To file, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to:

a) include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

b) reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information set forth in this Registration Statement; and notwithstanding the forgoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum Offering range may be reflected in the form of prospectus filed with the commission pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate Offering price set forth in the "Calculation of Registration Fee" table in the effective registration Statement; and

c) include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered herein, and the Offering of such securities at that time shall be deemed to be the initial bona fide Offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the Offering.

4. That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, we undertake that in a primary Offering of our securities pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, we will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

i. any preliminary prospectus or prospectus of the undersigned Registrant relating to the Offering required to be filed pursuant to Rule 424 (Section 230.424 of this chapter);

ii. any free writing prospectus relating to the Offering prepared by or on our behalf or used or referred to by us;

iii. the portion of any other free writing prospectus relating to the Offering containing material information about us or our securities provided by or on behalf of us; and

iv. any other communication that is an offer in the Offering made by us to the purchaser.

5. That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

Each prospectus filed pursuant to Rule 424(b) as part of a Registration Statement relating to an Offering, other than Registration Statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the Registration Statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a Registration Statement or prospectus that is part of the Registration Statement or made in a document incorporated or deemed incorporated by reference into the Registration Statement or prospectus that is part of the Registration Statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the Registration Statement or prospectus that was part of the Registration Statement or made in any such document immediately prior to such date of first use.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities, other than the payment by us of expenses incurred or paid by one of our directors, officers, or controlling persons in the successful defense of any action, suit or proceeding, is asserted by one of our directors, officers, or control person in connection with the securities being registered, we will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act, and we will be governed by the final adjudication of such issue.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Jerusalem, State of Israel on July 22 2014.

Infeed Medica Corp.

Date July 22 2014

By: /s/ Julius Klein
Julius Klein
President (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ Julius Klein	Principal Executive Officer and Director	July 22 2014
/s/Beth Langsam	Secretary and Director , Treasurer (and Principal Accounting and Financial Officer) Beth Langsam is authorized to sign our document in the capacity of Principal Accounting and Financial Officer	July 22 2014

Exhibits Table

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Incorporation of the Company
3.2	By-Laws of the Company
3.3	Form of Common Stock Certificate of the Company
5.1	Opinion of Legal Counsel
23.1	Consent of Weinberg and Baer, LLC.
23.2	Consent of legal counsel (see Exhibit 5.1)
99.1	Subscription Agreement
99.2	Verbal (oral) Arrangements with the Company

State of Deleware

Secretary of State

Division of Corporations

Delivered 11:41 AM 09/10/2012

FILED :11:30 AM 09/10/2013

SRV 121013201-5210061 FILE

STATE OF DELEWARE

CERTIFICATE OF INCORPORATION

OF

INFEED MEDICA CORP

FIRST The name of this corporation is INFEED MEDICA CORP

SECOND Its registered office in the the State of Deleware is to be located at 113 Barksdale Professional Center Newark Deleware , County of New Castle Zip Code 19711 . The registered agent in charge thereof is Deleware Intercorp.

THIRD The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Deleware

FOURTH The amount of the total stock that this corporation is authorized to issue is 500,000,000 shares of common stock with a par value of $0.0001 per share.

FIFTH The name and mailing address of the incorporator is as follows

EINAT KRASNEY

8 PAAMONI STREET

TEL AVIV 62918

ISRAEL

I THE UNDERSIGNED for the purpose of forming a corporation under the laws of the State Of Deleware do make , file and record this Certificate , and do hereby certify that the facts herein stated are true and I have accordingly hereunto executed this Certificate this 9TH Day of SEPTEMBER 2012

By: /s/ EINAT KRASNEY
Title Incorporator

INFEED MEDICA CORP

BY-LAWS

* * * * *

A Delaware Corporation

ARTICLE I

OFFICES

Section 1

The registered office of the Corporation in the State of Delaware shall be located in the City and State designated in the Certificate of Incorporation.

Section 2

The corporation may also have offices at such other places both within and without the state of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

ANNUAL MEETINGS OF SHAREHOLDERS

Section 1

All meetings of shareholders for the election of directors shall be held at such time and at such place, either within or without the State of Delaware, as may be fixed from time to time by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Article IV, Section 6 of these Bylaws. Unless directors are elected by written consent in lieu of an annual meeting as permitted by Article IV, Section 5 of these Bylaws, an annual meeting of the stockholders for the election of the directors shall be held on a date and a time as shall be designated by the Board of Directors and stated in the notice of the meeting. Any other proper business may be transacted at the annual meeting.

Section 2

Written or printed notice of the annual meeting stating the place, date and hour of the meeting shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

Section 3

The officer who has charge of the stock ledger of the corporation shall prepare and make, or cause a third party to prepare and make, at least 10 days before every meeting of the 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.

ARTICLE III

SPECIAL MEETINGS OF SHAREHOLDERS

Section 1

Special meetings of shareholders may be held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president(if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting.

Section 3

Written or printed notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by, or at the direction of, the chairman or the president or vice president, to each shareholder of record entitled to vote at such meeting. The notice should also indicate that it is being issued by, or at the direction of, the person calling the meeting.

Section 4

The business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

Section 5

After fixing a record date for a meeting, the officer who has charge of the stock ledger of the Corporation, shall prepare an alphabetical list of the names of all its shareholders entitled to notice of the meeting, arranged by voting group with the address of and the number, class, and series, if any, of shares held by each shareholder. The stock ledger shall be the only evidence as to who are the shareholders entitled to examine the stock ledger, the list required by Section 219 of the Delaware General Corporation Law or the books of the Corporation, or to vote in person or by proxy at any shareholders' meeting.

ARTICLE IV

QUORUM AND VOTING OF STOCK

Section 1

The holders of a majority of the shares of stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall 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 30 day, 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 at the meeting as provided in Section 3 of Article III.

Section 2

If a quorum is present, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the shareholders, unless the vote of a greater or lesser number of shares of stock is required by law or the certificate of incorporation.

Section 3

Each outstanding share of stock having voting power shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact.

Section 4

The Board of Directors in advance of any shareholders' meeting may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and, on the request of any shareholder entitled to vote there-at, shall appoint one or more inspectors. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

Section 5

Unless otherwise provided in the certificate of incorporation, any action required to be taken at an annual meeting or special meeting of the stockholders of the corporation, or any action which may be taken at any annual meeting or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent or consents 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 to the corporation by delivery to its registered office in Delaware, to its principal place of business, or to an officer or agent of the corporation having custody of the book in which proceedings of meetings are recorded.

Section 6

Unless otherwise restricted in the certificate of incorporation or these Bylaws, the Board of Directors may in its sole discretion permit stockholders to participate in meetings of stockholders by means of remote communication and shall be deemed present in person and permitted to vote at such meeting, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present in person and permitted to vote at such meeting by means of remote communication is a stockholder, (ii) the corporation shall implement reasonable measures to provide such stockholders a reasonable opportunity to participate in such meeting and to vote on matters submitted to the stockholders, and (iii) if any stockholder votes or takes action at such meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

ARTICLE V

DIRECTORS

Section 1

The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders.

Section 2

Any or all of the directors may be removed, with or without cause, at any time by the vote of the shareholders at a special meeting called for that purpose. Any director may be removed for cause by the action of the directors at a special meeting called for that purpose. If elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire Board or the entire class of directors of which he is a member were then being elected. If the director being removed was elected by the holders of the shares of any class or series he cannot be removed by the directors and may be removed only by the applicable vote of the holders of shares of that class or series, voting as a class.

Section 3

Unless otherwise provided in the certificate of incorporation, newly created directorships resulting from an increase in the Board of Directors and all vacancies occurring in the Board of Directors, including vacancies caused by removal without cause, may be filled by the affirmative vote of a majority of the Board of Directors, however, if the number of directors then in office is less than a quorum then such newly created directorships and vacancies may be filled by a vote of a majority of the directors then in office. A director elected to fill a vacancy shall hold office until the next meeting of shareholders at which election of directors is the regular order of business, and until his successor shall have been elected and qualified. A director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 4

The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the shareholders.

Section 5

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1

Meetings of the Board of Directors, regular or special, may be held either within or without the State of Delaware.

Section 2

The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the directors. In the event that such meeting is not held at such time, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 3

Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

Section 4

Special meetings of the Board of Directors may be called by the chairman or the president on one (1) days notice to each director personally or by mail, or on two (2)days notice to each director by telegram, telefax, telecopier or telephone; special meetings shall be called by the chairman, the president or secretary in like manner and on like notice on the written request of two directors.

Section 5

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6

A majority of the directors shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by the certificate of incorporation. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the certificate of incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7

Unless the certificate of incorporation provides otherwise, any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 8

Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, may participate in a meeting of the Board of Directors or any committee by means of conference telephone or any other communications equipment by means of which all persons participating in a meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1

The Board of Directors, by resolution adopted by a majority of the entire board, may designate, from among its members, one or more committees, each consisting of one or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the board, except as otherwise required by law.

Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the board when required.

ARTICLE VIII

NOTICES

Section 1

Whenever, under the provisions of the statutes or of the certificate of incorporation or of these Bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by electronic transmission when such director or stockholder has consented to the delivery of notice in such form or in writing by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice given by electronic transmission shall be deemed given: (a if by facsimile telecommunication, when directed to the number at which a stockholder or director has consented to receive notice; (by) if by electronic mail, when directed to an electronic mail address at which a stockholder or director has consented to receive notice to directors may also be given by telegram, telefax, telecopier or telephone.

Section 2

Whenever any notice of a meeting is required to be given under the provisions of the statutes or under the provisions of the certificate of incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

OFFICERS

Section 1

The officers of the corporation shall be chosen by the Board of Directors and shall be a president, a secretary and a treasurer. The Board of Directors in its discretion may also elect a Chairman of the board of directors. The Board of Directors may also choose one or more vice-presidents, and one or more assistant secretaries and assistant treasurers.

Section 2

The Board of Directors at its first meeting after each annual meeting of shareholders shall choose a president, a secretary and a treasurer, none of whom need be a member of the board. Any two or more offices may be held by the same person, except the offices of president and secretary. Notwithstanding the above, when all the issued and outstanding stock of the corporation is owned by one person, such person may hold all or any combination of offices.

Section 3

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

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

Section 5

The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

CHAIRMAN OF THE BOARD OF DIRECTORS

Section 6

The Chairman of the Board of Directors shall be a director and shall preside at all meetings of the Board of Directors at which he shall be present, and shall have such power and perform such duties as may from time to time be assigned to him by the Board of Directors.

THE PRESIDENT

Section 7

The president shall be the chief executive officer of the corporation, shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board of Directors, the Board of Directors shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. He shall have the power to call special meetings of the stockholders or of the Board of Directors or of the Executive Committee at any time.

Section 8

The President shall execute bonds, mortgages and other contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

THE VICE-PRESIDENTS

Section 9

The vice-president or, if there shall be more than one, the vice-presidents in the order determined by the board of directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARIES

Section 10

The secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be.

Section 11

The assistant secretary or, if there be more than one, the assistant secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE TREASURER AND ASSISTANT TREASURERS

Section 12

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 13

He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 14

If required by the Board of Directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 15

The assistant treasurer, or, if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE X

CERTIFICATES FOR SHARES

Section 1

The shares of the corporation shall be represented by certificates signed by the chairman or vice-chairman of the board or the president or a vice-president and the secretary or an assistant secretary or the treasurer or an assistant treasurer of the corporation. When the corporation is authorized to issue shares of more than one class there shall be set forth upon the face or back of the certificate, or the certificate shall have a statement that the corporation will furnish to any shareholder upon request, the designation, relative rights, preferences and limitations of each such series so far as the same have been fixed and the authority of the board of directors to designate and fix the relative rights, preferences and limitations of other series.

Section 2

The signatures of the officers of the corporation upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of issue.

LOST CERTIFICATES

Section 3

The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

TRANSFERS OF SHARES

Section 4

Upon surrender to the corporation or the transfer agent of the corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto, and the old certificate cancelled and the transaction recorded upon the books of the corporation.

FIXING RECORD DATE

Section 5

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of any meeting nor more than sixty days prior to any other action. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board fixes a new record date for the adjourned meeting.

REGISTERED SHAREHOLDERS

Section 6

The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

LIST OF SHAREHOLDERS

Section 7

A list of shareholders as of the record date, certified by the corporate officer responsible for its preparation or by a transfer agent, shall be produced at any meeting upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list of shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

ARTICLE XI

GENERAL PROVISIONS

DIVIDENDS

Section 1

Subject to the provisions of the certificate of incorporation relating thereto, if any, dividends may be declared by the Board of Directors at any regular or special meeting, pursuant to law.

Dividends may be paid in cash, in shares of the capital stock or in the corporation's bonds or its property, including the shares or bonds of other corporations subject to any provisions of law and of the certificate of incorporation.

Section 2

Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

CHECKS

Section 3

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

FISCAL YEAR

Section 4

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XII

INDEMNIFICATION

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1

The corporation shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware as the same now exists or may hereafter be amended, indemnify any person against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation. For purposes of this Section 1, a "director" or "officer" of the corporation shall mean any person (i) who is or was a director or officer of the corporation, (ii) who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

The corporation shall be required to indemnify a director or officer in connection with an action, suit, or proceeding (or part thereof) initiated by such director or officer only if the initiation of such action, suit, or proceeding (or part thereof) by the director or officer was authorized by the Board of Directors of the corporation.

The corporation shall pay the expenses (including attorney's fees) incurred by a director or officer of the corporation entitled to indemnification hereunder in defending any action, suit or proceeding referred to in this Section 1 in advance of its final disposition; provided, however, that payment of expenses incurred by a director or officer of the corporation in advance of the final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should ultimately be determined that the director of officer is not entitled to be indemnified under this Section 1 or otherwise.

The rights conferred on any person by this Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the corporation's Certificate of Incorporation, these Bylaws, agreement, vote of the stockholders or disinterested directors or otherwise.

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

INDEMNIFICATION OF OTHERS

Section 2

The corporation shall have the power, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware as the same now exists or may hereafter be amended, to indemnify any person (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding, in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was an employee or agent of the corporation. For purposes of this Section 2, an "employee" or "agent" of the corporation (other than a director or officer) shall mean any person (i) who is or was an employee or agent of the corporation, (ii) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

INSURANCE

Section 3

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or 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 any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the General Corporation Law of Delaware.

ARTICLE XIII

AMENDMENTS

These by-laws may be amended or repealed or new by laws may be adopted at any regular or special meeting of shareholders at which a quorum is present or represented, by the vote of the holders of shares entitled to vote in the election of any directors, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting.

ARTICLE XIII

No contract or transaction shall be void or void-able if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are Directors or Officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction or his/her votes are counted for such purpose, if:

(a)the material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b)the material facts as to his/her relationship or relationships or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c)the contract or transaction is fair as to the Corporation as of the time its is authorized, approved or ratified, by the board of directors, a committee or the shareholders. Such interested directors may be counted when determining the presence of a quorum .at the board of directors or committee meeting authorizing the contract or transaction

NUMBER
CERT.9999

INFEED MEDICA CORP.

SHARES
**********9,000,000**********

INCORPORATED UNDER THE LAWS OF THE,STATE OF DELAWARE
$0.0001 PAR VALUE COMMON STOCK

COMMON STOCK
CUSIP 999999ZZ9

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION *

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF
INFEED MEDICA CORP.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: MAY 15, 2014

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

By:_____
AUTHORIZED SIGNATURE

Chief Executive Officer

Chief Financial Officer

LAW OFFICES OF
HAROLD P. GEWERTER, ESQ., LTD.

Harold P. Gewerter, Esq.
Elaine A. Dowling, Esq.

July 22, 2014

Board of Directors
Infeed Medica Corp.
Zeev Chaklay 4/18
Jerusalem 96562

Re: Registration Statement on Form S-1 for Infeed Medica Corp., a Delaware corporation (the "Company")

Dear Ladies and Gentlemen:

I have acted as counsel to the company in regards to the above referenced filing. This opinion is submitted pursuant to the applicable rules of the Securities and Exchange Commission with respect to the registration of 10,000,000 shares for direct public sale of the Company's common stock, $0.0001 par value, to be sold by the issuer.

In connection therewith, I have examined and relied upon original, certified, conformed, Photostat or other copies of the following documents:

i. The Certificate of Incorporation of the Company;
ii. The Registration Statement and the Exhibits thereto; and
iii. Such other documents and matters of law, as I have deemed necessary for the expression of the opinion herein contained.

In all such examinations, I have assumed the genuineness of all signatures on original documents, and the conformity to the originals or certified documents of all copies submitted to me as conformed, Photostat or other copies. As to the various questions of fact material to this opinion, I have relied, to the extent I deemed reasonably appropriate, upon representations or certificates of officers or directors of the Company and upon documents, records and instruments furnished to me by the Company, without verification except where such verification was readily ascertainable.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 ♦ Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

LAW OFFICES OF
HAROLD P. GEWERTER, ESQ., LTD.

Harold P. Gewerter, Esq.
Elaine A. Dowling, Esq.

Based on the foregoing, I am of the opinion that the Shares will upon the effectiveness of the registration and the issuance of the shares be duly and validly issued, duly authorized and will be fully paid and non-assessable.

This opinion is limited to federal law, including all applicable statutory provisions of the law and the reported judicial decisions interpreting such laws, as in effect on the date of the effectiveness of the registration statement, exclusive of state securities and blue-sky laws, rules and regulations, and to all facts as they presently exist.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of my name under the caption "Interests of Named Experts and Counsel " in the prospectus comprising part of the Registration Statement.

Sincerely yours,

HAROLD P. GEWERTER, ESQ., LTD.

/s/: Harold P. Gewerter
Harold P. Gewerter, Esq.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 ♦ Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

Weinberg & Baer LLC
115 Sudbrook Lane, Baltimore, MD 21208
Phone (410) 702-5660

Mr. Julius Klein
Infeed Medica Corp.
Zeev Chaklay 4/18
Jerusalem 96462

Dear Mr. Klein:

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation in the Registration Statement of Infeed Medica Corp. on Form S-1 of our report on the financial statements of the Company as its registered independent auditor dated July 6, 2014, as of and for the periods ended December 31, 2013 and 2012 and from inception to December 31, 2013. We further consent to the reference to our firm in the section on Experts.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
July 22, 2014

INFEED MEDICA

Subscription Agreement

INFEED MEDICA

Attention: Mr. Klein

Re: Prospectus, dated July 22 2014

Dear Mr. Klein

The undersigned investor in this Subscription Agreement hereby acknowledges receipt of the prospectus, dated JULY 22 2014 , of INFEED MEDICA CORP a Delaware Corporation, (the *"Prospectus"* and the *"Company"*), and subscribes for the following number of shares upon the terms and conditions set forth in the Prospectus.

The Investor agrees that this Subscription Agreement is subject to availability and acceptance by the Company.

The Investor hereby subscribes for _____ shares of the Company's common stock (*"Common Stock"*) at $0.01 per share, for an aggregate purchase price of $_____.

Payment of $_____ as payment in full of the purchase price is being made via check/Wire transfer directly to INFEED MEDICA CORP

If this subscription is rejected by the Company, in whole or in part, for any reason, all funds will be returned within three business days of the Company's receipt such funds, without interest or deduction of any kind.

Purchaser Information:

Printed Name:

Signature;

Date:

Address:

---

the foregoing Subscription is hereby accepted in full on behalf of INFEED MEDICA CORP

_____ Date
INFEED MEDICA CORP

By: /s/ Julius Klein

ORAL ARRANGEMENTS WITH THE COMPANY

(1 Lease Arrangement

The Company has an oral arrangement with the Director for the use of the Home for current operations which are minimal at no cost until the Company will raise funds pursuant to its registration Statement. The Company intends to file a copy of any new written lease agreements (with consideration) accordingly, when applicable in its future periodic report filings.

(2 Loan Agreements

The Company has oral arrangements with its Directors who will and have agreed to equally fund the current minimum required funds (Interest free) needed to meet the minimum ongoing operations of the Company for a period of not less than the following twelve months .

NUMBER
CERT.9999

INFEED MEDICA CORP.

SHARES
**********9,000,000**********

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
$0.0001 PAR VALUE COMMON STOCK

COMMON STOCK
CUSIP 999999ZZ9

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION *

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

INFEED MEDICA CORP.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: MAY 15, 2014

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

By:_____
AUTHORIZED SIGNATURE

Chief Executive Officer

Chief Financial Officer

UNITED STATES OF AMERICA

SECURITIES AND EXCHANGE COMMISSION

ATTESTATION

I HEREBY ATTEST

that:

Attached is a copy of Amendment No.1 to Form S-1, registration statement, received in this Commission on August 28, 2014, under the name of INFEED MEDICA CORP., File No. 333-197553, pursuant to the provisions of the Securities Act of 1933.

on file in this Commission

01/26/2017

Date

Mills, Larry

Digitally signed by Mills, Larry
DN: dc=GOV, dc=SEC, dc=AD, ou=Common, ou=Metro DC, ou=OSO, ou=Employee, cn=Mills, Larry, email=MillsL@SEC.GOV
Date: 2017.01.26 17:13:13 -05'00'

Larry Mills, Records & Information Management Specialist

It is hereby certified that the Secretary of the U.S. Securities and Exchange Commission, Washington, DC, which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission and was such official custodian at the time of executing the above attestation, and that he/she, and persons holding the positions of Deputy Secretary, Assistant Director, Records Officer, Branch Chief of Records Management, Records and Information Management Specialist, and the Program Analyst for the Records Officer, or anyone of them, are authorized to execute the above attestation.

For the Commission

Brent J. Fields

Secretary

As filed with the Securities and Exchange Commission on August 28 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1

Amendment # 1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Infeed Medica Corp.
(exact name of Registrant as specified in its charter)

Delaware	3841	42-1774429
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

c/o Beth Lansam
ZeevChaklay 4/18
Jerusalem 96462
Phone number: 972-52-5568949
Fax number: 972-52-5568949
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Infeed Medica Corp.
113 Barksdale Professional Center
Newark, DE 19711
Tel. 302-266-9367 302-266-9367
(Name, address, including zip code, and telephone number, Including area code, of agent for service)

Copies of communications to:
Harold P. Gewerter, Esq.
Harold P. Gewerter, Esq. Ltd.
5536 S. Ft. Apache #102
Las Vegas, NV 89148
Ph: (702) 382-1714
Fax: (702) 382-1759
HAROLD@GEWERTERLAW.COM

Approximate date of commencement of proposed sale to the public: Promptly after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [x]

If this Form is filed to register additional securities for an Offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering. The Offering will terminate 180 days after this Registration Statement is declared effective by the Securities and Exchange Commission. [ ]

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

Large accelerated filer [ ]
Non-accelerated filer [ ]
(Do not check if a smaller reporting company)

Accelerated Filer [ ]
Smaller fully- reporting company [x]

Calculation of Registration Fee

Title Of Securities To be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
Common Stock, par value $0.0001 per share (1)	10,000,000	$ 0.01	$ 100,000	$ 13.00

(1) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of computing the amount of the registration fee.

Infeed Medica Corp. (the "Registrant," 'we," "us," "our" or the "Company") does not intend to escrow any funds received through this Offering. Upon the receipt of funds as the result of a completed sale of Shares of our common stock, par value $0.0001 per share (the "Shares") being offered pursuant to an effective Registration Statement (the "Registration Statement") , those funds will be placed into our corporate bank account and may be used at the discretion of the management, from time-to-time(as per Item 501(b)(8)(iii) of Regulation S-K).

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND IS SUBJECT TO COMPLETION AND MAY BE CHANGED.

WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Preliminary Prospectus Subject To Completion Dated August 28 2014

Infeed Medica Corp.

Up to a Maximum of 10,000,000 Shares of Common Stock at $0.01 Per Share

We are offering for sale a maximum of 10,000,000 Shares of our common stock (the "Shares") in a self-underwritten Offering by the management of the Registrant directly to the public at a price of $0.01 per Share (the "Offering Price"). There is no minimum amount of Shares that we must sell in our direct Offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, the offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all 10,000,000 Shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the Offering for the balance of the Shares will terminate and no further Shares will be sold. If all of the Shares offered by us are purchased, the gross proceeds to us will be $100,000. This is our initial public offering and no public market currently exists for Shares of our common stock.

We intend for our common stock to be sold by our Officers and Directors. Such persons will not be paid any commissions for such sales.

We will pay all expenses incurred in this Offering. The Offering will terminate 180 days after this Registration Statement is declared effective by the Securities and Exchange Commission (the "Offering Period"). However, we may extend the Offering for up to 90 additional days following the expiration of the 180 day Offering Period.

At present, our Shares of common stock are not traded on any public market or securities exchange, and we have not applied for listing or quotation on any public market.

THE SECURITIES OFFERED IN THIS PROSPECTUS INVOLVE A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY CONSIDER THE FACTORS DESCRIBED UNDER THE HEADING "RISK FACTORS" BEGINNING ON PAGE 7.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

BECAUSE THERE IS NO MINIMUM NUMBER OF SHARES REQUIRED TO BE SOLD IN ORDER TO CLOSE THIS OFFERING, PROCEEDS FROM THIS OFFERING WILL NOT BE HELD IN ESCROW AND WILL BE IMMEDIATELY AVAILABLE FOR OUR USE, WITHOUT CONDITION, REGARDLESS OF THE AMOUNT OF PROCEEDS RAISED. IF WE FILE FOR BANKRUPTCY PROTECTION OR A PETITION FOR INVOLUNTARY BANKRUPTCY IS FILED BY CREDITORS AGAINST US, YOUR FUNDS WILL BECOME PART OF THE BANKRUPTCY ESTATE AND ADMINISTERED ACCORDING TO THE BANKRUPTCY LAWS. AS SUCH, YOU WILL LOSE YOUR INVESTMENT AND YOUR FUNDS WILL BE USED TO PAY CREDITORS.

The information in this prospectus is not complete and may be changed. This prospectus is included in the Registration Statement that was filed by us with the Securities and Exchange Commission. We may not sell these securities until the Registration Statement becomes effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

The date of this preliminary prospectus is August 28 , 2014

"Dealer Prospectus Delivery Obligation

Until _____, 201_, all dealers that effect transactions in these securities, whether or not participating in this Offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions."

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Prospectus Summary

The following summary highlights selected material information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "Risk Factors" section, the financial statements, and the notes to the financial statements.

Our Company

We were incorporated in Delaware on September 10, 2012 and are a development stage company. A patented bottle-like Infant Medicinal Dispenser was designed in a shape that is familiar to infants and their caregivers. The company was granted US Design Patent # D702360 and , in recognition of our design for an Infant Medicinal Dispenser. The US Patent was issued on April 8 2014.

The original inventor was Jonathan Shenker a former Officer of the Company who assigned to the Company all rights and title of the design invention in exchange of 10% of future royalties from the gross proceeds and / or sale of the product .The patent invention application was assigned on December 27 2012 to the Company whereby the Design Patent was granted on April 8 2014

See Exhibits 99.2/99.3/99.4 for the assignment agreement , the assignment in the USPTO and the Grant of the design Patent by the USPTO.

The invention for which the Design Patent was issued, is intended to assist parents and caregivers when they need to give an infant medication orally. By providing the medication in a familiar dispenser, we believe the child is more likely to take the medication and benefit. We have developed a prototype of our medical dispenser and are at the stage where we are ready to contract with an independent manufacturer to manufacture and market our product.

We plan to manufacture and market infant medication dispenser directly while working with established manufacturers and/or marketing agencies who are already familiar with the field of manufacturing baby bottles and similar items for infants and toddlers.

Our principal offices are located at ZeevChaklay 4/18, Jerusalem, Israel. Our telephone number is 972-52-5568949. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

All references to "we," "us," "our," or similar terms used in this prospectus refer to Infeed Medica Corp. Our fiscal year ends on December 31.

Our auditors have issued an audit opinion which includes a statement describing our going concern status. Our financial status creates substantial doubt whether we will be able to continue as a going concern. Investors should note that we have not generated any revenues to date, and that we do not yet have any products available for sale.

As of August 28 2014, we had no cash and will need to raise additional capital, above the funds raised pursuant to this Offering within the next twelve months, whether or not we are able to sell the maximum number of Shares. The Company has no full time employees and our two current officers/directors intend to devote approximately ten - twenty hours per week to the business activities of the Company.

Our Direct Public Offering

We are offering for sale up to a maximum of 10,000,000 Shares of our common stock directly to the public. There is no underwriter involved in this Offering. We are offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all of the Shares offered by us are purchased, the gross proceeds before deducting expenses of the offering will be up to $100,000. The expenses associated with this offering are estimated to be $21,500 or approximately 21.5% of the gross proceeds of $100,000 if all the Shares offered by us are purchased. If all the Shares offered by us are not purchased, then the percentage of offering expenses to gross proceeds will be higher and a lower amount of proceeds will be realized from this offering.

None of the proceeds of the Offering will be used to pay any compensation to our Directors / Affiliates and / or be used to repay the Directors / Affiliates Loans

This is our initial public Offering and no public market currently exists for Shares of our common stock. We can offer no assurance that an active trading market will ever develop for our common stock.

The Offering will terminate six months after this Registration Statement is declared effective by the Securities and Exchange Commission. However, we may extend the Offering for up to 90 days following the 180 DAYS Offering period if the offering is not completed in the 180 day period .

The Offering

Total Shares of common stock outstanding prior to the Offering	20,000,000 Shares
Shares of common stock being offered by us	10,000,000 Shares
Total Shares of common stock outstanding after the Offering	30,000,000 Shares
Gross proceeds:	Gross proceeds from the sale of up to 10,000,000 Shares of our common stock will be up to $100,000. Use of proceeds from the sale of our Shares will be used as general operating capital towards the cost of manufacturing our product as well as identify a marketing agency that is ideally matched to our needs such that we are able to work to manufacture and market our Infant Medicinal Dispenser.
Risk Factors	There are substantial risk factors involved in investing in our Company. For a discussion of certain factors you should consider before buying Shares of our common stock, see the section entitled "Risk Factors."

This is a self-underwritten public Offering, with no minimum purchase requirement. Shares will be offered on a best efforts basis and we do not intend to use an underwriter for this Offering. We do not have an arrangement to place the proceeds from this Offering in an escrow, trust, or similar account. Any funds raised from the Offering will be immediately available to us for our immediate use.

As used in this prospectus, references to the "Company," "we," "our," or "us" refer to Infeed Medica Corp., unless the context otherwise indicates.

A Cautionary Note on Forward-Looking Statements

This prospectus contains forward-looking statements which relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors," that may cause our or our industry's actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Selected Summary Financial Data

This table summarizes our operating and balance sheet data as of the periods indicated. You should read this summary financial data in conjunction with the "Plan of Operations" and our financial statements and notes thereto included elsewhere in this prospectus.

		(September 10, 2012) Through (June 30 2014)
Statement of Operations:		
Total revenues	$	—
Total operating expenses	$	38,683
(Loss) from operations	$	(38,683)
Net (loss)	$	(38,683)
(Loss) per common share	$	(0.00)
Weighted average number of common Shares outstanding - Basic and diluted		20,000,000

	As of (June 30, 2014)
Balance Sheet:	
Cash in bank	$ —
Deferred Offering Costs	$ 5,000
Total current assets	$ 5,000
Total assets	$ 5,000
Total current liabilities	$ 41,683
Total liabilities	$ 41,683
Total stockholders' (deficit)	$ (36,683)
Total liabilities and stockholders' (deficit)	$ 5,000

RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this prospectus. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

RISKS RELATING TO OUR COMPANY

1. **We are a development stage company and may never be able to carry out our business plan or achieve any revenues or profitability; at this stage of our business, even with our good faith efforts, potential investors have a high probability of losing their entire investment.**

We are subject to all of the risks inherent in the establishment of a new business enterprise. We were established on September 10, 2012, and own a Design Patent for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication. We have not generated any revenues nor have we realized a profit from our operations to date, and there is little likelihood that we will generate any revenues or realize any profits in the short term. Any profitability in the future from our business will be dependent upon the successful manufacturing and marketing of our product. We may not be able to successfully carry out our business. There can be no assurance that we will ever achieve any revenues or profitability. Accordingly, our prospects must be considered in light of the risks, expenses, and difficulties frequently encountered in establishing a new business in our industry, and our Company is a highly speculative venture involving significant financial risk.

2. **We expect to incur operating losses in the next twelve months because we have no plan to generate revenues unless and until we successfully find manufacturers and marketing agencies to begin the design, manufacturing and marketing of our Infant Medicinal Dispenser.**

We have never generated revenues. We intend to manufacture and market our Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication. We own the right to exploit the Design Patent concept and design. However, our Infant Medicinal Dispenser is not currently available for sale and will not generate any income until we are successfully able to manufacture the product and bring it to market and until it successfully begins to sell. Until that happens, we expect to incur operating losses over the next twelve months because we have no source of revenues unless and until we are successful in finding one or more manufacturers and one or more advertising agencies. We cannot guarantee that we will ever be successful in manufacturing and marketing a product based on our Design Patent on agreeable and profitable terms to generate revenues in the future. We recognize that if we are unable to generate revenues, we will not be able to earn profits or continue operations. We can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

3. **We do not have sufficient cash to fund our operating expenses for the next twelve months, and we will require additional funds through the sale of our common stock, which requires favorable market conditions and interest in our activities by investors. We may not be able to sell our common stock and funding may not be available for continued operations.**

We have no cash on hand to fund our ongoing administrative and operating expenses or our proposed marketing and promotion campaign for the next twelve months. Because we do not expect to have any cash flow from operations within the next twelve months, we will need to raise additional capital, which may be in the form of loans from current stockholders and/or from public and private equity Offerings. Our two Directors have however committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present. As they have only committed verbally the arrangement may not be legally binding and if therefore they are unable to fund the Company we will need to access capital elsewhere. Our ability to access capital will depend on our success in implementing our business plan. It will also depend upon the status of the capital markets at the time such capital is sought. Should sufficient capital not be available, the implementation of our business plan could be delayed and, accordingly, the implementation of our business strategy would be adversely affected. If we are unable to raise additional funds in the future, and / or our two Directors will not fund the Company, we may have to cease all substantive operations within a period of no longer than six months. In such event it would not be likely that investors would obtain a profitable return on their investment or a return of their investment at all.

4. **Our auditors have expressed substantial doubt about our ability to continue as a going concern.**

Our audited financial statements for the period from September 10, 2012, through June 30, 2014, were prepared using the assumption that we will continue our operations as a going concern. We were incorporated on September 10, 2012, and do not have a history of earnings. As a result, our independent accountants in their audit report have expressed substantial doubt about our ability to continue as a going concern. Continued operations are dependent on our ability to complete equity or debt financing activities or to generate profitable operations. Such capital formation activities may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. Nevertheless our affiliates have committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present.(See above risk factor 3)

5. **If we are unable to obtain additional financing or generate revenue we will not have sufficient cash to continue operations, beyond twelve months.**

We will need to raise additional funds, in addition to the funds raised in this public Offering, through public or private financing, strategic relationships, or other arrangements in the near future, to support our business operations beyond the next twelve months; however, we currently do not have commitments from any manufacturers, investors or marketing agencies to assist us in raising additional capital. We cannot be certain that any such financing will be available on acceptable terms, or at all, and our failure to raise capital when needed would limit our ability to continue our operations. Failure to secure additional financing in a timely manner and on favorable terms would have a material adverse effect on our financial performance, results of operations and stock price and require us to curtail or cease operations, sell off our assets, seek protection from our creditors through bankruptcy proceedings, or otherwise. Furthermore, additional equity financing may be dilutive to the holders of our common stock, and debt financing, if available, may involve restrictive covenants, and strategic relationships, if necessary to raise additional funds, may require that we relinquish valuable rights.

6. **We have no track record that would provide a basis for assessing our ability to conduct successful business activities. We may not be successful in carrying out our business objectives.**

The revenue and income potential of our proposed business and operations are unproven as the lack of operating history makes it difficult to evaluate the future prospects of our business. There is nothing at this time on which to base an assumption that our business operations will prove to be successful or that we will ever be able to operate profitably. Accordingly, we have no track record of successful business activities, strategic decision-making by management, fund-raising ability, and other factors that would allow an investor to assess the likelihood that we will be successful in finding manufacturers and marketing agencies with the necessary experience that are interested undertaking to be involved with bringing our Infant Medicinal Dispenser to market. There is a substantial risk that we will not be successful in implementing our business plan, or if initially successful, in thereafter generating any operating revenues or in achieving profitable operations.

7. **Because we intend to use proceeds from the Offering as they are received and we are not making provisions for a refund to investors in connection with this Offering, you may lose your entire investment.**

Even though our business plan is based upon the complete subscription of the Shares offered through this Offering, the Offering makes no provisions for refund to an investor. We will utilize all amounts received from newly issued common stock purchased through this Offering even if the amount obtained through this Offering is not sufficient to enable us to go forward with our planned operations. Because we are going to manufacture and market our product, we can begin operations even with a more limited budget and continue as sufficient funds are raised. Any funds received from the sale of newly issued stock will be placed into our corporate bank account. We do not intend to escrow any funds received through this Offering. Once and if funds are received as the result of a completed sale of common stock being issued by us, those funds will be placed into our corporate bank account and may be used at the discretion of management.

8. **As a development stage company, we may experience substantial costs above those estimated in "Use of Proceeds" in our search for one or more manufacturers and one or more marketing agencies, we may not have sufficient capital to successfully complete the marketing and promotion to the point that we are able to manufacture and sell our product.**

We may experience substantial cost overruns in manufacturing and marketing our Infant Medicinal Dispenser based on Design Patent D702360 and therefore be unable to successfully complete plans to generate or raise funds to offset operational costs. We may not be able to find an ideal manufacturer and/or marketing agency for many reasons, including industry conditions, general economic conditions, and/or competition from potential manufacturers and/or marketing efforts for other products for the same target consumers, specifically caregivers and parents of small children. In addition, the commercial success of any product is often dependent upon factors beyond the control of the company attempting to market the product, including, but not limited to, market acceptance of the product concept and whether or not we reach an agreement with one or more marketing agencies that can help us adequately promote the product through prominent marketing channels and/or other methods of promotion. Even if we do succeed in raising the capital to aggressively market our plans to manufacture and market our product, we cannot ensure that the final cost for producing this product will be found to be warranted and reasonable and therefore we cannot ensure that the product, if developed, will actually find popularity and acceptance.

9. **We are a small company with limited resources and we do not yet have any manufacturers or marketing agencies interested in working with us to bring our Infant Medicinal Dispenser to market. Further, we cannot confirm that manufacturer or marketing agency that does sign an agreement with our company can compete effectively and increase market share.**

Current and potential competitors already developing, manufacturing, and marketing protective coverings and similar products have operating histories and name recognition, and a base of distributors and customers. As a result, these competitors have credibility with potential distributors and customers. Since we have not yet started to market our Infant Medicinal Dispensers, it is not possible to know whether any manufacturer and/or marketing agency with which we close a deal can successfully compete against more established corporations with operating histories, name recognition and established distributors and customers. It is possible that these competitors also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion, and sale of their products and services than Infeed Medica can. Infeed Medica may not have sufficient resources to make their investment profitable and may not be able to properly develop, manufacture or market our Design Patent concept in light of the competition. This inability might, in turn, cause our business to suffer and restrict our profitability potential.

10. **Changing consumer preferences may negatively impact our business.**

The Company's success is dependent upon our ability to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. Consumer preferences with respect to such devices are difficult to predict. As a result of changing consumer preferences, we cannot assure you that our product will achieve customer acceptance, or that it will continue to be popular with consumers for any significant period of time, or that new products will achieve an acceptable degree of market acceptance, or that if such acceptance is achieved, it will be maintained for any significant period of time. The failure of a product based on our design patent to achieve and sustain market acceptance and to produce acceptable margins could have a material adverse effect on our financial condition and results of operations.

11. **Because our Directors and officers have no/ minimal experience in running a company that licenses rights to an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, they may not be able to successfully operate such a business which could cause you to lose your investment.**

We are a development stage company and we intend to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. Julius Klein and Beth Langsam, our current Directors and Officers, have effective control over all decisions regarding both policy and operations of our Company with no oversight from other management. Our success is contingent upon the ability of these individuals to make appropriate business decisions in these areas. However, our Directors and Officers have no/minimal experience in operating a company related to the development, manufacturing and marketing of an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication.. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us.

12. a) **Because both of our Officers/Directors have other outside business activities and will only be devoting up to 20% of their time to our operations, our operations may be sporadic which may result in periodic interruptions or suspensions of our business activities.**

Our Directors and officers are only engaged in our business activities on a part-time basis. This could cause the officers a conflict of interest between the amount of time they devote to our business activities and the amount of time required to be devoted to their other activities. Julius Klein and Beth Langsamour current Directors and officers, intend to devote only approximately 20 hours per week to our business activities. Subsequent to the completion of this Offering, we intend to increase our business activities in terms of development, marketing and sales. This increase in business activities may require that either our Directors or our Officers engage in our business activities on a full-time basis or that we hire additional employees; however, at this time, we do not have sufficient funds to pursue either option. Furthermore, we do not have any employment agreements with either Mr. Klein or MsLangsam and, as a result, they have no formal obligation or commitment to provide any particular amount of time on the Company's affairs.

b) **Our board of directors and executive officers have virtually no experience running a public company; they may not be able to successfully operate our business or fulfill our plan of operations, which could cause you to lose your investment.**

We are a development stage company and our directors and officers have no / minimal experience running a public company nor do they have experience commercially exploiting a Design Patent. Our plan of operations involves our intention to manufacture and market our Infant Medicinal Dispenser. We have not hired nor have we made any arrangements to hire anyone with expertise that we may need to be successful in achieving our plan of operations. Our success is contingent upon our future ability to engage specialists to work with our management team to make appropriate business decisions in these areas. However, our directors and officers currently have no experience in operating a company that develops or sells products in the field of our Design Patent and related fields. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us

13. Our two Directors own 100% of the outstanding Shares of our common stock at present and after the Offering, assuming the sale of all the Shares in the Offering they will still be able to influence control of the Company.

Our Directors presently own 100% of our outstanding common stock. If all of the 10,000,000 Shares of our common stock being offered hereby are sold, the Shares held by our Directors will constitute approximately 66% of our outstanding common stock. After sale of all stock, the current Directors will still have a majority control and will still have a majority of the voting power for all business decisions.

14. If our intellectual property protection is inadequate, competitors may gain access to our technology and undermine our competitive position.

We regard our current and future intellectual property as important to our success. We will rely on patent law to protect our proprietary rights. Despite our precautions, unauthorized third parties may copy certain portions of our product or reverse engineer or obtain and use information that we regard as proprietary.

In addition, the laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of the United States. Our means of protecting our proprietary rights in the United States or abroad may not be adequate and competitors may independently develop a similar technology. Any failure to protect our proprietary information and any successful intellectual property challenges or infringement proceedings against us could have a material adverse effect on our business, financial condition, or results of operations.

15. We may be subject to intellectual property litigation, such as patent infringement claims, which could adversely affect our business.

Our success will also depend in part on our ability to find manufacture and market a commercially viable product without infringing on the proprietary rights of others. Although we have not been notified of any infringement claims, other patents could exist or could be filed which would prohibit or limit our ability to develop and market our Infant Medicinal Dispenser in the future. According to our research, no existing patents prohibit or limit our ability to market our product. However, because we cannot be privy to other technologies or products that other companies or individuals may be developing or may develop in the future, we cannot ensure that future products may not infringe on our patent enough to require intellectual property litigation and/or adversely affect our business. In the event of an intellectual property dispute, we may be forced to litigate. Intellectual property litigation would divert management's attention from manufacturing and marketing our design patent against current and future payments to us. Should we be forced to incur substantial legal costs, it is not clear whether we will be successful. An adverse outcome could subject us to significant liabilities to third parties, and force us to cease operations.

16. Since all of our officers and Directors are located in Israel, any attempt to enforce liabilities upon such individuals under the U.S. securities and bankruptcy laws may be difficult.

In accordance with the Israeli Law on Enforcement of Foreign Judgments, 5718-1958, and subject to certain time limitations (the application to enforce the judgment must be made within five years of the date of judgment or such other period as might be agreed between Israel and the United States), an Israeli court may declare a foreign civil judgment enforceable if it finds that:

- the judgment was rendered by a court which was, according to the laws of the State in which the court is located, competent to render the judgment;

- the judgment may no longer be appealed;
- the obligation imposed by the judgment is enforceable according to the rules relating to the enforceability of judgments in Israel and the substance of the judgment is not contrary to public policy; and
- the judgment is executory in the State in which it was given.

An Israeli court will not declare a judgment enforceable if:

- the judgment was obtained by fraud;
- there is a finding of lack of due process;
- the judgment was rendered by a court not competent to render it according to the laws of private international law in Israel;
- the judgment is in conflict with another judgment that was given in the same matter between the same parties and that is still valid; or
- the time the action was instituted in the foreign court, a suit in the same matter and between the same parties was pending before a court or tribunal in Israel.

In general, an obligation imposed by the judgment of a United States court is enforceable according to the rules relating to the enforceability of judgments in Israel, and a United States court is considered competent to render judgments according to the laws of private international law in Israel.

Furthermore, Israeli courts may not adjudicate a claim based on a violation of U.S. securities laws if the court determines that Israel is not the most appropriate forum in which to bring such a claim. Even if an Israeli court agrees to hear such a claim, it may determine that Israeli law, not U.S. law, is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proven as a fact, which can be a time-consuming and costly process.

Since our Directors and executive officers do not reside in the United States it may be difficult for courts in the United States to obtain jurisdiction over our foreign assets or persons and, as a result, it may be difficult or impossible for you to enforce judgments rendered against us or our Directors or executive officers in United States courts. Thus, investing in us may pose a greater risk because should any situation arise in the future in which you have a cause of action against these persons or us, you may face potential difficulties in bringing lawsuits or, if successful, in collecting judgments against these persons or us.

17. If and when we begin selling our product, we may be liable for product liability claims and we presently do not maintain product liability insurance.

The Infant Medicinal Dispenser may expose us to potential liability from personal injury claims by end-users of the product. We currently have no product liability insurance to protect us against the risk that in the future a product liability claim or product recall could materially and adversely affect our business. Inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit future agreements to license and sell the product. We cannot assure you that when we successfully find manufacturers and marketing agencies and begin marketing our invention, that we will be able to obtain or maintain adequate coverage on acceptable terms, or that such insurance will provide adequate coverage against all potential claims. Moreover, even if we maintain adequate insurance, any successful claim could materially and adversely affect our reputation and prospects, and divert management's time and attention. If we are sued for any injury allegedly caused by our future products, our liability could exceed our total assets and our ability to pay the liability.

Risks Relating to our Common Stock

18. We may in the future issue additional Shares of our common stock which would reduce investors' ownership interests in the Company and which may dilute our share value. We do not need stockholder approval to issue additional Shares.

Our certificate of incorporation authorizes the issuance of 500,000,000 Shares of common stock, par value $0.0001 per share. The future issuance of all or part of our remaining authorized common stock may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. We may value any common stock issued in the future on an arbitrary basis. The issuance of common stock for future services or acquisitions or other corporate actions may have the effect of diluting the value of the Shares held by our investors, and might have an adverse effect on any trading market for our common stock.

19. Our common stock is subject to the "penny stock" rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require: (i) that a broker or dealer approve a person's account for transactions in penny stocks; and (ii) the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must: (i) obtain financial information and investment experience objectives of the person; and (ii) make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Security and Exchange Commission relating to the penny stock market, which, in highlight form: (i) sets forth the basis on which the broker or dealer made the suitability determination; and (ii) that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public Offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

20. We do not intend to pay cash dividends on our Shares of common stock but rather, we intend to finance the development and expansion of our business, delaying or perhaps preventing investors from receiving a return on their Shares.

Because we do not intend to pay any cash dividends on our Shares of common stock, our stockholders will not be able to receive a return on their Shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their Shares unless they sell them at a price higher than that which they initially paid for such Shares.

21. The Offering price of our common stock could be higher than its true value , causing investors to sustain a loss of their investment.

The price of our common stock in this Offering has not been determined by any independent financial evaluation, market mechanism or by our auditors, and is therefore, arbitrary. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. As a result, the price of the common stock in this Offering may not reflect the cost perceived by the market. There can be no assurance that the Shares offered hereby are worth the price for which they are offered and investors may therefore lose a portion or all of their investment.

22. There is no established public market for our stock and a public market may not be obtained or be liquid and therefore investors may not be able to sell their Shares.

There is no established public market for our common stock being offered under this prospectus. While we intend to apply for quotation of our common stock on the Over-The-Counter Bulletin Board system, we have not yet engaged a market maker for the purposes of submitting such application, and there is no assurance that we will qualify for quotation on the OTC Bulletin Board.

23. State securities laws may limit secondary trading, which may restrict the states in which you may sell the Shares offered by this prospectus.

If you purchase Shares of our common stock sold in this Offering, you may not be able to resell the Shares in any state unless and until the Shares of our common stock are qualified for secondary trading under the applicable securities laws of such state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in such state. Thirty-three states have what is commonly referred to as a "manual exemption" for secondary trading of securities such as those to be resold by investors. In these states, so long as the issuer obtains and maintains a listing in Mergent, Inc. or Standard and Poor's Corporate Manual, secondary trading of common stock can occur without any filing, review or approval by state regulatory authorities in these states. These states include: Alaska, Arizona, Arkansas, Colorado, Connecticut, District of Columbia, Florida, Hawaii, Idaho, Indiana, Iowa, Kansas, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nebraska, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Rhode Island, South Carolina, Texas, Utah, Washington, West Virginia, and Wyoming. Ten states provide for an exemption for non-issuer transactions in outstanding securities affected through a registered broker-dealer when the securities are subject to registration under Section 12 of the Securities Exchange Act of 1934 for at least 90 days (180 days in Alabama). These states include: Alabama, Colorado, District of Columbia, Illinois, Kansas, Missouri, New Jersey, New Mexico, Oklahoma, and Rhode Island.

We currently do not intend to register or qualify our stock in any state or seek coverage in one of the recognized securities manuals. Because the Shares of our common stock registered hereunder have not been registered for resale under the blue sky laws of any state, and we have no current plans to register or qualify our Shares in any state, the holders of such Shares and persons who desire to purchase such Shares in any trading market that might develop in the future should be aware that there may be significant state blue sky restrictions upon the ability of investors to purchase and sell such Shares. In this regard, each state's statutes and regulations must be reviewed before engaging in any securities sales activities in a state to determine what is permitted, or not permitted, in a particular state. Nevertheless, we do intend to file a Form 8-A promptly after this Registration Statement becomes effective, thereby subjecting our stock registered hereunder to registration under Section 12 of the Securities Exchange Act of 1934. Furthermore, even in those states that do not require registration or qualification for the resale of registered securities, such states may require the filing of notices or place additional conditions on the availability of exemptions. Accordingly, since many states continue to restrict the resale of securities that have not been qualified for resale, investors should consider any potential secondary market for our securities to be a limited one.

In addition, at this time we do not know in which states, if any, we will be selling the offered securities or whether our securities will be registered or exempt from registration under the laws of such state. Our Directors, reside outside of the United States, and initially intend to sell the offered securities to foreign investors. Should they be unsuccessful in selling all of the offered securities to foreign investors, they may seek to locate investors in the United States, in which case, we will then address all applicable state law registration requirements. In addition, in connection with our intent to have our securities listed on the OTCBB, a determination regarding state law registration requirements will be made in conjunction with those market makers, if any, who agree to serve as market makers for our common stock. We have not yet applied to have our securities registered in any state, and we will not do so until we receive expressions of interest from investors resident in specific states after they have reviewed our Registration Statement. We will comply with the relevant blue-sky laws of any state in which we decide to sell our securities.

24. Efforts to comply with recently enacted changes in securities laws and regulations will increase our costs and require additional management resources, and we still may fail to comply.

As directed by Section 404 of the Sarbanes-Oxley Act of 2002, the SEC has adopted rules requiring public companies to include a report of management on their internal controls over financial reporting in their annual reports on Form 10-K. In addition, the public accounting firm auditing a public company's financial statements must attest to and report on management's assessment of the effectiveness of its internal controls over financial reporting. These requirements are not presently applicable to us, but may become subject to these requirements subsequent to the effective date of this prospectus. If and when these regulations become applicable to us, our operating expenses will increase by approximately $10,000 annually and if we are unable to conclude that we have effective internal controls over financial reporting or if our independent auditors are unable to provide us with an unqualified report as to the effectiveness of our internal controls over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our securities. We have not yet begun a formal process to evaluate our internal controls over financial reporting. Given the status of our efforts, coupled with the fact that guidance from regulatory authorities in the area of internal controls continues to evolve, substantial uncertainty exists regarding our ability to comply by applicable deadlines.

25. Stockholders may have limited access to information because we are not yet a fully - reporting issuer and may not become one.

While we intend to file a Form 8-A promptly after this Registration Statement becomes effective and thereby become a "fully - reporting issuer" under Section 12 of the Securities Exchange Act of 1934, we are not currently a fully - reporting issuer and upon this Registration Statement becoming effective we will be required to comply only with the limited reporting obligations required by Section 13(a) of the Exchange Act. If we will only be subject to limited reporting obligations as a Section 15(d) fully reporting company, we will not be subject to the Section 16 short-swing provisions, going-private regulation, and the bulk of the tender offer rules under U.S. securities laws

26. Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act.

Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective, there are fewer than 300 shareholders. If we do not become a reporting issuer and instead make a decision to suspend our public reporting, we will no longer be obligated to file periodic reports with SEC and your access to our business information will be restricted. In addition, if we do not become a reporting issuer, we will not be required to furnish proxy statements to security holders, and our directors, officers and principal beneficial owners will not be required to report their beneficial ownership of securities to the SEC pursuant to Section 16 of the Exchange Act.

27. Due to the possible necessity of obtaining and adhering to Government Regulations there may be a delay in the generating of revenues and / or the imposition of potential penalties.

Our proposed product, depending on how it is finally manufactured for marketing , may or may not relate to existing government regulations. The Design Patent details an Infant Medicinal Dispenser, it is possible government regulations will have to be considered. It is intended to be used by parents and caregivers to enable them to easily give infants measured portions of a medical dose via a familiar method – the standard bottle used to feed them other liquids. The small bottle is designed to be held easily and has convenient marking on the sides to help the caregiver or parent measure the amount of the dose to be given as well as any amount that might remain after the child drank part or all of the does. The process for determining whether the final manufactured design for marketing meets government standards and then applying for any needed certification can be lengthy arduous and costly and it can only be undertaken by our manufacturers prior to the start of production.

Therefore as our Business model is to generate revenues from the production and sales of our Infant Medicinal Dispenser, we would also be responsible for determining, prior to manufacturing, if there would be any delay in being able to commence anything other than limited operations until such related applications are granted. These delays will accordingly have a delay and a detrimental effect on our generating revenues and could ultimately cause our business to fail if continuously delayed. Additionally the non-compliance to these regulatory acts may impose potential penalties to the Company. Therefore prior to production, the Company will seek to identify manufacturers who already manufacture such similar products and are familiar with any existing government regulations. This process may alleviate the adverse assertions above.

28. **WE ARE AN "EMERGING GROWTH COMPANY," AND ANY DECISION ON OUR PART TO COMPLY ONLY WITH CERTAIN REDUCED DISCLOSURE REQUIREMENTS APPLICABLE TO "EMERGING GROWTH COMPANIES" COULD MAKE OUR COMMON STOCK LESS ATTRACTIVE TO INVESTORS.**

We are an "emerging growth company," as defined in the JOBS Act, and, for as long as we continue to be an "emerging growth company," we expect and fully intend to take advantage of exemptions from various reporting requirements applicable to other public companies but not to "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed $1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three year period.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to opt in to the extended transition period for complying with the revised accounting standards. We have elected to rely on these exemptions and reduced disclosure requirements applicable to "emerging growth companies" and expect to continue to do so.

As a result of our election our financial statements may not be comparable to companies that comply with public company effective dates and investors may find our common stock less attractive.

Use of Proceeds

The net proceeds to us from the sale of up to 10,000,000 Shares offered at a public Offering price of $0.01 per share will vary depending upon the total number of Shares sold. Regardless of the number of Shares sold, we expect to incur Offering expenses estimated at approximately $21,500, consisting of $20,000 for legal, accounting (incurred), and $1,500 of other costs in connection with this Offering (estimated transfer agent fees). The table below shows the intended net proceeds from this Offering we expect to receive for scenarios where we sell various amounts of the Shares. Since we are making this Offering without any minimum requirement, there is no guarantee that we will be successful at selling any of the securities being offered in this prospectus. Accordingly, the actual amount of proceeds we will raise in this Offering, if any, may differ.

None of the proceeds from this Offering will be used to pay the salaries to our officers and directors and or the repayment of their loans

Percent of Net Proceeds Received

	40%	60%	80%	100%
Shares Sold	4,000,000	6,000,000	8,000,000	10,000,000
Gross Proceeds	$ 40,000	$ 60,000	$ 80,000	$ 100,000
Less Offering Expenses	$ (21,500)	$ (21,500)	$ (21,500)	$ (21,500)
Net Offering Proceeds	$ 18,500	$ 38,500	$ 58,500	$ 78,500

The Use of proceeds set forth below demonstrates how we intend to use the funds under the various percentages of amounts of the related Offering. All amounts listed below are estimates.

	40%	60%	80%	100%
General working capital	$ —	—	11,555	$ 31,555
Manufacturing and Marketing		11,555	20,000	20,000
SEC compliance fees; legal, accounting, and transfer agent fees	$ 11,555	20,000	20,000	$ 20,000
Existing Liabilities NOT including officer loans of $34,738)	$ 6,945	6,945	,6945	$ 6,945
Total	$ 18,500	38,500	58,500	$ 78,500

Our Offering expenses are comprised of legal and accounting expenses and transfer agent fees relating to the Offering. Our Officers and Directors will not receive any compensation for their efforts in selling our Shares.

We intend to use the proceeds of this Offering in the manner and in order of priority set forth above. We do not intend to use the proceeds to acquire assets or finance the acquisition of other businesses. At present, no material changes are contemplated. Should there be any material changes in the projected use of proceeds in connection with this Offering, we will issue an amended prospectus reflecting the new uses.

In all instances, after the effectiveness of this Registration Statement, the Company will need some amount of working capital to maintain its general existence and comply with its public reporting obligations. Our Company estimates that we will need approximately an$20,000 per year to cover additional expenses for public reporting, legal fees, accounting, auditing, and transfer of agent fees. The Company recognizes that if it does not raise net proceeds of at least $58,500 in this Offering, it will have to seek additional funds to cover these expenses. The $58,500 in net proceeds that we need to stay in business for twelve months is comprised of (i) $6,945 for existing liabilities, (ii) $20,000 for manufacturing the design patent, and (iii) $20,000 for SEC reporting expenses and the balance for general working capital . While the existing liabilities on our balance sheet also include $34,738 in shareholder loans, the shareholders loans do not have a fixed repayment date and the deferred Offering costs will also be paid out of the gross proceeds from the Offering. The net proceeds from the Offering will not be used to pay either of these liabilities nor the Offering costs and nor the Directors Loans.

In addition to changing allocations because of the amount of proceeds received, we may change the use of proceeds because of required changes in our business plan. Investors should understand that we have wide discretion over the use of proceeds. Therefore, management decisions may not be in line with the initial objectives of investors who will have little ability to influence these decisions.

Determination of Offering Price

Our common stock is presently not traded on any market or securities exchange and we have not applied for listing or quotation on any public market. Our Company will be Offering the Shares of common stock being covered by this prospectus at a price of $0.01 per share. Such Offering price does not have any relationship to any established criteria of value, such as book value or earnings per share. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. No valuation or appraisal has been prepared for our business and potential business expansion.

The Offering price was determined arbitrarily based on a determination by the Board of Directors of the price at which they believe investors would be willing to purchase the Shares. Additional factors that were included in determining the Offering price are the lack of liquidity resulting from the fact that there is no present market for our stock and the high level of risk considering our lack of profitable operating history.

Dilution

Purchasers of our securities in this Offering will experience immediate and substantial dilution in the net tangible book value of their common stock from the initial public Offering price. Historical net tangible book value per share of common stock after the Offering is equal to our total tangible assets less total liabilities, divided by the number of Shares of common stock outstanding as of June 30 2014 , as adjusted to give effect to the receipt of net proceeds and issuance of shares from the sale of Shares of common stock for $0.01, which represents net proceeds after deducting estimated Offering expenses of $21,500. Dilution in net tangible book value per share represents the difference between the amount per share paid by purchasers of Shares of our common stock in this Offering and the net tangible book value per share of our common stock immediately following this Offering. The following table represents the related Dilution under each Offering scenario accordingly.

Shares Sold	4,000,000	6,000,000	8,000,000	10,000,000
Gross Proceeds Less Offering Expenses	18,500	38,500	58,500	78,500
Historical Net Tangible Book Value before the Offering	-36,683	-36,683	-36,683	-36,683
Historical Net Tangible Book Value Per Share Before the Offering	-0.0018	-0.0018	-0.0018	-0.0018
Historical Net Tangible Book Value after the Offering	-18,183	1,817	21,817	41,817
Historical Net Tangible Book Value Per Share after the Offering	-0.0008	0.0001	0.0008	0.0014
Increase per share to existing Shareholders	0.0009	0.0000	-0.0007	-0.0013
Dilution Per Share to New Shareholders	0.0108	0.0099	0.0092	0.0086
Dilution Percentage to New investors in the Offering	8%	1%	-8%	-14%

The following table sets forth as of June 30 2014 , the number of Shares of common stock purchased from us and the total consideration paid by our existing stockholders and by new investors in this Offering if new investors purchase 100% of the Offering, before deducting Offering expenses payable by us, assuming a purchase price in this Offering of $0.01 per share of common stock.

	Shares		
	Number	Percent	Amount
Existing Stockholders	20,000,000	66%	$ 2,,000
New Investors	10,000,000	34%	$ 100,000
Total	30,000,000	100%	$ 102,000

Our Business

General Development

We were incorporated in Delaware on September 10, 2012 and are a development stage company. United States Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple (and in the shape of a Baby bottle)attached to it to encourage the infant to more easily drink and swallow medication was issued and assigned to Infeed Medica Corp. on April 8, 2014. Infeed Medica Corp. has exclusive rights, title and interest in and to the invention, as well as all Intellectual Property rights, free and clear of any lien, charge, claim, preemptive rights, etc. for the invention.

The original inventor was Jonathan Shenker a former Officer of the Company who assigned to the Company all rights and title of the design invention in exchange of 10% of future royalties from the gross proceeds and / or sale of the product .The patent invention application was assigned on December 27 2012 to the Company whereby the Design Patent was granted on April 8 2014

See Exhibits 99.2/99.3/99.4 for the assignment agreement , the assignment in the USPTO and the Grant of the design Patent by the USPTO.

A prototype of our proposed product has already been developed and manufactured. The Infeed Medica Infant Medicinal Dispenser was designed to be easy to use and easy to clean. The Infeed Medica dispenser is as familiar and comfortable to the infant to use as any standard bottle. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. Because the bottle will feature easy-to-read measurements on the side of the dispenser, measuring the appropriate dosage will be fast and simple. Once the medicine is inside, the caregiver simply snaps on the cover of the bottle.

Our technology is based upon the Design Patent has the potential to become a standard product for institutions who care for children, such as hospitals and day care centers, as well as a household item in families where young children are present.

Based on the marketing plan created by the marketing agency with whom we will work, we will determine the appropriate markets most likely to purchase our product. We believe that both the home market as well as institutions can benefit from this product. We plan to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. This could be expanded to pharmacies, supermarkets, department stores, and any retail chains who feature products for infants and toddlers.

We have not generated any revenues to date and our operations have been limited to organizational, start-up, and capital formation activities. We currently have no employees other than our Officers, who are also our Directors and work only part time.

We have never declared bankruptcy, have never been in receivership, and have never been involved in any legal action or proceedings. We have not made any significant purchase or sale of assets, nor has the Company been involved in any mergers, acquisitions or consolidations. We are not a blank check Registrant as that term is defined in Rule 419(a)(2) of Regulation C of the Securities Act of 1933, because we have a specific business plan and purpose. Neither Infeed Medica Corp., nor its Officers, Directors, promoters or affiliates, has had preliminary contact or discussions with, nor do we have any present plans, proposals, arrangements or understandings with any representatives of the owners of any business or company regarding the possibility of an acquisition or merger.

The Company believes it needs approximately 6 months to maintain operations to find such partners, as explained in the Plan of Operations section below. Assuming we raise net proceeds of at least $58,500 in this Offering, we believe we will be able to implement our business plan accordingly .

Our principal offices are located at ZeevChaklay 4/18, Jerusalem, Israel 96387. Our telephone number is 972-52-5568949. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

Business Summary and Background

Infeed Medica Corp. has already developed a prototype. Our next step is to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. These companies will be responsible for manufacturing and marketing the Infant Medicinal Dispenser. As soon as the company starts to raise equity (following the S-1 becoming effective), it will begin to use raised proceeds to find manufacturers and marketing agencies who can assist in bringing our product to market.

MANUFACTURER AND MARKETING AGENCIES

We will rely on experienced manufacturing and marketing agencies to bring our product to market. With the capital we receive from this Offering, we will seek one or more manufacturers with experience in the field of manufacturing similar products. We will also identify one or more marketing agencies with experience in identifying the appropriate markets for our product both in terms of location as well as basic profiles of most likely consumers, etc. We have already developed a prototype of our Infant Medicinal Dispenser based on US Design Patent D702360. The marketing agency will be able to use this prototype for sales while the manufacturer will be able to see a working example.

INTELLECTUAL PROPERTY

On April 8, 2014 we were granted US Design Patent D702360 that details an Infant Medicinal Dispenser .. The bottle's shape is uniquely designed to be easy to hold. Infeed Medica Corp. was given all right; title and interest for the United States, territories..The Patent expires on April 8 2031 .

The Design Patent D702360 details the design of an Infant Medicinal Dispenser that is easy to use and easy to clean. The Infeed Medica dispenser is familiar in shape to any bottle-fed infant or young child and comfortable for either the caregiver/parent or child to hold. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication.

COMPETITION

There are many patented infant bottles and medical dispencers designed for either children and infants .

United States Patent 5620462 was designed to enable infants and toddlers to drink liquid vitamin and medicine dispenser for infants and toddlers. It is shaped with a flexible mask to match the shape of a mouth of an infant/toddler. It features a lock assembly in the flexible mask.

United States Patent D446685 details the design of a non-spill cup, as does United States Patent D326796.

United States Design Patent 428816 provides a small combined squeeze bottle and cap .

United States Design Patent 380828 provides a long tube similar to an injection but with a standard nipple cover

While these patents enable the caregiver or parent to offer the child measured doses of medication, we believe based upon the our design patent that our featured design is the most user friendly to infants as it is in the shape of a Baby Bottle but in a small size .

Patent, Trademark, License & Franchise Restrictions

Contractual Obligations & Concessions

None

We have developed a website (www.infeedmedica.com), which currently details our invention and the benefits it offers parents and caregivers. We believe that once we have a marketing agent coordinating the promotion and production of our product, management of the website will be given to this agency to further develop the site. Currently, the site is for information only, not for direct sales.

Employees

Other than our current Directors and officers, Julius Klein and Beth Langsam, we have no other full time or part-time employees. Our only employees, our Directors and officers, Julius Klein and Beth Langsam, are expected to work approximately twenty hours per week. If and when we successfully to find manufacturers and marketing agencies who are experienced and interested in manufacturing, marketing and bringing our product to market, we may need additional employees to coordinate and monitor the agreements or to continue finding other partners for additional markets not covered by any existing agreements we may sign. We do not foresee any significant changes in the number of employees or consultants we will have over the next twelve months.

Transfer Agent

We have engaged Vstock Transfer LLC, 77 Spruce Street, Suite 201, Cedarhurst, NY, 11516 as our stock transfer agent. Their telephone number is (212) 828-8436 and their fax number is (646) 536-3179. The transfer agent is responsible for all record-keeping and administrative functions in connection with our issued and outstanding common stock.

Existing or Probable Government Regulations

Our product is based on United States Design Patent D702360, which details the design of an Infant Medicinal Dispenser with a standard shape and sized nipple. The Consumer Product Safety Improvement Act of 2008 (CPSIA), enacted in 2008, is designed to allow U.S. Consumer Products Safety Commission (CPSC) to better regulate the safety of products made and imported for sale in the United States. In particular, the CPSIA contains regulations that are intended to make products for children under age 12 safer by requiring manufacturers and importers to show that these products do not have harmful levels of lead and phthalates. As our intended target consumer ranges from newborns to toddlers, our manufacturer will be responsible for ensuring that all materials used in the manufacturing of our product adhere strictly to all relevant requirements, both in terms of the materials used as well as the overall design.

With regards to FDA approval for our proposed product, based upon our research, the product falls under the category of Title 21, Volume 8 of the Code of Federal Regulations, Sec 874.5220 Ear, Nose and Throat Administration Device.

Under the above, our proposed product is classified as a Class 1 (general controls) product. The device is exempt from the premarket notification procedures (510(K) or PMA approval) If the device is not labeled or otherwise represented as sterile, it is exempt from the current good manufacturing practice requirements of the quality system regulation.

Our research has found that similar products already on the market (such as AVA the Elephant, by Lady Elephant, LLC) have received FDA approval on their product based on the above. Inasmuch as our proposed product is based upon the same functionality lines as the above mentioned product, we are therefore able to claim a Class I Exemption.

Most Class I devices and a few Class II devices are exempt from the premarket notification [510(k)] requirements subject to the limitations on exemptions. However, these devices are not exempt from other general controls. All medical devices must be manufactured under a quality assurance program, be suitable for the intended use, be adequately packaged and properly labeled, and have establishment registration and device listing forms on file with the FDA.

The CPSC has issued warnings related to the manufacturing process of baby bottles, such as which materials are considered hazardous to an infant. As the Company will be using an experienced manufacturing company, as described in the Our Company section, the Company will include within the agreement with the manufacturer, requirements that ensure all applicable United States regulations are identified during the preliminary planning and then throughout the manufacturing process. One reason why our ideal manufacturing agency will be one that has previous experience with manufacturing baby bottles is to ensure familiarity with government regulations before manufacturing and and marketing the product.

Research and Development

We have incurred research and development activities in the production of a working prototype of the Baby Bottle Medicine Dispencer.

If we are able to raise funds in this Offering, we will retain one or more manufacturers and one or more marketing agencies to help us manufacture and bring our product, based on our United States Design Patent D702360, to market. We have not yet entered into any agreements, negotiations, or discussions with any manufacturers and/or marketing agents with respect to such development activities. We do not intend to do so until we commence this Offering. For a detailed description, see "Plan of Operation."

Description of Property

Our Principal executive offices are located at ZeevChaklay 4/18, Jerusalem, Israel 96387, Israel Phone number: 972-52-5568949. This location is the home of the office of the Director and we have been allowed to operate out of this location at no cost to the Company. We believe that this space is adequate for our current and immediately foreseeable operating needs. We do not have any policies regarding investments in real estate, securities, or other forms of property.

Management's Discussion & Analysis or Plan of Operation

You should read the following plan of operation together with our audited financial statements and related notes appearing elsewhere in this prospectus. This plan of operation contains forward-looking statements that involve risks, uncertainties, and assumptions. The actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those presented under "Risk Factors" or elsewhere in this prospectus.

General and administrative and research and development expenses in 2012 /2013/2014.

In 2012 the Company spent $1,400 in incorporation expenses expensed as g&a and $16,688 as r&d expenses paid to a Company called Strategic Models and Technology Ltd for the building of the patent prototype which was built in the form of a mold .

In 2013 the Company incurred an additional $6,566 in g&a expenses which encompassed the expenses of creating a short video of the product and also the creation of the Company logo and also an additional $5,500 in legal fees for the final recording of the patent which too has been classified as research and development expenses .

In 2014 the Company incurred an additional $7,504 in g@a expenses which included the creation of the website , payment of Deleware Franchise Taxes and other misc professional fees , and also an additional $1,025 in legal fees and classified as research and development expenses .

Plan of Operation

We are a development stage company that was incorporated on September 10, 2012. Our Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, was issued on April 8, 2014. The Infeed Medica Infant Medicinal Dispenser was designed to be easy to use and easy to clean. The Infeed Medica dispenser is as familiar and comfortable to the infant to use as any standard bottle. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. Because the bottle will feature easy-to-read measurements on the side of the dispenser, measuring the appropriate dosage will be fast and simple. Once the medicine is inside, the caregiver simply snaps on the cover of the bottle.

A prototype of our proposed product has already been developed and manufactured.

The funds needed to date have been funded by loans from our Directors .

Our plan of operation includes the following stages. We expect to complete all stages within 9 – 11 months. We do not have an individual estimate of how long each stage will take, as this will depend on the agency we choose and the plan of action they choose or are assigned to perform.

Stage 1: Preparation: includes identifying both potential manufacturers and marketing agencies. These will be evaluated based on past experience, costs and expected benefits.

Stage 2: While the manufacturer will be responsible for creating and implementing a cost-effective plan for manufacturing the Infeed Medica Corporation's Infant Medicinal Dispenser, in parallel, we will be working to find an appropriate marketing agency that will be tasked with identifying the ideal target markets for our product and developing a detailed plan as to how optimize marketing efforts. The Company has already developed a preliminary website (www.infeedmedica.com). The marketing agency will assume responsibility for the site maintenance and content.

Stage 3: Once both the manufacturing and marketing is optimized, we will need to work with both the manufacturer and the marketing agency to maximize sales and minimize storage

	40%	60%	80%	100%
General working capital	$ —	—	11,555	$ 31,555
Manufacturing and Marketing		11,555	20,000	20,000
SEC compliance fees; legal, accounting, and transfer agent fees	$ 11,555	20,000	20,000	$ 20,000
Existing Liabilities NOT including officer loans of $34,738)	$ 6,945	6,945	,6945	$ 6,945
Total	$ 18,500	38,500	58,500	$ 78,500

We intend to use the proceeds of this Offering in the manner and in order of priority set forth above.

We have no commitments or arrangements from any person to provide us with any additional capital other than our Directors. If additional financing is not available when needed, we may need to dramatically change our business plan, sell the Company or cease operations. We do not presently have any plans, arrangements, or agreements to sell or merge our Company.

Our auditors have issued an opinion on our financial statements which includes a statement describing our going concern status. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills and meet our other financial obligations. This is because we have not generated any revenues and no revenues are anticipated until we begin marketing the product. Accordingly, we must raise capital from sources other than the actual sale of the product. We must raise capital to implement our project and stay in business. Even if we raise the maximum amount of money in this Offering, we do not know how long the money will last, however, we do believe it will last at least twelve months.

General Working Capital

We may be wrong in our estimates of funds required in order to proceed with executing our general business plan described herein. Should we need additional funds, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities in Q4 of 2014 . The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing the additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

We can offer no assurance that we will raise any funds in this Offering. As disclosed above, we have no revenues and, as such, if we are unable to raise net proceeds of at least $47,000, we may attempt to sell the Company or be forced to file for bankruptcy within twelve months. We do not have any current intentions, negotiations, or arrangements to merge or sell the Company.

The Company has, as of June 30 2014 total liabilities of approximately $41,683 and will need to seek additional funds in addition to the gross proceeds raised from the Offering, through equity financing to satisfy these liabilities; the gross proceeds raised from this Offering will not suffice to satisfy all of the outstanding liabilities of the Company.

We are not aware of any material trend, event or capital commitment, which would potentially adversely affect liquidity. We may need additional funds. In this case, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities. The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

Quantitative and Qualitative Disclosures about Market Risk.

Management does not believe that we face any material market risk exposure with respect to derivative or other financial instruments or otherwise.

Analysis of Financial Condition and Results of Operations

The Company has had limited operations since its inception and limited funds. Since our business was formed, we have incurred the following business expenses: incorporation fees, patent fees ,research and development fees legal and accounting fees, S-1 preparation and filing fees and transfer agent and other small misc fees. The Company plans to raise equity from this Offering and through additional private placements or by the issuance of convertible debt. There are currently no arrangements in place of any form of financing; however the Company is not aware of any uncertainties and or other events that will preclude the Company from raising equity in the normal manner of its business conducts. The Company has no commitments for capital expenditures and is not aware of any material trends that will have a favorable and / or unfavorable outcome on the Company seeking in the future equity financing. The Company has limited operations and is not aware of any trends or uncertainties that will have an impact on the Company's future operations. The Company has no off balance sheet arrangements. The Company has no contractual obligations, long term debt, capital leases, operating leases, purchase obligations at this time other than its current liabilities in the amount of $41,683 reflected in the Financial Statements as at June 30 2014

Other

Except for historical information contained herein, the matters set forth above are forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ from those in the forward-looking statements.

Recently Issued Accounting Pronouncements

Comprehensive Income

In September 2012, the FASB issued "Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ("AOCI")" which improves the reporting of reclassifications out of AOCI. The amendment requires an entity to report the effect of significant reclassifications out of AOCI on the respective line items in net income. For other amounts not required to be reclassified to net income, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about these amounts. This amendment became effective January 1, 2013 and the effect of adopting this updated guidance did not have an impact on the Company's financial position or results of operations.

Presentation of Unrecognized Tax Benefits

In July 2013, the FASB issued "Income Taxes: Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carry forward, a Similar Tax Loss, or a Tax Credit Carry forward Exists" which improves the reporting of unrecognized tax benefits. The amendment requires an entity to present an unrecognized tax benefit as a reduction to deferred tax assets for NOLs or tax credit carry forward, unless the NOL or tax credit carry forward is not available under the tax law or not intended to be used as of the reporting date to settle any additional income taxes that would be due from the disallowance of a tax position. Under that exception, the unrecognized tax benefit should be presented as a liability instead of being netted against deferred tax assets for NOLs or tax credit carry forward. This amendment is effective for fiscal quarters and years beginning after December 15, 2013. The Company adopted this updated guidance early and it did not have an impact on the Company's financial position or results of operations.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

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

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on the Company's operations or its financial position. Amounts shown for machinery, equipment, and leasehold improvements and for costs and expenses reflect historical cost and do not necessarily represent replacement cost. The Company believes that the current inflation does not have a material impact on the net operating loss.

Market for Common Equity

Related Stockholder Matters

Market Information

There has been no market for our securities. Our common stock is not traded on any exchange or on the over-the-counter market. After the effective date of the Registration Statement relating to this prospectus, we hope to have a market maker file an application with the Financial Industry Regulatory Authority, FINRA for our common stock to eligible for trading. We do not yet have a market maker who has agreed to file such application. There is no assurance that a trading market will develop, or, if developed, that it will be sustained. Consequently, a purchaser of our common stock may find it difficult to resell the securities offered herein should the purchaser desire to do so when eligible for public resale.

Security Holders

As of July 22 2014 , there were 20,000,000 Shares of common stock issued and outstanding, which were held by two stockholders of record.

Dividend Policy

We have not declared or paid dividends on our common stock since our formation, and we do not anticipate paying dividends in the foreseeable future. Declaration or payment of dividends, if any, in the future, will be at the discretion of our Board of Directors and will depend on our then current financial condition, results of operations, capital requirements and other factors deemed relevant by the Board of Directors. There are no contractual restrictions on our ability to declare or pay dividends.

Securities Authorized Under Equity Compensation Plans

We have no equity compensation plans.

Directors, Executive Officers, Promoters

Control Persons

Directors and Executive Officers

The following table sets forth certain information regarding the members of our Board of Directors and our executive officers as of July 22, 2014.

Name	Age	Positions and Offices Held
Julius Klein	59	President and Director
Beth Langsam	29	Secretary, Director ,Treasurer ,and Principal Accounting and Financial Officer

Our Directors hold office until the next annual meeting of our stockholders or until their successors are duly elected and qualified. According to our bylaws, if a director is elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire board or the entire class of directors of which he is a member were then being elected.

Set forth below is a summary description of the principal occupation and business experience of each of our Directors and executive officers for at least the last five years.

Julius Klein has been our President and Director since the Company's inception on September 10, 2012. Julius Klein studied at Wayne University from August 1969 thru January 1973 where he received his Bachelors degree of accounting .From February 1973 until June 1977 Julius worked at the Internal Revenue Service where from July 1977 he continued his career as an accountant at various public accounting firms in NYC thru September 1985. From October 1985 thru present Julius has worked as a self-practitioner and runs a small accounting firm focused on US tax compliance and general consulting.

Julius Klein also has served and currently serves on the Board Of Directors since April 1993, of a non for profit organization called "Children's Bridge of Zichron Menachem ", which supports young children suffering from the cancer disease with therapeutic activities in Israel . Mr. Klein also serves on the Board of Directors of "American Friends of Bnot Chayil" a non for profit organization which caters social needs for educational support in Israel and in the US to its students.

Julius Klein also serves as CEO and Director of Triumph Ventures Corp.

The Board believes that Mr. Klein should serve as a Director and Chief Executive Officer due to his management and administrative skills all of which enable him to provide oversight and direction of the Company including overseeing its business operations and bringing the Company to its objective goals.

Triumph Ventures Corp was incorporated in Delaware on February 10, 2012 and is a development stage company. On September 9, 2012, it entered into an exclusive Assignment agreement with Mr. Doug Sherman, as seller, in relation to United States Design Patent 502687 invented by Douglas Sherman, for a protective combination plate and removable cover with lower cord access for receptacle and electrical plugs (the "Patent").

The device (the "Design Patent") is designed to serve as a protective combination plate and removable cover. It provides lower cord access for receptacle and electrical plugs that can be connected through the cover to the outlet below. The Co has not yet developed its proposed product, however has completed its offering pursuant to its S1 registration Statement and is seeking to license the Design Patent to one or more third-parties to design, manufacture, and market the combination plate and removable cover against an initial payment and a royalty to be negotiated pursuant to licensing agreement..

The Board believes these two Companies Triumph Ventures Corp and Infeed Medica Corp (although share the same CEO) are in two complete different sectors and are and will be funded independently of each other and do not have adverse effects to each other .

Infeed Medica Corp has already developed a prototype and is seeking a manufacturer to manufacture and then be able to market its product whereby Triumph Ventures Corp is seeking a licensor to license the patented technology. These are two distinct different business streams of generating revenue . Also in each Company a Patent has been granted and there is no interference between the Companies in a technological aspect especially as the Patents are in two unrelated areas.

The BOD in each entity supplies sufficient time to each entity to be able to carry out its business model accordingly and respectively.

Beth Langsam has been our Director, Treasurer Internal Accounting Officer and Secretary since the Company's inception on September 10, 2012. From September 1998 through August 2004 Beth studied at the Bais Yaakov Maalot high school and seminary in Jerusalem where she studied Jewish studies and Jewish History. From September 2004 thru May 2005 she worked as an administrative assistant at Hirshowitz Insurance Agency .From May 2005 thru September 2008 she worked as the bookkeeper of MVS Accounting a firm providing financial and bookkeeping services and from October 2008 until present works as Chief Office Manager at ATSA American Tax Services Associates a Jerusalem (Israeli entity) general accounting and tax firm in Jerusalem which provides financial tax and accounting services to individuals and Companies .

The Board believes that MsLangsam should serve as a Director and as an accounting and finance Officer Treasurer and Secretary due to her vast experience in administrative skills and in accounting which will both enable her to provide oversight and direction of the Company including overseeing its financial operations and reporting requirements as well as its business operations and bringing the Company to meet its financial reporting internal and external requirements accordingly.

There are no familial relationships among any of our Directors or officers. None of our Directors or officers is or has been a Director or has held any form of directorship in any other U.S. reporting companies except as mentioned above. None of our Directors or officers has been affiliated with any company that has filed for bankruptcy within the last five years. The Company is not aware of any proceedings to which any of the Company's Officers or Directors, or any associate of any such officer or Director, is a party that are adverse to the Company.

Each Director of the Company serves for a term of one year or until the successor is elected at the Company's annual stockholders' meeting and is qualified, subject to removal by the Company's stockholders. Each Officer serves, at the pleasure of the Board of Directors, for a term of one year and until the successor is elected at the annual meeting of the Board of Directors and is qualified.

Audit Committee and Financial Expert

We do not have an audit committee or an audit committee financial expert. Our corporate financial affairs are simple at this stage of development and each financial transaction can be viewed by any officer or Director at will.

Code of Ethics

We do not currently have a Code of Ethics applicable to our principal executive, financial and accounting officers; however, the Company plans to implement such a code in the fourth quarter of 2014.

Potential Conflicts of Interest

Since we do not have an audit or compensation committee comprised of independent Directors, the functions that would have been performed by such committees are performed by our Board of Directors. Thus, there is a potential conflict of interest in that our Directors have the authority to determine issues concerning management compensation, in essence their own, and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our Executives or Directors.

Involvement in Certain Legal Proceedings

We are not aware of any material legal proceedings that have occurred within the past five years concerning any Director, Director nominee, or control person which involved a criminal conviction, a pending criminal proceeding, a pending or concluded administrative or civil proceeding limiting one's participation in the securities or banking industries, or a finding of securities or commodities law violations.

Executive Compensation

We have not paid, nor do we owe, any compensation to our executive officer. We have not paid any compensation to our Officers since our inception to date. We have no employment agreements with any of our executive officers or employees.

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long Term Compensation				
Name and Principal Position	Year (1)	Salary	Bonus	Stock Awards	Option Awards	NonEquity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Julius Klein President and Director and for the period September 10, 2012 thru June 30, 2014	2012	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Beth Langsam Secretary and Director and Principal Accounting and Financial Officer and for the period September 10, 2012 thru June 30, 2014	2012	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

(1) We were incorporated on September 10, 2012.

(2) No compensation has been paid in 2013 nor in 2014

Option/SAR Grants

We do not currently have a stock option plan. No individual grants of stock options, whether or not in tandem with stock appreciation rights known as SARs or freestanding SARs have been made to any executive officer or any Director since our inception; accordingly, no stock options have been granted or exercised by any of the officers or Directors since we were founded.

Long-Term Incentive Plans and Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance. No individual grants or agreement s regarding future payouts under non-stock price-based plans have been made to any Executive Officer or any Director or any employee or consultant since our inception; accordingly, no future payouts under non-stock price-based plans or agreements have been granted or entered into or exercised by our officer or Director or employees or consultants since we were founded.

Compensation of Directors

There are no arrangements pursuant to which our Director is or will be compensated in the future for any services provided as a Director.

Employment Contracts, Termination of Employment

Change-in-control Arrangements

There are currently no employment agreements or other contracts or arrangements with our Officers or Directors. There are no compensation plans or arrangements, including payments to be made by us, with respect to our Officers, Directors or Consultants that would result from the resignation, retirement or any other termination of any of our Directors, officers or consultants. There are no arrangements for our Directors, Officers, Employees or Consultants that would result from a change-in-control.

Certain Relationships and Related Transactions

Other than the transactions discussed below, we have not entered into any transaction nor are there any proposed transactions in which our Director, executive officer, stockholders or any member of the immediate family of the foregoing had or is to have a direct or indirect material interest.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Mr. Julius Klein, our President and Director, for a payment of $1,000. On January 1 2014 , Mr. Klein paid this amount to us by the reduction of the Officer loan account. We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Ms Beth Langsam, our Secretary and Director and Principal Financial Officer, for a payment of $1,000 . On January 1 2014, Ms Langsam paid this amount to us by the reduction of the Officer loan account . We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

As of June 30 2014 , loans from our two Directors and officers (Mr. Julius Klein and Ms Beth Langsam) made in cash (equally) amounted to $34,738 representing working capital advances from directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand. No formal written agreement regarding this loan was signed, however it is documented in the accounting records of the Company.

The Company has an oral arrangement with the Director for the use of the Home for current operations which are minimal at no cost until the Company will raise funds pursuant to its registration Statement at which time the Company shall seek other office space for rental .The Company intends to file a copy of any new written lease agreements (with consideration) accordingly, when applicable in its future periodic report filings.

The Company has oral arrangements with its Directors who will and have agreed to equally fund the current minimum required funds (Interest free) needed to meet the minimum ongoing operations of the Company for a period of not less than the following twelve months .

Director Independence

According to Item 407 (a)(1)(ii), we are not subject to listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our board comprised of a majority of "independent Directors." We do not believe that any of our directors currently meets the definition of "independent" as promulgated by the rules and regulations of NASDAQ.

Security Ownership of Certain Beneficial Owners and Management

(i) The following table sets forth certain information concerning the ownership of the Common Stock by (a) each person who, to the best of our knowledge, beneficially owned on that date more than 5% of our outstanding common stock, (b) each of our Directors and executive officers and (c) all current Directors and executive officers as a group. The following table is based upon an aggregate of 20,000,000 Shares of our common stock outstanding as of July 22 2014

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned or Right to Direct Vote (1)	Percent of Common Stock Beneficially Owned or Right to Direct Vote (1)
Julius Klein 3 Frank Street Jerusalem 9638743 Israel	10,000,000	50%
Ms Beth Langsam ZeevChaklay 4/18 Jerusalem 96462 Israel	10,000,000	50%
All stockholders, and / or Directors and / or executive officers as a group (Two persons)	20,000,000	100%

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the "SEC") and generally includes voting or investment power with respect to securities. In accordance with SEC rules, Shares of common stock issuable upon the exercise of options or warrants which are currently exercisable or which become exercisable within 60 days following the date of the information in this table are deemed to be beneficially owned by, and outstanding with respect to, the holder of such option or warrant. Except as indicated by footnote, and subject to community property laws where applicable, to our knowledge, each person listed is believed to have sole voting and investment power with respect to all Shares of common stock owned by such person.

Legal Proceedings

There are no pending legal proceedings to which the Company or any Director, officer or affiliate of the Company, any owner of record or beneficial holder of more than 5% of any class of voting securities of the Company, or security holder is a party that is adverse to the Company. The Company's property is not the subject of any pending legal proceedings.

Description of Securities

The following description of our capital stock is a summary and is qualified by the provisions of our Certificate of Incorporation, with amendments, all of which have been filed as exhibits to our Registration Statement of which this prospectus is a part.

Our Common Stock

We are authorized to issue 500,000,000 Shares of our Common Stock, $0.0001 par value, of which, as of July 22 2014, 20,000,000 Shares are issued and outstanding. Holders of Shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Under Delaware Law, a corporation's stockholders may appoint Directors by cumulative voting as set forth in its certificate of incorporation, however, our certificate of incorporation does not include such a right and therefore our holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefore. In the event of our liquidation, dissolution, or winding up, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. Pursuant to Article X, Section 6 of our by-laws we have the ability to hold our shareholders liable for calls on partly paid Shares in accordance with Delaware General Corporations Law §156 and to redeem Shares called by us in accordance with Delaware General Corporations Law §160. While Delaware law allows the redemption of shares at the corporations option, the shares offered in this offering are non-redeemable except by the consent of both parties .Holders of common stock have no preemptive rights to purchase our common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

Delaware General Corporations Law §156 states that the corporation MAY (emphasis added) issue Shares as partially paid and subject to a call on the remaining amount due for the purchase of the issued Shares. At the present time, the Corporation has not intent to issue Shares for partial payment"

The restrictions on the ability of shareholders to call meetings in Article III, the authority of your board of directors to set the size of your board and appoint directors in Article V, and limitations on the ability to remove directors in Article V of Exhibit 3.2 would have an effect of delaying, deferring, or preventing a change in control.

Article III, Section 2, states, "Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president (if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding Shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting." Accordingly, it would take shareholders owning a majority of the Shares to call such a meeting. In the event that management owns a majority of the Shares entitled to vote, the minority shareholders would have no authority to call a special meeting in the event they wished to attempt to remove the management of the Company

Article V, Section 1 states, "The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders." The effect of this provision precludes the minority shareholders from being able to affect the number of directors of the Company because the current members of the Board of Directors have the sole authority to determine the number of directors. Since the minority shareholders cannot elect any directors, where the absence of cumulative voting is in existence, as currently exists, the minority shareholders can never elect a director of their choosing. This effectively precludes any takeover attempt without the approval of the directors then sitting on the Board

Our Preferred Stock

We have not authorized the issuance of Shares of preferred stock. In order to authorize the issuance of Shares of preferred stock, our stockholders and Directors will be required to amend our Certificate of Incorporation to designate and fix the relative rights, preferences and limitations of the preferred stock.

Anti-Takeover Effects Of Provisions of the Articles of Incorporation Authorized and Unissued Stock

The authorized but unissued Shares of our common stock are available for future issuance without our stockholders' approval. These additional Shares may be utilized for a variety of corporate purposes including but not limited to future public or direct Offerings to raise additional capital, corporate acquisitions and employee incentive plans. The issuance of such Shares may also be used to deter a potential takeover of the Company that may otherwise be beneficial to stockholders by diluting the Shares held by a potential suitor or issuing Shares to a stockholder that will vote in accordance with the Company's Board of Directors' desires. A takeover may be beneficial to stockholders because, among other reasons, a potential suitor may offer stockholders a premium for their Shares of stock compared to the then-existing market price.

Shares Eligible for Future Sale

Prior to this Offering, there has been no public market for our common stock. We cannot predict the effect, if any, that market sales of Shares of our common stock or the availability of Shares of our common stock for sale will have on the market price of our common stock. Sales of substantial amounts of our common stock in the public market could adversely affect the market prices of our common stock and could impair our future ability to raise capital through the sale of our equity securities.

Upon completion of this Offering, assuming all of the offered Shares are purchased, we will have a total of 30,000,000 Shares of common stock outstanding. The 10,000,000 Shares sold in this Offering will be freely tradable without restriction, or further registration under the Securities Act, unless those Shares are acquired by our "affiliates," as that term is defined in Rule 144 under the Securities Act. The remaining 20,000,000 Shares of common stock outstanding will be restricted as a result of securities laws. Restricted securities may be sold in the public market only if they have been registered or if they qualify for an exemption from registration under Rule 144 under the Securities Act.

Rule 144

As of July 22 2014 , there are two (2) stockholders of record holding a total of 20,000,000 Shares of our common stock. All of our issued Shares of common stock are "restricted securities", as that term is defined in Rule 144 of the Rules and Regulations of the SEC promulgated under the Securities Act. All of these 20,000,000 Shares are held by our "affiliates", as such term is defined in Rule 144. Theses Shares may be sold to the public market commencing one year after their acquisition , subject to the availability of current public information, volume restrictions, and certain restrictions on the manner of sale.

Plan of Distribution

We are Offering for sale a maximum of 10,000,000 Shares of our common stock in a self-underwritten Offering directly to the public at a price of $0.01 per share. There is no minimum amount of Shares that we must sell in our direct Offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, Offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are Offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all 10,000,000 Shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the Offering for the balance of the Shares will terminate and no further Shares will be sold.

Our Offering price of $0.01 per share was arbitrarily decided upon by our management and is not based upon earnings or operating history, does not reflect our actual value, and bears no relation to our earnings, assets, book value, net worth, or any other recognized criteria of value. No independent investment banking firm has been retained to assist in determining the Offering price for the Shares. Such Offering price was not based on the price of the issuance to our founders. Accordingly, the Offering price should not be regarded as an indication of any future price of our stock.

We anticipate applying for trading of our common stock on the over-the-counter (OTC) Bulletin Board upon the effectiveness of the Registration Statement of which this prospectus forms. a part. To have our securities quoted on the OTC Bulletin Board we must: (1) be a company that reports its current financial information to the Securities and Exchange Commission, banking regulators or insurance regulators; and (2) has at least one market maker who completes and files a Form 211 with FINRA Regulation, Inc. The OTC Bulletin Board differs substantially from national and regional stock exchanges because it (1) operates through communication of bids, offers and confirmations between broker-dealers, rather than one centralized market or exchange; and, (2) securities admitted to quotation are offered by one or more broker-dealers rather than "specialists" which operate in stock exchanges. We have not yet engaged a market maker to assist us to apply for quotation on the OTC Bulletin Board and we are not able to determine the length of time that such application process will take. Such time frame is dependent on comments we receive, if any, from the FINRA regarding our Form 211 application.

There is currently no market for our Shares of common stock. There can be no assurance that a market for our common stock will be established or that, if established, such market will be sustained. Therefore, purchasers of our Shares registered hereunder may be unable to sell their securities, because there may not be a public market for our securities. As a result, you may find it more difficult to dispose of, or obtain accurate quotes of our common stock. Any purchaser of our securities should be in a financial position to bear the risks of losing their entire investment.

We intend to sell the Shares in this Offering through Mr. Julius Klein , and/or Ms Beth Langsam who are officers and Directors of the Company. They will receive no commission from the sale of any Shares. They will not register as a broker-dealer under section 15 of the Securities Exchange Act of 1934 in reliance upon Rule 3a4-1. Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the Offering of the issuer's securities and not be deemed to be a broker/dealer. As Mr. Julius Klein and Ms Beth Langsam are Israeli citizens and do not reside in the US, and since our operations are in Israel, this offer will primarily be directed to residents of Israel. Because a design patent from the United States is well respected, and a corporation established in the United States is one that is taken seriously, our Directors have pursued this connection. However, their primary sales connections are in Israel and as such, will be directed to this market. Should they choose to attempt to sell Shares in the United States, they are aware that this will present challenges and they may not be successful. These challenges include, but may not be limited to, having a Company incorporated in the United States with offices, directors, and officers in a foreign country, in this case, Israel, and which primarily plans sales for the Israeli market initially, as well as other factors listed in the Risk Factors sections.

The conditions are that:

1. The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,

2. The person is not compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;

3. The person is not at the time of their participation, an associated person of a broker/dealer; and,

4. The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily perform, or is intended primarily to perform at the end of the Offering, substantial duties for or on behalf of the Issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding twelve (12) months; and (C) do not participate in selling and Offering of securities for any Issuer more than once every twelve (12) months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Neither Julius Klein nor Beth Langsam are statutorily disqualified, are not being compensated, and are not associated with a broker/dealer. They are and will continue to be our officers at the end of the Offering and have not been during the last twelve months and are currently not a broker/dealer or associated with a broker/dealer.

We will not utilize the Internet to advertise our Offering.

OFFERING PERIOD AND EXPIRATION DATE

This Offering will start on the date of this Registration Statement is declared effective by the SEC and continue for a period of 180 days. We may extend the Offering period for an additional 90 days, or unless the Offering is completed or otherwise terminated by us if we have not been able to raise the money by the end of the initial period. We will not accept any money until this Registration Statement is declared effective by the SEC. Once investors execute and deliver the subscription agreement with funds and we accept such subscription, they will be entitled to their Shares and become registered shareholders with all the rights and privileges that entails. We will issue stock certificates to investors as soon as practicable after acceptance of the subscription.

PROCEDURES FOR SUBSCRIBING

We will not accept any money until this Registration Statement is declared effective by the SEC. Once the Registration Statement is declared effective by the SEC, if you decide to subscribe for any Shares in this Offering, you must:

1. Execute and deliver a subscription agreement

2. Deliver a check or certified funds to us for acceptance or rejection.

All checks for subscriptions must be made payable to "**Infeed Medica Corp.**"

Right to Reject Subscriptions

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned by us to the subscriber within 3 business days of our having received the monies, without interest or deductions.

Underwriters

We have no underwriter and do not intend to have one. In the event that we sell or intend to sell by means of any arrangement with an underwriter, then we will file a post-effective amendment to this S-1 to accurately reflect the changes to us and our financial affairs and any new risk factors, and in particular to disclose such material relevant to this Plan of Distribution.

Regulation M

We are subject to Regulation M of the Securities Exchange Act of 1934. Regulation M governs activities of underwriters, issuers, selling security holders, and others in connection with Offerings of securities. Regulation M prohibits distribution participants and their affiliated purchasers from bidding for purchasing or attempting to induce any person to bid for or purchase the securities being distribute.

Section 15(G) of the Exchange Act

Our Shares are penny stocks are covered by section 15(g) of the Securities Exchange Act of 1934 which imposes additional sales practice requirements on broker/dealers who sell the Company's securities including the delivery of a standardized disclosure document; disclosure and confirmation of quotation prices; disclosure of compensation the broker/dealer receives; and, furnishing monthly account statements. For sales of our securities, the broker/dealer must make a special suitability determination and receive from its customer a written agreement prior to making a sale. The imposition of the foregoing additional sales practices could adversely affect a shareholder's ability to dispose of his stock.

Changes In and Disagreements with Accountants On Accounting And Financial Disclosure

Weinberg and Baer, LLC. is our registered independent auditor. There have not been any changes in or disagreements with our auditors on accounting and financial disclosure or any other matter.

Indemnification for Securities Act Liabilities

Our bylaws in Article XII provide that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Legal Matters

The legal opinion rendered by Harold P. Gewerter, Esq. regarding the common stock of the Company to be registered on Form S-1 is as set forth in his opinion letter included in this prospectus.

Experts

Our financial statements as of December 31 2013, and for the period then ended and cumulative from inception (September 10 2012), appearing in this prospectus and Registration Statement have been audited by Weinberg and Baer, LLC., an independent registered Public Accounting Firm, as set forth on their report thereon appearing elsewhere in this prospectus, and are included in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

Interest of Named Experts and Counsel

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or Offering of the common stock was employed on a contingency basis or had, or is to receive, in connection with the Offering, a substantial interest, directly or indirectly, in the Registrant or any of its parents or subsidiaries. Nor was any such person connected with the Registrant or any of its parents, subsidiaries as a promoter, managing or principal underwriter, voting trustee, Director, officer, or employee.

Available Information

We have filed with the SEC a Registration Statement on Form S-1, including exhibits, schedules and amendments filed with the Registration Statement, under the Securities Act with respect to the Shares of common stock being offered. This prospectus does not contain all of the information described in the Registration Statement and the related exhibits and schedules, portions of which have been omitted as permitted by the rules and regulations of the SEC. A copy of the Registration Statement and the related exhibits, schedules and amendments may be inspected without charge at the public reference facilities maintained by the SEC in Washington D.C. at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and copies of all or any part of the Registration Statement may be obtained from these offices upon the payment of the fees prescribed by the SEC. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements and other information regarding Registrants that file electronically with the SEC. The address of the site is http://www.sec.gov

Reports to Security Holders

We will make available to securities holders an annual report, including audited financials, on Form 10-K. While we intend to file a Form 8-A promptly after this Registration Statement becomes effective and thereby become a "reporting issuer" under Section 12 of the Securities Exchange Act of 1934, we are not currently a reporting issuer and upon this Registration Statement becoming effective we will be required under Section 15(d) of the Exchange Act to file the periodic reports required by Section 13(a) of the Exchange Act with respect to each class of securities covered by our Registration Statement. These reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective there are fewer than 300 shareholders. On the other hand, if we become a reporting issuer under Section 12 of the Securities Exchange Act of 1934, we will be subject to all of the obligations incumbent on a company with securities registered under Section 12 of the Exchange Act, including the continuing obligation to file the Section 13(a) reports; the directors, officers, and principal stockholders beneficial ownership disclosure requirements of Section 16 of the Exchange Act; and the proxy rules and regulations of Section 14 of the Exchange Act.

We furnish to our shareholders the Financial Statements for the years ending December 31 2012 and December 31 2013 (audited) and for the six months ended June 30, 2014 (unaudited)

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)

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DECEMBER 31, 2013

REPORT OF REGISTERED INDEPENDENT AUDITORS

To the Board of Directors and Stockholders
of Infeed Medica Corp.:

We have audited the accompanying balance sheet of Infeed Medica Corp. (a Delaware corporation in the development stage) as of December 31, 2013 and 2012, and the related statements of operations, stockholders' equity, and cash flows for the years ended December 31, 2013 and 2012, and from inception (September 10, 2012) through December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Infeed Medica Corp. as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years ended December 31, 2013 and 2012, and from inception (September 10, 2012) through December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company is in the development stage, and has not established any source of revenue to cover its operating costs. As such, it has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its planned business objectives. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
July 6, 2014

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of December 31, 2013	As of December 31, 2012
ASSETS		
Current Assets:		
Cash	$ —	$ —
Total current assets	—	—
Total Assets	$ —	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Loans payable - related parties	$ 30,154	$ 18,088
Total current liabilities	30,154	18,088
Total liabilities	30,154	18,088
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 0 shares issued and outstanding	—	—
Common stock subscribed	2,000	2,000
Stock subscriptions receivable	(2,000)	(2,000)
(Deficit) accumulated during the development stage	(30,154)	(18,088)
Total stockholders' (deficit)	(30,154)	(18,088)
Total Liabilities and Stockholders' (Deficit)	$ —	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For The Year Ended December 31, 2013	September 10, 2012 to December 31, 2012	Cumulative From Inception
Revenues	$ —	$ —	$ —
Expenses:			
General & administrative	6,566	1,400	7,966
Research & development	5,500	16,688	22,188
Total expenses	12,066	18,088	30,154
(Loss) from Operations	(12,066)	(18,088)	(30,154)
Other Income (Expense)	—	—	—
Provision for income taxes	—	—	—
Net (Loss)	$ (12,066)	$ (18,088)	$ (30,154)
(Loss) Per Common Share:			
(Loss) per common share - Basic and Diluted	$ —	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	—	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	$ —	$ 2,000	$ (2,000)	$ (30,154)	$ (30,154)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For The Year Ended December 31, 2013	September 10, 2012 to December 31, 2012	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (12,066)	$ (18,088)	$ (30,154)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Accounts payable and accrued liabilities	—	—	—
Net Cash Used in Operating Activities	(12,066)	(18,088)	(30,154)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	12,066	18,088	30,154
Net Cash Provided by Financing Activities	12,066	18,088	30,154
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ —	$ —	$ —

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of December 31, 2013 and 2012, subscribed stock was not included in the diluted earnings per share calculation as they were anti-dilutive.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of December 31, 2013 and 2012, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the year ended December 31, 2013, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of December 31, 2013 and as of December 31, 2012, and expenses for the years ended December 31, 2013 and 2012, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of December 31, 2013, loans from related parties amounted to $30,154 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

(6) Income Taxes

The provision (benefit) for income taxes for the years ended December 31, 2013 and 2012 was as follows (assuming a 34% effective tax rate):

	2013	2012
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 4,102	$ 6,150
Change in valuation allowance	(4,102)	(6,150)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of December 31, 2013 and 2012, as follows:

	2013	2012
Loss carryforwards	$ 10,252	$ 6,150
Less - Valuation allowance	(10,252)	(6,150)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the years ended December 31, 2013 and 2012, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of December 31, 2013, the Company had approximately $30,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2033.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years will be closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of December 31, 2013, the Company owed $30,154 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to Directors and officers for a $2,000 stock subscription receivable.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

On December 27, 2012, a director and officer assigned a design patent of the Company's product to the Company. The United States Patent was granted on April 8, 2014 and the patent number is D702360.

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

INFEED MEDICA CORP.
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INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of June 30, 2014 (Unaudited)	As of December 31, 2013
ASSETS		
Current Assets:		
Deferred offering costs	$ 5,000	$ —
Total current assets	5,000	—
Total Assets	$ 5,000	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Accrued expenses	$ 6,945	$ —
Loans payable - related parties	34,738	30,154
Total current liabilities	41,683	30,154
Total liabilities	41,683	30,154
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 20,000,000 and 0 shares issued and outstanding, respectively	2,000	—
Common stock subscribed	—	2,000
Stock subscriptions receivable	—	(2,000)
(Deficit) accumulated during the development stage	(38,683)	(30,154)
Total stockholders' (deficit)	(36,683)	(30,154)
Total Liabilities and Stockholders' (Deficit)	$ 5,000	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
(Unaudited)

	For The Three Months Ended June 30, 2014	For The Three Months Ended June 30, 2013	For The Six Months Ended June 30, 2014	For The Six Months Ended June 30, 2013	Cumulative From Inception
Revenues	$ —	$ —	$ —	$ —	$ —
Expenses:					
General & administrative	6,493	—	7,504	6,566	15,470
Research & development	—	—	1,025	5,500	23,213
Total expenses	6,493	—	8,529	12,066	38,683
(Loss) from Operations	(6,493)	—	(8,529)	(12,066)	(38,683)
Other Income (Expense)	—	—	—	—	—
Provision for income taxes	—	—	—	—	—
Net (Loss)	$ (6,493)	$ —	$ (8,529)	$ (12,066)	$ (38,683)
(Loss) Per Common Share:					
(Loss) per common share - Basic and Diluted	$ (0.00)	$ —	$ (0.00)	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	20,000,000	—	20,000,000	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	—	2,000	(2,000)	(30,154)	(30,154)
Common stock issued in exchange of a reduction of debt ($0.0001 per share)	20,000,000	2,000	(2,000)	—	—	—
Payment of stock subscriptions thru a reduction of debt	—	—	—	2,000	—	2,000
Net (loss) for the period	—	—	—	—	(8,529)	(8,529)
Balance - June 30, 2014	20,000,000	$ 2,000	$ —	$ —	$ (38,683)	$(36,683)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For The Six Months Ended June 30, 2014	For The Six Months Ended June 30, 2013	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (8,529)	$ (12,066)	$ (38,683)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Deferred offering costs	(5,000)	—	(5,000)
Accounts payable and accrued liabilities	6,945	—	6,945
Net Cash Used in Operating Activities	(6,584)	(12,066)	(36,738)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	6,584	12,066	36,738
Net Cash Provided by Financing Activities	6,584	12,066	36,738
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ 2,000	$ —	$ 2,000

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Unaudited Interim Financial Statements

The interim financial statements of the Company as of June 30, 2014, and for the period then ended, and cumulative from inception, are unaudited. However, in the opinion of management, the interim financial statements include all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the Company's financial position as of June 30, 2014, and the results of its operations and its cash flows for the period ended June 30, 2014. These results are not necessarily indicative of the results expected for the calendar year ending December 31, 2014. The accompanying financial statements and notes thereto do not reflect all disclosures required under accounting principles generally accepted in the United States. Refer to the Company's audited financial statements as of December 31, 2013, filed with the SEC, for additional information, including significant accounting policies.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. There were no dilutive financial instruments issued or outstanding for the period ended June 30, 2014.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of June 30, 2014 and December 31, 2013, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the period ended June 30, 2014, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of June 30, 2014 and December 31, 2013, and expenses for the periods ended June 30, 2014 and June 30, 2013, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of June 30, 2014, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of June 30, 2014, loans from related parties amounted to $34,738 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

(6) Income Taxes

The provision (benefit) for income taxes for the periods ended June 30, 2014 and 2013 was as follows (assuming a 34% effective tax rate):

	2014	2013
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 2,900	$ 4,102
Change in valuation allowance	(2,900)	(4,102)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of June 30, 2014 and December 31, 2013 as follows:

	2014	2013
Loss carryforwards	$ 13,152	$ 10,252
Less - Valuation allowance	(13,152)	(10,252)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the period ended June 30, 2014 and the year ended December 31, 2013, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of June 30, 2014, the Company had approximately $39,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2034.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years will be closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of June 30, 2014, the Company owed $34,738 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

PART II

Information Not Required in Prospectus

Item 24. Indemnification of Directors and Officers

Article XII of our Bylaws provides that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 25. Other Expenses of Issuance and Distribution

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

Nature of Expense	Amount
SEC Registration fee	$ 13
Transfer Agent Fees (Estimated)	1,500
Accounting fees and expenses	10,000
Legal fees and expenses	10,000
Total:	$ 21,513

Item 26. Recent Sales of Unregistered Securities

The following sets forth information regarding all sales of our unregistered securities during the past three years. None of the holders of the Shares issued below have subsequently transferred or disposed of their Shares and the list is also a current listing of the Company's stockholders.

On January 1 2014 , we issued a total of 20,000,000 Shares of our common stock to two individuals, including to our Principal Executive Officer and Treasurer, Secretary , Principal Financial and Accounting Officer. The purchase price for such Shares was equal to their par value, $0.0001 per share, amounting in the aggregate for all 20,000,000 Shares to $2,000. None of these transactions involved any underwriters, underwriting discounts or commissions or any public Offering, and we believe these issuances were exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made in an offshore transaction and only to the following individuals who are all non-U.S. citizens, all in accordance with the requirements of Regulation S of the Securities Act.

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned
Julius Klein	10,000,000
Beth Langsam	10,000,000

Item 27. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period, in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of the Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

v. Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement (amendment # 1) to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Jerusalem, State of Israel on July 22 2014.

Infeed Medica Corp.

Date August 28 2014

By: /s/ Julius Klein
Julius Klein
President (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement (amendment # 1)has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ Julius Klein	Principal Executive Officer and Director	August 28 2014
/s/Beth Langsam	Secretary and Director , Treasurer (and Principal Accounting and Financial Officer) Beth Langsam is authorized to sign our document in the capacity of Principal Accounting and Financial Officer	August 28 2014

Exhibits Table

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Incorporation of the Company
3.2	By-Laws of the Company
3.3	Form of Common Stock Certificate of the Company
5.1	Opinion of Legal Counsel
23.1	Consent of Weinberg and Baer, LLC.
23.2	Consent of legal counsel (see Exhibit 5.1)
99.1	Subscription Agreement
99.2	Verbal (oral) Arrangements with the Company
99.3	Patent Assignment Agreement
99.4	USPTO Patent Assignment
99.5	USPTO Patent Notification

State of Deleware

Secretary of State

Division of Corporations

Delivered 11:41 AM 09/10/2012

FILED :11:30 AM 09/10/2013

SRV 121013201-5210061 FILE

STATE OF DELEWARE

CERTIFICATE OF INCORPORATION

OF

INFEED MEDICA CORP

FIRST The name of this corporation is INFEED MEDICA CORP

SECOND Its registered office in the the State of Deleware is to be located at 113 Barksdale Professional Center Newark Deleware , County of New Castle Zip Code 19711 . The registered agent in charge thereof is Deleware Intercorp.

THIRD The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Deleware

FOURTH The amount of the total stock that this corporation is authorized to issue is 500,000,000 shares of common stock with a par value of $0.0001 per share.

FIFTH The name and mailing address of the incorporator is as follows

EINAT KRASNEY

8 PAAMONI STREET

TEL AVIV 62918

ISRAEL

I THE UNDERSIGNED for the purpose of forming a corporation under the laws of the State Of Deleware do make , file and record this Certificate , and do hereby certify that the facts herein stated are true and I have accordingly hereunto executed this Certificate this 9TH Day of SEPTEMBER 2012

By: /s/ EINAT KRASNEY
Title Incorporator

INFEED MEDICA CORP

BY-LAWS

* * * * *

A Delaware Corporation

ARTICLE I

OFFICES

Section 1

The registered office of the Corporation in the State of Delaware shall be located in the City and State designated in the Certificate of Incorporation.

Section 2

The corporation may also have offices at such other places both within and without the state of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

ANNUAL MEETINGS OF SHAREHOLDERS

Section 1

All meetings of shareholders for the election of directors shall be held at such time and at such place, either within or without the State of Delaware, as may be fixed from time to time by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Article IV, Section 6 of these Bylaws. Unless directors are elected by written consent in lieu of an annual meeting as permitted by Article IV, Section 5 of these Bylaws, an annual meeting of the stockholders for the election of the directors shall be held on a date and a time as shall be designated by the Board of Directors and stated in the notice of the meeting. Any other proper business may be transacted at the annual meeting.

Section 2

Written or printed notice of the annual meeting stating the place, date and hour of the meeting shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

Section 3

The officer who has charge of the stock ledger of the corporation shall prepare and make, or cause a third party to prepare and make, at least 10 days before every meeting of the 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.

ARTICLE III

SPECIAL MEETINGS OF SHAREHOLDERS

Section 1

Special meetings of shareholders may be held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president(if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting.

Section 3

Written or printed notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by, or at the direction of, the chairman or the president or vice president, to each shareholder of record entitled to vote at such meeting. The notice should also indicate that it is being issued by, or at the direction of, the person calling the meeting.

Section 4

The business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

Section 5

After fixing a record date for a meeting, the officer who has charge of the stock ledger of the Corporation, shall prepare an alphabetical list of the names of all its shareholders entitled to notice of the meeting, arranged by voting group with the address of and the number, class, and series, if any, of shares held by each shareholder. The stock ledger shall be the only evidence as to who are the shareholders entitled to examine the stock ledger, the list required by Section 219 of the Delaware General Corporation Law or the books of the Corporation, or to vote in person or by proxy at any shareholders' meeting.

ARTICLE IV

QUORUM AND VOTING OF STOCK

Section 1

The holders of a majority of the shares of stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall 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 30 day, 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 at the meeting as provided in Section 3 of Article III.

Section 2

If a quorum is present, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the shareholders, unless the vote of a greater or lesser number of shares of stock is required by law or the certificate of incorporation.

Section 3

Each outstanding share of stock having voting power shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact.

Section 4

The Board of Directors in advance of any shareholders' meeting may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and, on the request of any shareholder entitled to vote there-at, shall appoint one or more inspectors. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

Section 5

Unless otherwise provided in the certificate of incorporation, any action required to be taken at an annual meeting or special meeting of the stockholders of the corporation, or any action which may be taken at any annual meeting or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent or consents 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 to the corporation by delivery to its registered office in Delaware, to its principal place of business, or to an officer or agent of the corporation having custody of the book in which proceedings of meetings are recorded.

Section 6

Unless otherwise restricted in the certificate of incorporation or these Bylaws, the Board of Directors may in its sole discretion permit stockholders to participate in meetings of stockholders by means of remote communication and shall be deemed present in person and permitted to vote at such meeting, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present in person and permitted to vote at such meeting by means of remote communication is a stockholder, (ii) the corporation shall implement reasonable measures to provide such stockholders a reasonable opportunity to participate in such meeting and to vote on matters submitted to the stockholders, and (iii) if any stockholder votes or takes action at such meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

ARTICLE V

DIRECTORS

Section 1

The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders.

Section 2

Any or all of the directors may be removed, with or without cause, at any time by the vote of the shareholders at a special meeting called for that purpose. Any director may be removed for cause by the action of the directors at a special meeting called for that purpose. If elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire Board or the entire class of directors of which he is a member were then being elected. If the director being removed was elected by the holders of the shares of any class or series he cannot be removed by the directors and may be removed only by the applicable vote of the holders of shares of that class or series, voting as a class.

Section 3

Unless otherwise provided in the certificate of incorporation, newly created directorships resulting from an increase in the Board of Directors and all vacancies occurring in the Board of Directors, including vacancies caused by removal without cause, may be filled by the affirmative vote of a majority of the Board of Directors, however, if the number of directors then in office is less than a quorum then such newly created directorships and vacancies may be filled by a vote of a majority of the directors then in office. A director elected to fill a vacancy shall hold office until the next meeting of shareholders at which election of directors is the regular order of business, and until his successor shall have been elected and qualified. A director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 4

The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the shareholders.

Section 5

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1

Meetings of the Board of Directors, regular or special, may be held either within or without the State of Delaware.

Section 2

The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the directors. In the event that such meeting is not held at such time, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 3

Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

Section 4

Special meetings of the Board of Directors may be called by the chairman or the president on one (1) days notice to each director personally or by mail, or on two (2)days notice to each director by telegram, telefax, telecopier or telephone; special meetings shall be called by the chairman, the president or secretary in like manner and on like notice on the written request of two directors.

Section 5

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6

A majority of the directors shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by the certificate of incorporation. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the certificate of incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7

Unless the certificate of incorporation provides otherwise, any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 8

Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, may participate in a meeting of the Board of Directors or any committee by means of conference telephone or any other communications equipment by means of which all persons participating in a meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1

The Board of Directors, by resolution adopted by a majority of the entire board, may designate, from among its members, one or more committees, each consisting of one or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the board, except as otherwise required by law.

Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the board when required.

ARTICLE VIII

NOTICES

Section 1

Whenever, under the provisions of the statutes or of the certificate of incorporation or of these Bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by electronic transmission when such director or stockholder has consented to the delivery of notice in such form or in writing by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice given by electronic transmission shall be deemed given: (a if by facsimile telecommunication, when directed to the number at which a stockholder or director has consented to receive notice; (by) if by electronic mail, when directed to an electronic mail address at which a stockholder or director has consented to receive notice to directors may also be given by telegram, telefax, telecopier or telephone.

Section 2

Whenever any notice of a meeting is required to be given under the provisions of the statutes or under the provisions of the certificate of incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

OFFICERS

Section 1

The officers of the corporation shall be chosen by the Board of Directors and shall be a president, a secretary and a treasurer. The Board of Directors in its discretion may also elect a Chairman of the board of directors. The Board of Directors may also choose one or more vice-presidents, and one or more assistant secretaries and assistant treasurers.

Section 2

The Board of Directors at its first meeting after each annual meeting of shareholders shall choose a president, a secretary and a treasurer, none of whom need be a member of the board. Any two or more offices may be held by the same person, except the offices of president and secretary. Notwithstanding the above, when all the issued and outstanding stock of the corporation is owned by one person, such person may hold all or any combination of offices.

Section 3

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

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

Section 5

The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

CHAIRMAN OF THE BOARD OF DIRECTORS

Section 6

The Chairman of the Board of Directors shall be a director and shall preside at all meetings of the Board of Directors at which he shall be present, and shall have such power and perform such duties as may from time to time be assigned to him by the Board of Directors.

THE PRESIDENT

Section 7

The president shall be the chief executive officer of the corporation, shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board of Directors, the Board of Directors shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. He shall have the power to call special meetings of the stockholders or of the Board of Directors or of the Executive Committee at any time.

Section 8

The President shall execute bonds, mortgages and other contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

THE VICE-PRESIDENTS

Section 9

The vice-president or, if there shall be more than one, the vice-presidents in the order determined by the board of directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARIES

Section 10

The secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be.

Section 11

The assistant secretary or, if there be more than one, the assistant secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE TREASURER AND ASSISTANT TREASURERS

Section 12

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 13

He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 14

If required by the Board of Directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 15

The assistant treasurer, or, if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE X

CERTIFICATES FOR SHARES

Section 1

The shares of the corporation shall be represented by certificates signed by the chairman or vice-chairman of the board or the president or a vice-president and the secretary or an assistant secretary or the treasurer or an assistant treasurer of the corporation. When the corporation is authorized to issue shares of more than one class there shall be set forth upon the face or back of the certificate, or the certificate shall have a statement that the corporation will furnish to any shareholder upon request, the designation, relative rights, preferences and limitations of each such series so far as the same have been fixed and the authority of the board of directors to designate and fix the relative rights, preferences and limitations of other series.

Section 2

The signatures of the officers of the corporation upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of issue.

LOST CERTIFICATES

Section 3

The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

TRANSFERS OF SHARES

Section 4

Upon surrender to the corporation or the transfer agent of the corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto, and the old certificate cancelled and the transaction recorded upon the books of the corporation.

FIXING RECORD DATE

Section 5

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of any meeting nor more than sixty days prior to any other action. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board fixes a new record date for the adjourned meeting.

REGISTERED SHAREHOLDERS

Section 6

The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

LIST OF SHAREHOLDERS

Section 7

A list of shareholders as of the record date, certified by the corporate officer responsible for its preparation or by a transfer agent, shall be produced at any meeting upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list of shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

ARTICLE XI

GENERAL PROVISIONS

DIVIDENDS

Section 1

Subject to the provisions of the certificate of incorporation relating thereto, if any, dividends may be declared by the Board of Directors at any regular or special meeting, pursuant to law.

Dividends may be paid in cash, in shares of the capital stock or in the corporation's bonds or its property, including the shares or bonds of other corporations subject to any provisions of law and of the certificate of incorporation.

Section 2

Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

CHECKS

Section 3

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

FISCAL YEAR

Section 4

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XII

INDEMNIFICATION

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1

The corporation shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware as the same now exists or may hereafter be amended, indemnify any person against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation. For purposes of this Section 1, a "director" or "officer" of the corporation shall mean any person (i) who is or was a director or officer of the corporation, (ii) who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

The corporation shall be required to indemnify a director or officer in connection with an action, suit, or proceeding (or part thereof) initiated by such director or officer only if the initiation of such action, suit, or proceeding (or part thereof) by the director or officer was authorized by the Board of Directors of the corporation.

The corporation shall pay the expenses (including attorney's fees) incurred by a director or officer of the corporation entitled to indemnification hereunder in defending any action, suit or proceeding referred to in this Section 1 in advance of its final disposition; provided, however, that payment of expenses incurred by a director or officer of the corporation in advance of the final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should ultimately be determined that the director of officer is not entitled to be indemnified under this Section 1 or otherwise.

The rights conferred on any person by this Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the corporation's Certificate of Incorporation, these Bylaws, agreement, vote of the stockholders or disinterested directors or otherwise.

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

INDEMNIFICATION OF OTHERS

Section 2

The corporation shall have the power, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware as the same now exists or may hereafter be amended, to indemnify any person (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding, in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was an employee or agent of the corporation. For purposes of this Section 2, an "employee" or "agent" of the corporation (other than a director or officer) shall mean any person (i) who is or was an employee or agent of the corporation, (ii) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

INSURANCE

Section 3
The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or 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 any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the General Corporation Law of Delaware.

ARTICLE XIII

AMENDMENTS

These by-laws may be amended or repealed or new by laws may be adopted at any regular or special meeting of shareholders at which a quorum is present or represented, by the vote of the holders of shares entitled to vote in the election of any directors, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting.

ARTICLE XIII

No contract or transaction shall be void or void-able if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are Directors or Officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction or his/her votes are counted for such purpose, if:

(a)the material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b)the material facts as to his/her relationship or relationships or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c)the contract or transaction is fair as to the Corporation as of the time its is authorized, approved or ratified, by the board of directors, a committee or the shareholders. Such interested directors may be counted when determining the presence of a quorum .at the board of directors or committee meeting authorizing the contract or transaction

NUMBER
CERT.9999

INFEED MEDICA CORP.

SHARES
**********9,000,000**********

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
$0.0001 PAR VALUE COMMON STOCK

COMMON STOCK
CUSIP 999999ZZ9

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION *

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF
INFEED MEDICA CORP.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: MAY 15, 2014

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

By:_____
AUTHORIZED SIGNATURE

Chief Executive Officer

Chief Financial Officer

LAW OFFICES OF
HAROLD P. GEWERTER, ESQ., LTD.

Harold P. Gewerter, Esq.
Elaine A. Dowling, Esq.

August 28, 2014

Board of Directors
Infeed Medica Corp.
Zeev Chaklay 4/18
Jerusalem 96562

Re: Registration Statement on Form S-1 for Infeed Medica Corp., a Delaware corporation (the "Company")

Dear Ladies and Gentlemen:

I have acted as counsel to the company in regards to the above referenced filing. This opinion is submitted pursuant to the applicable rules of the Securities and Exchange Commission with respect to the registration of 10,000,000 shares for direct public sale of the Company's common stock, $0.0001 par value, to be sold by the issuer.

In connection therewith, I have examined and relied upon original, certified, conformed, Photostat or other copies of the following documents:

i. The Certificate of Incorporation of the Company;
ii. The Registration Statement and the Exhibits thereto; and
iii. Such other documents and matters of law, as I have deemed necessary for the expression of the opinion herein contained.

In all such examinations, I have assumed the genuineness of all signatures on original documents, and the conformity to the originals or certified documents of all copies submitted to me as conformed, Photostat or other copies. As to the various questions of fact material to this opinion, I have relied, to the extent I deemed reasonably appropriate, upon representations or certificates of officers or directors of the Company and upon documents, records and instruments furnished to me by the Company, without verification except where such verification was readily ascertainable.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 ♦ Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

Based on the foregoing, I am of the opinion that the Shares will upon the effectiveness of the registration and the issuance of the shares be duly and validly issued, duly authorized and will be fully paid and non-assessable.

This opinion is limited to federal and Delaware law, including all applicable statutory provisions of the law and the reported judicial decisions interpreting such laws, as in effect on the date of the effectiveness of the registration statement, exclusive of state securities and blue-sky laws, rules and regulations, and to all facts as they presently exist.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of my name under the caption "Legal Matters " in the prospectus comprising part of the Registration Statement.

Sincerely yours,

HAROLD P. GEWERTER, ESQ., LTD.

/s/: Harold P. Gewerter
Harold P. Gewerter, Esq.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 ♦ Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

Weinberg & Baer LLC
115 Sudbrook Lane, Baltimore, MD 21208
Phone (410) 702-5660

Mr. Julius Klein
Infeed Medica Corp.
Zeev Chaklay 4/18
Jerusalem 96462

Dear Mr. Klein:

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation in the Registration Statement (amendment # 1) of Infeed Medica Corp. on Form S-1 of our report on the financial statements of the Company as its registered independent auditor dated July 6, 2014, as of and for the periods ended December 31, 2013 and 2012 and from inception to December 31, 2013. We further consent to the reference to our firm in the section on Experts.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
August 28 , 2014

INFEED MEDICA

Subscription Agreement

INFEED MEDICA

Attention: Mr. Klein

Re: Prospectus, dated July 22 2014

Dear Mr. Klein

The undersigned investor in this Subscription Agreement hereby acknowledges receipt of the prospectus, dated JULY 22 2014 , of INFEED MEDICA CORP a Delaware Corporation, (the *"Prospectus"* and the *"Company"*), and subscribes for the following number of shares upon the terms and conditions set forth in the Prospectus.

The Investor agrees that this Subscription Agreement is subject to availability and acceptance by the Company.

The Investor hereby subscribes for _____ shares of the Company's common stock (*"Common Stock"*) at $0.01 per share, for an aggregate purchase price of $_____.

Payment of $_____ as payment in full of the purchase price is being made via check/Wire transfer directly to INFEED MEDICA CORP

If this subscription is rejected by the Company, in whole or in part, for any reason, all funds will be returned within three business days of the Company's receipt such funds, without interest or deduction of any kind.

Purchaser Information:

Printed Name:

Signature;

Date:

Address:

the foregoing Subscription is hereby accepted in full on behalf of INFEED MEDICA CORP

_____ Date
INFEED MEDICA CORP

By: /s/ Julius Klein

ORAL ARRANGEMENTS WITH THE COMPANY

(1 Lease Arrangement

The Company has an oral arrangement with the Director for the use of the Home for current operations which are minimal at no cost until the Company will raise funds pursuant to its registration Statement at which time the Company shall seek other office space for rental .The Company intends to file a copy of any new written lease agreements (with consideration) accordingly, when applicable in its future periodic report filings.

(2 Loan Agreements

The Company has oral arrangements with its Directors who will and have agreed to equally fund the current minimum required funds (Interest free) needed to meet the minimum ongoing operations of the Company for a period of not less than the following twelve months .

ASSIGNMENT

I Jonathan Shenker (hereafter referred to as Assignor) have invented a BABY BOTTLE DESIGN for administering medicine to Infants , (Hereafter Assignor)

And Wheras INFEED MEDICA CORP (hereafter referred to as Assignee) a corporation organized and existing under the laws of Deleware having a place of business at 113 Barksdale Newark 19711 USA is desirious of acquiring an interest in any and all countries , in and to the Invention , and all Patents to be obtained therefore;

Now Therefore to all whom it may concern be it known that for good value consideration , (consideration defined in Exhibit A) the receipt of which is hereby acknowledged we the assignors have assigned and transferred and hereby assign and transfer unto ASSIGNEE , the entire right , title and interest in and to the INVENTION and any and all Patents that may be issued therefrom in any and all countries including and and all revivals refilling , continuations , continuations in part divisions and reissues thereof to ASSIGNEE and we do hereby agree that we all execute all papers necessary in connection with any and all patent applications when called upon to do so by Assignee fully assign and that we will at the cost and expense of ASSIGNEE fully assist and cooperate in all matters in connection with any and all patent applications and patents issuing thereon.

The Undersigned declare that all statements made herein of this own knowledge are true and that all statements made on information and belief and further that these statements were made with the knowledge that willful false statements and like so made are punishable by and imprisonment , or both under section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of any Patent issuing thereon.

Date December 27 2012

/S/ Jonathan Shenker
Jonathan Shenker
Assignor

Exhibit A (Consideration)
10% of all future gross proceeds from the sale and / or licensing of the Design Patent Product .

UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

APRIL 9, 2013

PTAS

AVERY N. GOLDSTEIN, PH.D.
BLUE FILAMENT LAW PLLC
450 N. OLD WOODWARD AVENUE, FIRST FLOOR
BIRMINGHAM, MI 48009

502302358

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

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RECORDATION DATE: 04/08/2013
REEL/FRAME: 030169/0663
NUMBER OF PAGES: 2

BRIEF: ASSIGNMENT OF ASSIGNORS INTEREST (SEE DOCUMENT FOR DETAILS).

DOCKET NUMBER: APPE-115DES

ASSIGNOR:
SHENKER, JONATHAN
DOC DATE: 12/27/2012

ASSIGNEE:
INFEED MEDICA CORP.
113 BARKSDALE
NEWARK, DELAWARE 19711

APPLICATION NUMBER: 29441687
FILING DATE: 01/08/2013
PATENT NUMBER:
ISSUE DATE:
TITLE: BABY BOTTLE

ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office
Address: COMMISSIONER FOR PATENTS
P.O. Box 1450
Alexandria, Virginia 22313-1450
www.uspto.gov

APPLICATION NO.	ISSUE DATE	PATENT NO.	ATTORNEY DOCKET NO.	CONFIRMATION NO.
29/441,687	04/08/2014	D702360	APPE-115DES	9486

13173 7590 03/19/2014

Blue Filament Law
450 North Old Woodward
First Floor
Birmingham, MI 48009

ISSUE NOTIFICATION

The projected patent number and issue date are specified above.

Determination of Patent Term Extension or Adjustment under 35 U.S.C. 154 (b)

Design patents have a term measured from the issue date of the patent and the term remains the same length regardless of the time that the application for the design patent was pending. Since the above-identified application is an application for a design patent, the patent is not eligible for Patent Term Extension or Adjustment under 35 U.S.C. 154(b).

Any questions regarding the Patent Term Extension or Adjustment determination should be directed to the Office of Patent Legal Administration at (571)-272-7702. Questions relating to issue and publication fee payments should be directed to the Application Assistance Unit (AAU) of the Office of Data Management (ODM) at (571)-272-4200.

APPLICANT(s) (Please see PAIR WEB site http://pair.uspto.gov for additional applicants):

Jonathan Shenker, Jerusalem, ISRAEL;

UNITED STATES PATENT AND TRADEMARK OFFICE
UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

APRIL 9, 2013

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113 BARKSDALE
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TITLE: BABY BOTTLE

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ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

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29/441,687	04/08/2014	D702360	APPE-115DES	9486

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APPLICANT(s) (Please see PAIR WEB site http://pair.uspto.gov for additional applicants):

Jonathan Shenker, Jerusalem, ISRAEL;

NUMBER
CERT.9999

INFEED MEDICA CORP.

SHARES
**********9,000,000**********

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
$0.0001 PAR VALUE COMMON STOCK

COMMON STOCK
CUSIP 999999ZZ9

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION *

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

INFEED MEDICA CORP.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: MAY 15, 2014

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

By:_____
AUTHORIZED SIGNATURE

Chief Executive Officer

Chief Financial Officer

August 28, 2014

Re: Infeed Medica Corp.
Registration Statement on Form S-1
Filed July 22, 2014
File No. 333-197553

Dear
Russell Mancuso

We are in receipt of your letter dated August 18 2014 in regards to comments on the above S1registration Statement filed on July 22 2014 and present to you our responses accordingly as follows:

General

1. **Please provide us your analysis of whether you are a shell company as defined in Rule 405. If you are a shell company, please provide us your analysis of the materiality of the effect of the prohibition on the use of Form S-8, the Form 8-K disclosure requirements in connection with change in control transactions or acquisitions, and the conditions that must be satisfied before your stockholders may rely on Rule 144 given Rule 144(i).**

Response

The Company is not a shell company. The Company has spent over $18,000 on the development of a prototype demonstrating operational activity and that the prototype is a material non cash asset therefore falling outside of both prongs of Rule 144(i)

Our Company, page 3

2. **Please reconcile your disclosure here that you plan to manufacture your product directly with your disclosure on page 23 showing a plan of operations involving solely a contract manufacturer.**

Response

We have revised the paragraph on page 3

The Offering

3. **Please highlight in the prospectus summary the extent to which proceeds will be used to make payments to affiliates.**

Response

We have inserted a sentence to clarify that none of the proceeds of the Offering will be used to make payments to Affiliates .

Risk Factors

4. **Please provide us your analysis of whether your solicitation of "investment partners" on your website constitutes an offer for purposes of the Securities Act. If it is an offer, please provide us your analysis of how the offer is consistent with Section 5 of the Securities Act.**

Response

This is an error. There was no intention to solicit any form of investments to the Co thru the website, rather to try and find business partners and / or joint ventures. We have deleted it entirely from the website accordingly.

We do not have sufficient cash

5. **Please clarify who you mean when you refer to "our Shareholders." Will you require shareholders who invest during the course of this offering to make this funding commitment? If not, it appears that the statement will become inaccurate after you obtain your first investor in this offering. In this regard, please avoid reliance on defined terms represented by capitalized common words like, Shareholders, Offering, Shares, and Offering Price; for guidance, refer to Updated Staff Legal Bulletin No. 7 (June 7, 1999), particularly sample comments 2, 3, 4 and 16 at the end of that bulletin.**

Response

We have revised the meaning to the current Directors in the related risk factor

6. **Please reconcile your disclosure in this risk factor that your affiliates have committed to fund you for at least 12 months with your disclosure in the next risk factor that you may have to suspend or cease operations within 12 months if you do not raise net proceeds of at least $47,000. Also reconcile your reference to $47,000 needed for the next 12 months with your disclosure on page 20 that you require $78,500.**

Response

We have revised page 3 and page 20 accordingly

7. **With a view toward clarified disclosure, please tell us the number of companies your affiliates have agreed to fund. Also tell us whether you have confirmed whether those who have provided your funding commitments have sufficient resources to satisfy the commitments to you and to the other companies.**

Response

One Director has also committed to fund Triumph Ventures Corp (the only other Company where he is an affiliate) whereby that Co has completed the Offering pursuant to the S1. Regardless the Directors have confirmed he has the funds to fund each of the two entities.

Our auditors have expressed substantial doubt about our ability to continue as a going concern, and if we do not raise net proceeds of at least $47,000 from our Offering, we may have to suspend or cease operations within twelve months, page 7

8. **If you auditor has not determined that the $47,000 is sufficient for you to continue as a going concern, please (1) remove the implication to the contrary in the caption of this risk factor, and (2) address the reasons for and effect of the auditor's doubt in a risk factor that is separate from the risk factor regarding the amount that you believe you need to continue operations.**

Response

We have deleted the $47,000 in the risk factor and have left the risk factor which discusses the auditors concern accordingly. Risk factor # 3 discusses the insufficiency of cash.

We may in the future issue additional, page 12

9. **Please reconcile the number of authorized shares that you disclose here and on page 31.**

Response

Page 12 has been revised

Stockholders may have limited access, page 15

10. **With a view toward clarification of this risk factor and the last risk factor on page 14, please tell us the number of companies associated with your affiliates that have disclosed an intention to file a Form 8-A promptly after a Securities Act registration statement has become effective. Also tell us whether those companies filed the Form 8-A, and if so the length of time between the effectiveness of the Securities Act registration statement and the filing of the Form 8-A.**

Response

There is only 1 company associated with our affiliates that have disclosed an intention to file a Form 8-A promptly after a Securities Act registration statement has become effective. Triumph Ventures (where Julius Klein is also the CEO) filed the form 8A 3 months after the effectiveness of the S1 due to an oversight by the Company.

Due to the possible necessity of obtaining, page 16

11. **Please reconcile your disclosure here which says "depending on how [your proposed product] is designed" with your disclosure on page 3 which says that you already have a design and are at the stage where you are ready to start manufacturing.**

Response

The risk factor has been revised to clarify the final manufactured product rather than the prototype design.

We are an "Emerging Growth Company" and... page 16

12. **Please supplementlly provide us with copies of all written communications, as defined in Rule 405 under the Securities Act, that you, or anyone authorized to do so on your behalf, present to potential investors in reliance on Section 5(d) of the Securities Act, whether or not they retain copies of the communications. Similarly, please supplementally provide us with any research reports about you that are published or distributed in reliance upon Section 2(a)(3) of the Securities Act of 1933 added by Section 105(a) of the Jumpstart Our Business Startups Act by any broker or dealer that is participating or will participate in your offering.**

Response

Noone has from the Co presented or has been authorized by our Company to present to potential investors any communication or materials or any such reports nor has any Broker and / or Dealer been contacted to participate and will not participate in the Offering.

Percent of Net Proceeds Received, page 17

13. **Please add a column to the tables on page 17 of your prospectus to reflect the offering assuming that you sold sufficient shares to receive net proceeds at the $47,500 level that you mention on your prospectus cover.**

Response

We have revised the Use of Proceeds .The sentence in the prospectus cover has been deleted . The use of proceeds will not be used to pay the Director's loans liabilities hence the numbers have changed accordingly . The $47,500 has been revised to $58,500 and has been referenced accordingly.

14. **Please add a row to the second table to show the use of proceeds described in section 1 of exhibit 99.2. Ensure that the extent of the affiliate involvement with the transaction is clear.**

Response

We have revised the first paragraph that the rent expense subsequent to the Co raising funds will be elsewhere and not the office of the Affiliate and therefore there will be no Affiliate involvement with the lease transaction.

15. **Please reconcile your disclosure in the last sentence of the first paragraph on page 18 that the proceeds from this offering will not be used to repay the liabilities, with (1) your statement two sentences earlier that will use proceeds to pay the $7,000 existing liabilities and (2) your table on page 17 which indicates that the proceeds will be used to pay existing liabilities.**

Response

The Use of proceeds has been revised to clarify that the liabilities which will be paid from the proceeds will NOT include the Directors Loans .

16. **Please clarify at what level of proceeds you will have sufficient funds to begin manufacturing and selling your proposed product. If 100% of the proceeds from this offering will be insufficient for that purpose, please provide the disclosure required by instruction 3 to Regulation S-K Item 504.**

Response

We have revised this number to be $58,500 on page 20

17. **Please clarify in what line item in the tables in this section you have reflected the cost of the study mentioned in the last sentence of the second paragraph on page 16.**

Response

We have revised the second paragraph of page 16

18. **With a view toward clarified disclosure, please tell us how you determined that you have a reasonable basis to disclose the amount of funding necessary for your plan of operations given your disclosure that you have yet to make the determinations mentioned in the first sentence of the second paragraph on page 16.**

Response

We have revised the second paragraph on page 16 accordingly

Dilution, page 18

19. **Please show us how you calculated the "Increase per share to existing Shareholders" and the "Dilution Percentage to New investors in the Offering" for each of the scenarios presented. In addition, please revise to present the "Dilution Percentage to New investors in the Offering" in the form of a percentage.**

Response

The Dilution schedule has been revised to reflect the % amounts

The Increase per share to existing Shareholders is the price paid the current shareholders which is $0.0001 (price paid the current shareholders – par value) less

The Net tangible Book Value per share after the Offering in each scenario

The Net Tangible Book Value per share after the Offering is the Net Tangible Book Value added by the proceeds of the offering in each scenario less the offering expenses divided by the new amount of outstanding shares after each offering scenario.

For example in the 100% offering it would be

Net Tangible Assets + $100,000 - $21,500 / 50,000,000 shares

Our Business, page 19

20. **With a view toward clarifying your business and the related risks, please tell us the business reasons for allocating to separate companies the patents your CEO controls. We note your reference to Triumph Ventures on page 27. Will your business be solely dependent on the design patent that you describe, regardless of whether your officers become aware of other business opportunities? Does this business model expose the registrant to risks related to your officers' fiduciary duties? Do you not intend to (1) diversity to reduce the registrant's risk related to the whether a single patent can be commercialized successfully or (2) leverage the overhead of the registrant among other business opportunities to which your officers become aware?**

Response

The only other Company where our Directors' are affiliated with is Triumph Ventures Corp whereby Julius Klein is also the CEO. The two Companies are entirely independent of each other with different business models .Each Co has its own business pursue which is to be conducted independently after the Offering is completed for each Co respectively. The CEO is not seeking additional patents currently in neither of these Companies .The two Companies have each patents in entirely different fields and sectors and it is the intention for each independent entity to market its patented product successfully , independent of each other . There is no intention to leverage the overhead of the registrant among other business opportunities at this time .

21. **Please tell us:**

£ the number of companies associated with your affiliates that were formed to commercialize patents,

£ the extent to which those companies have commercialized those patents,

£ whether those companies have engaged in change-in-control transactions,

£ the extent to which those companies engaged in engaged in acquisitions, dispositions, or business combination transactions, and the extent to which the post-transaction business of those companies was to commercialize the originally acquired patent.

£ What manufacturer you used to develop the prototype that you mention on page 20, when you developed the prototype, and what will be the differences between that prototype and the product you disclose that you intend to sell.

We may have further comments regarding your reference to Rule 419 after your provide the information requested by this comment and the other comments in this letter.

Response

1) Only Triumph Ventures Corp

2) Triumph Ventures Corp is currently seeking entities to license its patented product to Companies to manufacture and market the product

3) Triumph Ventures Corp has not engaged in a change –in – control transaction

4) Triumph Ventures Corp has not engaged in any type of acquisition

5) The Prototype in Infeed Medica was developed by a Company in Israel called STRATEGIC MODELS AND TECHNOLOGIES LTD in HertzliyahIsrael . The prototype was not manufactured by regulated Baby Bottle manufacturers whereby the components are regulated by regulators that govern the raw materials which are used by INFANTS hence the prototype is not for use but rather a form and model of how the final product will look like.

22. **When describing the development of your business, please provide all required disclosure about how you obtained the rights to the intellectual property that is the subject of the design patent. For example: did you purchase it from a third party? When? What consideration did you pay? Was the prototype developed before or after you acquired the property? If you acquired the property from an affiliate:**

£ From what affiliate did you acquire the property?

£ When did the acquisition occur?

£ What consideration was paid?

£ When did the affiliate acquire the property from the inventor?

£ What did the affiliate pay for the acquisition from the inventor?

£ Ensure that you address the requirements of Regulation S-K Item 404(c) and (d) in an appropriate section of your prospectus.

Please file as exhibits to this registration statement the agreements governing the transaction by which you acquired the intellectual property.

Response

We have added a paragraph to answer all of the above in the prospectus summary and in the Business Section on page 19 and have added exhibits .99.3/99.4/99.5

Intellectual Property, page 20

23. **Please disclose when the patent expires.**

Response

It has been disclosed accordingly

24. **With a view toward clarified disclosure in appropriate sections of your document, please tell us the significance of the design being described as "ornamental."**

Response

The word Ornamental in misleading and erroneous and has been deleted.

25. **Please disclose who owns the patent of the material that you mention in the last paragraph of this section. Clarify how you have rights to that patent and when the patent expires. Also, please reconcile your disclosure here that indicates that the materials have been determined with your disclosure in the last section beginning on page 21 that the manufacturer will be responsible for the materials.**

Response

We have erased the assertions in regards to the materials of the patent in the intellectual property section.

Competition, page 20

26. **With a view toward clarification of the first sentence of this section and elsewhere in your document as necessary, please tell us how you have considered design patent 380,828.**

Response

Patent D380828 is in the shape of a long tube which resembles an injection rather than a Baby Bottle . We have added this disclosure to the Competition section.

Response

27. **Please provide us the basis for your conclusion that patent 5620462 "does not use the same standard nipple to which babies and toddlers get accustomed."**

Response

We have revised the Competition section and deleted certain assertions

Existing or Probable Government Regulations, page 21

28. Please provide us your analysis of whether the regulations of the United States Food and Drug Administration or similar agencies in other jurisdictions apply to your potential product. Note the disclosure required by Regulation S-K Item 101(h)(4)(viii) and (ix).

Response

We have added the appropriate disclosure accordingly

Management's Discussion and Analysis, page 22

29. Please discuss your sources of funds to date. Include the solicitation of donations appearing on your web site. In this regard, please tell us how you are satisfying your commitment to provide personalized bottles and to send 100 bottles to the "hospital, orphanage, research center or institution" of the donor's choice if you are not yet manufacturing the product; if you are unable to satisfy these obligations, please provide us your analysis of the materiality of any potential liability to donors.

Response

We have added a line that explains the funding to date

The project in our website was not initiated. It has been deleted entirely.

Plan of Operations, page 22

30. Please reconcile your disclosure on page 23 that you have no commitments or arrangements from any person to provide additional capital with your disclosure on page 7 about the commitment from your affiliates.

Response

We have revised the disclosure on Page 23

Analysis of Financial Condition and Results of Operations, page 24

31. Please quantify the primary components of your general and administrative and research and development expenses for the periods presented in your financial statements. Also, describe reasons for changes in these expenses and their components from period-to-period. Refer to Item 303(a)(3) of Regulation S-K.

Response

We have quantified the expenses accordingly

Directors and Executive Officers, page 27

32. **Please disclose Triumph Venture's principal business. Ensure that you provide this information with sufficient clarity so that investors can evaluate the extent to which its activities conflict with the registrant's activities or create conflict for the common affiliates. For example, if its business also is to commercialize a patent, it is unclear how future patent opportunities will be allocated among these businesses and how financing opportunities will be allocated among the companies. Please clarify here or in your risk factors as appropriate, including your disclosure in the last sentence on page 27 which states that you are not aware of any material interest of any of your officers or directors that is adverse to yours.**

Response

We have added the required disclosure accordingly

The last sentence on page 27 has been deleted.

33. **Please identify the ATSA accounting firm Ms. Langsam works as Chief Office Manager.**

Response

We have revised the disclosure

Certain Relationships and Related Transactions, page 29

34. **We note the two oral agreements you have with your officers that are described in Exhibit 99.2. Please tell us why you do not discuss those arrangements here.**

Response

We have added the disclosures on Page 29

Our Common Stock, page 31

35. **You mention an ability to redeem shares by reference to a statute. Please clarify in your document whether, and under what circumstances, any of the outstanding shares or the shares you are offering are or will be redeemable.**

Response

We have added the disclosure accordingly

Rule 144, page 33

36. **Please tell us the authority on which you rely for your disclosure that shares may be sold in reliance on Rule 144 if you are a "non-fully-reporting issuer."**

Response

We have revised the paragraph for further clarity

Plan of Distribution, page 33

37. **Please tell us why you believe the following statements in your document are accurate:**

£ **your disclosure in the paragraph numbered 2 on page 34 given the affiliate payments mentioned on page 17.**

£ **the penultimate sentence on page 34 given the Triumph Ventures Corp. offering as described in the last sentence of page F-10 of Triumph Ventures' Form10-Q for the quarter ended June 30, 2014.**

Response

We have revised page 17 to disclose that the Use of Proceeds will not be used to pay the Directors Loans

The penultimate sentence on page 34 has been deleted

Financial Statements for the Years Ended December 31, 2013 and 2012

Note 6. Income Taxes, page F-9

38. **In light of your recent formation and losses, tell us how any tax periods are closed by expiration of the statute of limitations.**

Response

The footnote has been revised accordingly

Financial Statements for the Six Months Ended June 30, 2014

Statement of Stockholders' Equity, page F-14

39. **Please reconcile the line item description that common stock was issued for cash during the six months ended June 30, 2014 with the statement on page F-19 that the stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders.**

Response

The relevant line items have been revised accordingly

Part II, page 39

40. **Refer to the first paragraph of this section. Please relocate the legend required by Regulation S-K Item 502(b) so that it is included in the prospectus as required by that Item, rather than in Part II of the registration statement.**

Response

It has been moved to page 4 in Part 1

41. **Please do not provide undertakings that vary the language required by the current version of Regulation S-K Item 512. For example, due to your variations in the last paragraph on page 41, it is unclear who you mean by "its" counsel.**

Response

The undertakings have been revised as follows

Exhibit 5.1

42. **We note the limitation to federal law in the opinion filed as exhibit 5.1; however, your Form S-1 discloses that you are incorporated in Delaware. Please file an opinion that addresses appropriate Delaware law. For guidance, please see sections II.B.1.a and II.B.3.c of Staff Legal Bulletin No. 19 (October 14, 2011).**

Response

It has been revised accordingly

43. **Counsel is not named in the section cited in the last paragraph of this exhibit. Please file a revised consent to reflect where counsel is named in your document.**

Response

It has been revised accordingly

Please do not hesitate to contact us if you have any queries in relation to the above

Yours Truly

/s/ Julius Klein

UNITED STATES OF AMERICA

SECURITIES AND EXCHANGE COMMISSION

ATTESTATION

I HEREBY ATTEST

that:

Attached is a copy of Amendment No.2 to Form S-1, registration statement, received in this Commission on September 23, 2014, under the name of INFEED MEDICA CORP., File No. 333-197553, pursuant to the provisions of the Securities Act of 1933.

---

on file in this Commission

01/26/2017

Date

Mills, Larry

Digitally signed by Mills, Larry
DN: dc=GOV, dc=SEC, dc=AD, ou=Common, ou=Metro DC, ou=OSO, ou=Employee, cn=Mills, Larry, email=MillsL@SEC.GOV
Date: 2017.01.26 17:14:07 -05'00'

Larry Mills, Records & Information Management Specialist

It is hereby certified that the Secretary of the U.S. Securities and Exchange Commission, Washington, DC, which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission and was such official custodian at the time of executing the above attestation, and that he/she, and persons holding the positions of Deputy Secretary, Assistant Director, Records Officer, Branch Chief of Records Management, Records and Information Management Specialist, and the Program Analyst for the Records Officer, or anyone of them, are authorized to execute the above attestation.

For the Commission

Brent J. Fields

Secretary

SEC 334 (12/15)

As filed with the Securities and Exchange Commission on September 23 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1

Amendment # 2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Infeed Medica Corp.
(exact name of Registrant as specified in its charter)

Delaware	3841	42-1774429
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

c/o Beth Lansam
ZeevChaklay 4/18
Jerusalem 96462
Phone number: 972-52-5568949
Fax number: 972-52-5568949
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Infeed Medica Corp.
113 Barksdale Professional Center
Newark, DE 19711
Tel. 302-266-9367 302-266-9367
(Name, address, including zip code, and telephone number, Including area code, of agent for service)

Copies of communications to:
Harold P. Gewerter, Esq.
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5536 S. Ft. Apache #102
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Approximate date of commencement of proposed sale to the public: Promptly after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [x]

If this Form is filed to register additional securities for an Offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering. The Offering will terminate 180 days after this Registration Statement is declared effective by the Securities and Exchange Commission. [ ]

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

Large accelerated filer [ ]
Non-accelerated filer [ ]
(Do not check if a smaller reporting company)

Accelerated Filer [ ]
Smaller fully- reporting company [x]

Calculation of Registration Fee

Title Of Securities To be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
Common Stock, par value $0.0001 per share (1)	10,000,000	$ 0.01	$ 100,000	$ 13.00

(1) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of computing the amount of the registration fee.

Infeed Medica Corp. (the "Registrant," "we," "us," "our" or the "Company") does not intend to escrow any funds received through this Offering. Upon the receipt of funds as the result of a completed sale of Shares of our common stock, par value $0.0001 per share (the "Shares") being offered pursuant to an effective Registration Statement (the "Registration Statement") , those funds will be placed into our corporate bank account and may be used at the discretion of the management, from time-to-time(as per Item 501(b)(8)(iii) of Regulation S-K).

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND IS SUBJECT TO COMPLETION AND MAY BE CHANGED.

WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Preliminary Prospectus Subject To Completion Dated September 23 2014

Infeed Medica Corp.

Up to a Maximum of 10,000,000 Shares of Common Stock at $0.01 Per Share

We are offering for sale a maximum of 10,000,000 Shares of our common stock (the "Shares") in a self-underwritten Offering by the management of the Registrant directly to the public at a price of $0.01 per Share (the "Offering Price"). There is no minimum amount of Shares that we must sell in our direct Offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, the offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all 10,000,000 Shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the Offering for the balance of the Shares will terminate and no further Shares will be sold. If all of the Shares offered by us are purchased, the gross proceeds to us will be $100,000. This is our initial public offering and no public market currently exists for Shares of our common stock.

We intend for our common stock to be sold by our Officers and Directors. Such persons will not be paid any commissions for such sales.

We will pay all expenses incurred in this Offering. The Offering will terminate 180 days after this Registration Statement is declared effective by the Securities and Exchange Commission (the "Offering Period"). However, we may extend the Offering for up to 90 additional days following the expiration of the 180 day Offering Period.

At present, our Shares of common stock are not traded on any public market or securities exchange, and we have not applied for listing or quotation on any public market.

THE SECURITIES OFFERED IN THIS PROSPECTUS INVOLVE A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY CONSIDER THE FACTORS DESCRIBED UNDER THE HEADING "RISK FACTORS" BEGINNING ON PAGE 7.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

BECAUSE THERE IS NO MINIMUM NUMBER OF SHARES REQUIRED TO BE SOLD IN ORDER TO CLOSE THIS OFFERING, PROCEEDS FROM THIS OFFERING WILL NOT BE HELD IN ESCROW AND WILL BE IMMEDIATELY AVAILABLE FOR OUR USE, WITHOUT CONDITION, REGARDLESS OF THE AMOUNT OF PROCEEDS RAISED. IF WE FILE FOR BANKRUPTCY PROTECTION OR A PETITION FOR INVOLUNTARY BANKRUPTCY IS FILED BY CREDITORS AGAINST US, YOUR FUNDS WILL BECOME PART OF THE BANKRUPTCY ESTATE AND ADMINISTERED ACCORDING TO THE BANKRUPTCY LAWS. AS SUCH, YOU WILL LOSE YOUR INVESTMENT AND YOUR FUNDS WILL BE USED TO PAY CREDITORS.

THE COMPANY WILL NEED TO RAISE GROSS PROCEEDS OF $60,000 STARTING FROM WHEN THE OFFERING IS COMPLETED APPROXIMAETY 3 MONTHS AFTER EFFECTIVENESS OF THE S1, IN ORDER TO STAY IN BUSINESS FOR TWELVE MONTHS AND $80,000 TO STAY IN BUSINESS AND COMMENCE ITS BUSINESS PLAN.

The information in this prospectus is not complete and may be changed. This prospectus is included in the Registration Statement that was filed by us with the Securities and Exchange Commission. We may not sell these securities until the Registration Statement becomes effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

The date of this preliminary prospectus is September 23, 2014

"Dealer Prospectus Delivery Obligation

Until _____, 201_, all dealers that effect transactions in these securities, whether or not participating in this Offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions."

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Prospectus Summary

The following summary highlights selected material information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "Risk Factors" section, the financial statements, and the notes to the financial statements.

Our Company

We were incorporated in Delaware on September 10, 2012 and are a development stage company. A patented bottle-like Infant Medicinal Dispenser was designed in a shape that is familiar to infants and their caregivers. The company was granted US Design Patent # D702360 and , in recognition of our design for an Infant Medicinal Dispenser. The US Patent was issued on April 8 2014.

The original inventor was Jonathan Shenker a former Officer of the Company who assigned to the Company all rights and title of the design invention in exchange of 10% of future royalties from the gross proceeds and / or sale of the product .The patent invention application was assigned on December 27 2012 to the Company whereby the Design Patent was granted on April 8 2014

See Exhibits 99.2/99.3/99.4 for the assignment agreement , the assignment in the USPTO and the Grant of the design Patent by the USPTO.

The invention for which the Design Patent was issued, is intended to assist parents and caregivers when they need to give an infant medication orally. By providing the medication in a familiar dispenser, we believe the child is more likely to take the medication and benefit. We have developed a prototype of our medical dispenser and are at the stage where we are ready to contract with an independent manufacturer to manufacture and market our product.

We plan to manufacture and market infant medication dispenser thru third party independent manufacturers and marketing consultants while working with established manufacturers and/or marketing agencies who are already familiar with the field of manufacturing baby bottles and similar items for infants and toddlers.

Our principal offices are located at ZeevChaklay 4/18, Jerusalem, Israel. Our telephone number is 972-52-5568949. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

All references to "we," "us," "our," or similar terms used in this prospectus refer to Infeed Medica Corp. Our fiscal year ends on December 31.

Our auditors have issued an audit opinion which includes a statement describing our going concern status. Our financial status creates substantial doubt whether we will be able to continue as a going concern. Investors should note that we have not generated any revenues to date, and that we do not yet have any products available for sale.

As of August 28 2014, we had no cash and will need to raise additional capital, above the funds raised pursuant to this Offering within the next twelve months, whether or not we are able to sell the maximum number of Shares. The Company has no full time employees and our two current officers/directors intend to devote approximately ten - twenty hours per week to the business activities of the Company.

Our Direct Public Offering

We are offering for sale up to a maximum of 10,000,000 Shares of our common stock directly to the public. There is no underwriter involved in this Offering. We are offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all of the Shares offered by us are purchased, the gross proceeds before deducting expenses of the offering will be up to $100,000. The expenses associated with this offering are estimated to be $21,500 or approximately 21.5% of the gross proceeds of $100,000 if all the Shares offered by us are purchased. If all the Shares offered by us are not purchased, then the percentage of offering expenses to gross proceeds will be higher and a lower amount of proceeds will be realized from this offering.

None of the proceeds of the Offering will be used to pay any compensation to our Directors / Affiliates and / or be used to repay the Directors / Affiliates Loans

This is our initial public Offering and no public market currently exists for Shares of our common stock. We can offer no assurance that an active trading market will ever develop for our common stock.

The Offering will terminate six months after this Registration Statement is declared effective by the Securities and Exchange Commission. However, we may extend the Offering for up to 90 days following the 180 DAYS Offering period if the offering is not completed in the 180 day period .

The Offering

Total Shares of common stock outstanding prior to the Offering	20,000,000 Shares
Shares of common stock being offered by us	10,000,000 Shares
Total Shares of common stock outstanding after the Offering	30,000,000 Shares
Gross proceeds:	Gross proceeds from the sale of up to 10,000,000 Shares of our common stock will be up to $100,000. Use of proceeds from the sale of our Shares will be used as general operating capital towards the cost of manufacturing our product as well as identify a marketing agency that is ideally matched to our needs such that we are able to work to manufacture and market our Infant Medicinal Dispenser.
Risk Factors	There are substantial risk factors involved in investing in our Company. For a discussion of certain factors you should consider before buying Shares of our common stock, see the section entitled "Risk Factors."

This is a self-underwritten public Offering, with no minimum purchase requirement. Shares will be offered on a best efforts basis and we do not intend to use an underwriter for this Offering. We do not have an arrangement to place the proceeds from this Offering in an escrow, trust, or similar account. Any funds raised from the Offering will be immediately available to us for our immediate use.

As used in this prospectus, references to the "Company," "we," ' our," or "us" refer to Infeed Medica Corp., unless the context otherwise indicates.

A Cautionary Note on Forward-Looking Statements

This prospectus contains forward-looking statements which relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors," that may cause our or our industry's actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Selected Summary Financial Data

This table summarizes our operating and balance sheet data as of the periods indicated. You should read this summary financial data in conjunction with the "Plan of Operations" and our financial statements and notes thereto included elsewhere in this prospectus.

	(September 10, 2012) Through (June 30 2014)
Statement of Operations:	
Total revenues	$ —
Total operating expenses	$ 38,683
(Loss) from operations	$ (38,683)
Net (loss)	$ (38,683)
(Loss) per common share	$ (0.00)
Weighted average number of common Shares outstanding - Basic and diluted	20,000,000

	As of (June 30, 2014)
Balance Sheet:	
Cash in bank	$ —
Deferred Offering Costs	$ 5,000
Total current assets	$ 5,000
Total assets	$ 5,000
Total current liabilities	$ 41,683
Total liabilities	$ 41,683
Total stockholders' (deficit)	$ (36,683)
Total liabilities and stockholders' (deficit)	$ 5,000

RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this prospectus. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

RISKS RELATING TO OUR COMPANY

1. **We are a development stage company and may never be able to carry out our business plan or achieve any revenues or profitability; at this stage of our business, even with our good faith efforts, potential investors have a high probability of losing their entire investment.**

We are subject to all of the risks inherent in the establishment of a new business enterprise. We were established on September 10, 2012, and own a Design Patent for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication. We have not generated any revenues nor have we realized a profit from our operations to date, and there is little likelihood that we will generate any revenues or realize any profits in the short term. Any profitability in the future from our business will be dependent upon the successful manufacturing and marketing of our product. We may not be able to successfully carry out our business. There can be no assurance that we will ever achieve any revenues or profitability. Accordingly, our prospects must be considered in light of the risks, expenses, and difficulties frequently encountered in establishing a new business in our industry, and our Company is a highly speculative venture involving significant financial risk.

2. **We expect to incur operating losses in the next twelve months because we have no plan to generate revenues unless and until we successfully find manufacturers and marketing agencies to begin the design, manufacturing and marketing of our Infant Medicinal Dispenser.**

We have never generated revenues. We intend to manufacture and market our Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication. We own the right to exploit the Design Patent concept and design. However, our Infant Medicinal Dispenser is not currently available for sale and will not generate any income until we are successfully able to manufacture the product and bring it to market and until it successfully begins to sell. Until that happens, we expect to incur operating losses over the next twelve months because we have no source of revenues unless and until we are successful in finding one or more manufacturers and one or more advertising agencies. We cannot guarantee that we will ever be successful in manufacturing and marketing a product based on our Design Patent on agreeable and profitable terms to generate revenues in the future. We recognize that if we are unable to generate revenues, we will not be able to earn profits or continue operations. We can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

3. **We do not have sufficient cash to fund our operating expenses for the next twelve months, and we will require additional funds through the sale of our common stock, which requires favorable market conditions and interest in our activities by investors. We may not be able to sell our common stock and funding may not be available for continued operations.**

We have no cash on hand to fund our ongoing administrative and operating expenses or our proposed marketing and promotion campaign for the next twelve months. Because we do not expect to have any cash flow from operations within the next twelve months, we will need to raise additional capital, which may be in the form of loans from current stockholders and/or from public and private equity Offerings. Our two Directors have however committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present. As they have only committed verbally the arrangement may not be legally binding and if therefore they are unable to fund the Company we will need to access capital elsewhere. Our ability to access capital will depend on our success in implementing our business plan. It will also depend upon the status of the capital markets at the time such capital is sought. Should sufficient capital not be available, the implementation of our business plan could be delayed and, accordingly, the implementation of our business strategy would be adversely affected. If we are unable to raise additional funds in the future, and / or our two Directors will not fund the Company, we may have to cease all substantive operations within a period of no longer than six months. In such event it would not be likely that investors would obtain a profitable return on their investment or a return of their investment at all.

4. **Our auditors have expressed substantial doubt about our ability to continue as a going concern.**

Our audited financial statements for the period from September 10, 2012, through June 30, 2014, were prepared using the assumption that we will continue our operations as a going concern. We were incorporated on September 10, 2012, and do not have a history of earnings. As a result, our independent accountants in their audit report have expressed substantial doubt about our ability to continue as a going concern. Continued operations are dependent on our ability to complete equity or debt financing activities or to generate profitable operations. Such capital formation activities may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. Nevertheless our affiliates have committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present.(See above risk factor 3)

5. **If we are unable to obtain additional financing or generate revenue we will not have sufficient cash to continue operations, beyond twelve months.**

We will need to raise additional funds, in addition to the funds raised in this public Offering, through public or private financing, strategic relationships, or other arrangements in the near future, to support our business operations beyond the next twelve months; however, we currently do not have commitments from any manufacturers, investors or marketing agencies to assist us in raising additional capital. We cannot be certain that any such financing will be available on acceptable terms, or at all, and our failure to raise capital when needed would limit our ability to continue our operations. Failure to secure additional financing in a timely manner and on favorable terms would have a material adverse effect on our financial performance, results of operations and stock price and require us to curtail or cease operations, sell off our assets, seek protection from our creditors through bankruptcy proceedings, or otherwise. Furthermore, additional equity financing may be dilutive to the holders of our common stock, and debt financing, if available, may involve restrictive covenants, and strategic relationships, if necessary to raise additional funds, may require that we relinquish valuable rights.

6. **We have no track record that would provide a basis for assessing our ability to conduct successful business activities. We may not be successful in carrying out our business objectives.**

The revenue and income potential of our proposed business and operations are unproven as the lack of operating history makes it difficult to evaluate the future prospects of our business. There is nothing at this time on which to base an assumption that our business operations will prove to be successful or that we will ever be able to operate profitably. Accordingly, we have no track record of successful business activities, strategic decision-making by management, fund-raising ability, and other factors that would allow an investor to assess the likelihood that we will be successful in finding manufacturers and marketing agencies with the necessary experience that are interested undertaking to be involved with bringing our Infant Medicinal Dispenser to market. There is a substantial risk that we will not be successful in implementing our business plan, or if initially successful, in thereafter generating any operating revenues or in achieving profitable operations.

7. **Because we intend to use proceeds from the Offering as they are received and we are not making provisions for a refund to investors in connection with this Offering, you may lose your entire investment.**

Even though our business plan is based upon the complete subscription of the Shares offered through this Offering, the Offering makes no provisions for refund to an investor. We will utilize all amounts received from newly issued common stock purchased through this Offering even if the amount obtained through this Offering is not sufficient to enable us to go forward with our planned operations. Because we are going to manufacture and market our product, we can begin operations even with a more limited budget and continue as sufficient funds are raised. Any funds received from the sale of newly issued stock will be placed into our corporate bank account. We do not intend to escrow any funds received through this Offering. Once and if funds are received as the result of a completed sale of common stock being issued by us, those funds will be placed into our corporate bank account and may be used at the discretion of management.

8. **As a development stage company, we may experience substantial costs above those estimated in "Use of Proceeds" in our search for one or more manufacturers and one or more marketing agencies, we may not have sufficient capital to successfully complete the marketing and promotion to the point that we are able to manufacture and sell our product.**

We may experience substantial cost overruns in manufacturing and marketing our Infant Medicinal Dispenser based on Design Patent D702360 and therefore be unable to successfully complete plans to generate or raise funds to offset operational costs. We may not be able to find an ideal manufacturer and/or marketing agency for many reasons, including industry conditions, general economic conditions, and/or competition from potential manufacturers and/or marketing efforts for other products for the same target consumers, specifically caregivers and parents of small children. In addition, the commercial success of any product is often dependent upon factors beyond the control of the company attempting to market the product, including, but not limited to, market acceptance of the product concept and whether or not we reach an agreement with one or more marketing agencies that can help us adequately promote the product through prominent marketing channels and/or other methods of promotion. Even if we do succeed in raising the capital to aggressively market our plans to manufacture and market our product, we cannot ensure that the final cost for producing this product will be found to be warranted and reasonable and therefore we cannot ensure that the product, if developed, will actually find popularity and acceptance.

9. **We are a small company with limited resources and we do not yet have any manufacturers or marketing agencies interested in working with us to bring our Infant Medicinal Dispenser to market. Further, we cannot confirm that manufacturer or marketing agency that does sign an agreement with our company can compete effectively and increase market share.**

Current and potential competitors already developing, manufacturing, and marketing protective coverings and similar products have operating histories and name recognition, and a base of distributors and customers. As a result, these competitors have credibility with potential distributors and customers. Since we have not yet started to market our Infant Medicinal Dispensers, it is not possible to know whether any manufacturer and/or marketing agency with which we close a deal can successfully compete against more established corporations with operating histories, name recognition and established distributors and customers. It is possible that these competitors also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion, and sale of their products and services than Infeed Medica can. Infeed Medica may not have sufficient resources to make their investment profitable and may not be able to properly develop, manufacture or market our Design Patent concept in light of the competition. This inability might, in turn, cause our business to suffer and restrict our profitability potential.

10. **Changing consumer preferences may negatively impact our business.**

The Company's success is dependent upon our ability to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. Consumer preferences with respect to such devices are difficult to predict. As a result of changing consumer preferences, we cannot assure you that our product will achieve customer acceptance, or that it will continue to be popular with consumers for any significant period of time, or that new products will achieve an acceptable degree of market acceptance, or that if such acceptance is achieved, it will be maintained for any significant period of time. The failure of a product based on our design patent to achieve and sustain market acceptance and to produce acceptable margins could have a material adverse effect on our financial condition and results of operations.

11. **Because our Directors and officers have no/ minimal experience in running a company that licenses rights to an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, they may not be able to successfully operate such a business which could cause you to lose your investment.**

We are a development stage company and we intend to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. Julius Klein and Beth Langsam, our current Directors and Officers, have effective control over all decisions regarding both policy and operations of our Company with no oversight from other management. Our success is contingent upon the ability of these individuals to make appropriate business decisions in these areas. However, our Directors and Officers have no/minimal experience in operating a company related to the development, manufacturing and marketing of an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication.. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us.

12. a) **Because both of our Officers/Directors have other outside business activities and will only be devoting up to 20% of their time to our operations, our operations may be sporadic which may result in periodic interruptions or suspensions of our business activities.**

Our Directors and officers are only engaged in our business activities on a part-time basis. This could cause the officers a conflict of interest between the amount of time they devote to our business activities and the amount of time required to be devoted to their other activities. Julius Klein and Beth Langsamour current Directors and officers, intend to devote only approximately 20 hours per week to our business activities. Subsequent to the completion of this Offering, we intend to increase our business activities in terms of development, marketing and sales. This increase in business activities may require that either our Directors or our Officers engage in our business activities on a full-time basis or that we hire additional employees; however, at this time, we do not have sufficient funds to pursue either option. Furthermore, we do not have any employment agreements with either Mr. Klein or MsLangsam and, as a result, they have no formal obligation or commitment to provide any particular amount of time on the Company's affairs.

b) **Our board of directors and executive officers have virtually no experience running a public company; they may not be able to successfully operate our business or fulfill our plan of operations, which could cause you to lose your investment.**

We are a development stage company and our directors and officers have no / minimal experience running a public company nor do they have experience commercially exploiting a Design Patent. Our plan of operations involves our intention to manufacture and market our Infant Medicinal Dispenser. We have not hired nor have we made any arrangements to hire anyone with expertise that we may need to be successful in achieving our plan of operations. Our success is contingent upon our future ability to engage specialists to work with our management team to make appropriate business decisions in these areas. However, our directors and officers currently have no experience in operating a company that develops or sells products in the field of our Design Patent and related fields. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us

13. **Our two Directors own 100% of the outstanding Shares of our common stock at present and after the Offering, assuming the sale of all the Shares in the Offering they will still be able to influence control of the Company.**

Our Directors presently own 100% of our outstanding common stock. If all of the 10,000,000 Shares of our common stock being offered hereby are sold, the Shares held by our Directors will constitute approximately 66% of our outstanding common stock. After sale of all stock, the current Directors will still have a majority control and will still have a majority of the voting power for all business decisions.

14. **If our intellectual property protection is inadequate, competitors may gain access to our technology and undermine our competitive position.**

We regard our current and future intellectual property as important to our success. We will rely on patent law to protect our proprietary rights. Despite our precautions, unauthorized third parties may copy certain portions of our product or reverse engineer or obtain and use information that we regard as proprietary.

In addition, the laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of the United States. Our means of protecting our proprietary rights in the United States or abroad may not be adequate and competitors may independently develop a similar technology. Any failure to protect our proprietary information and any successful intellectual property challenges or infringement proceedings against us could have a material adverse effect on our business, financial condition, or results of operations.

15. **We may be subject to intellectual property litigation, such as patent infringement claims, which could adversely affect our business.**

Our success will also depend in part on our ability to find manufacture and market a commercially viable product without infringing on the proprietary rights of others. Although we have not been notified of any infringement claims, other patents could exist or could be filed which would prohibit or limit our ability to develop and market our Infant Medicinal Dispenser in the future. According to our research, no existing patents prohibit or limit our ability to market our product. However, because we cannot be privy to other technologies or products that other companies or individuals may be developing or may develop in the future, we cannot ensure that future products may not infringe on our patent enough to require intellectual property litigation and/or adversely affect our business. In the event of an intellectual property dispute, we may be forced to litigate. Intellectual property litigation would divert management's attention from manufacturing and marketing our design patent against current and future payments to us. Should we be forced to incur substantial legal costs, it is not clear whether we will be successful. An adverse outcome could subject us to significant liabilities to third parties, and force us to cease operations.

16. **Since all of our officers and Directors are located in Israel, any attempt to enforce liabilities upon such individuals under the U.S. securities and bankruptcy laws may be difficult.**

In accordance with the Israeli Law on Enforcement of Foreign Judgments, 5718-1958, and subject to certain time limitations (the application to enforce the judgment must be made within five years of the date of judgment or such other period as might be agreed between Israel and the United States), an Israeli court may declare a foreign civil judgment enforceable if it finds that:

- the judgment was rendered by a court which was, according to the laws of the State in which the court is located, competent to render the judgment;

- the judgment may no longer be appealed;
- the obligation imposed by the judgment is enforceable according to the rules relating to the enforceability of judgments in Israel and the substance of the judgment is not contrary to public policy; and
- the judgment is executory in the State in which it was given.

An Israeli court will not declare a judgment enforceable if:

- the judgment was obtained by fraud;
- there is a finding of lack of due process;
- the judgment was rendered by a court not competent to render it according to the laws of private international law in Israel;
- the judgment is in conflict with another judgment that was given in the same matter between the same parties and that is still valid; or
- the time the action was instituted in the foreign court, a suit in the same matter and between the same parties was pending before a court or tribunal in Israel.

In general, an obligation imposed by the judgment of a United States court is enforceable according to the rules relating to the enforceability of judgments in Israel, and a United States court is considered competent to render judgments according to the laws of private international law in Israel.

Furthermore, Israeli courts may not adjudicate a claim based on a violation of U.S. securities laws if the court determines that Israel is not the most appropriate forum in which to bring such a claim. Even if an Israeli court agrees to hear such a claim, it may determine that Israeli law, not U.S. law, is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proven as a fact, which can be a time-consuming and costly process.

Since our Directors and executive officers do not reside in the United States it may be difficult for courts in the United States to obtain jurisdiction over our foreign assets or persons and, as a result, it may be difficult or impossible for you to enforce judgments rendered against us or our Directors or executive officers in United States courts. Thus, investing in us may pose a greater risk because should any situation arise in the future in which you have a cause of action against these persons or us, you may face potential difficulties in bringing lawsuits or, if successful, in collecting judgments against these persons or us.

17. If and when we begin selling our product, we may be liable for product liability claims and we presently do not maintain product liability insurance.

The Infant Medicinal Dispenser may expose us to potential liability from personal injury claims by end-users of the product. We currently have no product liability insurance to protect us against the risk that in the future a product liability claim or product recall could materially and adversely affect our business. Inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit future agreements to license and sell the product. We cannot assure you that when we successfully find manufacturers and marketing agencies and begin marketing our invention, that we will be able to obtain or maintain adequate coverage on acceptable terms, or that such insurance will provide adequate coverage against all potential claims. Moreover, even if we maintain adequate insurance, any successful claim could materially and adversely affect our reputation and prospects, and divert management's time and attention. If we are sued for any injury allegedly caused by our future products, our liability could exceed our total assets and our ability to pay the liability.

Risks Relating to our Common Stock

18. We may in the future issue additional Shares of our common stock which would reduce investors' ownership interests in the Company and which may dilute our share value. We do not need stockholder approval to issue additional Shares.

Our certificate of incorporation authorizes the issuance of 500,000,000 Shares of common stock, par value $0.0001 per share. The future issuance of all or part of our remaining authorized common stock may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. We may value any common stock issued in the future on an arbitrary basis. The issuance of common stock for future services or acquisitions or other corporate actions may have the effect of diluting the value of the Shares held by our investors, and might have an adverse effect on any trading market for our common stock.

19. Our common stock is subject to the "penny stock" rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require: (i) that a broker or dealer approve a person's account for transactions in penny stocks; and (ii) the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must: (i) obtain financial information and investment experience objectives of the person; and (ii) make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Security and Exchange Commission relating to the penny stock market, which, in highlight form: (i) sets forth the basis on which the broker or dealer made the suitability determination; and (ii) that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public Offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

20. We do not intend to pay cash dividends on our Shares of common stock but rather, we intend to finance the development and expansion of our business, delaying or perhaps preventing investors from receiving a return on their Shares.

Because we do not intend to pay any cash dividends on our Shares of common stock, our stockholders will not be able to receive a return on their Shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their Shares unless they sell them at a price higher than that which they initially paid for such Shares.

21. The Offering price of our common stock could be higher than its true value , causing investors to sustain a loss of their investment.

The price of our common stock in this Offering has not been determined by any independent financial evaluation, market mechanism or by our auditors, and is therefore, arbitrary. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. As a result, the price of the common stock in this Offering may not reflect the cost perceived by the market. There can be no assurance that the Shares offered hereby are worth the price for which they are offered and investors may therefore lose a portion or all of their investment.

22. There is no established public market for our stock and a public market may not be obtained or be liquid and therefore investors may not be able to sell their Shares.

There is no established public market for our common stock being offered under this prospectus. While we intend to apply for quotation of our common stock on the Over-The-Counter Bulletin Board system, we have not yet engaged a market maker for the purposes of submitting such application, and there is no assurance that we will qualify for quotation on the OTC Bulletin Board.

23. State securities laws may limit secondary trading, which may restrict the states in which you may sell the Shares offered by this prospectus.

If you purchase Shares of our common stock sold in this Offering, you may not be able to resell the Shares in any state unless and until the Shares of our common stock are qualified for secondary trading under the applicable securities laws of such state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in such state. Thirty-three states have what is commonly referred to as a "manual exemption" for secondary trading of securities such as those to be resold by investors. In these states, so long as the issuer obtains and maintains a listing in Mergent, Inc. or Standard and Poor's Corporate Manual, secondary trading of common stock can occur without any filing, review or approval by state regulatory authorities in these states. These states include: Alaska, Arizona, Arkansas, Colorado, Connecticut, District of Columbia, Florida, Hawaii, Idaho, Indiana, Iowa, Kansas, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nebraska, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Rhode Island, South Carolina, Texas, Utah, Washington, West Virginia, and Wyoming. Ten states provide for an exemption for non-issuer transactions in outstanding securities affected through a registered broker-dealer when the securities are subject to registration under Section 12 of the Securities Exchange Act of 1934 for at least 90 days (180 days in Alabama). These states include: Alabama, Colorado, District of Columbia, Illinois, Kansas, Missouri, New Jersey, New Mexico, Oklahoma, and Rhode Island.

We currently do not intend to register or qualify our stock in any state or seek coverage in one of the recognized securities manuals. Because the Shares of our common stock registered hereunder have not been registered for resale under the blue sky laws of any state, and we have no current plans to register or qualify our Shares in any state, the holders of such Shares and persons who desire to purchase such Shares in any trading market that might develop in the future should be aware that there may be significant state blue sky restrictions upon the ability of investors to purchase and sell such Shares. In this regard, each state's statutes and regulations must be reviewed before engaging in any securities sales activities in a state to determine what is permitted, or not permitted, in a particular state. Nevertheless, we do intend to file a Form 8-A promptly after this Registration Statement becomes effective, thereby subjecting our stock registered hereunder to registration under Section 12 of the Securities Exchange Act of 1934. Furthermore, even in those states that do not require registration or qualification for the resale of registered securities, such states may require the filing of notices or place additional conditions on the availability of exemptions. Accordingly, since many states continue to restrict the resale of securities that have not been qualified for resale, investors should consider any potential secondary market for our securities to be a limited one.

In addition, at this time we do not know in which states, if any, we will be selling the offered securities or whether our securities will be registered or exempt from registration under the laws of such state. Our Directors, reside outside of the United States, and initially intend to sell the offered securities to foreign investors. Should they be unsuccessful in selling all of the offered securities to foreign investors, they may seek to locate investors in the United States, in which case, we will then address all applicable state law registration requirements. In addition, in connection with our intent to have our securities listed on the OTCBB, a determination regarding state law registration requirements will be made in conjunction with those market makers, if any, who agree to serve as market makers for our common stock. We have not yet applied to have our securities registered in any state, and we will not do so until we receive expressions of interest from investors resident in specific states after they have reviewed our Registration Statement. We will comply with the relevant blue-sky laws of any state in which we decide to sell our securities.

24. Efforts to comply with recently enacted changes in securities laws and regulations will increase our costs and require additional management resources, and we still may fail to comply.

As directed by Section 404 of the Sarbanes-Oxley Act of 2002, the SEC has adopted rules requiring public companies to include a report of management on their internal controls over financial reporting in their annual reports on Form 10-K. In addition, the public accounting firm auditing a public company's financial statements must attest to and report on management's assessment of the effectiveness of its internal controls over financial reporting. These requirements are not presently applicable to us, but may become subject to these requirements subsequent to the effective date of this prospectus. If and when these regulations become applicable to us, our operating expenses will increase by approximately $10,000 annually and if we are unable to conclude that we have effective internal controls over financial reporting or if our independent auditors are unable to provide us with an unqualified report as to the effectiveness of our internal controls over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our securities. We have not yet begun a formal process to evaluate our internal controls over financial reporting. Given the status of our efforts, coupled with the fact that guidance from regulatory authorities in the area of internal controls continues to evolve, substantial uncertainty exists regarding our ability to comply by applicable deadlines.

25. **Stockholders may have limited access to information because we are not yet a fully - reporting issuer and may not become one.**

While we intend to file a Form 8-A promptly after this Registration Statement becomes effective and thereby become a "fully - reporting issuer" under Section 12 of the Securities Exchange Act of 1934, we are not currently a fully - reporting issuer and upon this Registration Statement becoming effective we will be required to comply only with the limited reporting obligations required by Section 13(a) of the Exchange Act. If we will only be subject to limited reporting obligations as a Section 15(d) fully reporting company, we will not be subject to the Section 16 short-swing provisions, going-private regulation, and the bulk of the tender offer rules under U.S. securities laws

26. **Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act.**

Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective, there are fewer than 300 shareholders. If we do not become a reporting issuer and instead make a decision to suspend our public reporting, we will no longer be obligated to file periodic reports with SEC and your access to our business information will be restricted. In addition, if we do not become a reporting issuer, we will not be required to furnish proxy statements to security holders, and our directors, officers and principal beneficial owners will not be required to report their beneficial ownership of securities to the SEC pursuant to Section 16 of the Exchange Act.

27. **Due to the possible necessity of obtaining and adhering to Government Regulations there may be a delay in the generating of revenues and / or the imposition of potential penalties.**

Our proposed product, (see "Existing or Probable Government Regulation.") may or may not relate to existing government regulations. The Design Patent details an Infant Medicinal Dispenser, it is possible government regulations will have to be considered. It is intended to be used by parents and caregivers to enable them to easily give infants measured portions of a medical dose via a familiar method – the standard bottle used to feed them other liquids. The small bottle is designed to be held easily and has convenient marking on the sides to help the caregiver or parent measure the amount of the dose to be given as well as any amount that might remain after the child drank part or all of the does. The process for determining whether the final manufactured design for marketing meets government standards and then applying for any needed certification can be lengthy arduous and costly and it can only be undertaken by our manufacturers prior to the start of production.

Therefore as our Business model is to generate revenues from the production and sales of our Infant Medicinal Dispenser, we would also be responsible for determining, prior to manufacturing, if there would be any delay in being able to commence anything other than limited operations until such related applications are granted. These delays will accordingly have a delay and a detrimental effect on our generating revenues and could ultimately cause our business to fail if continuously delayed. Additionally the non-compliance to these regulatory acts may impose potential penalties to the Company. Therefore prior to production, the Company will seek to identify manufacturers who already manufacture such similar products and are familiar with any existing government regulations. This process may alleviate the adverse assertions above.

28. **WE ARE AN "EMERGING GROWTH COMPANY," AND ANY DECISION ON OUR PART TO COMPLY ONLY WITH CERTAIN REDUCED DISCLOSURE REQUIREMENTS APPLICABLE TO "EMERGING GROWTH COMPANIES" COULD MAKE OUR COMMON STOCK LESS ATTRACTIVE TO INVESTORS.**

We are an "emerging growth company," as defined in the JOBS Act, and, for as long as we continue to be an "emerging growth company," we expect and fully intend to take advantage of exemptions from various reporting requirements applicable to other public companies but not to "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed $1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three year period.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to opt in to the extended transition period for complying with the revised accounting standards. We have elected to rely on these exemptions and reduced disclosure requirements applicable to "emerging growth companies" and expect to continue to do so.

As a result of our election our financial statements may not be comparable to companies that comply with public company effective dates and investors may find our common stock less attractive.

Use of Proceeds

The net proceeds to us from the sale of up to 10,000,000 Shares offered at a public Offering price of $0.01 per share will vary depending upon the total number of Shares sold. Regardless of the number of Shares sold, we expect to incur Offering expenses estimated at approximately $21,500, consisting of $20,000 for legal, accounting (incurred), and $1,500 of other costs in connection with this Offering (estimated transfer agent fees). The table below shows the intended net proceeds from this Offering we expect to receive for scenarios where we sell various amounts of the Shares. Since we are making this Offering without any minimum requirement, there is no guarantee that we will be successful at selling any of the securities being offered in this prospectus. Accordingly, the actual amount of proceeds we will raise in this Offering, if any, may differ.

None of the proceeds from this Offering will be used to pay the salaries to our officers and directors and or the repayment of their loans

Percent of Net Proceeds Received

	40%	60%	80%	100%
Shares Sold	4,000,000	6,000,000	8,000,000	10,000,000
Gross Proceeds	$ 40,000	$ 60,000	$ 80,000	$ 100,000
Less Offering Expenses	$ (21,500)	$ (21,500)	$ (21,500)	$ (21,500)
Net Offering Proceeds	$ 18,500	$ 38,500	$ 58,500	$ 78,500

The Use of proceeds set forth below demonstrates how we intend to use the funds under the various percentages of amounts of the related Offering. All amounts listed below are estimates.

	40%	60%	80%	100%
General working capital	$ —	—	11,555	$ 31,555
Manufacturing and Marketing		11,555	20,000	20,000
SEC compliance fees; legal, accounting, and transfer agent fees	$ 11,555	20,000	20,000	$ 20,000
Existing Liabilities NOT including officer loans of $34,738)	$ 6,945	6,945	,6945	$ 6,945
Total	$ 18,500	38,500	58,500	$ 78,500

Our Offering expenses are comprised of legal and accounting expenses and transfer agent fees relating to the Offering. Our Officers and Directors will not receive any compensation for their efforts in selling our Shares.

We intend to use the proceeds of this Offering in the manner and in order of priority set forth above. We do not intend to use the proceeds to acquire assets or finance the acquisition of other businesses. At present, no material changes are contemplated. Should there be any material changes in the projected use of proceeds in connection with this Offering, we will issue an amended prospectus reflecting the new uses.

In all instances, after the effectiveness of this Registration Statement, the Company will need some amount of working capital to maintain its general existence and comply with its public reporting obligations. Our Company estimates that we will need approximately an$20,000 per year to cover additional expenses for public reporting, legal fees, accounting, auditing, and transfer of agent fees. The Company recognizes that if it does not raise net proceeds of at least $58,500 in this Offering, it will have to seek additional funds to cover these expenses. The $58,500 in net proceeds that we need to stay in business for twelve months is comprised of (i) $6,945 for existing liabilities, (ii) $20,000 for manufacturing the design patent, and (iii) $20,000 for SEC reporting expenses and the balance for general working capital . While the existing liabilities on our balance sheet also include $34,738 in shareholder loans, the shareholders loans do not have a fixed repayment date. The proceeds from the Offering will not be used to pay the Directors Loans, however will be used to pay the Offering costs.

In addition to changing allocations because of the amount of proceeds received, we may change the use of proceeds because of required changes in our business plan. Investors should understand that we have wide discretion over the use of proceeds. Therefore, management decisions may not be in line with the initial objectives of investors who will have little ability to influence these decisions.

Determination of Offering Price

Our common stock is presently not traded on any market or securities exchange and we have not applied for listing or quotation on any public market. Our Company will be Offering the Shares of common stock being covered by this prospectus at a price of $0.01 per share. Such Offering price does not have any relationship to any established criteria of value, such as book value or earnings per share. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. No valuation or appraisal has been prepared for our business and potential business expansion.

The Offering price was determined arbitrarily based on a determination by the Board of Directors of the price at which they believe investors would be willing to purchase the Shares. Additional factors that were included in determining the Offering price are the lack of liquidity resulting from the fact that there is no present market for our stock and the high level of risk considering our lack of profitable operating history.

Dilution

Purchasers of our securities in this Offering will experience immediate and substantial dilution in the net tangible book value of their common stock from the initial public Offering price. Historical net tangible book value per share of common stock after the Offering is equal to our total tangible assets less total liabilities, divided by the number of Shares of common stock outstanding as of June 30 2014 , as adjusted to give effect to the receipt of net proceeds and issuance of shares from the sale of Shares of common stock for $0.01, which represents net proceeds after deducting estimated Offering expenses of $21,500. Dilution in net tangible book value per share represents the difference between the amount per share paid by purchasers of Shares of our common stock in this Offering and the net tangible book value per share of our common stock immediately following this Offering. The following table represents the related Dilution under each Offering scenario accordingly.

Shares Sold	4,000,000	6,000,000	8,000,000	10,000,000
Gross Proceeds Less Offering Expenses	18,500	38,500	58,500	78,500
Historical Net Tangible Book Value before the Offering	(36,683)	(36,683)	(36,683)	(36,683)
Historical Net Tangible Book Value Per Share Before the Offering	(0.0018)	(0.0018)	(0.0018)	(0.0018)
Historical Net Tangible Book Value after the Offering	(18,183)	1,817	21,817	41,817
Historical Net Tangible Book Value Per Share after the Offering	(0.0008)	0.0001	0.0008	0.0014
Increase per share to existing Shareholders	(0.001)	(0.0019)	(0.0026)	(0.0032)
Dilution Per Share to New Shareholders	0.0108	0.0099	0.0092	0.0086
Dilution Percentage to New investors in the Offering	8%	(1)%	(8)%	(14)%

The following table sets forth as of June 30 2014 , the number of Shares of common stock purchased from us and the total consideration paid by our existing stockholders and by new investors in this Offering if new investors purchase 100% of the Offering, before deducting Offering expenses payable by us, assuming a purchase price in this Offering of $0.01 per share of common stock.

	Shares			
	Number	Percent		Amount
Existing Stockholders	20,000,000	66%	$	2,,000
New Investors	10,000,000	34%	$	100,000
Total	30,000,000	100%	$	102,000

Our Business

General Development

We were incorporated in Delaware on September 10, 2012 and are a development stage company. United States Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple (and in the shape of a Baby bottle)attached to it to encourage the infant to more easily drink and swallow medication was issued and assigned to Infeed Medica Corp. on April 8, 2014. Infeed Medica Corp. has exclusive rights, title and interest in and to the invention, as well as all Intellectual Property rights, free and clear of any lien, charge, claim, preemptive rights, etc. for the invention.

The original inventor was Jonathan Shenker a former Officer of the Company who assigned to the.Company all rights and title of the design invention in exchange of 10% of future royalties from the gross proceeds and / or sale of the product .The patent invention application was assigned on December 27 2012 to the Company whereby the Design Patent was granted on April 8 2014

See Exhibits 99.2/99.3/99.4 for the assignment agreement , the assignment in the USPTO and the Grant of the design Patent by the USPTO.

A prototype of our proposed product has already been developed and manufactured. The Infeed Medica Infant Medicinal Dispenser was designed to be easy to use and easy to clean. The Infeed Medica dispenser is as familiar and comfortable to the infant to use as any standard bottle. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. Because the bottle will feature easy-to-read measurements on the side of the dispenser, measuring the appropriate dosage will be fast and simple. Once the medicine is inside, the caregiver simply snaps on the cover of the bottle.

Our technology is based upon the Design Patent has the potential to become a standard product for institutions who care for children, such as hospitals and day care centers, as well as a household item in families where young children are present.

Based on the marketing plan created by the marketing agency with whom we will work, we will determine the appropriate markets most likely to purchase our product. We believe that both the home market as well as institutions can benefit from this product. We plan to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. This could be expanded to pharmacies, supermarkets, department stores, and any retail chains who feature products for infants and toddlers.

We have not generated any revenues to date and our operations have been limited to organizational, start-up, and capital formation activities. We currently have no employees other than our Officers, who are also our Directors and work only part time.

We have never declared bankruptcy, have never been in receivership, and have never been involved in any legal action or proceedings. We have not made any significant purchase or sale of assets, nor has the Company been involved in any mergers, acquisitions or consolidations. We are not a blank check Registrant as that term is defined in Rule 419(a)(2) of Regulation C of the Securities Act of 1933, because we have a specific business plan and purpose. Neither Infeed Medica Corp., nor its Officers, Directors, promoters or affiliates, has had preliminary contact or discussions with, nor do we have any present plans, proposals, arrangements or understandings with any representatives of the owners of any business or company regarding the possibility of an acquisition or merger.

The Company believes it needs approximately 6 months to maintain operations to find such partners, as explained in the Plan of Operations section below. Assuming we raise net proceeds of at least $58,500 in this Offering, we believe we will be able to implement our business plan accordingly .

Our principal offices are located at ZeevChaklay 4/18, Jerusalem, Israel 96387. Our telephone number is 972-52-5568949. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

Business Summary and Background

Infeed Medica Corp. has already developed a prototype. Our next step is to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. These companies will be responsible for manufacturing and marketing the Infant Medicinal Dispenser. As soon as the company starts to raise equity (following the S-1 becoming effective), it will begin to use raised proceeds to find manufacturers and marketing agencies who can assist in bringing our product to market.

MANUFACTURER AND MARKETING AGENCIES

We will rely on experienced manufacturing and marketing agencies to bring our product to market. With the capital we receive from this Offering, we will seek one or more manufacturers with experience in the field of manufacturing similar products. We will also identify one or more marketing agencies with experience in identifying the appropriate markets for our product both in terms of location as well as basic profiles of most likely consumers, etc. We have already developed a prototype of our Infant Medicinal Dispenser based on US Design Patent D702360. The marketing agency will be able to use this prototype for sales while the manufacturer will be able to see a working example.

INTELLECTUAL PROPERTY

On April 8, 2014 we were granted US Design Patent D702360 that details an Infant Medicinal Dispenser .. The bottle's shape is uniquely designed to be easy to hold. Infeed Medica Corp. was given all right, title and interest for the United States, territories. The Patent expires on April 8 2031 .

The Design Patent D702360 details the design of an Infant Medicinal Dispenser that is easy to use and easy to clean. The Infeed Medica dispenser is familiar in shape to any bottle-fed infant or young child and comfortable for either the caregiver/parent or child to hold. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication.

COMPETITION

There are many patented infant bottles and medical dispencers designed for either children and infants .

United States Patent 5620462 was designed to enable infants and toddlers to drink liquid vitamin and medicine dispenser for infants and toddlers. It is shaped with a flexible mask to match the shape of a mouth of an infant/toddler. It features a lock assembly in the flexible mask.

United States Patent D446685 details the design of a non-spill cup, as does United States Patent D326796.

United States Design Patent 428816 provides a small combined squeeze bottle and cap .

United States Design Patent 380828 provides a long tube similar to an injection but with a standard nipple cover

While these patents enable the caregiver or parent to offer the child measured doses of medication, we believe based upon the our design patent that our featured design is the most user friendly to infants as it is in the shape of a Baby Bottle but in a small size .

Patent, Trademark, License & Franchise Restrictions

Contractual Obligations & Concessions

None

We have developed a website (www.infeedmedica.com), which currently details our invention and the benefits it offers parents and caregivers. We believe that once we have a marketing agent coordinating the promotion and production of our product, management of the website will be given to this agency to further develop the site. Currently, the site is for information only, not for direct sales.

Employees

Other than our current Directors and officers, Julius Klein and Beth Langsam, we have no other full time or part-time employees. Our only employees, our Directors and officers, Julius Klein and Beth Langsam, are expected to work approximately twenty hours per week. If and when we successfully to find manufacturers and marketing agencies who are experienced and interested in manufacturing, marketing and bringing our product to market, we may need additional employees to coordinate and monitor the agreements or to continue finding other partners for additional markets not covered by any existing agreements we may sign. We do not foresee any significant changes in the number of employees or consultants we will have over the next twelve months.

Transfer Agent

We have engaged Vstock Transfer LLC, 77 Spruce Street, Suite 201, Cedarhurst, NY, 11516 as our stock transfer agent. Their telephone number is (212) 828-8436 and their fax number is (646) 536-3179. The transfer agent is responsible for all record-keeping and administrative functions in connection with our issued and outstanding common stock.

Existing or Probable Government Regulations

Our product is based on United States Design Patent D702360, which details the design of an Infant Medicinal Dispenser with a standard shape and sized nipple. The Consumer Product Safety Improvement Act of 2008 (CPSIA), enacted in 2008, is designed to allow U.S. Consumer Products Safety Commission (CPSC) to better regulate the safety of products made and imported for sale in the United States. In particular, the CPSIA contains regulations that are intended to make products for children under age 12 safer by requiring manufacturers and importers to show that these products do not have harmful levels of lead and phthalates. As our intended target consumer ranges from newborns to toddlers, our manufacturer will be responsible for ensuring that all materials used in the manufacturing of our product adhere strictly to all relevant requirements, both in terms of the materials used as well as the overall design.

With regards to FDA approval for our proposed product, based upon our research, the product falls under the category of Title 21, Volume 8 of the Code of Federal Regulations, Sec 874.5220 Ear, Nose and Throat Administration Device.

Under the above, our proposed product is classified as a Class 1 (general controls) product. The device is exempt from the premarket notification procedures (510(K) or PMA approval).

Our research has found that similar products already on the market (such as AVA the Elephant, by Lady Elephant, LLC) have received FDA approval on their product based on the above. Inasmuch as our proposed product is based upon the same functionality lines as the above mentioned product, we are therefore able to claim a Class I Exemption.

Most Class I devices and a few Class II devices are exempt from the premarket notification [510(k)] requirements subject to the limitations on exemptions. However, these devices are not exempt from other general controls. All medical devices must be manufactured under a quality assurance program, be suitable for the intended use, be adequately packaged and properly labeled, and have establishment registration and device listing forms on file with the FDA.

Non compliant to FDA can result in administrative actions which include product recalls and enforcement action if the violation is not corrected.

The CPSC has issued warnings related to the manufacturing process of baby bottles, such as which materials are considered hazardous to an infant. As the Company will be using an experienced manufacturing company, as described in the Our Company section, the Company will include within the agreement with the manufacturer, requirements that ensure all applicable United States regulations are identified during the preliminary planning and then throughout the manufacturing process. One reason why our ideal manufacturing agency will be one that has previous experience with manufacturing baby bottles is to ensure familiarity with government regulations before manufacturing and and marketing the product.

Research and Development

We have incurred research and development activities in the production of a working prototype of the Baby Bottle Medicine Dispencer.

If we are able to raise funds in this Offering, we will retain one or more manufacturers and one or more marketing agencies to help us manufacture and bring our product, based on our United States Design Patent D702360, to market. We have not yet entered into any agreements, negotiations, or discussions with any manufacturers and/or marketing agents with respect to such development activities. We do not intend to do so until we commence this Offering. For a detailed description, see "Plan of Operation."

Description of Property

Our Principal executive offices are located at ZeevChaklay 4/18, Jerusalem, Israel 96387, Israel Phone number: 972-52-5568949. This location is the home of the office of the Director and we have been allowed to operate out of this location at no cost to the Company. We believe that this space is adequate for our current and immediately foreseeable operating needs. We do not have any policies regarding investments in real estate, securities, or other forms of property.

Management's Discussion & Analysis or Plan of Operation

You should read the following plan of operation together with our audited financial statements and related notes appearing elsewhere in this prospectus. This plan of operation contains forward-looking statements that involve risks, uncertainties, and assumptions. The actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those presented under "Risk Factors" or elsewhere in this prospectus.

General and administrative and research and development expenses in 2012 /2013/2014.

In 2012 the Company spent $1,400 in incorporation expenses expensed as g&a and $16,688 as r&d expenses paid to a Company called Strategic Models and Technology Ltd for the building of the patent prototype which was built in the form of a mold .

In 2013 the Company incurred an additional $6,566 in g&a expenses which encompassed the expenses of creating a short video of the product and also the creation of the Company logo and also an additional $5,500 in legal fees for the final recording of the patent which too has been classified as research and development expenses .

In 2014 the Company incurred an additional $7,504 in g@a expenses which included the creation of the website , payment of Deleware Franchise Taxes and other misc professional fees , and also an additional $1,025 in legal fees and classified as research and development expenses .

Plan of Operation

We are a development stage company that was incorporated on September 10, 2012. Our Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, was issued on April 8, 2014. The Infeed Medica Infant Medicinal Dispenser was designed to be easy to use and easy to clean. The Infeed Medica dispenser is as familiar and comfortable to the infant to use as any standard bottle. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. Because the bottle will feature easy-to-read measurements on the side of the dispenser, measuring the appropriate dosage will be fast and simple. Once the medicine is inside, the caregiver simply snaps on the cover of the bottle.

A prototype of our proposed product has already been developed and manufactured.

The funds needed to date have been funded by loans from our Directors .

Our plan of operation includes the following stages. We expect to complete all stages within 9 – 11 months. We do not have an individual estimate of how long each stage will take, as this will depend on the agency we choose and the plan of action they choose or are assigned to perform.

Stage 1: Preparation: includes identifying both potential manufacturers and marketing agencies. These will be evaluated based on past experience, costs and expected benefits.

Stage 2: While the manufacturer will be responsible for creating and implementing a cost-effective plan for manufacturing the Infeed Medica Corporation's Infant Medicinal Dispenser, in parallel, we will be working to find an appropriate marketing agency that will be tasked with identifying the ideal target markets for our product and developing a detailed plan as to how optimize marketing efforts. The Company has already developed a preliminary website (www.infeedmedica.com). The marketing agency will assume responsibility for the site maintenance and content.

Stage 3: Once both the manufacturing and marketing is optimized, we will need to work with both the manufacturer and the marketing agency to maximize sales and minimize storage

	40%	60%	80%	100%
General working capital	$ —	—	11,555	$ 31,555
Manufacturing and Marketing		11,555	20,000	20,000
SEC compliance fees; legal, accounting, and transfer agent fees	$ 11,555	20,000	20,000	$ 20,000
Existing Liabilities NOT including officer loans of $34,738)	$ 6,945	6,945	,6945	$ 6,945
Total	$ 18,500	38,500	58,500	$ 78,500

We intend to use the proceeds of this Offering in the manner and in order of priority set forth above.

We have no commitments or arrangements from any person to provide us with any additional capital other than our Directors. If additional financing is not available when needed, we may need to dramatically change our business plan, sell the Company or cease operations. We do not presently have any plans, arrangements, or agreements to sell or merge our Company.

Our auditors have issued an opinion on our financial statements which includes a statement describing our going concern status. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills and meet our other financial obligations. This is because we have not generated any revenues and no revenues are anticipated until we begin marketing the product. Accordingly, we must raise capital from sources other than the actual sale of the product. We must raise capital to implement our project and stay in business. Even if we raise the maximum amount of money in this Offering, we do not know how long the money will last, however, we do believe it will last at least twelve months.

General Working Capital

We may be wrong in our estimates of funds required in order to proceed with executing our general business plan described herein. Should we need additional funds, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities in Q4 of 2014 . The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing the additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

We can offer no assurance that we will raise any funds in this Offering. As disclosed above, we have no revenues and, as such, if we are unable to raise net proceeds of at least $60,000, we may attempt to sell the Company or be forced to file for bankruptcy within twelve months. We do not have any current intentions, negotiations, or arrangements to merge or sell the Company.

The Company has, as of June 30 2014 total liabilities of approximately $41,683 and will need to seek additional funds in addition to the gross proceeds raised from the Offering, through equity financing to satisfy these liabilities; the gross proceeds raised from this Offering will not suffice to satisfy all of the outstanding liabilities of the Company.

We are not aware of any material trend, event or capital commitment, which would potentially adversely affect liquidity. We may need additional funds. In this case, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities. The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

Quantitative and Qualitative Disclosures about Market Risk.

Management does not believe that we face any material market risk exposure with respect to derivative or other financial instruments or otherwise.

Analysis of Financial Condition and Results of Operations

The Company has had limited operations since its inception and limited funds. Since our business was formed, we have incurred the following business expenses: incorporation fees, patent fees ,research and development fees legal and accounting fees, S-1 preparation and filing fees and transfer agent and other small misc fees. The Company plans to raise equity from this Offering and through additional private placements or by the issuance of convertible debt. There are currently no arrangements in place of any form of financing; however the Company is not aware of any uncertainties and or other events that will preclude the Company from raising equity in the normal manner of its business conducts. The Company has no commitments for capital expenditures and is not aware of any material trends that will have a favorable and / or unfavorable outcome on the Company seeking in the future equity financing. The Company has limited operations and is not aware of any trends or uncertainties that will have an impact on the Company's future operations. The Company has no off balance sheet arrangements. The Company has no contractual obligations, long term debt, capital leases, operating leases, purchase obligations at this time other than its current liabilities in the amount of $41,683 reflected in the Financial Statements as at June 30 2014

Other

Except for historical information contained herein, the matters set forth above are forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ from those in the forward-looking statements.

Recently Issued Accounting Pronouncements

Comprehensive Income

In September 2012, the FASB issued "Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ("AOCI")" which improves the reporting of reclassifications out of AOCI. The amendment requires an entity to report the effect of significant reclassifications out of AOCI on the respective line items in net income. For other amounts not required to be reclassified to net income, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about these amounts. This amendment became effective January 1, 2013 and the effect of adopting this updated guidance did not have an impact on the Company's financial position or results of operations.

Presentation of Unrecognized Tax Benefits

In July 2013, the FASB issued "Income Taxes: Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carry forward, a Similar Tax Loss, or a Tax Credit Carry forward Exists" which improves the reporting of unrecognized tax benefits. The amendment requires an entity to present an unrecognized tax benefit as a reduction to deferred tax assets for NOLs or tax credit carry forward, unless the NOL or tax credit carry forward is not available under the tax law or not intended to be used as of the reporting date to settle any additional income taxes that would be due from the disallowance of a tax position. Under that exception, the unrecognized tax benefit should be presented as a liability instead of being netted against deferred tax assets for NOLs or tax credit carry forward. This amendment is effective for fiscal quarters and years beginning after December 15, 2013. The Company adopted this updated guidance early and it did not have an impact on the Company's financial position or results of operations.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

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

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on the Company's operations or its financial position. Amounts shown for machinery, equipment, and leasehold improvements and for costs and expenses reflect historical cost and do not necessarily represent replacement cost. The Company believes that the current inflation does not have a material impact on the net operating loss.

Market for Common Equity

Related Stockholder Matters

Market Information

There has been no market for our securities. Our common stock is not traded on any exchange or on the over-the-counter market. After the effective date of the Registration Statement relating to this prospectus, we hope to have a market maker file an application with the Financial Industry Regulatory Authority, FINRA for our common stock to eligible for trading. We do not yet have a market maker who has agreed to file such application. There is no assurance that a trading market will develop, or, if developed, that it will be sustained. Consequently, a purchaser of our common stock may find it difficult to resell the securities offered herein should the purchaser desire to do so when eligible for public resale.

Security Holders

As of July 22 2014 , there were 20,000,000 Shares of common stock issued and outstanding, which were held by two stockholders of record.

Dividend Policy

We have not declared or paid dividends on our common stock since our formation, and we do not anticipate paying dividends in the foreseeable future. Declaration or payment of dividends, if any, in the future, will be at the discretion of our Board of Directors and will depend on our then current financial condition, results of operations, capital requirements and other factors deemed relevant by the Board of Directors. There are no contractual restrictions on our ability to declare or pay dividends.

Securities Authorized Under Equity Compensation Plans

We have no equity compensation plans.

Directors, Executive Officers, Promoters

Control Persons

Directors and Executive Officers

The following table sets forth certain information regarding the members of our Board of Directors and our executive officers as of July 22, 2014.

Name	Age	Positions and Offices Held
Julius Klein	59	President and Director
Beth Langsam	29	Secretary, Director ,Treasurer ,and Principal Accounting and Financial Officer

Our Directors hold office until the next annual meeting of our stockholders or until their successors are duly elected and qualified. According to our bylaws, if a director is elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire board or the entire class of directors of which he is a member were then being elected.

Set forth below is a summary description of the principal occupation and business experience of each of our Directors and executive officers for at least the last five years.

Julius Klein has been our President and Director since the Company's inception on September 10, 2012. Julius Klein studied at Wayne University from August 1969 thru January 1973 where he received his Bachelors degree of accounting .From February 1973 until June 1977 Julius worked at the Internal Revenue Service where from July 1977 he continued his career as an accountant at various public accounting firms in NYC thru September 1985. From October 1985 thru present Julius has worked as a self-practitioner and runs a small accounting firm focused on US tax compliance and general consulting.

Julius Klein also has served and currently serves on the Board Of Directors since April 1993, of a non for profit organization called "Children's Bridge of Zichron Menachem ", which supports young children suffering from the cancer disease with therapeutic activities in Israel . Mr. Klein also serves on the Board of Directors of "American Friends of Bnot Chayil" a non for profit organization which caters social needs for educational support in Israel and in the US to its students.

Julius Klein also serves as CEO and Director of Triumph Ventures Corp.

The Board believes that Mr. Klein should serve as a Director and Chief Executive Officer due to his management and administrative skills all of which enable him to provide oversight and direction of the Company including overseeing its business operations and bringing the Company to its objective goals.

Triumph Ventures Corp was incorporated in Delaware on February 10, 2012 and is a development stage company. On September 9, 2012, it entered into an exclusive Assignment agreement with Mr. Doug Sherman, as seller, in relation to United States Design Patent 502687 invented by Douglas Sherman, for a protective combination plate and removable cover with lower cord access for receptacle and electrical plugs (the "Patent").

The device (the "Design Patent") is designed to serve as a protective combination plate and removable cover. It provides lower cord access for receptacle and electrical plugs that can be connected through the cover to the outlet below. The Co has not yet developed its proposed product, however has completed its offering pursuant to its S1 registration Statement and is seeking to license the Design Patent to one or more third-parties to design, manufacture, and market the combination plate and removable cover against an initial payment and a royalty to be negotiated pursuant to licensing agreement..

The Board believes these two Companies Triumph Ventures Corp and Infeed Medica Corp (although share the same CEO) are in two complete different sectors and are and will be funded independently of each other and do not have adverse effects to each other .

Infeed Medica Corp has already developed a prototype and is seeking a manufacturer to manufacture and then be able to market its product whereby Triumph Ventures Corp is seeking a licensor to license the patented technology. These are two distinct different business streams of generating revenue . Also in each Company a Patent has been granted and there is no interference between the Companies in a technological aspect especially as the Patents are in two unrelated areas.

The BOD in each entity supplies sufficient time to each entity to be able to carry out its business model accordingly and respectively.

Beth Langsam has been our Director, Treasurer Internal Accounting Officer and Secretary since the Company's inception on September 10, 2012. From September 1998 through August 2004 Beth studied at the Bais Yaakov Maalot high school and seminary in Jerusalem where she studied Jewish studies and Jewish History. From September 2004 thru May 2005 she worked as an administrative assistant at Hirshowitz Insurance Agency .From May 2005 thru September 2008 she worked as the bookkeeper of MVS Accounting a firm providing financial and bookkeeping services and from October 2008 until present works as Chief Office Manager at ATSA American Tax Services Associates a Jerusalem (Israeli entity) general accounting and tax firm in Jerusalem which provides financial tax and accounting services to individuals and Companies .

The Board believes that MsLangsam should serve as a Director and as an accounting and finance Officer Treasurer and Secretary due to her vast experience in administrative skills and in accounting which will both enable her to provide oversight and direction of the Company including overseeing its financial operations and reporting requirements as well as its business operations and bringing the Company to meet its financial reporting internal and external requirements accordingly.

There are no familial relationships among any of our Directors or officers. None of our Directors or officers is or has been a Director or has held any form of directorship in any other U.S. reporting companies except as mentioned above. None of our Directors or officers has been affiliated with any company that has filed for bankruptcy within the last five years. The Company is not aware of any proceedings to which any of the Company's Officers or Directors, or any associate of any such officer or Director, is a party that are adverse to the Company.

Each Director of the Company serves for a term of one year or until the successor is elected at the Company's annual stockholders' meeting and is qualified, subject to removal by the Company's stockholders. Each Officer serves, at the pleasure of the Board of Directors, for a term of one year and until the successor is elected at the annual meeting of the Board of Directors and is qualified.

Audit Committee and Financial Expert

We do not have an audit committee or an audit committee financial expert. Our corporate financial affairs are simple at this stage of development and each financial transaction can be viewed by any officer or Director at will.

Code of Ethics

We do not currently have a Code of Ethics applicable to our principal executive, financial and accounting officers; however, the Company plans to implement such a code in the fourth quarter of 2014.

Potential Conflicts of Interest

Since we do not have an audit or compensation committee comprised of independent Directors, the functions that would have been performed by such committees are performed by our Board of Directors. Thus, there is a potential conflict of interest in that our Directors have the authority to determine issues concerning management compensation, in essence their own, and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our Executives or Directors.

Involvement in Certain Legal Proceedings

We are not aware of any material legal proceedings that have occurred within the past five years concerning any Director, Director nominee, or control person which involved a criminal conviction, a pending criminal proceeding, a pending or concluded administrative or civil proceeding limiting one's participation in the securities or banking industries, or a finding of securities or commodities law violations.

Executive Compensation

We have not paid, nor do we owe, any compensation to our executive officer. We have not paid any compensation to our Officers since our inception to date. We have no employment agreements with any of our executive officers or employees.

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long Term Compensation				
Name and Principal Position	Year (1)	Salary	Bonus	Stock Awards	Option Awards	NonEquity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Julius Klein President and Director and for the period September 10, 2012 thru June 30, 2014	2012	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Beth Langsam Secretary and Director and Principal Accounting and Financial Officer and for the period September 10, 2012 thru June 30, 2014	2012	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

(1) We were incorporated on September 10, 2012.

(2) No compensation has been paid in 2013 nor in 2014

Option/SAR Grants

We do not currently have a stock option plan. No individual grants of stock options, whether or not in tandem with stock appreciation rights known as SARs or freestanding SARs have been made to any executive officer or any Director since our inception; accordingly, no stock options have been granted or exercised by any of the officers or Directors since we were founded.

Long-Term Incentive Plans and Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance. No individual grants or agreement s regarding future payouts under non-stock price-based plans have been made to any Executive Officer or any Director or any employee or consultant since our inception; accordingly, no future payouts under non-stock price-based plans or agreements have been granted or entered into or exercised by our officer or Director or employees or consultants since we were founded.

Compensation of Directors

There are no arrangements pursuant to which our Director is or will be compensated in the future for any services provided as a Director.

Employment Contracts, Termination of Employment

Change-in-control Arrangements

There are currently no employment agreements or other contracts or arrangements with our Officers or Directors. There are no compensation plans or arrangements, including payments to be made by us, with respect to our Officers, Directors or Consultants that would result from the resignation, retirement or any other termination of any of our Directors, officers or consultants. There are no arrangements for our Directors, Officers, Employees or Consultants that would result from a change-in-control.

Certain Relationships and Related Transactions

Other than the transactions discussed below, we have not entered into any transaction nor are there any proposed transactions in which our Director, executive officer, stockholders or any member of the immediate family of the foregoing had or is to have a direct or indirect material interest.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Mr. Julius Klein, our President and Director, for a payment of $1,000. On January 1 2014 , Mr. Klein paid this amount to us by the reduction of the Officer loan account. We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Ms Beth Langsam, our Secretary and Director and Principal Financial Officer, for a payment of $1,000 . On January 1 2014, Ms Langsam paid this amount to us by the reduction of the Officer loan account . We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

As of June 30 2014 , loans from our two Directors and officers (Mr. Julius Klein and Ms Beth Langsam) made in cash (equally) amounted to $34,738 representing working capital advances from directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand. No formal written agreement regarding this loan was signed, however it is documented in the accounting records of the Company.

The Company has an oral arrangement with the Director for the use of the Home for current operations which are minimal at no cost until the Company will raise funds pursuant to its registration Statement at which time the Company shall seek other office space for rental .The Company intends to file a copy of any new written lease agreements (with consideration) accordingly, when applicable in its future periodic report filings.

The Company has oral arrangements with its Directors who will and have agreed to equally fund the current minimum required funds (Interest free) needed to meet the minimum ongoing operations of the Company for a period of not less than the following twelve months, commencing on August 1 2014.

Director Independence

According to Item 407 (a)(1)(ii), we are not subject to listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our board comprised of a majority of "independent Directors." We do not believe that any of our directors currently meets the definition of "independent" as promulgated by the rules and regulations of NASDAQ.

Security Ownership of Certain Beneficial Owners and Management

(i) The following table sets forth certain information concerning the ownership of the Common Stock by (a) each person who, to the best of our knowledge, beneficially owned on that date more than 5% of our outstanding common stock, (b) each of our Directors and executive officers and (c) all current Directors and executive officers as a group. The following table is based upon an aggregate of 20,000,000 Shares of our common stock outstanding as of July 22 2014

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned or Right to Direct Vote (1)	Percent of Common Stock Beneficially Owned or Right to Direct Vote (1)
Julius Klein 3 Frank Street Jerusalem 9638743 Israel	10,000,000	50%
Ms Beth Langsam ZeevChaklay 4/18 Jerusalem 96462 Israel	10,000,000	50%
All stockholders, and / or Directors and / or executive officers as a group (Two persons)	20,000,000	100%

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the "SEC") and generally includes voting or investment power with respect to securities. In accordance with SEC rules, Shares of common stock issuable upon the exercise of options or warrants which are currently exercisable or which become exercisable within 60 days following the date of the information in this table are deemed to be beneficially owned by, and outstanding with respect to, the holder of such option or warrant. Except as indicated by footnote, and subject to community property laws where applicable, to our knowledge, each person listed is believed to have sole voting and investment power with respect to all Shares of common stock owned by such person.

Legal Proceedings

There are no pending legal proceedings to which the Company or any Director, officer or affiliate of the Company, any owner of record or beneficial holder of more than 5% of any class of voting securities of the Company, or security holder is a party that is adverse to the Company. The Company's property is not the subject of any pending legal proceedings.

Description of Securities

The following description of our capital stock is a summary and is qualified by the provisions of our Certificate of Incorporation, with amendments, all of which have been filed as exhibits to our Registration Statement of which this prospectus is a part.

Our Common Stock

We are authorized to issue 500,000,000 Shares of our Common Stock, $0.0001 par value, of which, as of July 22 2014, 20,000,000 Shares are issued and outstanding. Holders of Shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Under Delaware Law, a corporation's stockholders may appoint Directors by cumulative voting as set forth in its certificate of incorporation, however, our certificate of incorporation does not include such a right and therefore our holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefore. In the event of our liquidation, dissolution, or winding up, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. Pursuant to Article X, Section 6 of our by-laws we have the ability to hold our shareholders liable for calls on partly paid Shares in accordance with Delaware General Corporations Law §156 and to redeem Shares called by us in accordance with Delaware General Corporations Law §160. While Delaware law allows the redemption of shares at the corporations option, the shares offered in this offering and the current outstanding shares are non-redeemable except by the consent of both parties .Holders of common stock have no preemptive rights to purchase our common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

Delaware General Corporations Law §156 states that the corporation MAY (emphasis added) issue Shares as partially paid and subject to a call on the remaining amount due for the purchase of the issued Shares. At the present time, the Corporation has not intent to issue Shares for partial payment"

The restrictions on the ability of shareholders to call meetings in Article III, the authority of your board of directors to set the size of your board and appoint directors in Article V, and limitations on the ability to remove directors in Article V of Exhibit 3.2 would have an effect of delaying, deferring, or preventing a change in control.

Article III, Section 2, states, "Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president (if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding Shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting." Accordingly, it would take shareholders owning a majority of the Shares to call such a meeting. In the event that management owns a majority of the Shares entitled to vote, the minority shareholders would have no authority to call a special meeting in the event they wished to attempt to remove the management of the Company

Article V, Section 1 states, "The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders." The effect of this provision precludes the minority shareholders from being able to affect the number of directors of the Company because the current members of the Board of Directors have the sole authority to determine the number of directors. Since the minority shareholders cannot elect any directors, where the absence of cumulative voting is in existence, as currently exists, the minority shareholders can never elect a director of their choosing. This effectively precludes any takeover attempt without the approval of the directors then sitting on the Board

Our Preferred Stock

We have not authorized the issuance of Shares of preferred stock. In order to authorize the issuance of Shares of preferred stock, our stockholders and Directors will be required to amend our Certificate of Incorporation to designate and fix the relative rights, preferences and limitations of the preferred stock.

Anti-Takeover Effects Of Provisions of the Articles of Incorporation Authorized and Unissued Stock

The authorized but unissued Shares of our common stock are available for future issuance without our stockholders' approval. These additional Shares may be utilized for a variety of corporate purposes including but not limited to future public or direct Offerings to raise additional capital, corporate acquisitions and employee incentive plans. The issuance of such Shares may also be used to deter a potential takeover of the Company that may otherwise be beneficial to stockholders by diluting the Shares held by a potential suitor or issuing Shares to a stockholder that will vote in accordance with the Company's Board of Directors' desires. A takeover may be beneficial to stockholders because, among other reasons, a potential suitor may offer stockholders a premium for their Shares of stock compared to the then-existing market price.

Shares Eligible for Future Sale

Prior to this Offering, there has been no public market for our common stock. We cannot predict the effect, if any, that market sales of Shares of our common stock or the availability of Shares of our common stock for sale will have on the market price of our common stock. Sales of substantial amounts of our common stock in the public market could adversely affect the market prices of our common stock and could impair our future ability to raise capital through the sale of our equity securities.

Upon completion of this Offering, assuming all of the offered Shares are purchased, we will have a total of 30,000,000 Shares of common stock outstanding. The 10,000,000 Shares sold in this Offering will be freely tradable without restriction, or further registration under the Securities Act, unless those Shares are acquired by our "affiliates," as that term is defined in Rule 144 under the Securities Act. The remaining 20,000,000 Shares of common stock outstanding will be restricted as a result of securities laws. Restricted securities may be sold in the public market only if they have been registered or if they qualify for an exemption from registration under Rule 144 under the Securities Act.

Rule 144

As of July 22 2014 , there are two (2) stockholders of record holding a total of 20,000,000 Shares of our common stock. All of our issued Shares of common stock are "restricted securities", as that term is defined in Rule 144 of the Rules and Regulations of the SEC promulgated under the Securities Act. All of these 20,000,000 Shares are held by our "affiliates", as such term is defined in Rule 144. Theses Shares may be sold to the public market commencing one year after their acquisition , subject to the availability of current public information, volume restrictions, and certain restrictions on the manner of sale.

Plan of Distribution

We are Offering for sale a maximum of 10,000,000 Shares of our common stock in a self-underwritten Offering directly to the public at a price of $0.01 per share. There is no minimum amount of Shares that we must sell in our direct Offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, Offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are Offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all 10,000,000 Shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the Offering for the balance of the Shares will terminate and no further Shares will be sold.

Our Offering price of $0.01 per share was arbitrarily decided upon by our management and is not based upon earnings or operating history, does not reflect our actual value, and bears no relation to our earnings, assets, book value, net worth, or any other recognized criteria of value. No independent investment banking firm has been retained to assist in determining the Offering price for the Shares. Such Offering price was not based on the price of the issuance to our founders. Accordingly, the Offering price should not be regarded as an indication of any future price of our stock.

We anticipate applying for trading of our common stock on the over-the-counter (OTC) Bulletin Board upon the effectiveness of the Registration Statement of which this prospectus forms. a part. To have our securities quoted on the OTC Bulletin Board we must: (1) be a company that reports its current financial information to the Securities and Exchange Commission, banking regulators or insurance regulators; and (2) has at least one market maker who completes and files a Form 211 with FINRA Regulation, Inc. The OTC Bulletin Board differs substantially from national and regional stock exchanges because it (1) operates through communication of bids, offers and confirmations between broker-dealers, rather than one centralized market or exchange; and, (2) securities admitted to quotation are offered by one or more broker-dealers rather than "specialists" which operate in stock exchanges. We have not yet engaged a market maker to assist us to apply for quotation on the OTC Bulletin Board and we are not able to determine the length of time that such application process will take. Such time frame is dependent on comments we receive, if any, from the FINRA regarding our Form 211 application.

There is currently no market for our Shares of common stock. There can be no assurance that a market for our common stock will be established or that, if established, such market will be sustained. Therefore, purchasers of our Shares registered hereunder may be unable to sell their securities, because there may not be a public market for our securities. As a result, you may find it more difficult to dispose of, or obtain accurate quotes of our common stock. Any purchaser of our securities should be in a financial position to bear the risks of losing their entire investment.

We intend to sell the Shares in this Offering through Mr. Julius Klein , and/or Ms Beth Langsam who are officers and Directors of the Company. They will receive no commission from the sale of any Shares. They will not register as a broker-dealer under section 15 of the Securities Exchange Act of 1934 in reliance upon Rule 3a4-1. Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the Offering of the issuer's securities and not be deemed to be a broker/dealer. As Mr. Julius Klein and Ms Beth Langsam are Israeli citizens and do not reside in the US, and since our operations are in Israel, this offer will primarily be directed to residents of Israel. Because a design patent from the United States is well respected, and a corporation established in the United States is one that is taken seriously, our Directors have pursued this connection. However, their primary sales connections are in Israel and as such, will be directed to this market. Should they choose to attempt to sell Shares in the United States, they are aware that this will present challenges and they may not be successful. These challenges include, but may not be limited to, having a Company incorporated in the United States with offices, directors, and officers in a foreign country, in this case, Israel, and which primarily plans sales for the Israeli market initially, as well as other factors listed in the Risk Factors sections.

The conditions are that:

1. The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,

2. The person is not compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;

3. The person is not at the time of their participation, an associated person of a broker/dealer; and,

4. The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily perform, or is intended primarily to perform at the end of the Offering, substantial duties for or on behalf of the Issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding twelve (12) months; and (C) do not participate in selling and Offering of securities for any Issuer more than once every twelve (12) months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Neither Julius Klein nor Beth Langsam are statutorily disqualified, are not being compensated, and are not associated with a broker/dealer. They are and will continue to be our officers at the end of the Offering and have not been during the last twelve months and are currently not a broker/dealer or associated with a broker/dealer.

We will not utilize the Internet to advertise our Offering.

OFFERING PERIOD AND EXPIRATION DATE

This Offering will start on the date of this Registration Statement is declared effective by the SEC and continue for a period of 180 days. We may extend the Offering period for an additional 90 days, or unless the Offering is completed or otherwise terminated by us if we have not been able to raise the money by the end of the initial period. We will not accept any money until this Registration Statement is declared effective by the SEC. Once investors execute and deliver the subscription agreement with funds and we accept such subscription, they will be entitled to their Shares and become registered shareholders with all the rights and privileges that entails. We will issue stock certificates to investors as soon as practicable after acceptance of the subscription.

PROCEDURES FOR SUBSCRIBING

We will not accept any money until this Registration Statement is declared effective by the SEC. Once the Registration Statement is declared effective by the SEC, if you decide to subscribe for any Shares in this Offering, you must:

1. Execute and deliver a subscription agreement

2. Deliver a check or certified funds to us for acceptance or rejection.

All checks for subscriptions must be made payable to **"Infeed Medica Corp."**

Right to Reject Subscriptions

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned by us to the subscriber within 3 business days of our having received the monies, without interest or deductions.

Underwriters

We have no underwriter and do not intend to have one. In the event that we sell or intend to sell by means of any arrangement with an underwriter, then we will file a post-effective amendment to this S-1 to accurately reflect the changes to us and our financial affairs and any new risk factors, and in particular to disclose such material relevant to this Plan of Distribution.

Regulation M

We are subject to Regulation M of the Securities Exchange Act of 1934. Regulation M governs activities of underwriters, issuers, selling security holders, and others in connection with Offerings of securities. Regulation M prohibits distribution participants and their affiliated purchasers from bidding for purchasing or attempting to induce any person to bid for or purchase the securities being distribute.

Section 15(G) of the Exchange Act

Our Shares are penny stocks are covered by section 15(g) of the Securities Exchange Act of 1934 which imposes additional sales practice requirements on broker/dealers who sell the Company's securities including the delivery of a standardized disclosure document; disclosure and confirmation of quotation prices; disclosure of compensation the broker/dealer receives; and, furnishing monthly account statements. For sales of our securities, the broker/dealer must make a special suitability determination and receive from its customer a written agreement prior to making a sale. The imposition of the foregoing additional sales practices could adversely affect a shareholder's ability to dispose of his stock.

Changes In and Disagreements with Accountants On Accounting And Financial Disclosure

Weinberg and Baer, LLC. is our registered independent auditor. There have not been any changes in or disagreements with our auditors on accounting and financial disclosure or any other matter.

Indemnification for Securities Act Liabilities

Our bylaws in Article XII provide that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Legal Matters

The legal opinion rendered by Harold P. Gewerter, Esq. regarding the common stock of the Company to be registered on Form S-1 is as set forth in his opinion letter included in this prospectus.

Experts

Our financial statements as of December 31 2013, and for the period then ended and cumulative from inception (September 10 2012), appearing in this prospectus and Registration Statement have been audited by Weinberg and Baer, LLC., an independent registered Public Accounting Firm, as set forth on their report thereon appearing elsewhere in this prospectus, and are included in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

Interest of Named Experts and Counsel

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or Offering of the common stock was employed on a contingency basis or had, or is to receive, in connection with the Offering, a substantial interest, directly or indirectly, in the Registrant or any of its parents or subsidiaries. Nor was any such person connected with the Registrant or any of its parents, subsidiaries as a promoter, managing or principal underwriter, voting trustee, Director, officer, or employee.

Available Information

We have filed with the SEC a Registration Statement on Form S-1, including exhibits, schedules and amendments filed with the Registration Statement, under the Securities Act with respect to the Shares of common stock being offered. This prospectus does not contain all of the information described in the Registration Statement and the related exhibits and schedules, portions of which have been omitted as permitted by the rules and regulations of the SEC. A copy of the Registration Statement and the related exhibits, schedules and amendments may be inspected without charge at the public reference facilities maintained by the SEC in Washington D.C. at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and copies of all or any part of the Registration Statement may be obtained from these offices upon the payment of the fees prescribed by the SEC. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements and other information regarding Registrants that file electronically with the SEC. The address of the site is http://www.sec.gov

Reports to Security Holders

We will make available to securities holders an annual report, including audited financials, on Form 10-K. While we intend to file a Form 8-A promptly after this Registration Statement becomes effective and thereby become a "reporting issuer" under Section 12 of the Securities Exchange Act of 1934, we are not currently a reporting issuer and upon this Registration Statement becoming effective we will be required under Section 15(d) of the Exchange Act to file the periodic reports required by Section 13(a) of the Exchange Act with respect to each class of securities covered by our Registration Statement. These reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective there are fewer than 300 shareholders. On the other hand, if we become a reporting issuer under Section 12 of the Securities Exchange Act of 1934, we will be subject to all of the obligations incumbent on a company with securities registered under Section 12 of the Exchange Act, including the continuing obligation to file the Section 13(a) reports; the directors, officers, and principal stockholders beneficial ownership disclosure requirements of Section 16 of the Exchange Act; and the proxy rules and regulations of Section 14 of the Exchange Act.

We furnish to our shareholders the Financial Statements for the years ending December 31 2012 and December 31 2013 (audited) and for the six months ended June 30, 2014 (unaudited)

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)

INDEX TO FINANCIAL STATEMENTS
DECEMBER 31, 2013

REPORT OF REGISTERED INDEPENDENT AUDITORS

To the Board of Directors and Stockholders
of Infeed Medica Corp.:

We have audited the accompanying balance sheet of Infeed Medica Corp. (a Delaware corporation in the development stage) as of December 31, 2013 and 2012, and the related statements of operations, stockholders' equity, and cash flows for the years ended December 31, 2013 and 2012, and from inception (September 10, 2012) through December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Infeed Medica Corp. as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years ended December 31, 2013 and 2012, and from inception (September 10, 2012) through December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company is in the development stage, and has not established any source of revenue to cover its operating costs. As such, it has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its planned business objectives. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
July 6, 2014

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of December 31, 2013	As of December 31, 2012
ASSETS		
Current Assets:		
Cash	$ —	$ —
Total current assets	—	—
Total Assets	$ —	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Loans payable - related parties	$ 30,154	$ 18,088
Total current liabilities	30,154	18,088
Total liabilities	30,154	18,088
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 0 shares issued and outstanding	—	—
Common stock subscribed	2,000	2,000
Stock subscriptions receivable	(2,000)	(2,000)
(Deficit) accumulated during the development stage	(30,154)	(18,088)
Total stockholders' (deficit)	(30,154)	(18,088)
Total Liabilities and Stockholders' (Deficit)	$ —	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For The Year Ended December 31, 2013	September 10, 2012 to December 31, 2012	Cumulative From Inception
Revenues	$ —	$ —	$ —
Expenses:			
General & administrative	6,566	1,400	7,966
Research & development	5,500	16,688	22,188
Total expenses	12,066	18,088	30,154
(Loss) from Operations	(12,066)	(18,088)	(30,154)
Other Income (Expense)	—	—	—
Provision for income taxes	—	—	—
Net (Loss)	$ (12,066)	$ (18,088)	$ (30,154)
(Loss) Per Common Share:			
(Loss) per common share - Basic and Diluted	$ —	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	—	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	$ —	$ 2,000	$ (2,000)	$ (30,154)	$ (30,154)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For The Year Ended December 31, 2013	September 10, 2012 to December 31, 2012	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (12,066)	$ (18,088)	$ (30,154)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Accounts payable and accrued liabilities	—	—	—
Net Cash Used in Operating Activities	(12,066)	(18,088)	(30,154)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	12,066	18,088	30,154
Net Cash Provided by Financing Activities	12,066	18,088	30,154
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ —	$ —	$ —

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of December 31, 2013 and 2012, subscribed stock was not included in the diluted earnings per share calculation as they were anti-dilutive.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of December 31, 2013 and 2012, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the year ended December 31, 2013, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of December 31, 2013 and as of December 31, 2012, and expenses for the years ended December 31, 2013 and 2012, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of December 31, 2013, loans from related parties amounted to $30,154 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

(6) Income Taxes

The provision (benefit) for income taxes for the years ended December 31, 2013 and 2012 was as follows (assuming a 34% effective tax rate):

	2013	2012
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 4,102	$ 6,150
Change in valuation allowance	(4,102)	(6,150)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of December 31, 2013 and 2012, as follows:

	2013	2012
Loss carryforwards	$ 10,252	$ 6,150
Less - Valuation allowance	(10,252)	(6,150)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the years ended December 31, 2013 and 2012, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of December 31, 2013, the Company had approximately $30,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2033.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years will be closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of December 31, 2013, the Company owed $30,154 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to Directors and officers for a $2,000 stock subscription receivable.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

On December 27, 2012, a director and officer assigned a design patent of the Company's product to the Company. The United States Patent was granted on April 8, 2014 and the patent number is D702360.

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)

INDEX TO FINANCIAL STATEMENTS
JUNE 30, 2014

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of June 30, 2014 (Unaudited)	As of December 31, 2013
ASSETS		
Current Assets:		
Deferred offering costs	$ 5,000	$ —
Total current assets	5,000	—
Total Assets	$ 5,000	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Accrued expenses	$ 6,945	$ —
Loans payable - related parties	34,738	30,154
Total current liabilities	41,683	30,154
Total liabilities	41,683	30,154
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 20,000,000 and 0 shares issued and outstanding, respectively	2,000	—
Common stock subscribed	—	2,000
Stock subscriptions receivable	—	(2,000)
(Deficit) accumulated during the development stage	(38,683)	(30,154)
Total stockholders' (deficit)	(36,683)	(30,154)
Total Liabilities and Stockholders' (Deficit)	$ 5,000	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
(Unaudited)

	For The Three Months Ended June 30, 2014	For The Three Months Ended June 30, 2013	For The Six Months Ended June 30, 2014	For The Six Months Ended June 30, 2013	Cumulative From Inception
Revenues	$ —	$ —	$ —	$ —	$ —
Expenses:					
General & administrative	6,493	—	7,504	6,566	15,470
Research & development	—	—	1,025	5,500	23,213
Total expenses	6,493	—	8,529	12,066	38,683
(Loss) from Operations	(6,493)	—	(8,529)	(12,066)	(38,683)
Other Income (Expense)	—	—	—	—	—
Provision for income taxes	—	—	—	—	—
Net (Loss)	$ (6,493)	$ —	$ (8,529)	$ (12,066)	$ (38,683)
(Loss) Per Common Share:					
(Loss) per common share - Basic and Diluted	$ (0.00)	$ —	$ (0.00)	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	20,000,000	—	20,000,000	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	—	2,000	(2,000)	(30,154)	(30,154)
Common stock issued in exchange of a reduction of debt ($0.0001 per share)	20,000,000	2,000	(2,000)	—	—	—
Payment of stock subscriptions thru a reduction of debt	—	—	—	2,000	—	2,000
Net (loss) for the period	—	—	—	—	(8,529)	(8,529)
Balance - June 30, 2014	20,000,000	$ 2,000	$ —	$ —	$ (38,683)	$(36,683)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For The Six Months Ended June 30, 2014	For The Six Months Ended June 30, 2013	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (8,529)	$ (12,066)	$ (38,683)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Deferred offering costs	(5,000)	—	(5,000)
Accounts payable and accrued liabilities	6,945	—	6,945
Net Cash Used in Operating Activities	(6,584)	(12,066)	(36,738)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	6,584	12,066	36,738
Net Cash Provided by Financing Activities	6,584	12,066	36,738
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ 2,000	$ —	$ 2,000

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Unaudited Interim Financial Statements

The interim financial statements of the Company as of June 30, 2014, and for the period then ended, and cumulative from inception, are unaudited. However, in the opinion of management, the interim financial statements include all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the Company's financial position as of June 30, 2014, and the results of its operations and its cash flows for the period ended June 30, 2014. These results are not necessarily indicative of the results expected for the calendar year ending December 31, 2014. The accompanying financial statements and notes thereto do not reflect all disclosures required under accounting principles generally accepted in the United States. Refer to the Company's audited financial statements as of December 31, 2013, filed with the SEC, for additional information, including significant accounting policies.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. There were no dilutive financial instruments issued or outstanding for the period ended June 30, 2014.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of June 30, 2014 and December 31, 2013, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the period ended June 30, 2014, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of June 30, 2014 and December 31, 2013, and expenses for the periods ended June 30, 2014 and June 30, 2013, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of June 30, 2014, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of June 30, 2014, loans from related parties amounted to $34,738 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

(6) Income Taxes

The provision (benefit) for income taxes for the periods ended June 30, 2014 and 2013 was as follows (assuming a 34% effective tax rate):

	2014	2013
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 2,900	$ 4,102
Change in valuation allowance	(2,900)	(4,102)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of June 30, 2014 and December 31, 2013 as follows:

	2014	2013
Loss carryforwards	$ 13,152	$ 10,252
Less - Valuation allowance	(13,152)	(10,252)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the period ended June 30, 2014 and the year ended December 31, 2013, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of June 30, 2014, the Company had approximately $39,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2034.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years will be closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of June 30, 2014, the Company owed $34,738 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

PART II

Information Not Required in Prospectus

Item 24. Indemnification of Directors and Officers

Article XII of our Bylaws provides that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 25. Other Expenses of Issuance and Distribution

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

Nature of Expense	Amount
SEC Registration fee	$ 13
Transfer Agent Fees (Estimated)	1,500
Accounting fees and expenses	10,000
Legal fees and expenses	10,000
Total:	$ 21,513

Item 26. Recent Sales of Unregistered Securities

The following sets forth information regarding all sales of our unregistered securities during the past three years. None of the holders of the Shares issued below have subsequently transferred or disposed of their Shares and the list is also a current listing of the Company's stockholders.

On January 1 2014 , we issued a total of 20,000,000 Shares of our common stock to two individuals, including to our Principal Executive Officer and Treasurer, Secretary , Principal Financial and Accounting Officer. The purchase price for such Shares was equal to their par value, $0.0001 per share, amounting in the aggregate for all 20,000,000 Shares to $2,000. None of these transactions involved any underwriters, underwriting discounts or commissions or any public Offering, and we believe these issuances were exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made in an offshore transaction and only to the following individuals who are all non-U.S. citizens, all in accordance with the requirements of Regulation S of the Securities Act.

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned
Julius Klein	10,000,000
Beth Langsam	10,000,000

Item 27. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period, in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of the Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement (amendment # 2) to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Jerusalem, State of Israel on September 23 2014.

Infeed Medica Corp.

Date September 23 2014

By: /s/ Julius Klein
Julius Klein
President (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement (amendment # 1)has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ Julius Klein	Principal Executive Officer and Director	September 23 2014
/s/Beth Langsam	Secretary and Director , Treasurer (and Principal Accounting and Financial Officer) Beth Langsam is authorized to sign our document in the capacity of Principal Accounting and Financial Officer	September 23 2014

Exhibits Table

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Incorporation of the Company
3.2	By-Laws of the Company
3.3	Form of Common Stock Certificate of the Company
5.1	Opinion of Legal Counsel
23.1	Consent of Weinberg and Baer, LLC.
23.2	Consent of legal counsel (see Exhibit 5.1)
99.1	Subscription Agreement
99.2	Verbal (oral) Arrangements with the Company
99.3	Patent Assignment Agreement
99.4	USPTO Patent Assignment
99.5	USPTO Patent Notification

State of Deleware

Secretary of State

Division of Corporations

Delivered 11:41 AM 09/10/2012

FILED :11:30 AM 09/10/2013

SRV 121013201-5210061 FILE

STATE OF DELEWARE

CERTIFICATE OF INCORPORATION

OF

INFEED MEDICA CORP

FIRST The name of this corporation is INFEED MEDICA CORP

SECOND Its registered office in the the State of Deleware is to be located at 113 Barksdale Professional Center Newark Deleware , County of New Castle Zip Code 19711 . The registered agent in charge thereof is Deleware Intercorp.

THIRD The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Deleware

FOURTH The amount of the total stock that this corporation is authorized to issue is 500,000,000 shares of common stock with a par value of $0.0001 per share.

FIFTH The name and mailing address of the incorporator is as follows

EINAT KRASNEY

8 PAAMONI STREET

TEL AVIV 62918

ISRAEL

I THE UNDERSIGNED for the purpose of forming a corporation under the laws of the State Of Deleware do make , file and record this Certificate , and do hereby certify that the facts herein stated are true and I have accordingly hereunto executed this Certificate this 9TH Day of SEPTEMBER 2012

By: /s/ EINAT KRASNEY
Title Incorporator

INFEED MEDICA CORP

BY-LAWS

* * * * *

A Delaware Corporation

ARTICLE I

OFFICES

Section 1

The registered office of the Corporation in the State of Delaware shall be located in the City and State designated in the Certificate of Incorporation.

Section 2

The corporation may also have offices at such other places both within and without the state of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

ANNUAL MEETINGS OF SHAREHOLDERS

Section 1

All meetings of shareholders for the election of directors shall be held at such time and at such place, either within or without the State of Delaware, as may be fixed from time to time by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Article IV, Section 6 of these Bylaws. ~~Unless directors are elected by written consent in lieu of an annual meeting as permitted by Article IV, Section 5 of these Bylaws, an~~ annual meeting of the stockholders for the election of the directors shall be held on a date and a time as shall be designated by the Board of Directors and stated in the notice of the meeting. Any other proper business may be transacted at the annual meeting.

Section 2

Written or printed notice of the annual meeting stating the place, date and hour of the meeting shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

Section 3

The officer who has charge of the stock ledger of the corporation shall prepare and make, or cause a third party to prepare and make, at least 10 days before every meeting of the 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.

ARTICLE III

SPECIAL MEETINGS OF SHAREHOLDERS

Section 1

Special meetings of shareholders may be held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president(if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting.

Section 3

Written or printed notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by, or at the direction of, the chairman or the president or vice president, to each shareholder of record entitled to vote at such meeting. The notice should also indicate that it is being issued by, or at the direction of, the person calling the meeting.

Section 4

The business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

Section 5

After fixing a record date for a meeting, the officer who has charge of the stock ledger of the Corporation, shall prepare an alphabetical list of the names of all its shareholders entitled to notice of the meeting, arranged by voting group with the address of and the number, class, and series, if any, of shares held by each shareholder. The stock ledger shall be the only evidence as to who are the shareholders entitled to examine the stock ledger, the list required by Section 219 of the Delaware General Corporation Law or the books of the Corporation, or to vote in person or by proxy at any shareholders' meeting.

ARTICLE IV

QUORUM AND VOTING OF STOCK

Section 1

The holders of a majority of the shares of stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall 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 30 day, 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 at the meeting as provided in Section 3 of Article III.

Section 2

If a quorum is present, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the shareholders, unless the vote of a greater or lesser number of shares of stock is required by law or the certificate of incorporation.

Section 3

Each outstanding share of stock having voting power shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact.

Section 4

The Board of Directors in advance of any shareholders' meeting may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and, on the request of any shareholder entitled to vote there-at, shall appoint one or more inspectors. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

Section 5

Unless otherwise provided in the certificate of incorporation, any action required to be taken at an annual meeting or special meeting of the stockholders of the corporation, or any action which may be taken at any annual meeting or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent or consents 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 to the corporation by delivery to its registered office in Delaware, to its principal place of business, or to an officer or agent of the corporation having custody of the book in which proceedings of meetings are recorded.

Section 6

Unless otherwise restricted in the certificate of incorporation or these Bylaws, the Board of Directors may in its sole discretion permit stockholders to participate in meetings of stockholders by means of remote communication and shall be deemed present in person and permitted to vote at such meeting, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present in person and permitted to vote at such meeting by means of remote communication is a stockholder, (ii) the corporation shall implement reasonable measures to provide such stockholders a reasonable opportunity to participate in such meeting and to vote on matters submitted to the stockholders, and (iii) if any stockholder votes or takes action at such meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

ARTICLE V

DIRECTORS

Section 1

The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders.

Section 2

Any or all of the directors may be removed, with or without cause, at any time by the vote of the shareholders at a special meeting called for that purpose. Any director may be removed for cause by the action of the directors at a special meeting called for that purpose. If elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire Board or the entire class of directors of which he is a member were then being elected. If the director being removed was elected by the holders of the shares of any class or series he cannot be removed by the directors and may be removed only by the applicable vote of the holders of shares of that class or series, voting as a class.

Section 3

Unless otherwise provided in the certificate of incorporation, newly created directorships resulting from an increase in the Board of Directors and all vacancies occurring in the Board of Directors, including vacancies caused by removal without cause, may be filled by the affirmative vote of a majority of the Board of Directors, however, if the number of directors then in office is less than a quorum then such newly created directorships and vacancies may be filled by a vote of a majority of the directors then in office. A director elected to fill a vacancy shall hold office until the next meeting of shareholders at which election of directors is the regular order of business, and until his successor shall have been elected and qualified. A director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 4

The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the shareholders.

Section 5

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1

Meetings of the Board of Directors, regular or special, may be held either within or without the State of Delaware.

Section 2

The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the directors. In the event that such meeting is not held at such time, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 3

Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

Section 4

Special meetings of the Board of Directors may be called by the chairman or the president on one (1) days notice to each director personally or by mail, or on two (2)days notice to each director by telegram, telefax, telecopier or telephone; special meetings shall be called by the chairman, the president or secretary in like manner and on like notice on the written request of two directors.

Section 5

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6

A majority of the directors shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by the certificate of incorporation. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the certificate of incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7

Unless the certificate of incorporation provides otherwise, any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 8

Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, may participate in a meeting of the Board of Directors or any committee by means of conference telephone or any other communications equipment by means of which all persons participating in a meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1

The Board of Directors, by resolution adopted by a majority of the entire board, may designate, from among its members, one or more committees, each consisting of one or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the board, except as otherwise required by law.

Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the board when required.

ARTICLE VIII

NOTICES

Section 1

Whenever, under the provisions of the statutes or of the certificate of incorporation or of these Bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by electronic transmission when such director or stockholder has consented to the delivery of notice in such form or in writing by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice given by electronic transmission shall be deemed given: (a if by facsimile telecommunication, when directed to the number at which a stockholder or director has consented to receive notice; (by) if by electronic mail, when directed to an electronic mail address at which a stockholder or director has consented to receive notice to directors may also be given by telegram, telefax, telecopier or telephone.

Section 2

Whenever any notice of a meeting is required to be given under the provisions of the statutes or under the provisions of the certificate of incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

OFFICERS

Section 1

The officers of the corporation shall be chosen by the Board of Directors and shall be a president, a secretary and a treasurer. The Board of Directors in its discretion may also elect a Chairman of the board of directors. The Board of Directors may also choose one or more vice-presidents, and one or more assistant secretaries and assistant treasurers.

Section 2

The Board of Directors at its first meeting after each annual meeting of shareholders shall choose a president, a secretary and a treasurer, none of whom need be a member of the board. Any two or more offices may be held by the same person, except the offices of president and secretary. Notwithstanding the above, when all the issued and outstanding stock of the corporation is owned by one person, such person may hold all or any combination of offices.

Section 3

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

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

Section 5

The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

CHAIRMAN OF THE BOARD OF DIRECTORS

Section 6

The Chairman of the Board of Directors shall be a director and shall preside at all meetings of the Board of Directors at which he shall be present, and shall have such power and perform such duties as may from time to time be assigned to him by the Board of Directors.

THE PRESIDENT

Section 7

The president shall be the chief executive officer of the corporation, shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board of Directors, the Board of Directors shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. He shall have the power to call special meetings of the stockholders or of the Board of Directors or of the Executive Committee at any time.

Section 8

The President shall execute bonds, mortgages and other contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

THE VICE-PRESIDENTS

Section 9

The vice-president or, if there shall be more than one, the vice-presidents in the order determined by the board of directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARIES

Section 10

The secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be.

Section 11

The assistant secretary or, if there be more than one, the assistant secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE TREASURER AND ASSISTANT TREASURERS

Section 12

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 13

He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 14

If required by the Board of Directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 15

The assistant treasurer, or, if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE X

CERTIFICATES FOR SHARES

Section 1

The shares of the corporation shall be represented by certificates signed by the chairman or vice-chairman of the board or the president or a vice-president and the secretary or an assistant secretary or the treasurer or an assistant treasurer of the corporation. When the corporation is authorized to issue shares of more than one class there shall be set forth upon the face or back of the certificate, or the certificate shall have a statement that the corporation will furnish to any shareholder upon request, the designation, relative rights, preferences and limitations of each such series so far as the same have been fixed and the authority of the board of directors to designate and fix the relative rights, preferences and limitations of other series.

Section 2

The signatures of the officers of the corporation upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of issue.

LOST CERTIFICATES

Section 3

The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

TRANSFERS OF SHARES

Section 4

Upon surrender to the corporation or the transfer agent of the corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto, and the old certificate cancelled and the transaction recorded upon the books of the corporation.

FIXING RECORD DATE

Section 5

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of any meeting nor more than sixty days prior to any other action. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board fixes a new record date for the adjourned meeting.

REGISTERED SHAREHOLDERS

Section 6

The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

LIST OF SHAREHOLDERS

Section 7

A list of shareholders as of the record date, certified by the corporate officer responsible for its preparation or by a transfer agent, shall be produced at any meeting upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list of shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

ARTICLE XI

GENERAL PROVISIONS

DIVIDENDS

Section 1

Subject to the provisions of the certificate of incorporation relating thereto, if any, dividends may be declared by the Board of Directors at any regular or special meeting, pursuant to law.

Dividends may be paid in cash, in shares of the capital stock or in the corporation's bonds or its property, including the shares or bonds of other corporations subject to any provisions of law and of the certificate of incorporation.

Section 2

Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

CHECKS

Section 3

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

FISCAL YEAR

Section 4

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XII

INDEMNIFICATION

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1

The corporation shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware as the same now exists or may hereafter be amended, indemnify any person against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation. For purposes of this Section 1, a "director" or "officer" of the corporation shall mean any person (i) who is or was a director or officer of the corporation, (ii) who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

The corporation shall be required to indemnify a director or officer in connection with an action, suit, or proceeding (or part thereof) initiated by such director or officer only if the initiation of such action, suit, or proceeding (or part thereof) by the director or officer was authorized by the Board of Directors of the corporation.

The corporation shall pay the expenses (including attorney's fees) incurred by a director or officer of the corporation entitled to indemnification hereunder in defending any action, suit or proceeding referred to in this Section 1 in advance of its final disposition; provided, however, that payment of expenses incurred by a director or officer of the corporation in advance of the final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should ultimately be determined that the director of officer is not entitled to be indemnified under this Section 1 or otherwise.

The rights conferred on any person by this Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the corporation's Certificate of Incorporation, these Bylaws, agreement, vote of the stockholders or disinterested directors or otherwise.

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

INDEMNIFICATION OF OTHERS

Section 2

The corporation shall have the power, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware as the same now exists or may hereafter be amended, to indemnify any person (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding, in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was an employee or agent of the corporation. For purposes of this Section 2, an "employee" or "agent" of the corporation (other than a director or officer) shall mean any person (i) who is or was an employee or agent of the corporation, (ii) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

INSURANCE

Section 3

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or 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 any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the General Corporation Law of Delaware.

ARTICLE XIII

AMENDMENTS

These by-laws may be amended or repealed or new by laws may be adopted at any regular or special meeting of shareholders at which a quorum is present or represented, by the vote of the holders of shares entitled to vote in the election of any directors, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting.

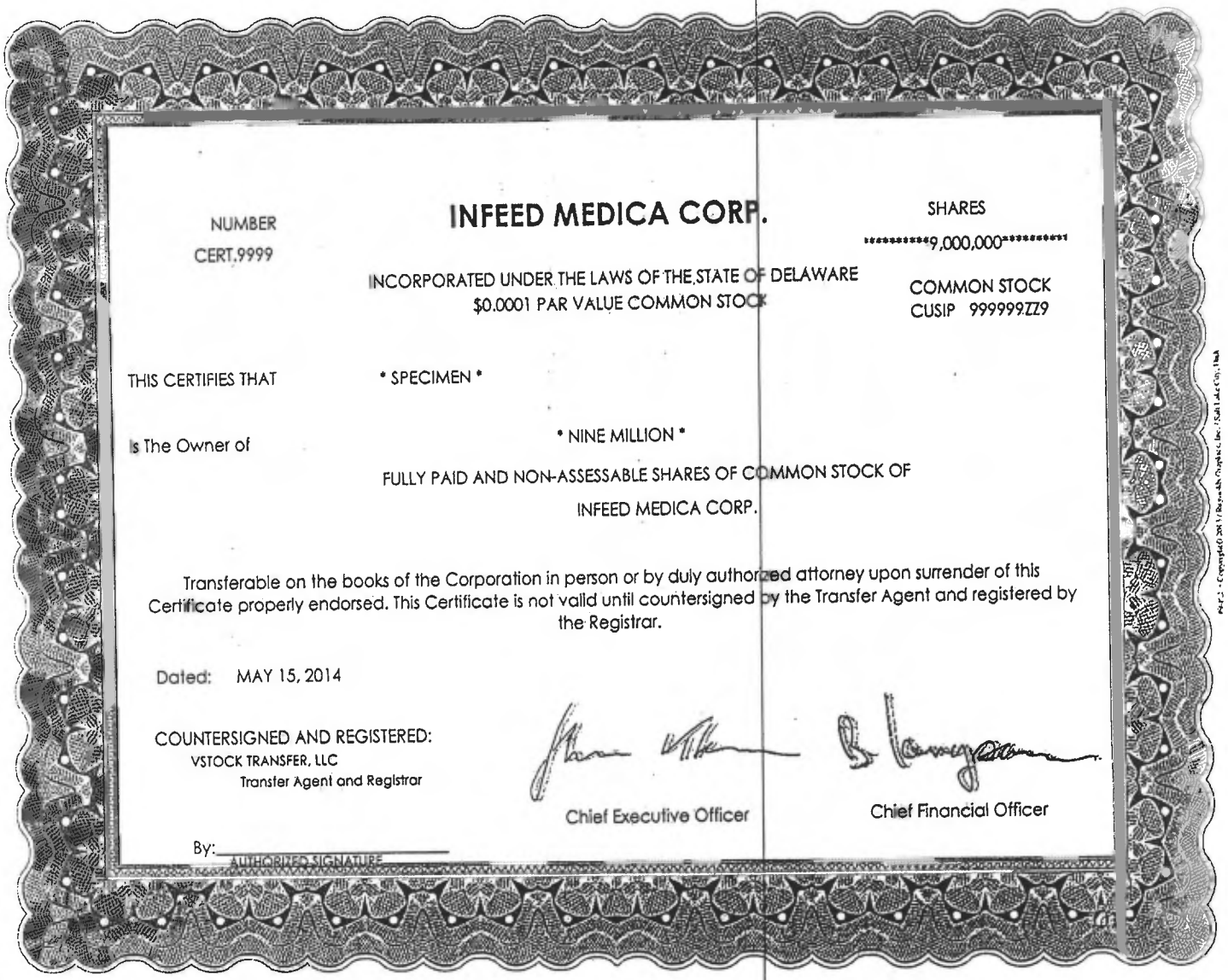
ARTICLE XIII

No contract or transaction shall be void or void-able if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are Directors or Officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction or his/her votes are counted for such purpose, if:

(a)the material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b)the material facts as to his/her relationship or relationships or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c)the contract or transaction is fair as to the Corporation as of the time its is authorized, approved or ratified, by the board of directors, a committee or the shareholders. Such interested directors may be counted when determining the presence of a quorum .at the board of directors or committee meeting authorizing the contract or transaction



NUMBER
CERT.9999

INFEED MEDICA CORP.

SHARES
**********9,000,000**********

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
$0.0001 PAR VALUE COMMON STOCK

COMMON STOCK
CUSIP 999999ZZ9

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION *

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

INFEED MEDICA CORP.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: MAY 15, 2014

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

By:_____
AUTHORIZED SIGNATURE

Chief Executive Officer

Chief Financial Officer

LAW OFFICES OF
HAROLD P. GEWERTER, ESQ., LTD.

Harold P. Gewerter, Esq.
Elaine A. Dowling, Esq.

September 23, 2014

Board of Directors
Infeed Medica Corp.
Zeev Chaklay 4/18
Jerusalem 96562

Re: Registration Statement on Form S-1 for Infeed Medica Corp., a Delaware corporation (the "Company")

Dear Ladies and Gentlemen:

I have acted as counsel to the company in regards to the above referenced filing. This opinion is submitted pursuant to the applicable rules of the Securities and Exchange Commission with respect to the registration of 10,000,000 shares for direct public sale of the Company's common stock, $0.0001 par value, to be sold by the issuer.

In connection therewith, I have examined and relied upon original, certified, conformed, Photostat or other copies of the following documents:

i. The Certificate of Incorporation of the Company;

ii. The Registration Statement and the Exhibits thereto; and

iii. Such other documents and matters of law, as I have deemed necessary for the expression of the opinion herein contained.

In all such examinations, I have assumed the genuineness of all signatures on original documents, and the conformity to the originals or certified documents of all copies submitted to me as conformed, Photostat or other copies. As to the various questions of fact material to this opinion, I have relied, to the extent I deemed reasonably appropriate, upon representations or certificates of officers or directors of the Company and upon documents, records and instruments furnished to me by the Company, without verification except where such verification was readily ascertainable.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 ¨ Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

Based on the foregoing, I am of the opinion that the Shares will upon the effectiveness of the registration and the issuance of the shares be duly and validly issued, duly authorized and will be fully paid and non-assessable.

This opinion is limited to federal and Delaware law, including all applicable statutory provisions of the law and the reported judicial decisions interpreting such laws, as in effect on the date of the effectiveness of the registration statement, exclusive of state blue-sky laws, rules and regulations, and to all facts as they presently exist.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of my name under the caption "Legal Matters " in the prospectus comprising part of the Registration Statement.

Sincerely yours,

HAROLD P. GEWERTER, ESQ., LTD.

/s/: Harold P. Gewerter
Harold P. Gewerter, Esq.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 ¨ Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

Weinberg & Baer LLC
115 Sudbrook Lane, Baltimore, MD 21208
Phone (410) 702-5660

Mr. Julius Klein
Infeed Medica Corp.
Zeev Chaklay 4/18
Jerusalem 96462

Dear Mr. Klein:

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation in the Registration Statement (amendment # 2) of Infeed Medica Corp. on Form S-1 of our report on the financial statements of the Company as its registered independent auditor dated July 6, 2014, as of and for the periods ended December 31, 2013 and 2012 and from inception to December 31, 2013. We further consent to the reference to our firm in the section on Experts.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
September 23, 2014

INFEED MEDICA

Subscription Agreement

INFEED MEDICA

Attention: Mr. Klein

Re: Prospectus, dated July 22 2014

Dear Mr. Klein

The undersigned investor in this Subscription Agreement hereby acknowledges receipt of the prospectus, dated JULY 22 2014 , of INFEED MEDICA CORP a Delaware Corporation, (the *"Prospectus"* and the *"Company"*), and subscribes for the following number of shares upon the terms and conditions set forth in the Prospectus.

The Investor agrees that this Subscription Agreement is subject to availability and acceptance by the Company.

The Investor hereby subscribes for _____ shares of the Company's common stock (*"Common Stock"*) at $0.01 per share, for an aggregate purchase price of $_____.

Payment of $_____ as payment in full of the purchase price is being made via check/Wire transfer directly to INFEED MEDICA CORP

If this subscription is rejected by the Company, in whole or in part, for any reason, all funds will be returned within three business days of the Company's receipt such funds, without interest or deduction of any kind.

_____

Purchaser Information:

_____

Printed Name:

_____

Signature;

_____

Date:

_____

Address:

_____

the foregoing Subscription is hereby accepted in full on behalf of INFEED MEDICA CORP

_____ Date
INFEED MEDICA CORP

By: /s/ Julius Klein

_____

ORAL ARRANGEMENTS WITH THE COMPANY

(1 Lease Arrangement

The Company has an oral arrangement with the Director for the use of the Home for current operations which are minimal at no cost until the Company will raise funds pursuant to its registration Statement at which time the Company shall seek other office space for rental .The Company intends to file a copy of any new written lease agreements (with consideration) accordingly, when applicable in its future periodic report filings.

(2 Loan Agreements

The Company has oral arrangements with its Directors who will and have agreed to equally fund the current minimum required funds (Interest free) needed to meet the minimum ongoing operations of the Company for a period of not less than the following twelve months .

ASSIGNMENT

I Jonathan Shenker (hereafter referred to as Assignor) have invented a BABY BOTTLE DESIGN for administering medicine to Infants , (Hereafter Assignor)

And Wheras INFEED MEDICA CORP (hereafter referred to as Assignee) a corporation organized and existing under the laws of Deleware having a place of business at 113 Barksdale Newark 19711 USA is desirious of acquiring an interest in any and all countries , in and to the Invention , and all Patents to be obtained therefore;

Now Therefore to all whom it may concern be it known that for good value consideration , (consideration defined in Exhibit A) the receipt of which is hereby acknowledged we the assignors have assigned and transferred and hereby assign and transfer unto ASSIGNEE , the entire right , title and interest in and to the INVENTION and any and all Patents that may be issued therefrom in any and all countries including and and all revivals refilling , continuations , continuations in part divisions and reissues thereof to ASSIGNEE and we do hereby agree that we all execute all papers necessary in connection with any and all patent applications when called upon to do so by Assignee fully assign and that we will at the cost and expense of ASSIGNEE fully assist and cooperate in all matters in connection with any and all patent applications and patents issuing thereon.

The Undersigned declare that all statements made herein of this own knowledge are true and that all statements made on information and belief and further that these statements were made with the knowledge that willful false statements and like so made are punishable by and imprisonment , or both under section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of any Patent issuing thereon.

Date December 27 2012

/S/ Jonathan Shenker
Jonathan Shenker
Assignor

Exhibit A (Consideration)
10% of all future gross proceeds from the sale and / or licensing of the Design Patent Product .

UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

APRIL 9, 2013

PTAS

AVERY N. GOLDSTEIN, PH.D.
BLUE FILAMENT LAW PLLC
450 N. OLD WOODWARD AVENUE, FIRST FLOOR
BIRMINGHAM, MI 48009

502302358

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT RECORDATION BRANCH OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE ASSIGNMENT RECORDATION BRANCH AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT RECORDATION BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 04/08/2013

REEL/FRAME: 030169/0663
NUMBER OF PAGES: 2

BRIEF: ASSIGNMENT OF ASSIGNORS INTEREST (SEE DOCUMENT FOR DETAILS)

DOCKET NUMBER: APPE-115DES

ASSIGNOR:
SHENKER, JONATHAN

DOC DATE: 12/27/2012

ASSIGNEE:
INFEED MEDICA CORP.
113 BARKSDALE
NEWARK, DELAWARE 19711

APPLICATION NUMBER: 29441687
PATSNT NUMBER:
TITLE: BABY BOTTLE

FILING DATE: 01/08/2013
ISSUE DATE:

ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office
Address: COMMISSIONER FOR PATENTS
P.O. Box 1450
Alexandria, Virginia 22313-1450
www.uspto.gov

APPLICATION NO.	ISSUE DATE	PATENT NO.	ATTORNEY DOCKET NO.	CONFIRMATION NO.
29/441,687	04/08/2014	D702360	APPE-115DES	9486

13173 7590 03/19/2014

Blue Filament Law
450 North Old Woodward
First Floor
Birmingham, MI 48009

ISSUE NOTIFICATION

The projected patent number and issue date are specified above.

Determination of Patent Term Extension or Adjustment under 35 U.S.C. 154 (b)

Design patents have a term measured from the issue date of the patent and the term remains the same length regardless of the time that the application for the design patent was pending. Since the above-identified application is an application for a design patent, the patent is not eligible for Patent Term Extension or Adjustment under 35 U.S.C. 154(b).

Any questions regarding the Patent Term Extension or Adjustment determination should be directed to the Office of Patent Legal Administration at (571)-272-7702. Questions relating to issue and publication fee payments should be directed to the Application Assistance Unit (AAU) of the Office of Data Management (ODM) at (571)-272-4200.

APPLICANT(s) (Please see PAIR WEB site http://pair.uspto.gov for additional applicants):

Jonathan Shenker, Jerusalem, ISRAEL;

The United States represents the largest, most dynamic marketplace in the world and is an unparalleled location for business investment, innovation, and commercialization of new technologies. The USA offers tremendous resources and advantages for those who invest and manufacture goods here. Through SelectUSA, our nation works to encourage and facilitate business investment. To learn more about why the USA is the best country in the world to develop technology, manufacture products, and grow your business, visit SelectUSA.gov.

IR103 (Rev. 10/09)

UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

APRIL 9, 2013

PTAS

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113 BARKSDALE
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APPLICANT(s) (Please see PAIR WEB site http://pair.uspto.gov for additional applicants):

Jonathan Shenker, Jerusalem, ISRAEL;

NUMBER
CERT.9999

INFEED MEDICA CORP.

SHARES
**********9,000,000**********

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
$0.0001 PAR VALUE COMMON STOCK

COMMON STOCK
CUSIP 999999ZZ9

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION *

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

INFEED MEDICA CORP.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: MAY 15, 2014

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

By:_____
AUTHORIZED SIGNATURE

Chief Executive Officer

Chief Financial Officer

September 23, 2014

Re: Infeed Medica Corp.
Registration Statement on Form S-1A#1
Filed August 28, 2014
File No. 333-197553

Dear
Russell Mancuso

We are in receipt of your letter dated September 11 2014 in regards to comments on the above S1/a #1registration Statement filed on August 28 2014 and present to you our responses accordingly as follows:

Prospectus Summary, page 3

1. **Please highlight prominently in your prospectus summary your disclosure on page 18 that you must raise $80,000 to stay in business for the next 12 months. Also, ensure that your disclosure (1) is clear as to when that 12-month period begins, and (2) is reconcilable to the $47,000 that you mention on page 26.**

Response

The amount of $47,00 has been changed to $60,000 and the information has been inserted in highlight in the prospectus summary including a reconciliation between $60,000 and $80,000

Our Company, page 3

2. **Please reconcile your revisions in response to prior comment 2 with your disclosure on page 3 that you plan to manufacture directly**

Response

Page 3 has been revised

Risk Factors, page 6

3. **We note your response to prior comment 1. Please provide us your analysis of the materiality of any risk that the Commission or a court might disagree with your conclusions.**

Response

In the event that the Commission or a Court may disagree with our conclusion that the Company is not a shell at this time, the impact would not be material as the only shares which would currently utilize Rule 144 for their trading status are the shares held by our sole officers and directors which are restricted anyway due to the status as an affiliate.

Due to the possible necessity, page 16

4. **We note your response to prior comment 11. However, it is unclear why the government regulation of the product that you describe in your prospectus summary is materially affected by how it is "finally manufactured for marketing." Please revise your disclosure as appropriate to clarify the scope and effect of regulations, or tell us why you believe revision is not necessary.**

Response

The paragraph has been revised accordingly

Percent of Net Proceeds Received, page 17

5. **We note your revisions in response to prior comment 15. Please clarify your disclosure in the penultimate paragraph on page 18 which says both (1) that proceeds will be used to pay deferred offering costs and (2) that proceeds will not be used to pay offering costs. It is unclear from this section whether proceeds will be used to pay offering costs.**

Response

The paragraph has been revised

6. **Please expand your response to prior comment 18 to tell us how you concluded that you have a reasonable basis for determining that the disclosed dollar amounts are sufficient for the disclosed purposes.**

Response

The disclosed dollar amounts are estimates based discussions with auditors and legal counsel for running the public Co and based on discussions with potential marketing and manufacturing consultants for costs associated with the developing and marketing the patent

Dilution, page 19

7. **While we acknowledge your response to prior comment 19, we have continuing concerns about the accuracy of your dilution calculations. In that regard we note the following:**

£ We respect to percentage dilution to new investors, it appears that the percentage dilution is 108%, 99%, 92% and 86% at 4 million, 6 million, 8 million and 10 million shares sold. Please appropriately revise or provide us alternative calculations with accompanying support for their accuracy.

£ With respect to the increase per share to existing investors, please revise so that the calculation is based on the net tangible book value per share after the offering and the actual before offering historical net tangible book value of $(0.0018) per share. For example, in the 4 million shares sold scenario, the increase per share to existing investors is $0.001, representing the increase from $(0.0018) to $(0.0008) per share. Please revise each shares sold scenario and provide us copies of all underlying computations.

Response

The dilution table has been revised

Below is an underlying calculation for the first scenario of 4 million shares sold as an example of the calculations

The net tangible book value is assets – liabilities as of June 30 2014- $36,683

Net tangible book value per share before the Offering is -36,683/20,000,000 shares = -$0.0018

Net tangible book value after the Offering is (-36,683+ $18,500 from the offering less offering costs =$40,000 - $11,500) = -$18,183

Net tangible book value per share after the Offering is -$18,183 / 24,000,000 shares which is the o/s 20,000,000 + 4,000,000 shares offered in the 40% scenario = - $0.0008

Increase per share to existing shareholders is $-0.0018 - $-0.0008 = $0.001

Dilution per share to new shareholders is $0.01 (paid in the offering price) less $-.0008 = $0.0108

The percentage is 8% which is $0.0108/0.01 – 1

Intellectual Property, page 21

8. **We note your response to prior comment 24; however, since the patent claim itself is for an "ornamental" design, it is unclear why you believe that you should not disclose that term in your prospectus and explain its significance. Please advise.**

Response

Ornamental is a phrase much used by the USPTO in design patents. Whilst the design patent may be ornamental (decorative) the design is in essence a design shaped to help the infant feel familiar with the Bottle , ie a miniature Baby Bottle thus enabling the administration of medicine more smoothly.

This has been stressed in the Prospectus several times.

Hence we believe Ornamental is not that severe to be stressed in the prospectus and possibly misleading .

Existing or Probable Government Regulations, page 23

9. **Please reconcile your disclosure that your product is "exempt from the current good manufacturing practice requirements of the quality system regulation" with your disclosure that "[a]ll medical devices must be manufactured under a quality assurance program." Ensure that your disclosure is clear to an investor who may not be an expert in your industry. Also, clarify the full extent of the remedies available to the FDA if it determines that you do not comply with applicable regulations.**

The contradiction has been deleted and the FDA remedies were added

Certain Relationships and Related Transactions, page 28

10. Please clarify when the 12-month period mentioned in the third paragraph on page 33 began.

Response

The paragraph on page 33 has been revised accordingly.

Our Common Stock, page 34

11. Please address prior comment 35 as it applies to your outstanding shares.

Response

The paragraph has been revised accordingly

Plan of Distribution, page 36

12. Given that the last sentence of your response to prior comment 37 suggests that your officers do not meet the condition in Rule 3a4-1(a)(4)(ii)(C), please provide us your analysis of why you believe Rule 3a4-1 provides that your officers are not deemed to be brokers. Address in your response, among all other relevant facts, the Triumph Ventures offering.

Response

~~As Julius Klein has been involved in the sale of an offering within 12 months of this offering the~~ sales of this offering will be limited to being done by Beth Langsam.

Undertakings, page 43

13. We note your response to prior comment 41; however, the undertakings required by Regulation S-K Item 512(a)(5)(ii) are not part of the list required by Item 512(a)(6). Please revise your undertakings accordingly.

Response

The related undertakings have been deleted accordingly

Exhibit 5.1

14. Refer to prior comment 42. We note that the opinion excludes both state securities "and" blue-sky laws. Please tell us what state laws – other than blue-sky laws – are excluded by that phrase in the opinion and why you believe that exclusion is appropriate.

Response

The Opinion has been revised accordingly

Please do not hesitate to contact us if you have any queries in relation to the above

Yours Truly
/s/ Julius Klein

UNITED STATES OF AMERICA

SECURITIES AND EXCHANGE COMMISSION

ATTESTATION

I HEREBY ATTEST

that:

Attached is a copy of Amendment No.3 to Form S-1, registration statement, received in this Commission on February 23, 2015, under the name of INFEED MEDICA CORP., File No. 333-197553, pursuant to the provisions of the Securities Act of 1933.

on file in this Commission

01/26/2017

Date

Mills, Larry

Digitally signed by Mills, Larry
DN: dc=GOV, dc=SEC, dc=AD, ou=Common, ou=Metro DC, ou=OSO, ou=Employee, cn=Mills, Larry, email=MillsL@SEC.GOV
Date: 2017.01.26 17:11:17 -05'00'

Larry Mills, Records & Information Management Specialist

It is hereby certified that the Secretary of the U.S. Securities and Exchange Commission, Washington, DC, which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission and was such official custodian at the time of executing the above attestation, and that he/she, and persons holding the positions of Deputy Secretary, Assistant Director, Records Officer, Branch Chief of Records Management, Records and Information Management Specialist, and the Program Analyst for the Records Officer, or anyone of them, are authorized to execute the above attestation.

For the Commission

Brent J. Fields

Secretary

As filed with the Securities and Exchange Commission on February 20 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1

Amendment # 3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Infeed Medica Corp.
(exact name of Registrant as specified in its charter)

Delaware	3841	42-1774429
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

c/o DOVID SHECHTER
MOSHAV BET MEIR
DN HAREI YEHUDAH
90865
Phone number: 972-526186828
Fax number: 972-526186828
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Infeed Medica Corp.
113 Barksdale Professional Center
Newark, DE 19711
Tel. 302-266-9367 302-266-9367
(Name, address, including zip code, and telephone number, Including area code, of agent for service)

Copies of communications to:
Harold P. Gewerter, Esq.
Harold P. Gewerter, Esq. Ltd.
5536 S. Ft. Apache #102
Las Vegas, NV 89148
Ph: (702) 382-1714
Fax: (702) 382-1759
HAROLD@GEWERTERLAW.COM

Approximate date of commencement of proposed sale to the public: Promptly after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [x]

If this Form is filed to register additional securities for an Offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering. The Offering will terminate 180 days after this Registration Statement is declared effective by the Securities and Exchange Commission. [ ]

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

Large accelerated filer [ ]
Non-accelerated filer [ ]
(Do not check if a smaller reporting company)

Accelerated Filer [ ]
Smaller fully- reporting company [x]

Calculation of Registration Fee

Title Of Securities To be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
Common Stock, par value $0.0001 per share (1)	10,000,000	$ 0.01	$ 100,000	$ 13.00

(1) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of computing the amount of the registration fee.

Infeed Medica Corp. (the "Registrant," "we," "us," "our" or the "Company") does not intend to escrow any funds received through this Offering. Upon the receipt of funds as the result of a completed sale of Shares of our common stock, par value $0.0001 per share (the "Shares") being offered pursuant to an effective Registration Statement (the "Registration Statement") , those funds will be placed into our corporate bank account and may be used at the discretion of the management, from time-to-time(as per Item 501(b)(8)(iii) of Regulation S-K).

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND IS SUBJECT TO COMPLETION AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Preliminary Prospectus Subject To Completion Dated February 20 2015

Infeed Medica Corp.

Up to a Maximum of 10,000,000 Shares of Common Stock at $0.01 Per Share

We are offering for sale a maximum of 10,000,000 Shares of our common stock (the "Shares") in a self-underwritten Offering by the management of the Registrant directly to the public at a price of $0.01 per Share (the "Offering Price"). There is no minimum amount of Shares that we must sell in our direct Offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, the offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all 10,000,000 Shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the Offering for the balance of the Shares will terminate and no further Shares will be sold. If all of the Shares offered by us are purchased, the gross proceeds to us will be $100,000. This is our initial public offering and no public market currently exists for Shares of our common stock.

We intend for our common stock to be sold by our sole Officer and Director. Such person will not be paid any commissions for such sales.

We will pay all expenses incurred in this Offering. The Offering will terminate 180 days after this Registration Statement is declared effective by the Securities and Exchange Commission (the "Offering Period"). However, we may extend the Offering for up to 90 additional days following the expiration of the 180 day Offering Period.

At present, our Shares of common stock are not traded on any public market or securities exchange, and we have not applied for listing or quotation on any public market.

THE SECURITIES OFFERED IN THIS PROSPECTUS INVOLVE A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY CONSIDER THE FACTORS DESCRIBED UNDER THE HEADING "RISK FACTORS" BEGINNING ON PAGE 7.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

BECAUSE THERE IS NO MINIMUM NUMBER OF SHARES REQUIRED TO BE SOLD IN ORDER TO CLOSE THIS OFFERING, PROCEEDS FROM THIS OFFERING WILL NOT BE HELD IN ESCROW AND WILL BE IMMEDIATELY AVAILABLE FOR OUR USE, WITHOUT CONDITION, REGARDLESS OF THE AMOUNT OF PROCEEDS RAISED. IF WE FILE FOR BANKRUPTCY PROTECTION OR A PETITION FOR INVOLUNTARY BANKRUPTCY IS FILED BY CREDITORS AGAINST US, YOUR FUNDS WILL BECOME PART OF THE BANKRUPTCY ESTATE AND ADMINISTERED ACCORDING TO THE BANKRUPTCY LAWS. AS SUCH, YOU WILL LOSE YOUR INVESTMENT AND YOUR FUNDS WILL BE USED TO PAY CREDITORS.

THE COMPANY WILL NEED TO RAISE GROSS PROCEEDS OF $60,000 STARTING FROM WHEN THE S1 is effective within the period of 180 days (and a possible 90 day extension) , IN ORDER TO STAY IN BUSINESS FOR TWELVE MONTHS AND gross proceeds of $80,000 TO STAY IN BUSINESS AND COMMENCE ITS BUSINESS PLAN IE efficiently ,engage manufacturing of the product. (See Use of proceeds tabe)

The information in this prospectus is not complete and may be changed. This prospectus is included in the Registration Statement that was filed by us with the Securities and Exchange Commission. We may not sell these securities until the Registration Statement becomes effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

The date of this preliminary prospectus is February 20 2015

"Dealer Prospectus Delivery Obligation

Until _____, 201_, all dealers that effect transactions in these securities, whether or not participating in this Offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions."

TABLE OF CONTENTS

Prospectus Summary

The following summary highlights selected material information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "Risk Factors" section, the financial statements, and the notes to the financial statements.

Our Company

We were incorporated in Delaware on September 10, 2012 and are a development stage company. A patented bottle-like Infant Medicinal Dispenser was designed in a shape that is familiar to infants and their caregivers. The company was granted US Design Patent # D702360 and , in recognition of our design for an Infant Medicinal Dispenser. The US Patent was issued on April 8 2014.The Patent was designed to be ornamental and was called an ornamental design which in essence is a miniature baby bottle which is designed to be held comfortable by the infant in order for the administration of medicine easily . The Baby Bottle was not called a Medical Dispenser but its design and purpose was and is for the dispensing of medicine . Its ornamental design is to make it comfortable for the Baby / Infant to hold the Bottle and a nice design to for marketing the product accordingly . The purpose of the design was in essence to be able to administer medicine efficiently to babies and infants .

The original inventor was Jonathan Shenker a former Officer of the Company who assigned to the Company all rights and title of the design invention in exchange of 10% of future royalties from the gross proceeds and / or sale of the product .The patent invention application was assigned on December 27 2012 to the Company whereby the Design Patent was granted on April 8 2014

See Exhibits 99.2/99.3/99.4 for the assignment agreement , the assignment in the USPTO and the Grant of the design Patent by the USPTO.

The invention for which the Design Patent was issued, is intended to assist parents and caregivers when they need to give an infant medication orally. By providing the medication in a familiar dispenser, we believe the child is more likely to take the medication and benefit. We have developed a prototype of our medical dispenser and are at the stage where we are ready to contract with an independent manufacturer to manufacture and market our product.

We plan to manufacture and market infant medication dispenser thru third party independent manufacturers and marketing consultants while working with established manufacturers and/or marketing agencies who are already familiar with the field of manufacturing baby bottles and similar items for infants and toddlers.

Our principal offices are located at DAVID SHECHTER , MOSHAV BET MEIR , HAREI YEHUDAH 90865 Our telephone number is 972-52-618-6828. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

All references to "we," "us," "our," or similar terms used in this prospectus refer to Infeed Medica Corp. Our fiscal year ends on December 31.

Our auditors have issued an audit opinion which includes a statement describing our going concern status. Our financial status creates substantial doubt whether we will be able to continue as a going concern. Investors should note that we have not generated any revenues to date, and that we do not yet have any products available for sale.

As of December 31 2014, we had no cash and will need to raise additional capital, above the funds raised pursuant to this Offering within the next twelve months, whether or not we are able to sell the maximum number of Shares. The Company has no full time employees and our two current officers/directors intend to devote approximately ten - twenty hours per week to the business activities of the Company.

Our Direct Public Offering

We are offering for sale up to a maximum of 10,000,000 Shares of our common stock directly to the public. There is no underwriter involved in this Offering. We are offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all of the Shares offered by us are purchased, the gross proceeds before deducting expenses of the offering will be up to $100,000. The expenses associated with this offering are estimated to be $21,500 or approximately 21.5% of the gross proceeds of $100,000 if all the Shares offered by us are purchased. If all the Shares offered by us are not purchased, then the percentage of offering expenses to gross proceeds will be higher and a lower amount of proceeds will be realized from this offering.

None of the proceeds of the Offering will be used to pay any compensation to our Directors / Affiliates and / or be used to repay the Directors / Affiliates Loans

This is our initial public Offering and no public market currently exists for Shares of our common stock. We can offer no assurance that an active trading market will ever develop for our common stock.

The Offering will terminate six months after this Registration Statement is declared effective by the Securities and Exchange Commission. However, we may extend the Offering for up to 90 days following the 180 DAYS Offering period if the offering is not completed in the 180 day period .

The Offering

Total Shares of common stock outstanding prior to the Offering	20,000,000 Shares
Shares of common stock being offered by us	10,000,000 Shares
Total Shares of common stock outstanding after the Offering	30,000,000 Shares
Gross proceeds:	Gross proceeds from the sale of up to 10,000,000 Shares of our common stock will be up to $100,000. Use of proceeds from the sale of our Shares will be used as general operating capital towards the cost of manufacturing our product as well as identify a marketing agency that is ideally matched to our needs such that we are able to work to manufacture and market our Infant Medicinal Dispenser.
Risk Factors	There are substantial risk factors involved in investing in our Company. For a discussion of certain factors you should consider before buying Shares of our common stock, see the section entitled "Risk Factors."

This is a self-underwritten public Offering, with no minimum purchase requirement. Shares will be offered on a best efforts basis and we do not intend to use an underwriter for this Offering. We do not have an arrangement to place the proceeds from this Offering in an escrow, trust, or similar account. Any funds raised from the Offering will be immediately available to us for our immediate use.

As used in this prospectus, references to the "Company," "we," "our," or "us" refer to Infeed Medica Corp., unless the context otherwise indicates.

A Cautionary Note on Forward-Looking Statements

This prospectus contains forward-looking statements which relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors," that may cause our or our industry's actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Selected Summary Financial Data

This table summarizes our operating and balance sheet data as of the periods indicated. You should read this summary financial data in conjunction with the "Plan of Operations" and our financial statements and notes thereto included elsewhere in this prospectus.

	(September 10, 2012) Through (December 31 2014)
Statement of Operations:	
Total revenues	$ —
Total operating expenses	$ 48,019
(Loss) from operations	$ (48,019)
Net (loss)	$ (48,019)
(Loss) per common share	$ (0.00)
Weighted average number of common Shares outstanding - Basic and diluted	20,000,000

	As of (December 31 , 2014)
Balance Sheet:	
Cash in bank	$ —
Deferred Offering Costs	$ 5,000
Total current assets	$ 5,000
Total assets	$ 5,000
Total current liabilities	$ 51,019
Total liabilities	$ 51,019
Total stockholders' (deficit)	$ (46,019)
Total liabilities and stockholders' (deficit)	$ 5,000

RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this prospectus. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

RISKS RELATING TO OUR COMPANY

1. **We are a development stage company and may never be able to carry out our business plan or achieve any revenues or profitability; at this stage of our business, even with our good faith efforts, potential investors have a high probability of losing their entire investment.**

We are subject to all of the risks inherent in the establishment of a new business enterprise. We were established on September 10, 2012, and own a Design Patent for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication. We have not generated any revenues nor have we realized a profit from our operations to date, and there is little likelihood that we will generate any revenues or realize any profits in the short term. Any profitability in the future from our business will be dependent upon the successful manufacturing and marketing of our product. We may not be able to successfully carry out our business. There can be no assurance that we will ever achieve any revenues or profitability. Accordingly, our prospects must be considered in light of the risks, expenses, and difficulties frequently encountered in establishing a new business in our industry, and our Company is a highly speculative venture involving significant financial risk.

2. **We expect to incur operating losses in the next twelve months because we have no plan to generate revenues unless and until we successfully find manufacturers and marketing agencies to begin the design, manufacturing and marketing of our Infant Medicinal Dispenser.**

We have never generated revenues. We intend to manufacture and market our Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication. We own the right to exploit the Design Patent concept and design. However, our Infant Medicinal Dispenser is not currently available for sale and will not generate any income until we are successfully able to manufacture the product and bring it to market and until it successfully begins to sell. Until that happens, we expect to incur operating losses over the next twelve months because we have no source of revenues unless and until we are successful in finding one or more manufacturers and one or more advertising agencies. We cannot guarantee that we will ever be successful in manufacturing and marketing a product based on our Design Patent on agreeable and profitable terms to generate revenues in the future. We recognize that if we are unable to generate revenues, we will not be able to earn profits or continue operations. We can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

3. **We do not have sufficient cash to fund our operating expenses for the next twelve months, and we will require additional funds through the sale of our common stock, which requires favorable market conditions and interest in our activities by investors. We may not be able to sell our common stock and funding may not be available for continued operations.**

We have no cash on hand to fund our ongoing administrative and operating expenses or our proposed marketing and promotion campaign for the next twelve months. Because we do not expect to have any cash flow from operations within the next twelve months, we will need to raise additional capital, which may be in the form of loans from current stockholders and/or from public and private equity Offerings. Our two Directors have however committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present. As they have only committed verbally the arrangement may not be legally binding and if therefore they are unable to fund the Company we will need to access capital elsewhere. Our ability to access capital will depend on our success in implementing our business plan. It will also depend upon the status of the capital markets at the time such capital is sought. Should sufficient capital not be available, the implementation of our business plan could be delayed and, accordingly, the implementation of our business strategy would be adversely affected. If we are unable to raise additional funds in the future, and / or our two Directors will not fund the Company, we may have to cease all substantive operations within a period of no longer than six months. In such event it would not be likely that investors would obtain a profitable return on their investment or a return of their investment at all.

4. **Our auditors have expressed substantial doubt about our ability to continue as a going concern.**

Our audited financial statements for the period from September 10, 2012, through December 31 , 2014, were prepared using the assumption that we will continue our operations as a going concern. We were incorporated on September 10, 2012, and do not have a history of earnings. As a result, our independent accountants in their audit report have expressed substantial doubt about our ability to continue as a going concern. Continued operations are dependent on our ability to complete equity or debt financing activities or to generate profitable operations. Such capital formation activities may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. Nevertheless our affiliates have committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present.(See above risk factor 3)

5. **If we are unable to obtain additional financing or generate revenue we will not have sufficient cash to continue operations, beyond twelve months.**

We will need to raise additional funds, in addition to the funds raised in this public Offering, through public or private financing, strategic relationships, or other arrangements in the near future, to support our business operations beyond the next twelve months; however, we currently do not have commitments from any manufacturers, investors or marketing agencies to assist us in raising additional capital. We cannot be certain that any such financing will be available on acceptable terms, or at all, and our failure to raise capital when needed would limit our ability to continue our operations. Failure to secure additional financing in a timely manner and on favorable terms would have a material adverse effect on our financial performance, results of operations and stock price and require us to curtail or cease operations, sell off our assets, seek protection from our creditors through bankruptcy proceedings, or otherwise. Furthermore, additional equity financing may be dilutive to the holders of our common stock, and debt financing, if available, may involve restrictive covenants, and strategic relationships, if necessary to raise additional funds, may require that we relinquish valuable rights.

6. **We have no track record that would provide a basis for assessing our ability to conduct successful business activities. We may not be successful in carrying out our business objectives.**

The revenue and income potential of our proposed business and operations are unproven as the lack of operating history makes it difficult to evaluate the future prospects of our business. There is nothing at this time on which to base an assumption that our business operations will prove to be successful or that we will ever be able to operate profitably. Accordingly, we have no track record of successful business activities, strategic decision-making by management, fund-raising ability, and other factors that would allow an investor to assess the likelihood that we will be successful in finding manufacturers and marketing agencies with the necessary experience that are interested undertaking to be involved with bringing our Infant Medicinal Dispenser to market. There is a substantial risk that we will not be successful in implementing our business plan, or if initially successful, in thereafter generating any operating revenues or in achieving profitable operations.

7. **Because we intend to use proceeds from the Offering as they are received and we are not making provisions for a refund to investors in connection with this Offering, you may lose your entire investment.**

Even though our business plan is based upon the complete subscription of the Shares offered through this Offering, the Offering makes no provisions for refund to an investor. We will utilize all amounts received from newly issued common stock purchased through this Offering even if the amount obtained through this Offering is not sufficient to enable us to go forward with our planned operations. Because we are going to manufacture and market our product, we can begin operations even with a more limited budget and continue as sufficient funds are raised. Any funds received from the sale of newly issued stock will be placed into our corporate bank account. We do not intend to escrow any funds received through this Offering. Once and if funds are received as the result of a completed sale of common stock being issued by us, those funds will be placed into our corporate bank account and may be used at the discretion of management.

8. **As a development stage company, we may experience substantial costs above those estimated in "Use of Proceeds" in our search for one or more manufacturers and one or more marketing agencies, we may not have sufficient capital to successfully complete the marketing and promotion to the point that we are able to manufacture and sell our product.**

We may experience substantial cost overruns in manufacturing and marketing our Infant Medicinal Dispenser based on Design Patent D702360 and therefore be unable to successfully complete plans to generate or raise funds to offset operational costs. We may not be able to find an ideal manufacturer and/or marketing agency for many reasons, including industry conditions, general economic conditions, and/or competition from potential manufacturers and/or marketing efforts for other products for the same target consumers, specifically caregivers and parents of small children. In addition, the commercial success of any product is often dependent upon factors beyond the control of the company attempting to market the product, including, but not limited to, market acceptance of the product concept and whether or not we reach an agreement with one or more marketing agencies that can help us adequately promote the product through prominent marketing channels and/or other methods of promotion. Even if we do succeed in raising the capital to aggressively market our plans to manufacture and market our product, we cannot ensure that the final cost for producing this product will be found to be warranted and reasonable and therefore we cannot ensure that the product, if developed, will actually find popularity and acceptance.

9. **We are a small company with limited resources and we do not yet have any manufacturers or marketing agencies interested in working with us to bring our Infant Medicinal Dispenser to market. Further, we cannot confirm that manufacturer or marketing agency that does sign an agreement with our company can compete effectively and increase market share.**

Current and potential competitors already developing, manufacturing, and marketing protective coverings and similar products have operating histories and name recognition, and a base of distributors and customers. As a result, these competitors have credibility with potential distributors and customers. Since we have not yet started to market our Infant Medicinal Dispensers, it is not possible to know whether any manufacturer and/or marketing agency with which we close a deal can successfully compete against more established corporations with operating histories, name recognition and established distributors and customers. It is possible that these competitors also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion, and sale of their products and services than Infeed Medica can. Infeed Medica may not have sufficient resources to make their investment profitable and may not be able to properly develop, manufacture or market our Design Patent concept in light of the competition. This inability might, in turn, cause our business to suffer and restrict our profitability potential.

10. **Changing consumer preferences may negatively impact our business.**

The Company's success is dependent upon our ability to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. Consumer preferences with respect to such devices are difficult to predict. As a result of changing consumer preferences, we cannot assure you that our product will achieve customer acceptance, or that it will continue to be popular with consumers for any significant period of time, or that new products will achieve an acceptable degree of market acceptance, or that if such acceptance is achieved, it will be maintained for any significant period of time. The failure of a product based on our design patent to achieve and sustain market acceptance and to produce acceptable margins could have a material adverse effect on our financial condition and results of operations.

11. **Because our Director and officer has no/ minimal experience in running a company that licenses rights to an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, they may not be able to successfully operate such a business which could cause you to lose your investment**.

We are a development stage company and we intend to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. David Shechter our current Director and Officer, has effective control over all decisions regarding both policy and operations of our Company with no oversight from other management. Our success is contingent upon the ability of these individuals to make appropriate business decisions in these areas. However, our Directors and Officers have no/minimal experience in operating a company related to the development, manufacturing and marketing of an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication.. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us.

12. a) **Because our Officer/Director has other outside business activities and will only be devoting up to 20% of his time to our operations, our operations may be sporadic which may result in periodic interruptions or suspensions of our business activities.**

Our Director and officer are only engaged in our business activities on a part-time basis. This could cause the officers a conflict of interest between the amount of time they devote to our business activities and the amount of time required to be devoted to their other activities. . Subsequent to the completion of this Offering, we intend to increase our business activities in terms of development, marketing and sales. This increase in business activities may require that either our Directors or our Officers engage in our business activities on a full-time basis or that we hire additional employees; however, at this time, we do not have sufficient funds to pursue either option. Furthermore, we do not have any employment agreements with our Director and, as a resulthe has no formal obligation or commitment to provide any particular amount of time on the Company's affairs.

b) **Our board of directors and executive officers have virtually no experience running a public company; they may not be able to successfully operate our business or fulfill our plan of operations, which could cause you to lose your investment.**

We are a development stage company and our directors and officers have no / minimal experience running a public company nor do they have experience commercially exploiting a Design Patent. Our plan of operations involves our intention to manufacture and market our Infant Medicinal Dispenser. We have not hired nor have we made any arrangements to hire anyone with expertise that we may need to be successful in achieving our plan of operations. Our success is contingent upon our future ability to engage specialists to work with our management team to make appropriate decisions for the sicompany that will develop or sell products in the field of our Design Patent and related fields. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us

13. **Two Shareholders own 100% of the outstanding Shares of our common stock at present and after the Offering, assuming the sale of all the Shares in the Offering they will still be able to influence control of the Company.**

Our former Directors presently own 100% of our outstanding common stock. If all of the 10,000,000 Shares of our common stock being offered hereby are sold, the Shares held by our former Directors will constitute approximately 66% of our outstanding common stock. After sale of all stock, the former Directors will still have a majority control and will still have a majority of the voting power for all business decisions.

14. **If our intellectual property protection is inadequate, competitors may gain access to our technology and undermine our competitive position.**

We regard our current and future intellectual property as important to our success. We will rely on patent law to protect our proprietary rights. Despite our precautions, unauthorized third parties may copy certain portions of our product or reverse engineer or obtain and use information that we regard as proprietary.

In addition, the laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of the United States. Our means of protecting our proprietary rights in the United States or abroad may not be adequate and competitors may independently develop a similar technology. Any failure to protect our proprietary information and any successful intellectual property challenges or infringement proceedings against us could have a material adverse effect on our business, financial condition, or results of operations.

15. **We may be subject to intellectual property litigation, such as patent infringement claims, which could adversely affect our business.**

Our success will also depend in part on our ability to find manufacture and market a commercially viable product without infringing on the proprietary rights of others. Although we have not been notified of any infringement claims, other patents could exist or could be filed which would prohibit or limit our ability to develop and market our Infant Medicinal Dispenser in the future. According to our research, no existing patents prohibit or limit our ability to market our product. However, because we cannot be privy to other technologies or products that other companies or individuals may be developing or may develop in the future, we cannot ensure that future products may not infringe on our patent enough to require intellectual property litigation and/or adversely affect our business. In the event of an intellectual property dispute, we may be forced to litigate. Intellectual property litigation would divert management's attention from manufacturing and marketing our design patent against current and future payments to us. Should we be forced to incur substantial legal costs, it is not clear whether we will be successful. An adverse outcome could subject us to significant liabilities to third parties, and force us to cease operations.

16. **Since all of our officers and Directors are located in Israel, any attempt to enforce liabilities upon such individuals under the U.S. securities and bankruptcy laws may be difficult.**

In accordance with the Israeli Law on Enforcement of Foreign Judgments, 5718-1958, and subject to certain time limitations (the application to enforce the judgment must be made within five years of the date of judgment or such other period as might be agreed between Israel and the United States), an Israeli court may declare a foreign civil judgment enforceable if it finds that:

- the judgment was rendered by a court which was, according to the laws of the State in which the court is located, competent to render the judgment;
- the judgment may no longer be appealed;
- the obligation imposed by the judgment is enforceable according to the rules relating to the enforceability of judgments in Israel and the substance of the judgment is not contrary to public policy; and
- the judgment is executory in the State in which it was given.

An Israeli court will not declare a judgment enforceable if:

- the judgment was obtained by fraud;
- there is a finding of lack of due process;
- the judgment was rendered by a court not competent to render it according to the laws of private international law in Israel;
- the judgment is in conflict with another judgment that was given in the same matter between the same parties and that is still valid; or
- the time the action was instituted in the foreign court, a suit in the same matter and between the same parties was pending before a court or tribunal in Israel.

In general, an obligation imposed by the judgment of a United States court is enforceable according to the rules relating to the enforceability of judgments in Israel, and a United States court is considered competent to render judgments according to the laws of private international law in Israel.

Furthermore, Israeli courts may not adjudicate a claim based on a violation of U.S. securities laws if the court determines that Israel is not the most appropriate forum in which to bring such a claim. Even if an Israeli court agrees to hear such a claim, it may determine that Israeli law, not U.S. law, is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proven as a fact, which can be a time-consuming and costly process.

Since our Directors and executive officers do not reside in the United States it may be difficult for courts in the United States to obtain jurisdiction over our foreign assets or persons and, as a result, it may be difficult or impossible for you to enforce judgments rendered against us or our Directors or executive officers in United States courts. Thus, investing in us may pose a greater risk because should any situation arise in the future in which you have a cause of action against these persons or us, you may face potential difficulties in bringing lawsuits or, if successful, in collecting judgments against these persons or us.

17. **If and when we begin selling our product, we may be liable for product liability claims and we presently do not maintain product liability insurance.**

The Infant Medicinal Dispenser may expose us to potential liability from personal injury claims by end-users of the product. We currently have no product liability insurance to protect us against the risk that in the future a product liability claim or product recall could materially and adversely affect our business. Inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit future agreements to license and sell the product. We cannot assure you that when we successfully find manufacturers and marketing agencies and begin marketing our invention, that we will be able to obtain or maintain adequate coverage on acceptable terms, or that such insurance will provide adequate coverage against all potential claims. Moreover, even if we maintain adequate insurance, any successful claim could materially and adversely affect our reputation and prospects, and divert management's time and attention. If we are sued for any injury allegedly caused by our future products, our liability could exceed our total assets and our ability to pay the liability.

Risks Relating to our Common Stock

18. **We may in the future issue additional Shares of our common stock which would reduce investors' ownership interests in the Company and which may dilute our share value. We do not need stockholder approval to issue additional Shares.**

Our certificate of incorporation authorizes the issuance of 500,000,000 Shares of common stock, par value $0.0001 per share. The future issuance of all or part of our remaining authorized common stock may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. We may value any common stock issued in the future on an arbitrary basis. The issuance of common stock for future services or acquisitions or other corporate actions may have the effect of diluting the value of the Shares held by our investors, and might have an adverse effect on any trading market for our common stock.

19. **Our common stock is subject to the "penny stock" rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.**

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require: (i) that a broker or dealer approve a person's account for transactions in penny stocks; and (ii) the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must: (i) obtain financial information and investment experience objectives of the person; and (ii) make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Security and Exchange Commission relating to the penny stock market, which, in highlight form: (i) sets forth the basis on which the broker or dealer made the suitability determination; and (ii) that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public Offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

20. We do not intend to pay cash dividends on our Shares of common stock but rather, we intend to finance the development and expansion of our business, delaying or perhaps preventing investors from receiving a return on their Shares.

Because we do not intend to pay any cash dividends on our Shares of common stock, our stockholders will not be able to receive a return on their Shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their Shares unless they sell them at a price higher than that which they initially paid for such Shares.

21. The Offering price of our common stock could be higher than its true value , causing investors to sustain a loss of their investment.

The price of our common stock in this Offering has not been determined by any independent financial evaluation, market mechanism or by our auditors, and is therefore, arbitrary. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. As a result, the price of the common stock in this Offering may not reflect the cost perceived by the market. There can be no assurance that the Shares offered hereby are worth the price for which they are offered and investors may therefore lose a portion or all of their investment.

22. There is no established public market for our stock and a public market may not be obtained or be liquid and therefore investors may not be able to sell their Shares.

There is no established public market for our common stock being offered under this prospectus. While we intend to apply for quotation of our common stock on the Over-The-Counter Bulletin Board system, we have not yet engaged a market maker for the purposes of submitting such application, and there is no assurance that we will qualify for quotation on the OTC Bulletin Board.

23. State securities laws may limit secondary trading, which may restrict the states in which you may sell the Shares offered by this prospectus.

If you purchase Shares of our common stock sold in this Offering, you may not be able to resell the Shares in any state unless and until the Shares of our common stock are qualified for secondary trading under the applicable securities laws of such state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in such state. Thirty-three states have what is commonly referred to as a "manual exemption" for secondary trading of securities such as those to be resold by investors. In these states, so long as the issuer obtains and maintains a listing in Mergent, Inc. or Standard and Poor's Corporate Manual, secondary trading of common stock can occur without any filing, review or approval by state regulatory authorities in these states. These states include: Alaska, Arizona, Arkansas, Colorado, Connecticut, District of Columbia, Florida, Hawaii, Idaho, Indiana, Iowa, Kansas, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nebraska, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Rhode Island, South Carolina, Texas, Utah, Washington, West Virginia, and Wyoming. Ten states provide for an exemption for non-issuer transactions in outstanding securities affected through a registered broker-dealer when the securities are subject to registration under Section 12 of the Securities Exchange Act of 1934 for at least 90 days (180 days in Alabama). These states include: Alabama, Colorado, District of Columbia, Illinois, Kansas, Missouri, New Jersey, New Mexico, Oklahoma, and Rhode Island.

We currently do not intend to register or qualify our stock in any state or seek coverage in one of the recognized securities manuals. Because the Shares of our common stock registered hereunder have not been registered for resale under the blue sky laws of any state, and we have no current plans to register or qualify our Shares in any state, the holders of such Shares and persons who desire to purchase such Shares in any trading market that might develop in the future should be aware that there may be significant state blue sky restrictions upon the ability of investors to purchase and sell such Shares. In this regard, each state's statutes and regulations must be reviewed before engaging in any securities sales activities in a state to determine what is permitted, or not permitted, in a particular state. Nevertheless, we do intend to file a Form 8-A promptly after this Registration Statement becomes effective, thereby subjecting our stock registered hereunder to registration under Section 12 of the Securities Exchange Act of 1934. Furthermore, even in those states that do not require registration or qualification for the resale of registered securities, such states may require the filing of notices or place additional conditions on the availability of exemptions. Accordingly, since many states continue to restrict the resale of securities that have not been qualified for resale, investors should consider any potential secondary market for our securities to be a limited one.

In addition, at this time we do not know in which states, if any, we will be selling the offered securities or whether our securities will be registered or exempt from registration under the laws of such state. Our Directors, reside outside of the United States, and initially intend to sell the offered securities to foreign investors. Should they be unsuccessful in selling all of the offered securities to foreign investors, they may seek to locate investors in the United States, in which case, we will then address all applicable state law registration requirements. In addition, in connection with our intent to have our securities listed on the OTCBB, a determination regarding state law registration requirements will be made in conjunction with those market makers, if any, who agree to serve as market makers for our common stock. We have not yet applied to have our securities registered in any state, and we will not do so until we receive expressions of interest from investors resident in specific states after they have reviewed our Registration Statement. We will comply with the relevant blue-sky laws of any state in which we decide to sell our securities.

24. Efforts to comply with recently enacted changes in securities laws and regulations will increase our costs and require additional management resources, and we still may fail to comply.

As directed by Section 404 of the Sarbanes-Oxley Act of 2002, the SEC has adopted rules requiring public companies to include a report of management on their internal controls over financial reporting in their annual reports on Form 10-K. In addition, the public accounting firm auditing a public company's financial statements must attest to and report on management's assessment of the effectiveness of its internal controls over financial reporting. These requirements are not presently applicable to us, but may become subject to these requirements subsequent to the effective date of this prospectus. If and when these regulations become applicable to us, our operating expenses will increase by approximately $10,000 annually and if we are unable to conclude that we have effective internal controls over financial reporting or if our independent auditors are unable to provide us with an unqualified report as to the effectiveness of our internal controls over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our securities. We have not yet begun a formal process to evaluate our internal controls over financial reporting. Given the status of our efforts, coupled with the fact that guidance from regulatory authorities in the area of internal controls continues to evolve, substantial uncertainty exists regarding our ability to comply by applicable deadlines.

25. Stockholders may have limited access to information because we are not yet a fully - reporting issuer and may not become one.

While we intend to file a Form 8-A promptly after this Registration Statement becomes effective and thereby become a "fully - reporting issuer" under Section 12 of the Securities Exchange Act of 1934, we are not currently a fully - reporting issuer and upon this Registration Statement becoming effective we will be required to comply only with the limited reporting obligations required by Section 13(a) of the Exchange Act. If we will only be subject to limited reporting obligations as a Section 15(d) fully reporting company, we will not be subject to the Section 16 short-swing provisions, going-private regulation, and the bulk of the tender offer rules under U.S. securities laws

26. **Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act.**

Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective, there are fewer than 300 shareholders. If we do not become a reporting issuer and instead make a decision to suspend our public reporting, we will no longer be obligated to file periodic reports with SEC and your access to our business information will be restricted. In addition, if we do not become a reporting issuer, we will not be required to furnish proxy statements to security holders, and our directors, officers and principal beneficial owners will not be required to report their beneficial ownership of securities to the SEC pursuant to Section 16 of the Exchange Act.

27. **Due to the possible necessity of obtaining and adhering to Government Regulations there may be a delay in the generating of revenues and / or the imposition of potential penalties.**

Our proposed product, (see **"Existing or Probable Government Regulation."**) is subject to government regulations. The Design Patent details an Infant Medicinal Dispenser, whereby government regulations will have to be considered. It is intended to be used by parents and caregivers to enable them to easily give infants measured portions of a medical dose via a familiar method – the standard bottle used to feed them other liquids. The small bottle is designed to be held easily and has convenient marking on the sides to help the caregiver or parent measure the amount of the dose to be given as well as any amount that might remain after the child drank part or all of the does. The process for determining whether the final manufactured design for marketing meets government standards and then applying for any needed certification can be lengthy arduous and costly and it can only be undertaken by our manufacturers prior to the start of production.

Therefore as our Business model is to generate revenues from the production and sales of our Infant Medicinal Dispenser, we would also be responsible for determining, prior to manufacturing, if there would be any delay in being able to commence anything other than limited operations until such related applications are granted. These delays will accordingly have a delay and a detrimental effect on our generating revenues and could ultimately cause our business to fail if continuously delayed. Additionally the non-compliance to these regulatory acts may impose potential penalties to the Company. Therefore prior to production, the Company will seek to identify manufacturers who already manufacture such similar products and are familiar with any existing government regulations. This process may alleviate the adverse assertions above.

28. **WE ARE AN "EMERGING GROWTH COMPANY," AND ANY DECISION ON OUR PART TO COMPLY ONLY WITH CERTAIN REDUCED DISCLOSURE REQUIREMENTS APPLICABLE TO "EMERGING GROWTH COMPANIES" COULD MAKE OUR COMMON STOCK LESS ATTRACTIVE TO INVESTORS.**

We are an "emerging growth company," as defined in the JOBS Act, and, for as long as we continue to be an "emerging growth company," we expect and fully intend to take advantage of exemptions from various reporting requirements applicable to other public companies but not to "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed $1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three year period.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to opt in to the extended transition period for complying with the revised accounting standards. We have elected to rely on these exemptions and reduced disclosure requirements applicable to "emerging growth companies" and expect to continue to do so.

As a result of our election our financial statements may not be comparable to companies that comply with public company effective dates and investors may find our common stock less attractive.

Use of Proceeds

The net proceeds to us from the sale of up to 10,000,000 Shares offered at a public Offering price of $0.01 per share will vary depending upon the total number of Shares sold. Regardless of the number of Shares sold, we expect to incur Offering expenses estimated at approximately $21,500, consisting of $20,000 for legal, accounting (incurred), and $1,500 of other costs in connection with this Offering (estimated transfer agent fees). The table below shows the intended net proceeds from this Offering we expect to receive for scenarios where we sell various amounts of the Shares. Since we are making this Offering without any minimum requirement, there is no guarantee that we will be successful at selling any of the securities being offered in this prospectus. Accordingly, the actual amount of proceeds we will raise in this Offering, if any, may differ.

None of the proceeds from this Offering will be used to pay the salaries to our officers and directors and or the repayment of their loans.

Percent of Net Proceeds Received

	40%	60%	80%	100%
Shares Sold	4,000,000	6,000,000	8,000,000	10,000,000
Gross Proceeds	$ 40,000	$ 60,000	$ 80,000	$ 100,000
Less Offering Expenses	$ (21,500)	$ (21,500)	$ (21,500)	$ (21,500)
Net Offering Proceeds	$ 18,500	$ 38,500	$ 58,500	$ 78,500

The Use of proceeds set forth below demonstrates how we intend to use the funds under the various percentages of amounts of the related Offering. All amounts listed below are estimates.

	40%	60%	80%	100%
General working capital	$ —	—	$ 9,055	$ 29,055
Manufacturing and Marketing		9,055	20,000	20,000
SEC compliance fees; legal, accounting, and transfer agent fees	$ 9,055	20,000	20,000	$ 20,000
Existing Liabilities NOT including officer loans of $41,574)	$ 9,445	9,445	9,445	$ 9,445
Total	$ 18,500	38,500	58,500	$ 78,500

Our Offering expenses are comprised of legal and accounting expenses and transfer agent fees relating to the Offering. Our Officers and Directors will not receive any compensation for their efforts in selling our Shares.

We intend to use the proceeds of this Offering in the manner and in order of priority set forth above. We do not intend to use the proceeds to acquire assets or finance the acquisition of other businesses. At present, no material changes are contemplated. Should there be any material changes in the projected use of proceeds in connection with this Offering, we will issue an amended prospectus reflecting the new uses.

In all instances, after the effectiveness of this Registration Statement, the Company will need some amount of working capital to maintain its general existence and comply with its public reporting obligations. Our Company estimates that we will need approximately an$20,000 per year to cover additional expenses for public reporting, legal fees, accounting, auditing, and transfer of agent fees. The Company recognizes that if it does not raise net proceeds (gross proceeds $80,000) of at least $58,500 in this Offering, it will have to seek additional funds to cover these expenses. The $58,500 in net proceeds that we need to stay in business for twelve months is comprised of (i) $9,445 for existing liabilities, (ii) $20,000 for manufacturing the design patent, and (iii) $20,000 for SEC reporting expenses and the balance for general working capital . While the existing liabilities on our balance sheet also include $41,574 in shareholder loans, the shareholders loans do not have a fixed repayment date. The proceeds from the Offering will not be used to pay the Directors Loans, however will be used to pay the Offering costs.

In addition to changing allocations because of the amount of proceeds received, we may change the use of proceeds because of required changes in our business plan. Investors should understand that we have wide discretion over the use of proceeds. Therefore, management decisions may not be in line with the initial objectives of investors who will have little ability to influence these decisions.

Determination of Offering Price

Our common stock is presently not traded on any market or securities exchange and we have not applied for listing or quotation on any public market. Our Company will be Offering the Shares of common stock being covered by this prospectus at a price of $0.01 per share. Such Offering price does not have any relationship to any established criteria of value, such as book value or earnings per share. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. No valuation or appraisal has been prepared for our business and potential business expansion.

The Offering price was determined arbitrarily based on a determination by the Board of Directors of the price at which they believe investors would be willing to purchase the Shares. Additional factors that were included in determining the Offering price are the lack of liquidity resulting from the fact that there is no present market for our stock and the high level of risk considering our lack of profitable operating history.

Dilution

Purchasers of our securities in this Offering will experience immediate and substantial dilution in the net tangible book value of their common stock from the initial public Offering price. Historical net tangible book value per share of common stock after the Offering is equal to our total tangible assets less total liabilities, divided by the number of Shares of common stock outstanding as of December 31 2014 , as adjusted to give effect to the receipt of net proceeds and issuance of shares from the sale of Shares of common stock for $0.01, which represents net proceeds after deducting estimated Offering expenses of $21,500. Dilution in net tangible book value per share represents the difference between the amount per share paid by purchasers of Shares of our common stock in this Offering and the net tangible book value per share of our common stock immediately following this Offering. The following table represents the related Dilution under each Offering scenario accordingly.

Shares Sold	4000000	6000000	8000000	10000000
Gross Proceeds Less Offering Expenses	18500	38500	58500	78500
Historical Net Tangible Book Value before the Offering	-46,019	-46,019	-46,019	-46,019
Historical Net Tangible Book Value Per Share Before the Offering	-0.0023	-0.0023	-0.0023	-0.0023
Historical Net Tangible Book Value after the Offering	-27,519	-7,519	12,481	32,481
Historical Net Tangible Book Value Per Share after the Offering	-0.0011	-0.0003	0.0004	0.0011
Increase per share to existing Shareholders	0.0012	0.002	0.0027	0.0034
Dilution Per Share to New Shareholders	0.0111	0.0103	0.0096	0.0089
Dilution Percentage to New investors in the Offering	111%	103%	96%	89%

The following table sets forth as of December 31 2014 , the number of Shares of common stock purchased from us and the total consideration paid by our existing stockholders and by new investors in this Offering if new investors purchase 100% of the Offering, before deducting Offering expenses payable by us, assuming a purchase price in this Offering of $0.01 per share of common stock.

	Shares		
	Number	Percent	Amount
Existing Stockholders	20,000,000	66%	$ 2,,000
New Investors	10,000,000	34%	$ 100,000
Total	30,000,000	100%	$ 102,000

Our Business

General Development

We were incorporated in Delaware on September 10, 2012 and are a development stage company. United States Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple (and in the shape of a Baby bottle)attached to it to encourage the infant to more easily drink and swallow medication was issued and assigned to Infeed Medica Corp. on April 8, 2014. Infeed Medica Corp. has exclusive rights, title and interest in and to the invention, as well as all Intellectual Property rights, free and clear of any lien, charge, claim, preemptive rights, etc. for the invention.
The Patent was designed to be ornamental and was called an ornamental design which in essence is a miniature baby bottle which is designed to be held comfortable by the infant in order for the administration of medicine easily . The Baby Bottle was not called a Medical Dispenser but its design and purpose was and is for the dispensing of medicine . Its ornamental design is to make it comfortable for the Baby / Infant to hold the Bottle and a nice design to for marketing the product accordingly . The purpose of the design was in essence to be able to administer medicine efficiently to babies and infants .
The original inventor was Jonathan Shenker a former Officer of the Company who assigned to the Company all rights and title of the design invention in exchange of 10% of future royalties from the gross proceeds and / or sale of the product .The patent invention application was assigned on December 27 2012 to the Company whereby the Design Patent was granted on April 8 2014

See Exhibits 99.2/99.3/99.4 for the assignment agreement , the assignment in the USPTO and the Grant of the design Patent by the USPTO.

A prototype of our proposed product has already been developed and manufactured. The Infeed Medica Infant Medicinal Dispenser was designed to be easy to use and easy to clean. The Infeed Medica dispenser is as familiar and comfortable to the infant to use as any standard bottle. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. Because the bottle will feature easy-to-read measurements on the side of the dispenser, measuring the appropriate dosage will be fast and simple. Once the medicine is inside, the caregiver simply snaps on the cover of the bottle.

Our technology is based upon the Design Patent has the potential to become a standard product for institutions who care for children, such as hospitals and day care centers, as well as a household item in families where young children are present.

Based on the marketing plan created by the marketing agency with whom we will work, we will determine the appropriate markets most likely to purchase our product. We believe that both the home market as well as institutions can benefit from this product. We plan to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. This could be expanded to pharmacies, supermarkets, department stores, and any retail chains who feature products for infants and toddlers.

We have not generated any revenues to date and our operations have been limited to organizational, start-up, and capital formation activities. We currently have no employees other than our Officers, who are also our Directors and work only part time.

We have never declared bankruptcy, have never been in receivership, and have never been involved in any legal action or proceedings. We have not made any significant purchase or sale of assets, nor has the Company been involved in any mergers, acquisitions or consolidations. We are not a blank check Registrant as that term is defined in Rule 419(a)(2) of Regulation C of the Securities Act of 1933, because we have a specific business plan and purpose. Neither Infeed Medica Corp., nor its Officers, Directors, promoters or affiliates, has had preliminary contact or discussions with, nor do we have any present plans, proposals, arrangements or understandings with any representatives of the owners of any business or company regarding the possibility of an acquisition or merger.

The Company believes it needs approximately 6 months to maintain operations to find such partners, as explained in the Plan of Operations section below. Assuming we raise net proceeds of at least $58,500 in this Offering ($80,000 in gross procedds), we believe we will be able to implement our business plan accordingly .
Our principal offices are located at DAVID SHECHTER , MOSHAV BET MEIR , HAREI YEHUDAH 90865 Our telephone number is 972-52-618-6828. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

Business Summary and Background

Infeed Medica Corp. has already developed a prototype. Our next step is to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. These companies will be responsible for manufacturing and marketing the Infant Medicinal Dispenser. As soon as the company starts to raise equity (following the S-1 becoming effective), it will begin to use raised proceeds to find manufacturers and marketing agencies who can assist in bringing our product to market.

MANUFACTURER AND MARKETING AGENCIES

We will rely on experienced manufacturing and marketing agencies to bring our product to market. With the capital we receive from this Offering, we will seek one or more manufacturers with experience in the field of manufacturing similar products. We will also identify one or more marketing agencies with experience in identifying the appropriate markets for our product both in terms of location as well as basic profiles of most likely consumers, etc. We have already developed a prototype of our Infant Medicinal Dispenser based on US Design Patent D702360. The marketing agency will be able to use this prototype for sales while the manufacturer will be able to see a working example.

INTELLECTUAL PROPERTY

On April 8, 2014 we were granted US Design Patent D702360 that details an Infant Medicinal Dispenser .. The bottle's shape is uniquely designed to be easy to hold. Infeed Medica Corp. was given all right; title and interest for the United States, territories..The Patent expires on April 8 2031 .

The Design Patent D702360 details the design of an Infant Medicinal Dispenser that is easy to use and easy to clean. The Infeed Medica dispenser is familiar in shape to any bottle-fed infant or young child and comfortable for either the caregiver/parent or child to hold. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication.

COMPETITION

There are many patented infant bottles and medical dispencers designed for either children and infants .

United States Patent 5620462 was designed to enable infants and toddlers to drink liquid vitamin and medicine dispenser for infants and toddlers. It is shaped with a flexible mask to match the shape of a mouth of an infant/toddler. It features a lock assembly in the flexible mask.

United States Patent D446685 details the design of a non-spill cup, as does United States Patent D326796.

United States Design Patent 428816 provides a small combined squeeze bottle and cap .

United States Design Patent 380828 provides a long tube similar to an injection but with a standard nipple cover

While these patents enable the caregiver or parent to offer the child measured doses of medication, we believe based upon the our design patent that our featured design is the most user friendly to infants as it is in the shape of a Baby Bottle but in a small size .

Patent, Trademark, License & Franchise Restrictions

Contractual Obligations & Concessions

None

We have developed a website (www.infeedmedica.com), which currently details our invention and the benefits it offers parents and caregivers. We believe that once we have a marketing agent coordinating the promotion and production of our product, management of the website will be given to this agency to further develop the site. Currently, the site is for information only, not for direct sales.

Employees

Other than our current Director and officer, , we have no other full time or part-time employees. . If and when we successfully to find manufacturers and marketing agencies who are experienced and interested in manufacturing, marketing and bringing our product to market, we may need additional employees to coordinate and monitor the agreements or to continue finding other partners for additional markets not covered by any existing agreements we may sign. We do not foresee any significant changes in the number of employees or consultants we will have over the next twelve months.

Transfer Agent

We have engaged Vstock Transfer LLC, 77 Spruce Street, Suite 201, Cedarhurst, NY, 11516 as our stock transfer agent. Their telephone number is (212) 828-8436 and their fax number is (646) 536-3179. The transfer agent is responsible for all record-keeping and administrative functions in connection with our issued and outstanding common stock.

Existing or Probable Government Regulations

Our product is based on United States Design Patent D702360, which details the design of an Infant Medicinal Dispenser with a standard shape and sized nipple. The Consumer Product Safety Improvement Act of 2008 (CPSIA), enacted in 2008, is designed to allow U.S. Consumer Products Safety Commission (CPSC) to better regulate the safety of products made and imported for sale in the United States. In particular, the CPSIA contains regulations that are intended to make products for children under age 12 safer by requiring manufacturers and importers to show that these products do not have harmful levels of lead and phthalates. As our intended target consumer ranges from newborns to toddlers, our manufacturer will be responsible for ensuring that all materials used in the manufacturing of our product adhere strictly to all relevant requirements, both in terms of the materials used as well as the overall design.

With regards to FDA approval for our proposed product, based upon our research, the product falls under the category of Title 21, Volume 8 of the Code of Federal Regulations, Sec 874.5220 Ear, Nose and Throat Administration Device.

Under the above, our proposed product is classified as a Class 1 (general controls) product. The device is exempt from the premarket notification procedures (510(K) or PMA approval).

Our research has found that similar products already on the market (such as AVA the Elephant, by Lady Elephant, LLC) have received FDA approval on their product based on the above. Inasmuch as our proposed product is based upon the same functionality lines as the above mentioned product, we are therefore able to claim a Class I Exemption.

Most Class I devices and a few Class II devices are exempt from the premarket notification [510(k)] requirements subject to the limitations on exemptions. However, these devices are not exempt from other general controls. All medical devices must be manufactured under a quality assurance program, be suitable for the intended use, be adequately packaged and properly labeled, and have establishment registration and device listing forms on file with the FDA.

Non compliant to FDA can result in administrative actions which include product recalls and enforcement action if the violation is not corrected.

The CPSC has issued warnings related to the manufacturing process of baby bottles, such as which materials are considered hazardous to an infant. As the Company will be using an experienced manufacturing company, as described in the Our Company section, the Company will include within the agreement with the manufacturer, requirements that ensure all applicable United States regulations are identified during the preliminary planning and then throughout the manufacturing process. One reason why our ideal manufacturing agency will be one that has previous experience with manufacturing baby bottles is to ensure familiarity with government regulations before manufacturing and and marketing the product.

Research and Development

We have incurred research and development activities in the production of a working prototype of the Baby Bottle Medicine Dispencer.

If we are able to raise funds in this Offering, we will retain one or more manufacturers and one or more marketing agencies to help us manufacture and bring our product, based on our United States Design Patent D702360, to market. We have not yet entered into any agreements, negotiations, or discussions with any manufacturers and/or marketing agents with respect to such development activities. We do not intend to do so until we commence this Offering. For a detailed description, see "Plan of Operation."

Description of Property
Our principal offices are located at DAVID SHECHTER , MOSHAV BET MEIR , HAREI YEHUDAH 90865 Our telephone number is 972-52-618-6828.

. This location is the home of the office of the Director and we have been allowed to operate out of this location at no cost to the Company. We believe that this space is adequate for our current and immediately foreseeable operating needs. We do not have any policies regarding investments in real estate, securities, or other forms of property.

Management's Discussion & Analysis or Plan of Operation

You should read the following plan of operation together with our audited financial statements and related notes appearing elsewhere in this prospectus. This plan of operation contains forward-looking statements that involve risks, uncertainties, and assumptions. The actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those presented under "Risk Factors" or elsewhere in this prospectus.

General and administrative and research and development expenses in 2012 /2013/2014.

In 2012 the Company spent $1,400 in incorporation expenses expensed as g&a and $16,688 as r&d expenses paid to a Company called Strategic Models and Technology Ltd for the building of the patent prototype which was built in the form of a mold .

In 2013 the Company incurred an additional $6,566 in g&a expenses which encompassed the expenses of creating a short video of the product and also the creation of the Company logo and also an additional $5,500 in legal fees for the final recording of the patent which too has been classified as research and development expenses .

In 2014 the Company incurred an additional $16,840 in g@a expenses which included the creation of the website , payment of Deleware Franchise Taxes and other misc professional fees including bookkeeping and auditingl , and also an additional $1,025 in legal fees and classified as research and development expenses.

Plan of Operation

We are a development stage company that was incorporated on September 10, 2012. Our Design Patent D702360 for an Infant Medicinal Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, was issued on April 8, 2014. The Infeed Medica Infant Medicinal Dispenser was designed to be easy to use and easy to clean. The Infeed Medica dispenser is as familiar and comfortable to the infant to use as any standard bottle. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication. Because the bottle will feature easy-to-read measurements on the side of the dispenser, measuring the appropriate dosage will be fast and simple. Once the medicine is inside, the caregiver simply snaps on the cover of the bottle.

A prototype of our proposed product has already been developed and manufactured.

The funds needed to date have been funded by loans from our Directors .

Our plan of operation includes the following stages. We expect to complete all stages within 9 – 11 months. We do not have an individual estimate of how long each stage will take, as this will depend on the agency we choose and the plan of action they choose or are assigned to perform.

Stage 1: Preparation: includes identifying both potential manufacturers and marketing agencies. These will be evaluated based on past experience, costs and expected benefits.

Stage 2: While the manufacturer will be responsible for creating and implementing a cost-effective plan for manufacturing the Infeed Medica Corporation's Infant Medicinal Dispenser, in parallel, we will be working to find an appropriate marketing agency that will be tasked with identifying the ideal target markets for our product and developing a detailed plan as to how optimize marketing efforts. The Company has already developed a preliminary website (www.infeedmedica.com). The marketing agency will assume responsibility for the site maintenance and content.

Stage 3: Once both the manufacturing and marketing is optimized, we will need to work with both the manufacturer and the marketing agency to maximize sales and minimize storage

	40%	60%	80%	100%
General working capital	$ —	—	$ 9,055	$ 29,055
Manufacturing and Marketing		9,055	20,000	20,000
SEC compliance fees; legal, accounting, and transfer agent fees	$ 9,055	20,000	20,000	$ 20,000
Existing Liabilities NOT including officer loans of $41,574)	$ 9,445	9,445	9,445	$ 9,445
Total	$ 18,500	38,500	58,500	$ 78,500

We intend to use the proceeds of this Offering in the manner and in order of priority set forth above.

We have no commitments or arrangements from any person to provide us with any additional capital other than our Directors. If additional financing is not available when needed, we may need to dramatically change our business plan, sell the Company or cease operations. We do not presently have any plans, arrangements, or agreements to sell or merge our Company.

Our auditors have issued an opinion on our financial statements which includes a statement describing our going concern status. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills and meet our other financial obligations. This is because we have not generated any revenues and no revenues are anticipated until we begin marketing the product. Accordingly, we must raise capital from sources other than the actual sale of the product. We must raise capital to implement our project and stay in business. Even if we raise the maximum amount of money in this Offering, we do not know how long the money will last, however, we do believe it will last at least twelve months.

General Working Capital

We may be wrong in our estimates of funds required in order to proceed with executing our general business plan described herein. Should we need additional funds, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities in Q2 of 2015 . The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing the additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

We can offer no assurance that we will raise any funds in this Offering. As disclosed above, we have no revenues and, as such, if we are unable to raise gross proceeds of at least $60,000, we may attempt to sell the Company or be forced to file for bankruptcy within twelve months. We do not have any current intentions, negotiations, or arrangements to merge or sell the Company.

The Company has, as of December 31 2014 total liabilities of approximately $51,019 and will need to seek additional funds in addition to the gross proceeds raised from the Offering, through equity financing to satisfy these liabilities; the gross proceeds raised from this Offering will not suffice to satisfy all of the outstanding liabilities of the Company.

We are not aware of any material trend, event or capital commitment, which would potentially adversely affect liquidity. We may need additional funds. In this case, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities. The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

Quantitative and Qualitative Disclosures about Market Risk.

Management does not believe that we face any material market risk exposure with respect to derivative or other financial instruments or otherwise.

Analysis of Financial Condition and Results of Operations

The Company has had limited operations since its inception and limited funds. Since our business was formed, we have incurred the following business expenses: incorporation fees, patent fees ,research and development fees legal and accounting fees, S-1 preparation and filing fees and transfer agent and other small misc fees. The Company plans to raise equity from this Offering and through additional private placements or by the issuance of convertible debt. There are currently no arrangements in place of any form of financing; however the Company is not aware of any uncertainties and or other events that will preclude the Company from raising equity in the normal manner of its business conducts. The Company has no commitments for capital expenditures and is not aware of any material trends that will have a favorable and / or unfavorable outcome on the Company seeking in the future equity financing. The Company has limited operations and is not aware of any trends or uncertainties that will have an impact on the Company's future operations. The Company has no off balance sheet arrangements. The Company has no contractual obligations, long term debt, capital leases, operating leases, purchase obligations at this time other than its current liabilities in the amount of $51,019 reflected in the Financial Statements as at December 31 2014.

Other

Except for historical information contained herein, the matters set forth above are forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ from those in the forward-looking statements.

Recently Issued Accounting Pronouncements

Comprehensive Income

In September 2012, the FASB issued "Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ("AOCI")" which improves the reporting of reclassifications out of AOCI. The amendment requires an entity to report the effect of significant reclassifications out of AOCI on the respective line items in net income. For other amounts not required to be reclassified to net income, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about these amounts. This amendment became effective January 1, 2013 and the effect of adopting this updated guidance did not have an impact on the Company's financial position or results of operations.

Presentation of Unrecognized Tax Benefits

In July 2013, the FASB issued "Income Taxes: Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carry forward, a Similar Tax Loss, or a Tax Credit Carry forward Exists" which improves the reporting of unrecognized tax benefits. The amendment requires an entity to present an unrecognized tax benefit as a reduction to deferred tax assets for NOLs or tax credit carry forward, unless the NOL or tax credit carry forward is not available under the tax law or not intended to be used as of the reporting date to settle any additional income taxes that would be due from the disallowance of a tax position. Under that exception, the unrecognized tax benefit should be presented as a liability instead of being netted against deferred tax assets for NOLs or tax credit carry forward. This amendment is effective for fiscal quarters and years beginning after December 15, 2013. The Company adopted this updated guidance early and it did not have an impact on the Company's financial position or results of operations.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

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

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on the Company's operations or its financial position. Amounts shown for machinery, equipment, and leasehold improvements and for costs and expenses reflect historical cost and do not necessarily represent replacement cost. The Company believes that the current inflation does not have a material impact on the net operating loss.

Market for Common Equity

Related Stockholder Matters

Market Information

There has been no market for our securities. Our common stock is not traded on any exchange or on the over-the-counter market. After the effective date of the Registration Statement relating to this prospectus, we hope to have a market maker file an application with the Financial Industry Regulatory Authority, FINRA for our common stock to eligible for trading. We do not yet have a market maker who has agreed to file such application. There is no assurance that a trading market will develop, or, if developed, that it will be sustained. Consequently, a purchaser of our common stock may find it difficult to resell the securities offered herein should the purchaser desire to do so when eligible for public resale.

Security Holders

As of January 20 2015 , there were 20,000,000 Shares of common stock issued and outstanding, which were held by two stockholders of record.

Dividend Policy

We have not declared or paid dividends on our common stock since our formation, and we do not anticipate paying dividends in the foreseeable future. Declaration or payment of dividends, if any, in the future, will be at the discretion of our Board of Directors and will depend on our then current financial condition, results of operations, capital requirements and other factors deemed relevant by the Board of Directors. There are no contractual restrictions on our ability to declare or pay dividends.

Securities Authorized Under Equity Compensation Plans

We have no equity compensation plans.

Directors, Executive Officers, Promoters

Control Persons

Directors and Executive Officers

The following table sets forth certain information regarding the members of our Board of Directors and our executive officers as of December 31 2014

Name	Age	Positions and Offices Held
Julius Klein	59	President and Director
Beth Langsam	29	Secretary, Director ,Treasurer ,and Principal Accounting and Financial Officer

Our Directors hold office until the next annual meeting of our stockholders or until their successors are duly elected and qualified. According to our bylaws, if a director is elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire board or the entire class of directors of which he is a member were then being elected.

Set forth below is a summary description of the principal occupation and business experience of each of our Directors and executive officers for at least the last five years.

Julius Klein has been our President and Director since the Company's inception on September 10, 2012. Julius Klein studied at Wayne University from August 1969 thru January 1973 where he received his Bachelors degree of accounting .From February 1973 until June 1977 Julius worked at the Internal Revenue Service where from July 1977 he continued his career as an accountant at various public accounting firms in NYC thru September 1985. From October 1985 thru present Julius has worked as a self-practitioner and runs a small accounting firm focused on US tax compliance and general consulting.

Julius Klein also has served and currently serves on the Board Of Directors since April 1993, of a non for profit organization called "Children's Bridge of Zichron Menachem ", which supports young children suffering from the cancer disease with therapeutic activities in Israel . Mr. Klein also serves on the Board of Directors of "American Friends of Bnot Chayil" a non for profit organization which caters social needs for educational support in Israel and in the US to its students.

Julius Klein also serves as CEO and Director of Triumph Ventures Corp.

The Board believes that Mr. Klein should serve as a Director and Chief Executive Officer due to his management and administrative skills all of which enable him to provide oversight and direction of the Company including overseeing its business operations and bringing the Company to its objective goals.

Triumph Ventures Corp was incorporated in Delaware on February 10, 2012 and is a development stage company. On September 9, 2012, it entered into an exclusive Assignment agreement with Mr. Doug Sherman, as seller, in relation to United States Design Patent 502687 invented by Douglas Sherman, for a protective combination plate and removable cover with lower cord access for receptacle and electrical plugs (the "Patent").

The device (the "Design Patent") is designed to serve as a protective combination plate and removable cover. It provides lower cord access for receptacle and electrical plugs that can be connected through the cover to the outlet below. The Co has not yet developed its proposed product, however has completed its offering pursuant to its S1 registration Statement and is seeking to license the Design Patent to one or more third-parties to design, manufacture, and market the combination plate and removable cover against an initial payment and a royalty to be negotiated pursuant to licensing agreement..

The Board believes these two Companies Triumph Ventures Corp and Infeed Medica Corp (although share the same CEO) are in two complete different sectors and are and will be funded independently of each other and do not have adverse effects to each other .

Infeed Medica Corp has already developed a prototype and is seeking a manufacturer to manufacture and then be able to market its product whereby Triumph Ventures Corp is seeking a licensor to license the patented technology. These are two distinct different business streams of generating revenue . Also in each Company a Patent has been granted and there is no interference between the Companies in a technological aspect especially as the Patents are in two unrelated areas.

The BOD in each entity supplies sufficient time to each entity to be able to carry out its business model accordingly and respectively.

Beth Langsam has been our Director, Treasurer Internal Accounting Officer and Secretary since the Company's inception on September 10, 2012. From September 1998 through August 2004 Beth studied at the Bais Yaakov Maalot high school and seminary in Jerusalem where she studied Jewish studies and Jewish History. From September 2004 thru May 2005 she worked as an administrative assistant at Hirshowitz Insurance Agency .From May 2005 thru September 2008 she worked as the bookkeeper of MVS Accounting a firm providing financial and bookkeeping services and from October 2008 until present works as Chief Office Manager at ATSA American Tax Services Associates a Jerusalem (Israeli entity) general accounting and tax firm in Jerusalem which provides financial tax and accounting services to individuals and Companies .

The Board believes that MsLangsam should serve as a Director and as an accounting and finance Officer Treasurer and Secretary due to her vast experience in administrative skills and in accounting which will both enable her to provide oversight and direction of the Company including overseeing its financial operations and reporting requirements as well as its business operations and bringing the Company to meet its financial reporting internal and external requirements accordingly.

There are no familial relationships among any of our Directors or officers. None of our Directors or officers is or has been a Director or has held any form of directorship in any other U.S. reporting companies except as mentioned above. None of our Directors or officers has been affiliated with any company that has filed for bankruptcy within the last five years. The Company is not aware of any proceedings to which any of the Company's Officers or Directors, or any associate of any such officer or Director, is a party that are adverse to the Company.

Each Director of the Company serves for a term of one year or until the successor is elected at the Company's annual stockholders' meeting and is qualified, subject to removal by the Company's stockholders. Each Officer serves, at the pleasure of the Board of Directors, for a term of one year and until the successor is elected at the annual meeting of the Board of Directors and is qualified.
ON JANUARY 30 2015 MR JULIUS KLEIN AND BETH LANGSAM BOTH RESIGNED AND MR DAVID SHECHTER WAS APPOINTED CEO AND CFO , INTERNAL ACCOUNTING OFFICER , TRESURER , SOLE DIRECTOR AND SECRETRAY OF THE COMPANY.THE RESIGNATION OF MR KLEIN WAS DUE TO ADVERSE HEALTH CONDITIONS AND THE INABILITY TO EXECUTE THE COMPANYS BUSINESS PLAN .MRS BETH LANGSAM A CLOSE BUSINESS ASSOCIATE OF MR KLEIN THEREFORE TOO RESIGNED.
Mr Shecther will receive from the Company 2,000,000 shares of restricted common stock for the calender year 2015 compensation for acting as sole Director , CFO and CEO , treasurer and secretary.

David Shechter studied in Queen's college (CUNY) from January 1986 thru August 1988 accounting and Economics .From September 1988 thru October 1989 he studied Jewish Talmudic studies and Jewish History at Ohr Jerusalem Institute in Bet Meir , Israel .From October 1989 to present Mr David Shechter has been supervising and a Director at the Ohr Jerusalem Institute whereby his duties include all managerial aspects including operations , budgeting , controlling and leading the Institute accordingly .
The Board believes that Mr Shechter should serve as the CEO , Director and as an accounting and finance Officer Treasurer and Secretary due to his vast experience in administrative skills and in accounting which will both enable him to provide oversight and direction of the Company including overseeing its financial operations and reporting requirements as well as its business operations and bringing the Company to meet its financial reporting internal and external requirements accordingly.

Audit Committee and Financial Expert

We do not have an audit committee or an audit committee financial expert. Our corporate financial affairs are simple at this stage of development and each financial transaction can be viewed by any officer or Director at will.

Code of Ethics

We do not currently have a Code of Ethics applicable to our principal executive, financial and accounting officers; however, the Company plans to implement such a code in the Second quarter of 2015 .

Potential Conflicts of Interest

Since we do not have an audit or compensation committee comprised of independent Directors, the functions that would have been performed by such committees are performed by our Board of Directors. Thus, there is a potential conflict of interest in that our Directors have the authority to determine issues concerning management compensation, in essence their own, and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our Executives or Directors.

Involvement in Certain Legal Proceedings

We are not aware of any material legal proceedings that have occurred within the past five years concerning any Director, Director nominee, or control person which involved a criminal conviction, a pending criminal proceeding, a pending or concluded administrative or civil proceeding limiting one's participation in the securities or banking industries, or a finding of securities or commodities law violations.

Executive Compensation

We have not paid, nor do we owe, any compensation to our executive officer. We have not paid any compensation to our Officers since our inception to date. We have no employment agreements with any of our executive officers or employees.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year (1)	Annual Compensation		Long Term Compensation				
		Salary	Bonus	Stock Awards	Option Awards	NonEquity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Julius Klein President and Director and for the period September 10, 2012 thru December 31 , 2014	2012	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Beth Langsam Secretary and Director and Principal Accounting and Financial Officer and for the period September 10, 2012 thru December 31 , 2014	2012	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

(1) We were incorporated on September 10, 2012.

(2) No compensation has been paid in 2013 nor in 2014
The new Director Mr David Shechter will receive for the calender year 2015 compensation of 2,000,000 restricted shares valued at $10,000 ,(2,000,000 * $0.005) (as 50% of the current offering price per share $0.01 in the Offering due to its 144 restriction)

Option/SAR Grants

We do not currently have a stock option plan. No individual grants of stock options, whether or not in tandem with stock appreciation rights known as SARs or freestanding SARs have been made to any executive officer or any Director since our inception; accordingly, no stock options have been granted or exercised by any of the officers or Directors since we were founded.

Long-Term Incentive Plans and Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance. No individual grants or agreement s regarding future payouts under non-stock price-based plans have been made to any Executive Officer or any Director or any employee or consultant since our inception; accordingly, no future payouts under non-stock price-based plans or agreements have been granted or entered into or exercised by our officer or Director or employees or consultants since we were founded.

Compensation of Directors

The new Director Mr David Shechter will receive for the calender year 2015 compensation of 2,000,000 restricted shares valued at $10,000 , 2,000,000 * $0.005 (as 50% of the current offering price per share $0.01 in the Offering due to its 144 restriction)

Employment Contracts, Termination of Employment

Change-in-control Arrangements

There are currently no employment agreements or other contracts or arrangements with our Officers or Directors. There are no compensation plans or arrangements, including payments to be made by us, with respect to our Officers, Directors or Consultants that would result from the resignation, retirement or any other termination of any of our Directors, officers or consultants. There are no arrangements for our Directors, Officers, Employees or Consultants that would result from a change-in-control.

Certain Relationships and Related Transactions

Other than the transactions discussed below, we have not entered into any transaction nor are there any proposed transactions in which our Director, executive officer, stockholders or any member of the immediate family of the foregoing had or is to have a direct or indirect material interest.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Mr. Julius Klein, our President and Director, for a payment of $1,000. On January 1 2014 , Mr. Klein paid this amount to us by the reduction of the Officer loan account. We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Ms Beth Langsam, our Secretary and Director and Principal Financial Officer, for a payment of $1,000 . On January 1 2014, Ms Langsam paid this amount to us by the reduction of the Officer loan account . We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

As of December 31 2014 , loans from our two Directors and officers (Mr. Julius Klein and Ms Beth Langsam) made in cash (equally) amounted to $41,574 representing working capital advances from directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand. No formal written agreement regarding this loan was signed, however it is documented in the accounting records of the Company.

The Company has an oral arrangement with the Director for the use of the Home for current operations which are minimal at no cost until the Company will raise funds pursuant to its registration Statement at which time the Company shall seek other office space for rental .The Company intends to file a copy of any new written lease agreements (with consideration) accordingly, when applicable in its future periodic report filings.

The Company has oral arrangements with its Director who will and have agreed to equally fund the current minimum required funds (Interest free) needed to meet the minimum ongoing operations of the Company for a period of not less than the following twelve months, commencing on January 1 2015

Director Independence

According to Item 407 (a)(1)(ii), we are not subject to listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our board comprised of a majority of "independent Directors." We do not believe that any of our directors currently meets the definition of "independent" as promulgated by the rules and regulations of NASDAQ.

Security Ownership of Certain Beneficial Owners and Management

(i) The following table sets forth certain information concerning the ownership of the Common Stock by (a) each person who, to the best of our knowledge, beneficially owned on that date more than 5% of our outstanding common stock, (b) each of our Directors and executive officers and (c) all current Directors and executive officers as a group. The following table is based upon an aggregate of 20,000,000 Shares of our common stock outstanding as of December 31 2014.

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned or Right to Direct Vote (1)	Percent of Common Stock Beneficially Owned or Right to Direct Vote (1)
Julius Klein 3 Frank Street Jerusalem 9638743 Israel	10,000,000	50%
Ms Beth Langsam ZeevChaklay 4/18 Jerusalem 96462 Israel	10,000,000	50%
All stockholders, and / or Directors and / or executive officers as a group (Two persons)	20,000,000	100%

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the "SEC") and generally includes voting or investment power with respect to securities. In accordance with SEC rules, Shares of common stock issuable upon the exercise of options or warrants which are currently exercisable or which become exercisable within 60 days following the date of the information in this table are deemed to be beneficially owned by, and outstanding with respect to, the holder of such option or warrant. Except as indicated by footnote, and subject to community property laws where applicable, to our knowledge, each person listed is believed to have sole voting and investment power with respect to all Shares of common stock owned by such person.

Legal Proceedings

There are no pending legal proceedings to which the Company or any Director, officer or affiliate of the Company, any owner of record or beneficial holder of more than 5% of any class of voting securities of the Company, or security holder is a party that is adverse to the Company. The Company's property is not the subject of any pending legal proceedings.

Description of Securities

The following description of our capital stock is a summary and is qualified by the provisions of our Certificate of Incorporation, with amendments, all of which have been filed as exhibits to our Registration Statement of which this prospectus is a part.

Our Common Stock

We are authorized to issue 500,000,000 Shares of our Common Stock, $0.0001 par value, of which, as of December 31 2014, 20,000,000 Shares are issued and outstanding. Holders of Shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Under Delaware Law, a corporation's stockholders may appoint Directors by cumulative voting as set forth in its certificate of incorporation, however, our certificate of incorporation does not include such a right and therefore our holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefore. In the event of our liquidation, dissolution, or winding up, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. Pursuant to Article X, Section 6 of our by-laws we have the ability to hold our shareholders liable for calls on partly paid Shares in accordance with Delaware General Corporations Law §156 and to redeem Shares called by us in accordance with Delaware General Corporations Law §160. While Delaware law allows the redemption of shares at the corporations option, the shares offered in this offering and the current outstanding shares are non-redeemable except by the consent of both parties .Holders of common stock have no preemptive rights to purchase our common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

Delaware General Corporations Law §156 states that the corporation MAY (emphasis added) issue Shares as partially paid and subject to a call on the remaining amount due for the purchase of the issued Shares. At the present time, the Corporation has not intent to issue Shares for partial payment"

The restrictions on the ability of shareholders to call meetings in Article III, the authority of your board of directors to set the size of your board and appoint directors in Article V, and limitations on the ability to remove directors in Article V of Exhibit 3.2 would have an effect of delaying, deferring, or preventing a change in control.

Article III, Section 2, states, "Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president (if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding Shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting." Accordingly, it would take shareholders owning a majority of the Shares to call such a meeting. In the event that management owns a majority of the Shares entitled to vote, the minority shareholders would have no authority to call a special meeting in the event they wished to attempt to remove the management of the Company

Article V, Section 1 states, "The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders." The effect of this provision precludes the minority shareholders from being able to affect the number of directors of the Company because the current members of the Board of Directors have the sole authority to determine the number of directors. Since the minority shareholders cannot elect any directors, where the absence of cumulative voting is in existence, as currently exists, the minority shareholders can never elect a director of their choosing. This effectively precludes any takeover attempt without the approval of the directors then sitting on the Board

Our Preferred Stock

We have not authorized the issuance of Shares of preferred stock. In order to authorize the issuance of Shares of preferred stock, our stockholders and Directors will be required to amend our Certificate of Incorporation to designate and fix the relative rights, preferences and limitations of the preferred stock.

Anti-Takeover Effects Of Provisions of the Articles of Incorporation Authorized and Unissued Stock

The authorized but unissued Shares of our common stock are available for future issuance without our stockholders' approval. These additional Shares may be utilized for a variety of corporate purposes including but not limited to future public or direct Offerings to raise additional capital, corporate acquisitions and employee incentive plans. The issuance of such Shares may also be used to deter a potential takeover of the Company that may otherwise be beneficial to stockholders by diluting the Shares held by a potential suitor or issuing Shares to a stockholder that will vote in accordance with the Company's Board of Directors' desires. A takeover may be beneficial to stockholders because, among other reasons, a potential suitor may offer stockholders a premium for their Shares of stock compared to the then-existing market price.

Shares Eligible for Future Sale

Prior to this Offering, there has been no public market for our common stock. We cannot predict the effect, if any, that market sales of Shares of our common stock or the availability of Shares of our common stock for sale will have on the market price of our common stock. Sales of substantial amounts of our common stock in the public market could adversely affect the market prices of our common stock and could impair our future ability to raise capital through the sale of our equity securities.

Upon completion of this Offering, assuming all of the offered Shares are purchased, we will have a total of 30,000,000 Shares of common stock outstanding. The 10,000,000 Shares sold in this Offering will be freely tradable without restriction, or further registration under the Securities Act, unless those Shares are acquired by our "affiliates," as that term is defined in Rule 144 under the Securities Act. The remaining 20,000,000 Shares of common stock outstanding will be restricted as a result of securities laws. Restricted securities may be sold in the public market only if they have been registered or if they qualify for an exemption from registration under Rule 144 under the Securities Act.

Rule 144

As of December 31 2014 , there are two (2) stockholders of record holding a total of 20,000,000 Shares of our common stock. All of our issued Shares of common stock are "restricted securities", as that term is defined in Rule 144 of the Rules and Regulations of the SEC promulgated under the Securities Act. All of these 20,000,000 Shares are held by our "affiliates", as such term is defined in Rule 144. These Shares may be sold to the public market commencing one year after their acquisition , subject to the availability of current public information, volume restrictions, and certain restrictions on the manner of sale.

Plan of Distribution

We are Offering for sale a maximum of 10,000,000 Shares of our common stock in a self-underwritten Offering directly to the public at a price of $0.01 per share. There is no minimum amount of Shares that we must sell in our direct Offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, Offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are Offering the Shares without any underwriting discounts or commissions. The purchase price is $0.01 per share. If all 10,000,000 Shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the Offering for the balance of the Shares will terminate and no further Shares will be sold.

Our Offering price of $0.01 per share was arbitrarily decided upon by our management and is not based upon earnings or operating history, does not reflect our actual value, and bears no relation to our earnings, assets, book value, net worth, or any other recognized criteria of value. No independent investment banking firm has been retained to assist in determining the Offering price for the Shares. Such Offering price was not based on the price of the issuance to our founders. Accordingly, the Offering price should not be regarded as an indication of any future price of our stock.

We anticipate applying for trading of our common stock on the over-the-counter (OTC) Bulletin Board upon the effectiveness of the Registration Statement of which this prospectus forms. a part. To have our securities quoted on the OTC Bulletin Board we must: (1) be a company that reports its current financial information to the Securities and Exchange Commission, banking regulators or insurance regulators; and (2) has at least one market maker who completes and files a Form 211 with FINRA Regulation, Inc. The OTC Bulletin Board differs substantially from national and regional stock exchanges because it (1) operates through communication of bids, offers and confirmations between broker-dealers, rather than one centralized market or exchange; and, (2) securities admitted to quotation are offered by one or more broker-dealers rather than "specialists" which operate in stock exchanges. We have not yet engaged a market maker to assist us to apply for quotation on the OTC Bulletin Board and we are not able to determine the length of time that such application process will take. Such time frame is dependent on comments we receive, if any, from the FINRA regarding our Form 211 application.

There is currently no market for our Shares of common stock. There can be no assurance that a market for our common stock will be established or that, if established, such market will be sustained. Therefore, purchasers of our Shares registered hereunder may be unable to sell their securities, because there may not be a public market for our securities. As a result, you may find it more difficult to dispose of, or obtain accurate quotes of our common stock. Any purchaser of our securities should be in a financial position to bear the risks of losing their entire investment.

We intend to sell the Shares in this Offering through Mr David Shechter who is the officer and sole Director of the Company. He will receive no commission from the sale of any Shares. They will not register as a broker-dealer under section 15 of the Securities Exchange Act of 1934 in reliance upon Rule 3a4-1. Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the Offering of the issuer's securities and not be deemed to be a broker/dealer. As Mr. Shechter is an Israeli citizen and does not reside in the US, and since our operations are in Israel, this offer will primarily be directed to residents of Israel. Because a design patent from the United States is well respected, and a corporation established in the United States is one that is taken seriously, our Directors have pursued this connection. However, their primary sales connections are in Israel and as such, will be directed to this market. Should they choose to attempt to sell Shares in the United States, they are aware that this will present challenges and they may not be successful. These challenges include, but may not be limited to, having a Company incorporated in the United States with offices, directors, and officers in a foreign country, in this case, Israel, and which primarily plans sales for the Israeli market initially, as well as other factors listed in the Risk Factors sections.

The conditions are that:

1. The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,

2. The person is not compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;

3. The person is not at the time of their participation, an associated person of a broker/dealer; and,

4. The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily perform, or is intended primarily to perform at the end of the Offering, substantial duties for or on behalf of the Issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding twelve (12) months; and (C) do not participate in selling and Offering of securities for any Issuer more than once every twelve (12) months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Mr Shechter is not statutorily disqualified, is is not being compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;, and is not associated with a broker/dealer. He will continue to be our officer at the end of the Offering and has not been during the last twelve months and are currently not a broker/dealer or associated with a broker/dealer.

We will not utilize the Internet to advertise our Offering.

OFFERING PERIOD AND EXPIRATION DATE

This Offering will start on the date of this Registration Statement is declared effective by the SEC and continue for a period of 180 days. We may extend the Offering period for an additional 90 days, or unless the Offering is completed or otherwise terminated by us if we have not been able to raise the money by the end of the initial period. We will not accept any money until this Registration Statement is declared effective by the SEC. Once investors execute and deliver the subscription agreement with funds and we accept such subscription, they will be entitled to their Shares and become registered shareholders with all the rights and privileges that entails. We will issue stock certificates to investors as soon as practicable after acceptance of the subscription.

PROCEDURES FOR SUBSCRIBING

We will not accept any money until this Registration Statement is declared effective by the SEC. Once the Registration Statement is declared effective by the SEC, if you decide to subscribe for any Shares in this Offering, you must:

1. Execute and deliver a subscription agreement

2. Deliver a check or certified funds to us for acceptance or rejection.

All checks for subscriptions must be made payable to **"Infeed Medica Corp."**

Right to Reject Subscriptions

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned by us to the subscriber within 3 business days of our having received the monies, without interest or deductions.

Underwriters

We have no underwriter and do not intend to have one. In the event that we sell or intend to sell by means of any arrangement with an underwriter, then we will file a post-effective amendment to this S-1 to accurately reflect the changes to us and our financial affairs and any new risk factors, and in particular to disclose such material relevant to this Plan of Distribution.

Regulation M

We are subject to Regulation M of the Securities Exchange Act of 1934. Regulation M governs activities of underwriters, issuers, selling security holders, and others in connection with Offerings of securities. Regulation M prohibits distribution participants and their affiliated purchasers from bidding for purchasing or attempting to induce any person to bid for or purchase the securities being distribute.

Section 15(G) of the Exchange Act

Our Shares are penny stocks are covered by section 15(g) of the Securities Exchange Act of 1934 which imposes additional sales practice requirements on broker/dealers who sell the Company's securities including the delivery of a standardized disclosure document; disclosure and confirmation of quotation prices; disclosure of compensation the broker/dealer receives; and, furnishing monthly account statements. For sales of our securities, the broker/dealer must make a special suitability determination and receive from its customer a written agreement prior to making a sale. The imposition of the foregoing additional sales practices could adversely affect a shareholder's ability to dispose of his stock.

Changes In and Disagreements with Accountants On Accounting And Financial Disclosure

Weinberg and Baer, LLC. is our registered independent auditor. There have not been any changes in or disagreements with our auditors on accounting and financial disclosure or any other matter.

Indemnification for Securities Act Liabilities

Our bylaws in Article XII provide that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Legal Matters

The legal opinion rendered by Harold P. Gewerter, Esq. regarding the common stock of the Company to be registered on Form S-1 is as set forth in his opinion letter included in this prospectus.

Experts

Our financial statements as of December 31 2013, and as of December 31 2014 and for the period then ended and cumulative from inception (September 10 2012), appearing in this prospectus and Registration Statement have been audited by Weinberg and Baer, LLC., an independent registered Public Accounting Firm, as set forth on their report thereon appearing elsewhere in this prospectus, and are included in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

Interest of Named Experts and Counsel

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or Offering of the common stock was employed on a contingency basis or had, or is to receive, in connection with the Offering, a substantial interest, directly or indirectly, in the Registrant or any of its parents or subsidiaries. Nor was any such person connected with the Registrant or any of its parents, subsidiaries as a promoter, managing or principal underwriter, voting trustee, Director, officer, or employee.

Available Information

We have filed with the SEC a Registration Statement on Form S-1, including exhibits, schedules and amendments filed with the Registration Statement, under the Securities Act with respect to the Shares of common stock being offered. This prospectus does not contain all of the information described in the Registration Statement and the related exhibits and schedules, portions of which have been omitted as permitted by the rules and regulations of the SEC. A copy of the Registration Statement and the related exhibits, schedules and amendments may be inspected without charge at the public reference facilities maintained by the SEC in Washington D.C. at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and copies of all or any part of the Registration Statement may be obtained from these offices upon the payment of the fees prescribed by the SEC. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements and other information regarding Registrants that file electronically with the SEC. The address of the site is http://www.sec.gov

Reports to Security Holders

We will make available to securities holders an annual report, including audited financials, on Form 10-K. While we intend to file a Form 8-A promptly after this Registration Statement becomes effective and thereby become a "reporting issuer" under Section 12 of the Securities Exchange Act of 1934, we are not currently a reporting issuer and upon this Registration Statement becoming effective we will be required under Section 15(d) of the Exchange Act to file the periodic reports required by Section 13(a) of the Exchange Act with respect to each class of securities covered by our Registration Statement. These reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective there are fewer than 300 shareholders. On the other hand, if we become a reporting issuer under Section 12 of the Securities Exchange Act of 1934, we will be subject to all of the obligations incumbent on a company with securities registered under Section 12 of the Exchange Act, including the continuing obligation to file the Section 13(a) reports; the directors, officers, and principal stockholders beneficial ownership disclosure requirements of Section 16 of the Exchange Act; and the proxy rules and regulations of Section 14 of the Exchange Act.

We furnish to our shareholders the Financial Statements for the years ending December 31 2012 and December 31 2013 (audited) and for the six months ended June 30, 2014 (unaudited) and for the year ending December 31 2014 (audited)

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)

INDEX TO FINANCIAL STATEMENTS
DECEMBER 31, 2013

REPORT OF REGISTERED INDEPENDENT AUDITORS

To the Board of Directors and Stockholders
of Infeed Medica Corp.:

We have audited the accompanying balance sheet of Infeed Medica Corp. (a Delaware corporation in the development stage) as of December 31, 2013 and 2012, and the related statements of operations, stockholders' equity, and cash flows for the years ended December 31, 2013 and 2012, and from inception (September 10, 2012) through December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Infeed Medica Corp. as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years ended December 31, 2013 and 2012, and from inception (September 10, 2012) through December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company is in the development stage, and has not established any source of revenue to cover its operating costs. As such, it has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its planned business objectives. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
July 6, 2014

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of December 31, 2013	As of December 31, 2012
ASSETS		
Current Assets:		
Cash	$ —	$ —
Total current assets	—	—
Total Assets	$ —	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Loans payable - related parties	$ 30,154	$ 18,088
Total current liabilities	30,154	18,088
Total liabilities	30,154	18,088
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 0 shares issued and outstanding	—	—
Common stock subscribed	2,000	2,000
Stock subscriptions receivable	(2,000)	(2,000)
(Deficit) accumulated during the development stage	(30,154)	(18,088)
Total stockholders' (deficit)	(30,154)	(18,088)
Total Liabilities and Stockholders' (Deficit)	$ —	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For The Year Ended December 31, 2013	September 10, 2012 to December 31, 2012	Cumulative From Inception
Revenues	$ —	$ —	$ —
Expenses:			
General & administrative	6,566	1,400	7,966
Research & development	5,500	16,688	22,188
Total expenses	12,066	18,088	30,154
(Loss) from Operations	(12,066)	(18,088)	(30,154)
Other Income (Expense)	—	—	—
Provision for income taxes	—	—	—
Net (Loss)	$ (12,066)	$ (18,088)	$ (30,154)
(Loss) Per Common Share:			
(Loss) per common share - Basic and Diluted	$ —	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	—	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	$ —	$ 2,000	$ (2,000)	$ (30,154)	$ (30,154)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For The Year Ended December 31, 2013	September 10, 2012 to December 31, 2012	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (12,066)	$ (18,088)	$ (30,154)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Accounts payable and accrued liabilities	—	—	—
Net Cash Used in Operating Activities	(12,066)	(18,088)	(30,154)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	12,066	18,088	30,154
Net Cash Provided by Financing Activities	12,066	18,088	30,154
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ —	$ —	$ —

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of December 31, 2013 and 2012, subscribed stock was not included in the diluted earnings per share calculation as they were anti-dilutive.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of December 31, 2013 and 2012, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the year ended December 31, 2013, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of December 31, 2013 and as of December 31, 2012, and expenses for the years ended December 31, 2013 and 2012, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of December 31, 2013, loans from related parties amounted to $30,154 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

(6) Income Taxes

The provision (benefit) for income taxes for the years ended December 31, 2013 and 2012 was as follows (assuming a 34% effective tax rate):

	2013	2012
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 4,102	$ 6,150
Change in valuation allowance	(4,102)	(6,150)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of December 31, 2013 and 2012, as follows:

	2013	2012
Loss carryforwards	$ 10,252	$ 6,150
Less - Valuation allowance	(10,252)	(6,150)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the years ended December 31, 2013 and 2012, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of December 31, 2013, the Company had approximately $30,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2033.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years will be closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of December 31, 2013, the Company owed $30,154 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to Directors and officers for a $2,000 stock subscription receivable.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

On December 27, 2012, a director and officer assigned a design patent of the Company's product to the Company. The United States Patent was granted on April 8, 2014 and the patent number is D702360.

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)

INDEX TO FINANCIAL STATEMENTS
JUNE 30, 2014

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of June 30, 2014 (Unaudited)	As of December 31, 2013
ASSETS		
Current Assets:		
Deferred offering costs	$ 5,000	$ —
Total current assets	5,000	—
Total Assets	$ 5,000	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Accrued expenses	$ 6,945	$ —
Loans payable - related parties	34,738	30,154
Total current liabilities	41,683	30,154
Total liabilities	41,683	30,154
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 20,000,000 and 0 shares issued and outstanding, respectively	2,000	—
Common stock subscribed	—	2,000
Stock subscriptions receivable	—	(2,000)
(Deficit) accumulated during the development stage	(38,683)	(30,154)
Total stockholders' (deficit)	(36,683)	(30,154)
Total Liabilities and Stockholders' (Deficit)	$ 5,000	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
(Unaudited)

	For The Three Months Ended June 30, 2014	For The Three Months Ended June 30, 2013	For The Six Months Ended June 30, 2014	For The Six Months Ended June 30, 2013	Cumulative From Inception
Revenues	$ —	$ —	$ —	$ —	$ —
Expenses:					
General & administrative	6,493	—	7,504	6,566	15,470
Research & development	—	—	1,025	5,500	23,213
Total expenses	6,493	—	8,529	12,066	38,683
(Loss) from Operations	(6,493)	—	(8,529)	(12,066)	(38,683)
Other Income (Expense)	—	—	—	—	—
Provision for income taxes	—	—	—	—	—
Net (Loss)	$ (6,493)	$ —	$ (8,529)	$ (12,066)	$ (38,683)
(Loss) Per Common Share:					
(Loss) per common share - Basic and Diluted	$ (0.00)	$ —	$ (0.00)	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	20,000,000	—	20,000,000	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	—	2,000	(2,000)	(30,154)	(30,154)
Common stock issued in exchange of a reduction of debt ($0.0001 per share)	20,000,000	2,000	(2,000)	—	—	—
Payment of stock subscriptions thru a reduction of debt	—	—	—	2,000	—	2,000
Net (loss) for the period	—	—	—	—	(8,529)	(8,529)
Balance - June 30, 2014	20,000,000	$ 2,000	$ —	$ —	$ (38,683)	$(36,683)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For The Six Months Ended June 30, 2014	For The Six Months Ended June 30, 2013	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (8,529)	$ (12,066)	$ (38,683)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Deferred offering costs	(5,000)	—	(5,000)
Accounts payable and accrued liabilities	6,945	—	6,945
Net Cash Used in Operating Activities	(6,584)	(12,066)	(36,738)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	6,584	12,066	36,738
Net Cash Provided by Financing Activities	6,584	12,066	36,738
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ 2,000	$ —	$ 2,000

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Unaudited Interim Financial Statements

The interim financial statements of the Company as of June 30, 2014, and for the period then ended, and cumulative from inception, are unaudited. However, in the opinion of management, the interim financial statements include all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the Company's financial position as of June 30, 2014, and the results of its operations and its cash flows for the period ended June 30, 2014. These results are not necessarily indicative of the results expected for the calendar year ending December 31, 2014. The accompanying financial statements and notes thereto do not reflect all disclosures required under accounting principles generally accepted in the United States. Refer to the Company's audited financial statements as of December 31, 2013, filed with the SEC, for additional information, including significant accounting policies.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. There were no dilutive financial instruments issued or outstanding for the period ended June 30, 2014.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of June 30, 2014 and December 31, 2013, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the period ended June 30, 2014, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of June 30, 2014 and December 31, 2013, and expenses for the periods ended June 30, 2014 and June 30, 2013, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of June 30, 2014, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of June 30, 2014, loans from related parties amounted to $34,738 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

(6) Income Taxes

The provision (benefit) for income taxes for the periods ended June 30, 2014 and 2013 was as follows (assuming a 34% effective tax rate):

	2014	2013
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 2,900	$ 4,102
Change in valuation allowance	(2,900)	(4,102)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of June 30, 2014 and December 31, 2013 as follows:

	2014	2013
Loss carryforwards	$ 13,152	$ 10,252
Less - Valuation allowance	(13,152)	(10,252)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the period ended June 30, 2014 and the year ended December 31, 2013, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of June 30, 2014, the Company had approximately $39,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2034.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years will be closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of June 30, 2014, the Company owed $34,738 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
INDEX TO FINANCIAL STATEMENTS
DECEMBER 31, 2014

REPORT OF REGISTERED INDEPENDENT AUDITORS

To the Board of Directors and Stockholders
of Infeed Medica Corp.:

We have audited the accompanying balance sheet of Infeed Medica Corp. (a Delaware corporation in the development stage) as of December 31, 2014 and 2013, and the related statements of operations, stockholders' equity, and cash flows for the years ended December 31, 2014 and 2013, and from inception (September 10, 2012) through December 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Infeed Medica Corp. as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years ended December 31, 2014 and 2013, and from inception (September 10, 2012) through December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company is in the development stage, and has not established any source of revenue to cover its operating costs. As such, it has incurred an operating loss since inception. Further, as of December 31, 2014, the cash resources of the Company were insufficient to meet its planned business objectives. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
January 26, 2015

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of December 31, 2014	As of December 31, 2013
ASSETS		
Current Assets:		
Deferred offering costs	$ 5,000	$ —
Total current assets	5,000	—
Total Assets	$ 5,000	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Accounts payable and accrued expenses	$ 9,445	$ —
Loans payable - related parties	41,574	30,154
Total current liabilities	51,019	30,154
Total liabilities	51,019	30,154
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 20,000,000 and 0 shares issued and outstanding, respectively	2,000	—
Common stock subscribed	—	2,000
Stock subscriptions receivable	—	(2,000)
(Deficit) accumulated during the development stage	(48,019)	(30,154)
Total stockholders' (deficit)	(46,019)	(30,154)
Total Liabilities and Stockholders' (Deficit)	$ 5,000	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For The Year Ended December 31, 2014	For The Year Ended December 31, 2013	Cumulative From Inception
Revenues	$ —	$ —	$ —
Expenses:			
General & administrative	16,840	6,566	24,806
Research & development	1,025	5,500	23,213
Total expenses	17,865	12,066	48,019
(Loss) from Operations	(17,865)	(12,066)	(48,019)
Other Income (Expense)	—	—	—
Provision for income taxes	—	—	—
Net (Loss)	$ (17,865)	$ (12,066)	$ (48,019)
(Loss) Per Common Share:			
(Loss) per common share - Basic and Diluted	$ (0.00)	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	20,000,000	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed ($0.0001 per share)	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	—	2,000	(2,000)	(30,154)	(30,154)
Common stock issued ($0.0001 per share)	20,000,000	2,000	(2,000)	—	—	—
Payment of stock subscriptions by forgiveness of debt	—	—	—	2,000	—	2,000
Net (loss) for the period	—	—	—	—	(17,865)	(17,865)
Balance - December 31, 2014	20,000,000	$ 2,000	$ —	$ —	$ (48,019)	$(46,019)

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For The Year Ended December 31, 2014	For The Year Ended December 31, 2013	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (17,865)	$ (12,066)	$ (48,019)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Deferred offering costs	(5,000)	—	(5,000)
Accounts payable and accrued liabilities	9,445	—	9,445
Net Cash Used in Operating Activities	(13,420)	(12,066)	(43,574)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	13,420	12,066	43,574
Net Cash Provided by Financing Activities	13,420	12,066	43,574
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ 2,000	$ —	$ 2,000

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. There were no dilutive financial instruments issued or outstanding for the year ended December 31, 2014.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of December 31, 2014 and 2013, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the year ended December 31, 2014, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of December 31, 2014 and 2013, and expenses for the years ended December 31, 2014 and 2013, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End
The Company has adopted a fiscal year end of December 31.
Recent Accounting Pronouncements
In June 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-10, "Development Stage Entities (Topic 915) Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation". This ASU does the following among other things: a) eliminates the requirement to present inception-to-date information on the statements of income, cash flows, and shareholders' equity, b) eliminates the need to label the financial statements as those of a development stage entity, c) eliminates the need to disclose a description of the development stage activities in which the entity is engaged, and d) amends FASB ASC 275, Risks and Uncertainties, to clarify that information on risks and uncertainties for entities that have not commenced planned principal operations is required. The amendments in ASU No. 2014-10 related to the elimination of Topic 915 disclosures and the additional disclosure for Topic 275 are effective for public companies for annual and interim reporting periods beginning after December 15, 2014..

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-15, "Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"). ASU 2014-15 is intended to define managements responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. The amendments in this ASU are effective for reporting periods beginning after December 15, 2016, with early adoption permitted. The Company is currently assessing the impact the adoption of ASU 2014-15 will have on its financial statements.
The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.
(2)Development Stage Activities and Going Concern
The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".
On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent known as the "Baby bottle Medical Dispenser". The United States Patent was granted on April 8 2014 and the number is D702360.
The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of December 31, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.
The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of December 31, 2014, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent
On December 27, 2012, a director and officer assigned a design patent of the Company's product to the Company. The United States Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties
As of December 31, 2014, loans from related parties amounted to $41,574 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock
On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.
The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of December 31, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

(6) Income Taxes
The provision (benefit) for income taxes for the years ended December 31, 2014 and 2013 was as follows (assuming a 34% effective tax rate):

	2014	2013
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 6,074	$ 4,102
Change in valuation allowance	(6,074)	(4,102)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of December 31, 2014 and 2013 as follows:

	2014	2013
Loss carryforwards	$ 16,326	$ 10,252
Less - Valuation allowance	(16,326)	(10,252)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the year ended December 31, 2014 and 2013, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of December 31, 2014, the Company had approximately $48,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income, and expire by the year 2034.
The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.
The Company files income tax returns in the United States. All tax years are closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of December 31, 2014, the Company owed $41,574 to Directors, officers, and principal stockholders of the Company for working capital loans.
As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.
On December 27, 2012, a director and officer assigned a design patent of the Company's product to the Company. The United States Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

Subsequent events were evaluated through January 26, 2015, which is the date the financial statements were available to be issued.
On February 4 ,2015 the current Directors resigned and a new Director was appointed who is the acting CEO and CFO . The new Director will receive 2,000,000 shares of restricted stock for his calendar year 2015 services .

PART II

Information Not Required in Prospectus

Item 24. Indemnification of Directors and Officers

Article XII of our Bylaws provides that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 25. Other Expenses of Issuance and Distribution

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

Nature of Expense	Amount
SEC Registration fee	$ 13
Transfer Agent Fees (Estimated)	1,500
Accounting fees and expenses	10,000
Legal fees and expenses	10,000
Total:	$ 21,513

Item 26. Recent Sales of Unregistered Securities

The following sets forth information regarding all sales of our unregistered securities during the past three years. None of the holders of the Shares issued below have subsequently transferred or disposed of their Shares and the list is also a current listing of the Company's stockholders.

On January 1 2014 , we issued a total of 20,000,000 Shares of our common stock to two individuals, including to our Principal Executive Officer and Treasurer, Secretary , Principal Financial and Accounting Officer. The purchase price for such Shares was equal to their par value, $0.0001 per share, amounting in the aggregate for all 20,000,000 Shares to $2,000. None of these transactions involved any underwriters, underwriting discounts or commissions or any public Offering, and we believe these issuances were exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made in an offshore transaction and only to the following individuals who are all non-U.S. citizens, all in accordance with the requirements of Regulation S of the Securities Act.

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned
Julius Klein	10,000,000
Beth Langsam	10,000,000

Item 27. Undertakings The undersigned registrant hereby undertakes:

(1) To file, during any period, in which offers or sales are being made, a post-effective amendment to this Registration Statement:
(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended;
(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of the Registration Fee" table in the effective Registration Statement; and
(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement (amendment # 3) to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Jerusalem, State of Israel on February 20 2015

Infeed Medica Corp.

Date February 20 2015

By: /s/ David Shechter
David Shechter
President (Principal Executive Officer)
Chief Financial Officer
Internal accounting Officer
Secretary , Treasurer and sole Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement (amendment # 3)has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ David Shechter	David Shechter is authorized to sign our document in the capacity of Principal Accounting and Financial Officer	February 20 2015

Exhibits Table

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Incorporation of the Company
3.2	By-Laws of the Company
3.3	Form of Common Stock Certificate of the Company
5.1	Opinion of Legal Counsel
23.1	Consent of Weinberg and Baer, LLC.
23.2	Consent of legal counsel (see Exhibit 5.1)
99.1	Subscription Agreement
99.2	Verbal (oral) Arrangements with the Company
99.3	Patent Assignment Agreement
99.4	USPTO Patent Assignment
99.5	USPTO Patent Notification

State of Deleware

Secretary of State

Division of Corporations

Delivered 11:41 AM 09/10/2012

FILED :11:30 AM 09/10/2013

SRV 121013201-5210061 FILE

STATE OF DELEWARE

CERTIFICATE OF INCORPORATION

OF

INFEED MEDICA CORP

FIRST The name of this corporation is INFEED MEDICA CORP

SECOND Its registered office in the the State of Deleware is to be located at 113 Barksdale Professional Center Newark Deleware , County of New Castle Zip Code 19711 . The registered agent in charge thereof is Deleware Intercorp.

THIRD The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Deleware

FOURTH The amount of the total stock that this corporation is authorized to issue is 500,000,000 shares of common stock with a par value of $0.0001 per share.

FIFTH The name and mailing address of the incorporator is as follows

EINAT KRASNEY

8 PAAMONI STREET

TEL AVIV 62918

ISRAEL

I THE UNDERSIGNED for the purpose of forming a corporation under the laws of the State Of Deleware do make , file and record this Certificate , and do hereby certify that the facts herein stated are true and I have accordingly hereunto executed this Certificate this 9TH Day of SEPTEMBER 2012

By: /s/ EINAT KRASNEY
Title Incorporator

INFEED MEDICA CORP

BY-LAWS

* * * * *

A Delaware Corporation

ARTICLE I

OFFICES

Section 1

The registered office of the Corporation in the State of Delaware shall be located in the City and State designated in the Certificate of Incorporation.

Section 2

The corporation may also have offices at such other places both within and without the state of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

ANNUAL MEETINGS OF SHAREHOLDERS

Section 1

All meetings of shareholders for the election of directors shall be held at such time and at such place, either within or without the State of Delaware, as may be fixed from time to time by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Article IV, Section 6 of these Bylaws. Unless directors are elected by written consent in lieu of an annual meeting as permitted by Article IV, Section 5 of these Bylaws, an annual meeting of the stockholders for the election of the directors shall be held on a date and a time as shall be designated by the Board of Directors and stated in the notice of the meeting. Any other proper business may be transacted at the annual meeting.

Section 2

Written or printed notice of the annual meeting stating the place, date and hour of the meeting shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

Section 3

The officer who has charge of the stock ledger of the corporation shall prepare and make, or cause a third party to prepare and make, at least 10 days before every meeting of the 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.

ARTICLE III

SPECIAL MEETINGS OF SHAREHOLDERS

Section 1

Special meetings of shareholders may be held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president(if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting.

Section 3

Written or printed notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by, or at the direction of, the chairman or the president or vice president, to each shareholder of record entitled to vote at such meeting. The notice should also indicate that it is being issued by, or at the direction of, the person calling the meeting.

Section 4

The business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

Section 5

After fixing a record date for a meeting, the officer who has charge of the stock ledger of the Corporation, shall prepare an alphabetical list of the names of all its shareholders entitled to notice of the meeting, arranged by voting group with the address of and the number, class, and series, if any, of shares held by each shareholder. The stock ledger shall be the only evidence as to who are the shareholders entitled to examine the stock ledger, the list required by Section 219 of the Delaware General Corporation Law or the books of the Corporation, or to vote in person or by proxy at any shareholders' meeting.

ARTICLE IV

QUORUM AND VOTING OF STOCK

Section 1

The holders of a majority of the shares of stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall 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 30 day, 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 at the meeting as provided in Section 3 of Article III.

Section 2

If a quorum is present, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the shareholders, unless the vote of a greater or lesser number of shares of stock is required by law or the certificate of incorporation.

Section 3

Each outstanding share of stock having voting power shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact.

Section 4

The Board of Directors in advance of any shareholders' meeting may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and, on the request of any shareholder entitled to vote there-at, shall appoint one or more inspectors. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

Section 5

Unless otherwise provided in the certificate of incorporation, any action required to be taken at an annual meeting or special meeting of the stockholders of the corporation, or any action which may be taken at any annual meeting or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent or consents 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 to the corporation by delivery to its registered office in Delaware, to its principal place of business, or to an officer or agent of the corporation having custody of the book in which proceedings of meetings are recorded.

Section 6

Unless otherwise restricted in the certificate of incorporation or these Bylaws, the Board of Directors may in its sole discretion permit stockholders to participate in meetings of stockholders by means of remote communication and shall be deemed present in person and permitted to vote at such meeting, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present in person and permitted to vote at such meeting by means of remote communication is a stockholder, (ii) the corporation shall implement reasonable measures to provide such stockholders a reasonable opportunity to participate in such meeting and to vote on matters submitted to the stockholders, and (iii) if any stockholder votes or takes action at such meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

ARTICLE V

DIRECTORS

Section 1

The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders.

Section 2

Any or all of the directors may be removed, with or without cause, at any time by the vote of the shareholders at a special meeting called for that purpose. Any director may be removed for cause by the action of the directors at a special meeting called for that purpose. If elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire Board or the entire class of directors of which he is a member were then being elected. If the director being removed was elected by the holders of the shares of any class or series he cannot be removed by the directors and may be removed only by the applicable vote of the holders of shares of that class or series, voting as a class.

Section 3

Unless otherwise provided in the certificate of incorporation, newly created directorships resulting from an increase in the Board of Directors and all vacancies occurring in the Board of Directors, including vacancies caused by removal without cause, may be filled by the affirmative vote of a majority of the Board of Directors, however, if the number of directors then in office is less than a quorum then such newly created directorships and vacancies may be filled by a vote of a majority of the directors then in office. A director elected to fill a vacancy shall hold office until the next meeting of shareholders at which election of directors is the regular order of business, and until his successor shall have been elected and qualified. A director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 4

The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the shareholders.

Section 5

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1

Meetings of the Board of Directors, regular or special, may be held either within or without the State of Delaware.

Section 2

The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the directors. In the event that such meeting is not held at such time, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 3

Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

Section 4

Special meetings of the Board of Directors may be called by the chairman or the president on one (1) days notice to each director personally or by mail, or on two (2)days notice to each director by telegram, telefax, telecopier or telephone; special meetings shall be called by the chairman, the president or secretary in like manner and on like notice on the written request of two directors.

Section 5

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6

A majority of the directors shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by the certificate of incorporation. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the certificate of incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7

Unless the certificate of incorporation provides otherwise, any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 8

Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, may participate in a meeting of the Board of Directors or any committee by means of conference telephone or any other communications equipment by means of which all persons participating in a meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1

The Board of Directors, by resolution adopted by a majority of the entire board, may designate, from among its members, one or more committees, each consisting of one or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the board, except as otherwise required by law.

Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the board when required.

ARTICLE VIII

NOTICES

Section 1

Whenever, under the provisions of the statutes or of the certificate of incorporation or of these Bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by electronic transmission when such director or stockholder has consented to the delivery of notice in such form or in writing by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice given by electronic transmission shall be deemed given: (a if by facsimile telecommunication, when directed to the number at which a stockholder or director has consented to receive notice; (by) if by electronic mail, when directed to an electronic mail address at which a stockholder or director has consented to receive notice to directors may also be given by telegram, telefax, telecopier or telephone.

Section 2

Whenever any notice of a meeting is required to be given under the provisions of the statutes or under the provisions of the certificate of incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

OFFICERS

Section 1

The officers of the corporation shall be chosen by the Board of Directors and shall be a president, a secretary and a treasurer. The Board of Directors in its discretion may also elect a Chairman of the board of directors. The Board of Directors may also choose one or more vice-presidents, and one or more assistant secretaries and assistant treasurers.

Section 2

The Board of Directors at its first meeting after each annual meeting of shareholders shall choose a president, a secretary and a treasurer, none of whom need be a member of the board. Any two or more offices may be held by the same person, except the offices of president and secretary. Notwithstanding the above, when all the issued and outstanding stock of the corporation is owned by one person, such person may hold all or any combination of offices.

Section 3

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

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

Section 5

The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

CHAIRMAN OF THE BOARD OF DIRECTORS

Section 6

The Chairman of the Board of Directors shall be a director and shall preside at all meetings of the Board of Directors at which he shall be present, and shall have such power and perform such duties as may from time to time be assigned to him by the Board of Directors.

THE PRESIDENT

Section 7

The president shall be the chief executive officer of the corporation, shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board of Directors, the Board of Directors shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. He shall have the power to call special meetings of the stockholders or of the Board of Directors or of the Executive Committee at any time.

Section 8

The President shall execute bonds, mortgages and other contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

THE VICE-PRESIDENTS

Section 9

The vice-president or, if there shall be more than one, the vice-presidents in the order determined by the board of directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARIES

Section 10

The secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be.

Section 11

The assistant secretary or, if there be more than one, the assistant secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE TREASURER AND ASSISTANT TREASURERS

Section 12

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 13

He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 14

If required by the Board of Directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 15

The assistant treasurer, or, if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE X

CERTIFICATES FOR SHARES

Section 1

The shares of the corporation shall be represented by certificates signed by the chairman or vice-chairman of the board or the president or a vice-president and the secretary or an assistant secretary or the treasurer or an assistant treasurer of the corporation. When the corporation is authorized to issue shares of more than one class there shall be set forth upon the face or back of the certificate, or the certificate shall have a statement that the corporation will furnish to any shareholder upon request, the designation, relative rights, preferences and limitations of each such series so far as the same have been fixed and the authority of the board of directors to designate and fix the relative rights, preferences and limitations of other series.

Section 2

The signatures of the officers of the corporation upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of issue.

LOST CERTIFICATES

Section 3

The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

TRANSFERS OF SHARES

Section 4

Upon surrender to the corporation or the transfer agent of the corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto, and the old certificate cancelled and the transaction recorded upon the books of the corporation.

FIXING RECORD DATE

Section 5

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of any meeting nor more than sixty days prior to any other action. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board fixes a new record date for the adjourned meeting.

REGISTERED SHAREHOLDERS

Section 6

The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

LIST OF SHAREHOLDERS

Section 7

A list of shareholders as of the record date, certified by the corporate officer responsible for its preparation or by a transfer agent, shall be produced at any meeting upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list of shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

ARTICLE XI

GENERAL PROVISIONS

DIVIDENDS

Section 1

Subject to the provisions of the certificate of incorporation relating thereto, if any, dividends may be declared by the Board of Directors at any regular or special meeting, pursuant to law.

Dividends may be paid in cash, in shares of the capital stock or in the corporation's bonds or its property, including the shares or bonds of other corporations subject to any provisions of law and of the certificate of incorporation.

Section 2

Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

CHECKS

Section 3

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

FISCAL YEAR

Section 4

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XII

INDEMNIFICATION

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1

The corporation shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware as the same now exists or may hereafter be amended, indemnify any person against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation. For purposes of this Section 1, a "director" or "officer" of the corporation shall mean any person (i) who is or was a director or officer of the corporation, (ii) who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

The corporation shall be required to indemnify a director or officer in connection with an action, suit, or proceeding (or part thereof) initiated by such director or officer only if the initiation of such action, suit, or proceeding (or part thereof) by the director or officer was authorized by the Board of Directors of the corporation.

The corporation shall pay the expenses (including attorney's fees) incurred by a director or officer of the corporation entitled to indemnification hereunder in defending any action, suit or proceeding referred to in this Section 1 in advance of its final disposition; provided, however, that payment of expenses incurred by a director or officer of the corporation in advance of the final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should ultimately be determined that the director of officer is not entitled to be indemnified under this Section 1 or otherwise.

The rights conferred on any person by this Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the corporation's Certificate of Incorporation, these Bylaws, agreement, vote of the stockholders or disinterested directors or otherwise.

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

INDEMNIFICATION OF OTHERS

Section 2

The corporation shall have the power, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware as the same now exists or may hereafter be amended, to indemnify any person (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding, in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was an employee or agent of the corporation. For purposes of this Section 2, an "employee" or "agent" of the corporation (other than a director or officer) shall mean any person (i) who is or was an employee or agent of the corporation, (ii) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

INSURANCE

Section 3

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or 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 any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the General Corporation Law of Delaware.

ARTICLE XIII

AMENDMENTS

These by-laws may be amended or repealed or new by laws may be adopted at any regular or special meeting of shareholders at which a quorum is present or represented, by the vote of the holders of shares entitled to vote in the election of any directors, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting.

ARTICLE XIII

No contract or transaction shall be void or void-able if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are Directors or Officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction or his/her votes are counted for such purpose, if:

(a)the material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b)the material facts as to his/her relationship or relationships or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c)the contract or transaction is fair as to the Corporation as of the time its is authorized, approved or ratified, by the board of directors, a committee or the shareholders. Such interested directors may be counted when determining the presence of a quorum .at the board of directors or committee meeting authorizing the contract or transaction

NUMBER
CERT.9999

INFEED MEDICA CORP.

SHARES
**********9,000,000**********

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
$0.0001 PAR VALUE COMMON STOCK

COMMON STOCK
CUSIP 999999ZZ9

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION *

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF
INFEED MEDICA CORP.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: MAY 15, 2014

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

By: AUTHORIZED SIGNATURE

Chief Executive Officer

Chief Financial Officer

LAW OFFICES OF
HAROLD P. GEWERTER, ESQ., LTD.

Harold P. Gewerter, Esq.
Elaine A. Dowling, Esq.

February 20, 2015

Board of Directors
Infeed Medica Corp.

Re: Registration Statement on Form S-1 for Infeed Medica Corp., a Delaware corporation (the "Company")

Dear Ladies and Gentlemen:

I have acted as counsel to the company in regards to the above referenced filing. This opinion is submitted pursuant to the applicable rules of the Securities and Exchange Commission with respect to the registration of 10,000,000 shares for direct public sale of the Company's common stock, $0.0001 par value, to be sold by the issuer.

In connection therewith, I have examined and relied upon original, certified, conformed, Photostat or other copies of the following documents:

i. The Certificate of Incorporation of the Company;

ii. The Registration Statement and the Exhibits thereto; and

iii. Such other documents and matters of law, as I have deemed necessary for the expression of the opinion herein contained.

In all such examinations, I have assumed the genuineness of all signatures on original documents, and the conformity to the originals or certified documents of all copies submitted to me as conformed, Photostat or other copies. As to the various questions of fact material to this opinion, I have relied, to the extent I deemed reasonably appropriate, upon representations or certificates of officers or directors of the Company and upon documents, records and instruments furnished to me by the Company, without verification except where such verification was readily ascertainable.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 - Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

Based on the foregoing, I am of the opinion that the Shares will upon the effectiveness of the registration and the issuance of the shares be duly and validly issued, duly authorized and will be fully paid and non-assessable.

This opinion is limited to federal and Delaware law, including all applicable statutory provisions of the law and the reported judicial decisions interpreting such laws, as in effect on the date of the effectiveness of the registration statement, exclusive of state blue-sky laws, rules and regulations, and to all facts as they presently exist.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of my name under the caption "Legal Matters " in the prospectus comprising part of the Registration Statement.

Sincerely yours,

HAROLD P. GEWERTER, ESQ., LTD.

/s/: Harold P. Gewerter
Harold P. Gewerter, Esq.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 - Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

Weinberg & Baer LLC
115 Sudbrook Lane, Baltimore, MD 21208
Phone (410) 702-5660

Mr.David Schwartz
Infeed Medica Corp.

Dear Mr. Klein:

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation in the Registration Statement (amendment # 3) of Infeed Medica Corp. on Form S-1 of our report on the financial statements of the Company as its registered independent auditor dated July 6, 2014, as of and for the periods ended December 31, 2013 and 2012 and from inception to December 31, 2013, and on our report dated January 26, 2015, as of and for the periods ending December 31, 2014 and 2013 and from inception to December 31, 2014. We further consent to the reference to our firm in the section on Experts.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
February 20, 2015

INFEED MEDICA

Subscription Agreement

INFEED MEDICA

Attention: Mr. Shechter

Re: Prospectus, dated _____

Dear Mr. Shechter

The undersigned investor in this Subscription Agreement hereby acknowledges receipt of the prospectus, dated _____ , of INFEED MEDICA CORP a Delaware Corporation, (the *"Prospectus"* and the *"Company"*), and subscribes for the following number of shares upon the terms and conditions set forth in the Prospectus.

The Investor agrees that this Subscription Agreement is subject to availability and acceptance by the Company.

The Investor hereby subscribes for _____ shares of the Company's common stock (*"Common Stock"*) at $0.01 per share, for an aggregate purchase price of $_____.

Payment of $_____ as payment in full of the purchase price is being made via check/Wire transfer directly to INFEED MEDICA CORP

If this subscription is rejected by the Company, in whole or in part, for any reason, all funds will be returned within three business days of the Company's receipt such funds, without interest or deduction of any kind.

_____

Purchaser Information:

_____

Printed Name:

_____

Signature;

_____

Date:

_____

Address:

_____

the foregoing Subscription is hereby accepted in full on behalf of INFEED MEDICA CORP

_____ Date
INFEED MEDICA CORP

By:

David Shechter

_____

ORAL ARRANGEMENTS WITH THE COMPANY

(1 Lease Arrangement

The Company has an oral arrangement with the Director for the use of the Home for current operations which are minimal at no cost until the Company will raise funds pursuant to its registration Statement at which time the Company shall seek other office space for rental .The Company intends to file a copy of any new written lease agreements (with consideration) accordingly, when applicable in its future periodic report filings.

(2 Loan Agreements

The Company has oral arrangements with its Directors who will and have agreed to equally fund the current minimum required funds (Interest free) needed to meet the minimum ongoing operations of the Company for a period of not less than the following twelve months .

ASSIGNMENT

I Jonathan Shenker (hereafter referred to as Assignor) have invented a BABY BOTTLE DESIGN for administering medicine to Infants . (Hereafter Assignor)

And Wheras INFEED MEDICA CORP (hereafter referred to as Assignee) a corporation organized and existing under the laws of Deleware having a place of business at 113 Barksdale Newark 19711 USA is desirious of acquiring an interest in any and all countries , in and to the Invention , and all Patents to be obtained therefore;

Now Therefore to all whom it may concern be it known that for good value consideration , (consideration defined in Exhibit A) the receipt of which is hereby acknowledged we the assignors have assigned and transferred and hereby assign and transfer unto ASSIGNEE , the entire right , title and interest in and to the INVENTION and any and all Patents that may be issued therefrom in any and all countries including and and all revivals refilling , continuations , continuations in part divisions and reissues thereof to ASSIGNEE and we do hereby agree that we all execute all papers necessary in connection with any and all patent applications when called upon to do so by Assignee fully assign and that we will at the cost and expense of ASSIGNEE fully assist and cooperate in all matters in connection with any and all patent applications and patents issuing thereon.

The Undersigned declare that all statements made herein of this own knowledge are true and that all statements made on information and belief and further that these statements were made with the knowledge that willful false statements and like so made are punishable by and imprisonment , or both under section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of any Patent issuing thereon.

Date December 27 2012

/S/ Jonathan Shenker
Jonathan Shenker
Assignor

Exhibit A (Consideration)
10% of all future gross proceeds from the sale and / or licensing of the Design Patent Product .

UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

APRIL 9, 2013

PTAS

AVERY N. GOLDSTEIN, PH.D.
BLUE FILAMENT LAW PLLC
450 N. OLD WOODWARD AVENUE, FIRST FLOOR
BIRMINGHAM, MI 48009

502302358

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT RECORDATION BRANCH OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE ASSIGNMENT RECORDATION BRANCH AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT RECORDATION BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 04/08/2013
REEL/FRAME: 030169/0663
NUMBER OF PAGES: 2

BRIEF: ASSIGNMENT OF ASSIGNORS INTEREST (SEE DOCUMENT FOR DETAILS).

DOCKET NUMBER: APPB-115DES

ASSIGNOR:
SHENKER, JONATHAN
DOC DATE: 12/27/2012

ASSIGNEE:
INFEED MEDICA CORP.
113 BARKSDALE
NEWARK, DELAWARE 19711

APPLICATION NUMBER: 29441687
FILING DATE: 01/08/2013
PATENT NUMBER:
ISSUE DATE:
TITLE: BABY BOTTLE

ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office
Address: COMMISSIONER FOR PATENTS
P.O. Box 1450
Alexandria, Virginia 22313-1450
www.uspto.gov

APPLICATION NO.	ISSUE DATE	PATENT NO.	ATTORNEY DOCKET NO.	CONFIRMATION NO.
29/441,687	04/08/2014	D702360	AIPE-115DES	9486

13173 7590 03/19/2014

Blue Filament Law
450 North Old Woodward
First Floor
Birmingham, MI 48009

ISSUE NOTIFICATION

The projected patent number and issue date are specified above.

Determination of Patent Term Extension or Adjustment under 35 U.S.C. 154 (b)

Design patents have a term measured from the issue date of the patent and the term remains the same length regardless of the time that the application for the design patent was pending. Since the above-identified application is an application for a design patent, the patent is not eligible for Patent Term Extension or Adjustment under 35 U.S.C. 154(b).

Any questions regarding the Patent Term Extension or Adjustment determination should be directed to the Office of Patent Legal Administration at (571)-272-7702. Questions relating to issue and publication fee payments should be directed to the Application Assistance Unit (AAU) of the Office of Data Management (ODM) at (571)-272-4200.

APPLICANT(s) (Please see PAIR WEB site http://pair.uspto.gov for additional applicants):

Jonathan Shenker, Jerusalem, ISRAEL;

UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

APRIL 9, 2013

PTAS

AVERY N. GOLDSTEIN, PH.D.
BLUE FILAMENT LAW PLLC
450 N. OLD WOODWARD AVENUE, FIRST FLOOR
BIRMINGHAM, MI 48009

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RECORDATION DATE: 04/08/2013

REEL/FRAME: 030169/0663
NUMBER OF PAGES: 2

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DOCKET NUMBER: APPE-115DES

ASSIGNOR:
SHENKER, JONATHAN

DOC DATE: 12/27/2012

ASSIGNEE:
INFEED MEDICA CORP.
113 BARKSDALE
NEWARK, DELAWARE 19711

APPLICATION NUMBER: 29441667
PATENT NUMBER:
TITLE: BABY BOTTLE

FILING DATE: 01/08/2013
ISSUE DATE:

ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
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29/441,687	04/08/2014	D702360	APPE-115DES	9486

13173 7590 02/19/2014

Blue Filament Law
450 North Old Woodward
First Floor
Birmingham, MI 48009

ISSUE NOTIFICATION

The projected patent number and issue date are specified above.

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Design patents have a term measured from the issue date of the patent and the term remains the same length regardless of the time that the application for the design patent was pending. Since the above-identified application is an application for a design patent, the patent is not eligible for Patent Term Extension or Adjustment under 35 U.S.C. 154(b).

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APPLICANT(s) (Please see PAIR WEB site http://pair.uspto.gov for additional applicants):

Jonathan Shenker, Jerusalem, ISRAEL;

NUMBER
CERT.9999

INFEED MEDICA CORP.

SHARES
**********9,000,000**********

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
$0.0001 PAR VALUE COMMON STOCK

COMMON STOCK
CUSIP 999999ZZ9

THIS CERTIFIES THAT * SPECIMEN *

Is The Owner of * NINE MILLION *

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

INFEED MEDICA CORP.

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Dated: MAY 15, 2014

COUNTERSIGNED AND REGISTERED:
VSTOCK TRANSFER, LLC
Transfer Agent and Registrar

By:_____
AUTHORIZED SIGNATURE

Chief Executive Officer

Chief Financial Officer

February 20 2015

Dear
Russell Mancuso

We are in receipt of your letter dated October 8 2014 in regards to comments on the S1/a #2 registration Statement filed on September 23 2014 and present to you our responses accordingly as follows:

Re: Infeed Medica Corp.
Amendment No. 2 to Registration Statement on Form S-1
Filed September 23, 2014
File No. 333-197553

Prospectus Cover

1. **We note your disclosure in response to prior comment 1 that you will need to raise "$60,000 starting from when the offering is completed..." If you need to raise that amount starting when the offering is completed, the amount you need to raise from this offering remains unclear. Also, your added disclosure here about the offering being completed "approximately 3 months after effectiveness of the S1" appears to be inconsistent with your disclosure elsewhere regarding a 180-day offering period with a possible 90-day extension; please clarify. Ensure that your disclosure here and throughout your document where you refer to time periods related to your cash needs - such as on pages 7 and 8 - states clearly when the periods begin.**

We have revised the paragraph on the prospectus cover to better explain the $60,000 is to be raised from when the S1 is effective during the 180 day period and also explained the $60,000 is gross proceeds and will enable the Company to continue for twelve months from when the funds are raised and the raise of $80,000 discussed later in the Offering will enable the Co to stay in Business and start manufacturing .On page 26 the raise of $60,000 has also been explained as GROSS offering.

Risk Factors, page 6

2. **We note that your response to prior comment 3 does not address the extent of the restrictions in Rule 144(i) or the Form S-8 and Form 8-K issues mentioned in comment 1 of our letter to you dated August 18, 2014. We urge you to carefully consider the materiality of any risk as mentioned in the last sentence of comment 3 of our letter to you dated September 11, 2014, and we remind you of the acknowledgements mentioned at the end of this letter that must accompany any request to accelerate the effective date of this registration statement.**

Response

The Company acknowledges that if the Courts would argue that the Company is a SHELL Company the company would be unable to utilize Form s-8 which will limit possible avenues of compensation and that in the event of an event which renders the company not a shell company additional disclosure will be required in an 8k under section 5.06.

Due to the possible necessity, page 16

3 **.We note your equivocal disclosure about government regulations that "may or may not" be applicable and the "possible" need to consider government regulation. The extent and reason for the uncertainty is unclear given your disclosure on page 23. Please revise to clarify, and ensure that an appropriate section of your document provides definitive disclosure to the extent required by Regulation S-K Item 101(h)(4)(viii) and (ix).**

Response

We have revised the risk factor that the patented product will be subject to Government Regulations and Approvals . All the regulations and approvals are clearly discussed later in the prospectus under **"Existing or Probable Government Regulations."**

Dilution, page 19

4. **While we acknowledge your response to prior comment 7, the disclosures of the dilution percentage to new investors in the offering continue to be mathematically inaccurate. The disclosure should calculated as the difference between the $0.01 per share offering price and the net book value per share after the offering divided by the $0.01 offering price with the result expressed as a percentage. For instance, in the 4 million shares sold scenario, if a new investor pays $0.01 per share and the net tangible book value per share after the offering is $(0.0008) it is reasonably apparent that the percentage dilution is 108%. Further, at the 6 million shares sold scenario, if net tangible book value per share after the offering is $0.0001, it is reasonably apparent that a new investor has been diluted 99% from the $0.01 per share invested. Similarly, dilution at 8 million and 10 million shares sold scenarios appears to be 92% and 86%, respectively. Please revise as appropriate.**

Response

The Dilution table has been revised to calculate Dilution as of December 31 2014 and has also corrected the above percentages accordingly .

5. **If the third-to-last line in this table represents an increase per share to existing shareholders as you disclose, revise to remove the parenthesis so that the increases are appropriately expressed as positive numbers.**

Response

The apprentices have been erased accordingly

Intellectual Property, page 21

6. **We note your response to prior comment 8; however, it is unclear how your disclosure throughout your prospectus regarding a patent related to a "medicinal dispenser" permits investors to draw appropriate conclusions regarding the scope of your patent if the patent itself claims an ornamental design for a baby bottle, not a medical product. Please revise throughout your prospectus or advise.**

Response

The Company has revised the paragraph in the heading , Our Company and later on in the prospectus to better explain the concept of Ornamental and has also explained in the paragraph the correlation between Ornamental and the design patent to be used as a medicine dispenser.

Plan of Distribution, page 36

7. **Please revise your disclosure throughout your document so that it is consistent with your response to prior comment 12. For example, we note that your prospectus cover and page 37 continue to indicate that Mr. Klein will be participating in the transaction.**

Response

We have revised the prospectus cover page and page 37 to concur that the Offering will be conducted by the new Director , Mr David Shechter .Please see also the caption of Directors .

Undertakings, page 43

8. **We note your response to prior comment 13. The undertaking required by Regulation S-K Item 512(a)(5)(ii) should be included with your filing; however, that undertaking should not be presented as part of the list in Item 512(a)(6).**

Response

It has been included accordingly

Please note the S1 has been updated with the December 31 2014 audited Financial Statements and the related financial data in the prospectus accordingly.\

Please do not hesitate to contact us for further queries

/s/ David Shechter
CEO/CFO

UNITED STATES OF AMERICA

SECURITIES AND EXCHANGE COMMISSION

ATTESTATION

I HEREBY ATTEST

that:

Attached is a copy of Amendment No.4 to Form S-1, registration statement, received in this Commission on March 26, 2015, under the name of INFEED MEDICA CORP., File No. 333-197553, pursuant to the provisions of the Securities Act of 1933.

on file in this Commission

01/26/2017

Date

Mills, Larry

Digitally signed by Mills, Larry
DN: dc=GOV, dc=SEC, dc=AD, ou=Common, ou=Metro DC, ou=OSO, ou=Employee, cn=Mills, Larry, email=MillsL@SEC.GOV
Date: 2017.01.26 17:11:55 -05'00'

Larry Mills, Records & Information Management Specialist

It is hereby certified that the Secretary of the U.S. Securities and Exchange Commission, Washington, DC, which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission and was such official custodian at the time of executing the above attestation, and that he/she, and persons holding the positions of Deputy Secretary, Assistant Director, Records Officer, Branch Chief of Records Management, Records and Information Management Specialist, and the Program Analyst for the Records Officer, or anyone of them, are authorized to execute the above attestation.

For the Commission

Brent J. Fields

Secretary

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND IS SUBJECT TO COMPLETION AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

TABLE OF CONTENTS

Prospectus Summary

The following summary highlights selected material information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "Risk Factors" section, the financial statements, and the notes to the financial statements.

Our Company

We were incorporated in Delaware on September 10, 2012 and are a development stage company. A patented bottle-like Infant Dispenser was designed in a shape that is familiar to infants and their caregivers. The company was granted US Design Patent # D702360 and , in recognition of our design for an Infant Dispenser. The US Patent was issued on April 8 2014.The Patent was designed to be ornamental and was called an ornamental design which in essence is a miniature baby bottle which is designed to be held comfortable by the infant. . The Baby Bottle was not called a Medical Dispenser but its design and purpose and marketing was and is for the dispensing of medicine . Its ornamental design is to make it comfortable for the Baby / Infant to hold the Bottle and a nice design to for marketing the product accordingly

The original inventor was Jonathan Shenker a former Officer of the Company who assigned to the Company all rights and title of the design invention in exchange of 10% of future royalties from the gross proceeds and / or sale of the product .The patent invention application was assigned on December 27 2012 to the Company whereby the Design Patent was granted on April 8 2014

See Exhibits 99.2/99.3/99.4 for the assignment agreement , the assignment in the USPTO and the Grant of the design Patent by the USPTO.

The invention for which the Design Patent was issued, is intended to be marketed to assist parents and caregivers when they need to give an infant medication orally. By providing the medication in a familiar dispenser, we believe the child is more likely to take the medication and benefit. We have developed a prototype of our baby bottle dispenser and are at the stage where we are ready to contract with an independent manufacturer to manufacture and market our product.

We plan to manufacture and market the infant dispenser thru third party independent manufacturers and marketing consultants while working with established manufacturers and/or marketing agencies who are already familiar with the field of manufacturing baby bottles and similar items for infants and toddlers.

Our principal offices are located at DAVID SHECHTER , MOSHAV BET MEIR , HAREI YEHUDAH 90865 Our telephone number is 972-52-618-6828. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

All references to "we," "us," "our," or similar terms used in this prospectus refer to Infeed Medica Corp. Our fiscal year ends on December 31.

Our auditors have issued an audit opinion which includes a statement describing our going concern status. Our financial status creates substantial doubt whether we will be able to continue as a going concern. Investors should note that we have not generated any revenues to date, and that we do not yet have any products available for sale.

As of December 31 2014, we had no cash and will need to raise additional capital, above the funds raised pursuant to this Offering within the next twelve months, whether or not we are able to sell the maximum number of Shares. The Company has no full time employees and our two current officers/directors intend to devote approximately ten - twenty hours per week to the business activities of the Company.

A Cautionary Note on Forward-Looking Statements

This prospectus contains forward-looking statements which relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors," that may cause our or our industry's actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Selected Summary Financial Data

This table summarizes our operating and balance sheet data as of the periods indicated. You should read this summary financial data in conjunction with the "Plan of Operations" and our financial statements and notes thereto included elsewhere in this prospectus.

	(September 10, 2012) Through (December 31 2014)
Statement of Operations:	
Total revenues	$ —
Total operating expenses	$ 48,019
(Loss) from operations	$ (48,019)
Net (loss)	$ (48,019)
(Loss) per common share	$ (0.00)
Weighted average number of common Shares outstanding - Basic and diluted	20,000,000

2. **We expect to incur operating losses in the next twelve months because we have no plan to generate revenues unless and until we successfully find manufacturers and marketing agencies to begin the design, manufacturing and marketing of our Infant Dispenser.**

We have never generated revenues. We intend to manufacture and market our Design Patent D702360 for an Infant Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow liquids and medication. We own the right to exploit the Design Patent concept and design. However, our Infant Dispenser is not currently available for sale and will not generate any income until we are successfully able to manufacture the product and bring it to market and until it successfully begins to sell. Until that happens, we expect to incur operating losses over the next twelve months because we have no source of revenues unless and until we are successful in finding one or more manufacturers and one or more advertising agencies. We cannot guarantee that we will ever be successful in manufacturing and marketing a product based on our Design Patent on agreeable and profitable terms to generate revenues in the future. We recognize that if we are unable to generate revenues, we will not be able to earn profits or continue operations. We can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

3. **We do not have sufficient cash to fund our operating expenses for the next twelve months, and we will require additional funds through the sale of our common stock, which requires favorable market conditions and interest in our activities by investors. We may not be able to sell our common stock and funding may not be available for continued operations.**

We have no cash on hand to fund our ongoing administrative and operating expenses or our proposed marketing and promotion campaign for the next twelve months. Because we do not expect to have any cash flow from operations within the next twelve months, we will need to raise additional capital, which may be in the form of loans from current stockholders and/or from public and private equity Offerings. Our current new Director has however committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present. As he has only committed verbally the arrangement may not be legally binding and if therefore he is unable to fund the Company we will need to access capital elsewhere. Our ability to access capital will depend on our success in implementing our business plan. It will also depend upon the status of the capital markets at the time such capital is sought. Should sufficient capital not be available, the implementation of our business plan could be delayed and, accordingly, the implementation of our business strategy would be adversely affected. If we are unable to raise additional funds in the future, and / or our two Directors will not fund the Company, we may have to cease all substantive operations within a period of no longer than six months. In such event it would not be likely that investors would obtain a profitable return on their investment or a return of their investment at all.

4. **Our auditors have expressed substantial doubt about our ability to continue as a going concern.**

Our audited financial statements for the period from September 10, 2012, through December 31 , 2014, were prepared using the assumption that we will continue our operations as a going concern. We were incorporated on September 10, 2012, and do not have a history of earnings. As a result, our independent accountants in their audit report have expressed substantial doubt about our ability to continue as a going concern. Continued operations are dependent on our ability to complete equity or debt financing activities or to generate profitable operations. Such capital formation activities may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. Nevertheless our affiliates have committed to fund the minimum necessary operating expenses of the Company for a period of no less than twelve months from present.(See above risk factor 3)

9. **We are a small company with limited resources and we do not yet have any manufacturers or marketing agencies interested in working with us to bring our Infant Dispenser to market. Further, we cannot confirm that manufacturer or marketing agency that does sign an agreement with our company can compete effectively and increase market share.**

Current and potential competitors already developing, manufacturing, and marketing protective coverings and similar products have operating histories and name recognition, and a base of distributors and customers. As a result, these competitors have credibility with potential distributors and customers. Since we have not yet started to market our Infant Dispensers, it is not possible to know whether any manufacturer and/or marketing agency with which we close a deal can successfully compete against more established corporations with operating histories, name recognition and established distributors and customers. It is possible that these competitors also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion, and sale of their products and services than Infeed Medica can. Infeed Medica may not have sufficient resources to make their investment profitable and may not be able to properly develop, manufacture or market our Design Patent concept in light of the competition. This inability might, in turn, cause our business to suffer and restrict our profitability potential.

10. **Changing consumer preferences may negatively impact our business.**

The Company's success is dependent upon our ability to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. Consumer preferences with respect to such devices are difficult to predict. As a result of changing consumer preferences, we cannot assure you that our product will achieve customer acceptance, or that it will continue to be popular with consumers for any significant period of time, or that new products will achieve an acceptable degree of market acceptance, or that if such acceptance is achieved, it will be maintained for any significant period of time. The failure of a product based on our design patent to achieve and sustain market acceptance and to produce acceptable margins could have a material adverse effect on our financial condition and results of operations.

11. **Because our Director and officer has no/ minimal experience in running a company that licenses rights to an Infant Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow medication, they may not be able to successfully operate such a business which could cause you to lose your investment.**

We are a development stage company and we intend to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. David Shechter our current Director and Officer, has effective control over all decisions regarding both policy and operations of our Company with no oversight from other management. Our success is contingent upon the ability of these individuals to make appropriate business decisions in these areas. However, our Directors and Officers have no/minimal experience in operating a company related to the development, manufacturing and marketing of an Infant Dispenser with a familiar nipple attached to it to encourage the infant to more easily drink and swallow liquids and medication.. It is possible that this lack of relevant operational experience could prevent us from becoming a profitable business and hinder an investor from obtaining a return on his investment in us.

12. a) **Because our Officer/Director has other outside business activities and will only be devoting up to 20% of his time to our operations, our operations may be sporadic which may result in periodic interruptions or suspensions of our business activities.**

Our Director and officer are only engaged in our business activities on a part-time basis. This could cause the officers a conflict of interest between the amount of time they devote to our business activities and the amount of time required to be devoted to their other activities. . Subsequent to the completion of this Offering, we intend to increase our business activities in terms of development, marketing and sales. This increase in business activities may require that either our Directors or our Officers engage in our business activities on a full-time basis or that we hire additional employees; however, at this time, we do not have sufficient funds to pursue either option. Furthermore, we do not have any employment agreements with our Director and, as a resulthe has no formal obligation or commitment to provide any particular amount of time on the Company's affairs.

16. **Since all of our officers and Directors are located in Israel, any attempt to enforce liabilities upon such individuals under the U.S. securities and bankruptcy laws may be difficult.**

In accordance with the Israeli Law on Enforcement of Foreign Judgments, 5718-1958, and subject to certain time limitations (the application to enforce the judgment must be made within five years of the date of judgment or such other period as might be agreed between Israel and the United States), an Israeli court may declare a foreign civil judgment enforceable if it finds that:

- the judgment was rendered by a court which was, according to the laws of the State in which the court is located, competent to render the judgment;
- the judgment may no longer be appealed;
- the obligation imposed by the judgment is enforceable according to the rules relating to the enforceability of judgments in Israel and the substance of the judgment is not contrary to public policy; and
- the judgment is executory in the State in which it was given.

An Israeli court will not declare a judgment enforceable if:

- the judgment was obtained by fraud;
- there is a finding of lack of due process;
- the judgment was rendered by a court not competent to render it according to the laws of private international law in Israel;
- the judgment is in conflict with another judgment that was given in the same matter between the same parties and that is still valid; or
- the time the action was instituted in the foreign court, a suit in the same matter and between the same parties was pending before a court or tribunal in Israel.

In general, an obligation imposed by the judgment of a United States court is enforceable according to the rules relating to the enforceability of judgments in Israel, and a United States court is considered competent to render judgments according to the laws of private international law in Israel.

Furthermore, Israeli courts may not adjudicate a claim based on a violation of U.S. securities laws if the court determines that Israel is not the most appropriate forum in which to bring such a claim. Even if an Israeli court agrees to hear such a claim, it may determine that Israeli law, not U.S. law, is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proven as a fact, which can be a time-consuming and costly process.

Since our Directors and executive officers do not reside in the United States it may be difficult for courts in the United States to obtain jurisdiction over our foreign assets or persons and, as a result, it may be difficult or impossible for you to enforce judgments rendered against us or our Directors or executive officers in United States courts. Thus, investing in us may pose a greater risk because should any situation arise in the future in which you have a cause of action against these persons or us, you may face potential difficulties in bringing lawsuits or, if successful, in collecting judgments against these persons or us.

20. We do not intend to pay cash dividends on our Shares of common stock but rather, we intend to finance the development and expansion of our business, delaying or perhaps preventing investors from receiving a return on their Shares.

Because we do not intend to pay any cash dividends on our Shares of common stock, our stockholders will not be able to receive a return on their Shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their Shares unless they sell them at a price higher than that which they initially paid for such Shares.

21. The Offering price of our common stock could be higher than its true value , causing investors to sustain a loss of their investment.

The price of our common stock in this Offering has not been determined by any independent financial evaluation, market mechanism or by our auditors, and is therefore, arbitrary. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. As a result, the price of the common stock in this Offering may not reflect the cost perceived by the market. There can be no assurance that the Shares offered hereby are worth the price for which they are offered and investors may therefore lose a portion or all of their investment.

22. There is no established public market for our stock and a public market may not be obtained or be liquid and therefore investors may not be able to sell their Shares.

There is no established public market for our common stock being offered under this prospectus. While we intend to apply for quotation of our common stock on the Over-The-Counter Bulletin Board system, we have not yet engaged a market maker for the purposes of submitting such application, and there is no assurance that we will qualify for quotation on the OTC Bulletin Board.

23. State securities laws may limit secondary trading, which may restrict the states in which you may sell the Shares offered by this prospectus.

If you purchase Shares of our common stock sold in this Offering, you may not be able to resell the Shares in any state unless and until the Shares of our common stock are qualified for secondary trading under the applicable securities laws of such state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in such state. Thirty-three states have what is commonly referred to as a "manual exemption" for secondary trading of securities such as those to be resold by investors. In these states, so long as the issuer obtains and maintains a listing in Mergent, Inc. or Standard and Poor's Corporate Manual, secondary trading of common stock can occur without any filing, review or approval by state regulatory authorities in these states. These states include: Alaska, Arizona, Arkansas, Colorado, Connecticut, District of Columbia, Florida, Hawaii, Idaho, Indiana, Iowa, Kansas, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nebraska, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Rhode Island, South Carolina, Texas, Utah, Washington, West Virginia, and Wyoming. Ten states provide for an exemption for non-issuer transactions in outstanding securities affected through a registered broker-dealer when the securities are subject to registration under Section 12 of the Securities Exchange Act of 1934 for at least 90 days (180 days in Alabama). These states include: Alabama, Colorado, District of Columbia, Illinois, Kansas, Missouri, New Jersey, New Mexico, Oklahoma, and Rhode Island.

26. Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act. .

Our reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if on the first day of any fiscal year other than the fiscal year in which our Registration Statement became effective, there are fewer than 300 shareholders. If we do not become a reporting issuer and instead make a decision to suspend our public reporting, we will no longer be obligated to file periodic reports with SEC and your access to our business information will be restricted. In addition, if we do not become a reporting issuer, we will not be required to furnish proxy statements to security holders, and our directors, officers and principal beneficial owners will not be required to report their beneficial ownership of securities to the SEC pursuant to Section 16 of the Exchange Act.

27. Due to the possible necessity of obtaining and adhering to Government Regulations there may be a delay in the generating of revenues and / or the imposition of potential penalties.

Our proposed product, **(see "Existing or Probable Government Regulation.")** is subject to government regulations. The Design Patent details an Infant Dispenser, whereby government regulations will have to be considered. It is intended to be used by parents and caregivers to enable them to easily give infants measured portions of a medical dose via a familiar method – the standard bottle used to feed them other liquids. The small bottle is designed to be held easily and has convenient marking on the sides to help the caregiver or parent measure the amount of the dose to be given as well as any amount that might remain after the child drank part or all of the does. The process for determining whether the final manufactured design for marketing meets government standards and then applying for any needed certification can be lengthy arduous and costly and it can only be undertaken by our manufacturers prior to the start of production.

Therefore as our Business model is to generate revenues from the production and sales of our Infant Medicinal Dispenser, we would also be responsible for determining, prior to manufacturing, if there would be any delay in being able to commence anything other than limited operations until such related applications are granted. These delays will accordingly have a delay and a detrimental effect on our generating revenues and could ultimately cause our business to fail if continuously delayed. Additionally the non-compliance to these regulatory acts may impose potential penalties to the Company. Therefore prior to production, the Company will seek to identify manufacturers who already manufacture such similar products and are familiar with any existing government regulations. This process may alleviate the adverse assertions above.

28. WE ARE AN "EMERGING GROWTH COMPANY," AND ANY DECISION ON OUR PART TO COMPLY ONLY WITH CERTAIN REDUCED DISCLOSURE REQUIREMENTS APPLICABLE TO "EMERGING GROWTH COMPANIES" COULD MAKE OUR COMMON STOCK LESS ATTRACTIVE TO INVESTORS.

We are an "emerging growth company," as defined in the JOBS Act, and, for as long as we continue to be an "emerging growth company," we expect and fully intend to take advantage of exemptions from various reporting requirements applicable to other public companies but not to "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed $1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three year period.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to opt in to the extended transition period for complying with the revised accounting standards. We have elected to rely on these exemptions and reduced disclosure requirements applicable to "emerging growth companies" and expect to continue to do so.

In addition to changing allocations because of the amount of proceeds received, we may change the use of proceeds because of required changes in our business plan. Investors should understand that we have wide discretion over the use of proceeds. Therefore, management decisions may not be in line with the initial objectives of investors who will have little ability to influence these decisions.

Determination of Offering Price

Our common stock is presently not traded on any market or securities exchange and we have not applied for listing or quotation on any public market. Our Company will be Offering the Shares of common stock being covered by this prospectus at a price of $0.01 per share. Such Offering price does not have any relationship to any established criteria of value, such as book value or earnings per share. Because we have no significant operating history and have not generated any revenues to date, the price of our common stock is not based on past earnings, nor is the price of our common stock indicative of the current market value of the assets owned by us. No valuation or appraisal has been prepared for our business and potential business expansion.

The Offering price was determined arbitrarily based on a determination by the Board of Directors of the price at which they believe investors would be willing to purchase the Shares. Additional factors that were included in determining the Offering price are the lack of liquidity resulting from the fact that there is no present market for our stock and the high level of risk considering our lack of profitable operating history.

Dilution

Purchasers of our securities in this Offering will experience immediate and substantial dilution in the net tangible book value of their common stock from the initial public Offering price. Historical net tangible book value per share of common stock after the Offering is equal to our total tangible assets less total liabilities, divided by the number of Shares of common stock outstanding as of December 31 2014 , as adjusted to give effect to the receipt of net proceeds and issuance of shares from the sale of Shares of common stock for $0.01, which represents net proceeds after deducting estimated Offering expenses of $21,500. Dilution in net tangible book value per share represents the difference between the amount per share paid by purchasers of Shares of our common stock in this Offering and the net tangible book value per share of our common stock immediately following this Offering. The following table represents the related Dilution under each Offering scenario accordingly.

Shares Sold	4000000	6000000	8000000	10000000
Gross Proceeds Less Offering Expenses	18500	38500	58500	78500
Historical Net Tangible Book Value before the Offering	-46,019	-46,019	-46,019	-46,019
Historical Net Tangible Book Value Per Share Before the Offering	-0.0023	-0.0023	-0.0023	-0.0023
Historical Net Tangible Book Value after the Offering	-27,519	-7,519	12,481	32,481
Historical Net Tangible Book Value Per Share after the Offering	-0.0011	-0.0003	0.0004	0.0011
Increase per share to existing Shareholders	0.0012	0.002	0.0027	0.0034
Dilution Per Share to New Shareholders	0.0111	0.0103	0.0096	0.0089
Dilution Percentage to New investors in the Offering	111%	103%	96%	89%

The following table sets forth as of December 31 2014 , the number of Shares of common stock purchased from us and the total consideration paid by our existing stockholders and by new investors in this Offering if new investors purchase 100% of the Offering, before deducting Offering expenses payable by us, assuming a purchase price in this Offering of $0.01 per share of common stock.

	Shares		
	Number	Percent	Amount
Existing Stockholders	20,000,000	66%	$ 2,,000
New Investors	10,000,000	34%	$ 100,000
Total	30,000,000	100%	$ 102,000

We have never declared bankruptcy, have never been in receivership, and have never been involved in any legal action or proceedings. We have not made any significant purchase or sale of assets, nor has the Company been involved in any mergers, acquisitions or consolidations. We are not a blank check Registrant as that term is defined in Rule 419(a)(2) of Regulation C of the Securities Act of 1933, because we have a specific business plan and purpose. Neither Infeed Medica Corp., nor its Officers, Directors, promoters or affiliates, has had preliminary contact or discussions with, nor do we have any present plans, proposals, arrangements or understandings with any representatives of the owners of any business or company regarding the possibility of an acquisition or merger.

The Company believes it needs approximately 6 months to maintain operations to find such partners, as explained in the Plan of Operations section below. Assuming we raise net proceeds of at least $58,500 in this Offering ($80,000 in gross procedds), we believe we will be able to implement our business plan accordingly .
Our principal offices are located at DAVID SHECHTER , MOSHAV BET MEIR , HAREI YEHUDAH 90865 Our telephone number is 972-52-618-6828. Our registered office in Delaware is located at 113 Barksdale Professional Center, Newark, DE 19711, and our registered agent is Delaware Intercorp.

Business Summary and Background

Infeed Medica Corp. has already developed a prototype. Our next step is to identify and work with manufacturers who are familiar with producing infant bottles as well as marketing agencies who are familiar with identifying and reaching our target markets. These companies will be responsible for manufacturing and marketing the Infant Dispenser. As soon as the company starts to raise equity (following the S-1 becoming effective), it will begin to use raised proceeds to find manufacturers and marketing agencies who can assist in bringing our product to market.

MANUFACTURER AND MARKETING AGENCIES

We will rely on experienced manufacturing and marketing agencies to bring our product to market. With the capital we receive from this Offering, we will seek one or more manufacturers with experience in the field of manufacturing similar products. We will also identify one or more marketing agencies with experience in identifying the appropriate markets for our product both in terms of location as well as basic profiles of most likely consumers, etc. We have already developed a prototype of our Infant Dispenser based on US Design Patent D702360. The marketing agency will be able to use this prototype for sales while the manufacturer will be able to see a working example.

INTELLECTUAL PROPERTY

On April 8, 2014 we were granted US Design Patent D702360 that details an Infant Dispenser .. The bottle's shape is uniquely designed to be easy to hold. Infeed Medica Corp. was given all right; title and interest for the United States, territories..The Patent expires on April 8 2031 .

The Design Patent D702360 details the design of an Infant Dispenser that is easy to use and easy to clean. The Infeed Medica dispenser is familiar in shape to any bottle-fed infant or young child and comfortable for either the caregiver/parent or child to hold. The nipple is the same size and shape as standard nipples used in regular bottles, making it immediately familiar to an infant requiring medication.

COMPETITION

There are many patented infant bottles and dispencers designed for either children and infants .

United States Patent 5620462 was designed to enable infants and toddlers to drink liquid vitamin and medicine dispenser for infants and toddlers. It is shaped with a flexible mask to match the shape of a mouth of an infant/toddler. It features a lock assembly in the flexible mask.

United States Patent D446685 details the design of a non-spill cup, as does United States Patent D326796.

Most Class I devices and a few Class II devices are exempt from the premarket notification [510(k)] requirements subject to the limitations on exemptions. However, these devices are not exempt from other general controls. All medical devices must be manufactured under a quality assurance program, be suitable for the intended use, be adequately packaged and properly labeled, and have establishment registration and device listing forms on file with the FDA.

Non compliant to FDA can result in administrative actions which include product recalls and enforcement action if the violation is not corrected.

The CPSC has issued warnings related to the manufacturing process of baby bottles, such as which materials are considered hazardous to an infant. As the Company will be using an experienced manufacturing company, as described in the Our Company section, the Company will include within the agreement with the manufacturer, requirements that ensure all applicable United States regulations are identified during the preliminary planning and then throughout the manufacturing process. One reason why our ideal manufacturing agency will be one that has previous experience with manufacturing baby bottles is to ensure familiarity with government regulations before manufacturing and and marketing the product.

Research and Development

We have incurred research and development activities in the production of a working prototype of the Baby Bottle Dispencer.

If we are able to raise funds in this Offering, we will retain one or more manufacturers and one or more marketing agencies to help us manufacture and bring our product, based on our United States Design Patent D702360, to market. We have not yet entered into any agreements, negotiations, or discussions with any manufacturers and/or marketing agents with respect to such development activities. We do not intend to do so until we commence this Offering. For a detailed description, see "Plan of Operation."

Description of Property

Our principal offices are located at DAVID SHECHTER , MOSHAV BET MEIR , HAREI YEHUDAH 90865 Our telephone number is 972-52-618-6828.

. This location is the home of the office of the Director and we have been allowed to operate out of this location at no cost to the Company. We believe that this space is adequate for our current and immediately foreseeable operating needs. We do not have any policies regarding investments in real estate, securities, or other forms of property.

Management's Discussion & Analysis or Plan of Operation

You should read the following plan of operation together with our audited financial statements and related notes appearing elsewhere in this prospectus. This plan of operation contains forward-looking statements that involve risks, uncertainties, and assumptions. The actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those presented under "Risk Factors" or elsewhere in this prospectus.

General and administrative and research and development expenses in 2012 /2013/2014.

In 2012 the Company spent $1,400 in incorporation expenses expensed as g&a and $16,688 as r&d expenses paid to a Company called Strategic Models and Technology Ltd for the building of the patent prototype which was built in the form of a mold .

In 2013 the Company incurred an additional $6,566 in g&a expenses which encompassed the expenses of creating a short video of the product and also the creation of the Company logo and also an additional $5,500 in legal fees for the final recording of the patent which too has been classified as research and development expenses

In 2014 the Company incurred an additional $16,840 in g@a expenses which included the creation of the website , payment of Deleware Franchise Taxes and other misc professional fees including bookkeeping and auditingl , and also an additional $1,025 in legal fees and classified as research and development expenses.

General Working Capital

We may be wrong in our estimates of funds required in order to proceed with executing our general business plan described herein. Should we need additional funds, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities in Q2 of 2015 . The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing the additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

We can offer no assurance that we will raise any funds in this Offering. As disclosed above, we have no revenues and, as such, if we are unable to raise gross proceeds of at least $60,000, we may attempt to sell the Company or be forced to file for bankruptcy within twelve months. We do not have any current intentions, negotiations, or arrangements to merge or sell the Company.

The Company has, as of December 31 2014 total liabilities of approximately $51,019 and will need to seek additional funds in addition to the gross proceeds raised from the Offering, through equity financing to satisfy these liabilities; the gross proceeds raised from this Offering will not suffice to satisfy all of the outstanding liabilities of the Company.Regardless the proceeds of the offering will not be used to repay any director or shareholder loans .

We are not aware of any material trend, event or capital commitment, which would potentially adversely affect liquidity. We may need additional funds. In this case, we would attempt to raise these funds through additional private placements or by the issuance of convertible debt by the company as it starts to plan for seeking further financing through the placing of equity and/or debt securities. The company currently has no arrangements with any entities with regard to this debt. We do not have any arrangements with potential investors or lenders to provide such funds and there is no assurance that such additional financing will be available when required in order to proceed with the business plan or that our ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If we are unsuccessful in securing additional capital needed to continue operations within the time required, we may not be in a position to continue operations.

Quantitative and Qualitative Disclosures about Market Risk.

Management does not believe that we face any material market risk exposure with respect to derivative or other financial instruments or otherwise.

Analysis of Financial Condition and Results of Operations

The Company has had limited operations since its inception and limited funds. Since our business was formed, we have incurred the following business expenses: incorporation fees, patent fees ,research and development fees legal and accounting fees, S-1 preparation and filing fees and transfer agent and other small misc fees. The Company plans to raise equity from this Offering and through additional private placements or by the issuance of convertible debt. There are currently no arrangements in place of any form of financing; however the Company is not aware of any uncertainties and or other events that will preclude the Company from raising equity in the normal manner of its business conducts. The Company has no commitments for capital expenditures and is not aware of any material trends that will have a favorable and / or unfavorable outcome on the Company seeking in the future equity financing. The Company has limited operations and is not aware of any trends or uncertainties that will have an impact on the Company's future operations. The Company has no off balance sheet arrangements. The Company has no contractual obligations, long term debt, capital leases, operating leases, purchase obligations at this time other than its current liabilities in the amount of $51,019 reflected in the Financial Statements as at December 31 2014.

Other

Except for historical information contained herein, the matters set forth above are forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ from those in the forward-looking statements.

Dividend Policy

We have not declared or paid dividends on our common stock since our formation, and we do not anticipate paying dividends in the foreseeable future. Declaration or payment of dividends, if any, in the future, will be at the discretion of our Board of Directors and will depend on our then current financial condition, results of operations, capital requirements and other factors deemed relevant by the Board of Directors. There are no contractual restrictions on our ability to declare or pay dividends.

Securities Authorized Under Equity Compensation Plans

We have no equity compensation plans.

Directors, Executive Officers, Promoters

Control Persons

Directors and Executive Officers

The following table sets forth certain information regarding the FORMER members of our Board of Directors and our executive officers as of December 31 2014 and the new DIRECTOR appointed on January 30 2015

Name	Age		Positions and Offices Held
Julius Klein	59	FORMER	President and Director
Beth Langsam	29	FORMER	Secretary, Director ,Treasurer ,and Principal Accounting and Financial Officer
DOVID SHECHTER (NEWLY APPOINTED)	47		President and Director Secretary, Director ,Treasurer ,and Principal Accounting and Financial Officer

Our Directors hold office until the next annual meeting of our stockholders or until their successors are duly elected and qualified. According to our bylaws, if a director is elected by cumulative voting, a director may be removed only by the shareholders and then only when the votes cast against his removal would not be sufficient to elect him if voted cumulatively at an election at which the same total number of votes were cast and the entire board or the entire class of directors of which he is a member were then being elected.

Set forth below is a summary description of the principal occupation and business experience of each of our Directors and executive officers for at least the last five years.

Julius Klein has been our President and Director since the Company's inception on September 10, 2012. Julius Klein studied at Wayne University from August 1969 thru January 1973 where he received his Bachelors degree of accounting .From February 1973 until June 1977 Julius worked at the Internal Revenue Service where from July 1977 he continued his career as an accountant at various public accounting firms in NYC thru September 1985. From October 1985 thru present Julius has worked as a self-practitioner and runs a small accounting firm focused on US tax compliance and general consulting.

Julius Klein also has served and currently serves on the Board Of Directors since April 1993, of a non for profit organization called "Children's Bridge of Zichron Menachem ", which supports young children suffering from the cancer disease with therapeutic activities in Israel . Mr. Klein also serves on the Board of Directors of "American Friends of Bnot Chayil" a non for profit organization which caters social needs for educational support in Israel and in the US to its students.

ON JANUARY 30 2015 MR JULIUS KLEIN AND BETH LANGSAM BOTH RESIGNED AND MR DAVID SHECHTER WAS APPOINTED CEO AND CFO , INTERNAL ACCOUNTING OFFICER , TRESURER , SOLE DIRECTOR AND SECRETRAY OF THE COMPANY.THE RESIGNATION OF MR KLEIN WAS DUE TO ADVERSE HEALTH CONDITIONS AND THE INABILITY TO EXECUTE THE COMPANYS BUSINESS PLAN .MRS BETH LANGSAM A CLOSE BUSINESS ASSOCIATE OF MR KLEIN THEREFORE TOO RESIGNED.

Mr Shecther will receive from the Company 2,000,000 shares of restricted common stock for the calender year 2015 compensation for acting as sole Director , CFO and CEO , treasurer and secretary. The shares were issued on March 12 2015 .

David Shechter studied in Queen's college (CUNY) from January 1986 thru August 1988 accounting and Economics .From September 1988 thru October 1989 he studied Jewish Talmudic studies and Jewish History at Ohr Jerusalem Institute in Bet Meir , Israel .From October 1989 to and present Mr David Shechter has been supervising Director at the Ohr Jerusalem Institute an institute for the studies of Jewish History and agriculture and Jewish Talmudic Studies . The institute has approximately 100 students , whereby his duties include all managerial aspects including management operations , supervising teachers and other staff , budgeting , controlling and leading the day to day operations of the Institute accordingly .

The Board believes that Mr Shechter should serve as the CEO , Director and as an accounting and finance Officer Treasurer and Secretary due to his vast experience in administrative skills and in accounting which will both enable him to provide oversight and direction of the Company including overseeing its financial operations and reporting requirements as well as its business operations and bringing the Company to meet its financial reporting internal and external requirements accordingly.

Audit Committee and Financial Expert

We do not have an audit committee or an audit committee financial expert. Our corporate financial affairs are simple at this stage of development and each financial transaction can be viewed by any officer or Director at will.

Code of Ethics

We do not currently have a Code of Ethics applicable to our principal executive, financial and accounting officers; however, the Company plans to implement such a code in the Second quarter of 2015 .

Potential Conflicts of Interest

Since we do not have an audit or compensation committee comprised of independent Directors, the functions that would have been performed by such committees are performed by our Board of Directors. Thus, there is a potential conflict of interest in that our Directors have the authority to determine issues concerning management compensation, in essence their own, and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our Executives or Directors.

Involvement in Certain Legal Proceedings

We are not aware of any material legal proceedings that have occurred within the past five years concerning any Director, Director nominee, or control person which involved a criminal conviction, a pending criminal proceeding, a pending or concluded administrative or civil proceeding limiting one's participation in the securities or banking industries, or a finding of securities or commodities law violations.

Executive Compensation

We have not paid, nor do we owe, any compensation to our executive officer. We have not paid any compensation to our Officers since our inception to date. We have no employment agreements with any of our executive officers or employees.

Employment Contracts, Termination of Employment

Change-in-control Arrangements

There are currently no employment agreements or other contracts or arrangements with our Officers or Directors. There are no compensation plans or arrangements, including payments to be made by us, with respect to our Officers, Directors or Consultants that would result from the resignation, retirement or any other termination of any of our Directors, officers or consultants. There are no arrangements for our Directors, Officers, Employees or Consultants that would result from a change-in-control.

Certain Relationships and Related Transactions

Other than the transactions discussed below, we have not entered into any transaction nor are there any proposed transactions in which our Director, executive officer, stockholders or any member of the immediate family of the foregoing had or is to have a direct or indirect material interest.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Mr. Julius Klein, our President and Director, for a payment of $1,000. On January 1 2014 , Mr. Klein paid this amount to us by the reduction of the Officer loan account. We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

On September 10, 2012, we subscribed 10,000,000 Shares of our common stock to Ms Beth Langsam, our Secretary and Director and Principal Financial Officer, for a payment of $1,000 . On January 1 2014, Ms Langsam paid this amount to us by the reduction of the Officer loan account . We believe this issuance was deemed to be exempt under Regulation S of the Securities Act. No advertising or general solicitation was employed in Offering the securities. The Offering and sale were made only to a non-U.S. resident, and transfer was restricted by us in accordance with the requirements of the Securities Act of 1933.

As of December 31 2014 , loans from our two former Directors and officers (Mr. Julius Klein and Ms Beth Langsam) made in cash (equally) amounted to $41,574 representing working capital advances from the former directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing. No formal written agreement regarding this loan was signed, however it is documented in the accounting records of the Company. However it has been agreed with the former directors that these loans (now due to the shareholders) will not be repaid until the Company generates revenues and has sufficient resources to repay these loans .

The Company has an oral arrangement with the Director for the use of the Home for current operations which are minimal at no cost until the Company will raise funds pursuant to its registration Statement at which time the Company shall seek other office space for rental .The Company intends to file a copy of any new written lease agreements (with consideration) accordingly, when applicable in its future periodic report filings.

The Company has oral arrangements with its Director who will and have agreed to equally fund the current minimum required funds (Interest free) needed to meet the minimum ongoing operations of the Company for a period of not less than the following twelve months, commencing on January 30 2015

Director Independence

According to Item 407 (a)(1)(ii), we are not subject to listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our board comprised of a majority of "independent Directors." We do not believe that any of our directors currently meets the definition of "independent" as promulgated by the rules and regulations of NASDAQ.

Our Common Stock

We are authorized to issue 500,000,000 Shares of our Common Stock, $0.0001 par value, of which, as of December 31 2014, 20,000,000 Shares are issued and outstanding. Holders of Shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Under Delaware Law, a corporation's stockholders may appoint Directors by cumulative voting as set forth in its certificate of incorporation, however, our certificate of incorporation does not include such a right and therefore our holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefore. In the event of our liquidation, dissolution, or winding up, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. Pursuant to Article X, Section 6 of our by-laws we have the ability to hold our shareholders liable for calls on partly paid Shares in accordance with Delaware General Corporations Law §156 and to redeem Shares called by us in accordance with Delaware General Corporations Law §160. While Delaware law allows the redemption of shares at the corporations option, the shares offered in this offering and the current outstanding shares are non-redeemable except by the consent of both parties .Holders of common stock have no preemptive rights to purchase our common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

Delaware General Corporations Law §156 states that the corporation MAY (emphasis added) issue Shares as partially paid and subject to a call on the remaining amount due for the purchase of the issued Shares. At the present time, the Corporation has not intent to issue Shares for partial payment"

The restrictions on the ability of shareholders to call meetings in Article III, the authority of your board of directors to set the size of your board and appoint directors in Article V, and limitations on the ability to remove directors in Article V of Exhibit 3.2 would have an effect of delaying, deferring, or preventing a change in control.

Article III, Section 2, states, "Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman or the president or vice president (if any) or secretary at the request in writing of the majority of the members of the Board of Directors or holders of a majority of the total voting power of all outstanding Shares of stock of this corporation then entitled to vote, and may not be called by the stockholders absent such request. Any such request shall state the purpose or purposes of the proposed meeting." Accordingly, it would take shareholders owning a majority of the Shares to call such a meeting. In the event that management owns a majority of the Shares entitled to vote, the minority shareholders would have no authority to call a special meeting in the event they wished to attempt to remove the management of the Company

Article V, Section 1 states, "The first Board of Directors and all subsequent Boards of the Corporation shall consist of at least one person, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor shareholders of the corporation. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first Board of Directors shall hold office until the first annual meeting of shareholders." The effect of this provision precludes the minority shareholders from being able to affect the number of directors of the Company because the current members of the Board of Directors have the sole authority to determine the number of directors. Since the minority shareholders cannot elect any directors, where the absence of cumulative voting is in existence, as currently exists, the minority shareholders can never elect a director of their choosing. This effectively precludes any takeover attempt without the approval of the directors then sitting on the Board

Our Preferred Stock

We have not authorized the issuance of Shares of preferred stock. In order to authorize the issuance of Shares of preferred stock, our stockholders and Directors will be required to amend our Certificate of Incorporation to designate and fix the relative rights, preferences and limitations of the preferred stock.

We anticipate applying for trading of our common stock on the over-the-counter (OTC) Bulletin Board upon the effectiveness of the Registration Statement of which this prospectus forms. a part. To have our securities quoted on the OTC Bulletin Board we must: (1) be a company that reports its current financial information to the Securities and Exchange Commission, banking regulators or insurance regulators; and (2) has at least one market maker who completes and files a Form 211 with FINRA Regulation, Inc. The OTC Bulletin Board differs substantially from national and regional stock exchanges because it (1) operates through communication of bids, offers and confirmations between broker-dealers, rather than one centralized market or exchange; and, (2) securities admitted to quotation are offered by one or more broker-dealers rather than "specialists" which operate in stock exchanges. We have not yet engaged a market maker to assist us to apply for quotation on the OTC Bulletin Board and we are not able to determine the length of time that such application process will take. Such time frame is dependent on comments we receive, if any, from the FINRA regarding our Form 211 application.

There is currently no market for our Shares of common stock. There can be no assurance that a market for our common stock will be established or that, if established, such market will be sustained. Therefore, purchasers of our Shares registered hereunder may be unable to sell their securities, because there may not be a public market for our securities. As a result, you may find it more difficult to dispose of, or obtain accurate quotes of our common stock. Any purchaser of our securities should be in a financial position to bear the risks of losing their entire investment.

We intend to sell the Shares in this Offering through Mr David Shechter who is the officer and sole Director of the Company. He will receive no commission from the sale of any Shares. They will not register as a broker-dealer under section 15 of the Securities Exchange Act of 1934 in reliance upon Rule 3a4-1. Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the Offering of the issuer's securities and not be deemed to be a broker/dealer. As Mr. Shechter is an Israeli citizen and does not reside in the US, and since our operations are in Israel, this offer will primarily be directed to residents of Israel. Because a design patent from the United States is well respected, and a corporation established in the United States is one that is taken seriously, our Directors have pursued this connection. However, their primary sales connections are in Israel and as such, will be directed to this market. Should they choose to attempt to sell Shares in the United States, they are aware that this will present challenges and they may not be successful. These challenges include, but may not be limited to, having a Company incorporated in the United States with offices, directors, and officers in a foreign country, in this case, Israel, and which primarily plans sales for the Israeli market initially, as well as other factors listed in the Risk Factors sections.

The conditions are that:

1. The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,

2. The person is not compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;

3. The person is not at the time of their participation, an associated person of a broker/dealer; and,

4. The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily perform, or is intended primarily to perform at the end of the Offering, substantial duties for or on behalf of the Issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding twelve (12) months; and (C) do not participate in selling and Offering of securities for any Issuer more than once every twelve (12) months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Mr Shechter is not statutorily disqualified, is is not being compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;, and is not associated with a broker/dealer. He will continue to be our officer at the end of the Offering and has not been during the last twelve months and are currently not a broker/dealer or associated with a broker/dealer.

We will not utilize the Internet to advertise our Offering.

Indemnification for Securities Act Liabilities

Our bylaws in Article XII provide that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Legal Matters

The legal opinion rendered by Harold P. Gewerter, Esq. regarding the common stock of the Company to be registered on Form S-1 is as set forth in his opinion letter included in this prospectus.

Experts

Our financial statements as of December 31 2013, and as of December 31 2014 and for the period then ended and cumulative from inception (September 10 2012), appearing in this prospectus and Registration Statement have been audited by Weinberg and Baer, LLC., an independent registered Public Accounting Firm, as set forth on their report thereon appearing elsewhere in this prospectus, and are included in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

Interest of Named Experts and Counsel

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or Offering of the common stock was employed on a contingency basis or had, or is to receive, in connection with the Offering, a substantial interest, directly or indirectly, in the Registrant or any of its parents or subsidiaries. Nor was any such person connected with the Registrant or any of its parents, subsidiaries as a promoter, managing or principal underwriter, voting trustee, Director, officer, or employee.

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)

INDEX TO FINANCIAL STATEMENTS
DECEMBER 31, 2013

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of December 31, 2013	As of December 31, 2012
ASSETS		
Current Assets:		
Cash	$ —	$ —
Total current assets	—	—
Total Assets	$ —	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Loans payable - related parties	$ 30,154	$ 18,088
Total current liabilities	30,154	18,088
Total liabilities	30,154	18,088
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 0 shares issued and outstanding	—	—
Common stock subscribed	2,000	2,000
Stock subscriptions receivable	(2,000)	(2,000)
(Deficit) accumulated during the development stage	(30,154)	(18,088)
Total stockholders' (deficit)	(30,154)	(18,088)
Total Liabilities and Stockholders' (Deficit)	$ —	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	$ —	$ 2,000	$ (2,000)	$ (30,154)	$ (30,154)

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of December 31, 2013 and 2012, subscribed stock was not included in the diluted earnings per share calculation as they were anti-dilutive.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carryforward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of December 31, 2013, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of December 31, 2013, loans from related parties amounted to $30,154 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

(8) Subsequent Events

On December 27, 2012, a director and officer assigned a design patent of the Company's product to the Company. The United States Patent was granted on April 8, 2014 and the patent number is D702360.

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000.

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	As of June 30, 2014 (Unaudited)	As of December 31, 2013
ASSETS		
Current Assets:		
Deferred offering costs	$ 5,000	$ —
Total current assets	5,000	—
Total Assets	$ 5,000	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Accrued expenses	$ 6,945	$ —
Loans payable - related parties	34,738	30,154
Total current liabilities	41,683	30,154
Total liabilities	41,683	30,154
Commitments and Contingencies		
Stockholders' (Deficit):		
Common stock, par value $.0001 per share, 500,000,000 shares authorized; 20,000,000 and 0 shares issued and outstanding, respectively	2,000	—
Common stock subscribed	—	2,000
Stock subscriptions receivable	—	(2,000)
(Deficit) accumulated during the development stage	(38,683)	(30,154)
Total stockholders' (deficit)	(36,683)	(30,154)
Total Liabilities and Stockholders' (Deficit)	$ 5,000	$ —

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common stock		Common Stock	Stock Subscriptions	(Deficit) Accumulated During the Development	
	Shares	Amount	Subscribed	Receivable	Stage	Totals
Balance - at inception	—	$ —	$ —	$ —	$ —	$ —
Common stock subscribed	—	—	2,000	(2,000)	—	—
Net (loss) for the period	—	—	—	—	(18,088)	(18,088)
Balance - December 31, 2012	—	—	2,000	(2,000)	(18,088)	(18,088)
Net (loss) for the year	—	—	—	—	(12,066)	(12,066)
Balance - December 31, 2013	—	—	2,000	(2,000)	(30,154)	(30,154)
Common stock issued in exchange of a reduction of debt ($0.0001 per share)	20,000,000	2,000	(2,000)	—	—	—
Payment of stock subscriptions thru a reduction of debt	—	—	—	2,000	—	2,000
Net (loss) for the period	—	—	—	—	(8,529)	(8,529)
Balance - June 30, 2014	20,000,000	$ 2,000	$ —	$ —	$ (38,683)	$(36,683)

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

(1) Summary of Significant Accounting Policies

Basis of Presentation and Organization

Infeed Medica corp. ("Infeed Medica" or the "Company") is a Delaware corporation in the development stage. The Company was incorporated under the laws of the State of Delaware on September 10, 2012. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

The accompanying financial statements of the Company were prepared from the accounts of the Company under the accrual basis of accounting.

Unaudited Interim Financial Statements

The interim financial statements of the Company as of June 30, 2014, and for the period then ended, and cumulative from inception, are unaudited. However, in the opinion of management, the interim financial statements include all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the Company's financial position as of June 30, 2014, and the results of its operations and its cash flows for the period ended June 30, 2014. These results are not necessarily indicative of the results expected for the calendar year ending December 31, 2014. The accompanying financial statements and notes thereto do not reflect all disclosures required under accounting principles generally accepted in the United States. Refer to the Company's audited financial statements as of December 31, 2013, filed with the SEC, for additional information, including significant accounting policies.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Loss per Common Share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. There were no dilutive financial instruments issued or outstanding for the period ended June 30, 2014.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of June 30, 2014 and December 31, 2013, and expenses for the periods ended June 30, 2014 and June 30, 2013, and cumulative from inception. Actual results could differ from those estimates made by management.

Fiscal Year End

The Company has adopted a fiscal year end of December 31.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

(2) Development Stage Activities and Going Concern

The Company is in its development stage. The business plan of the Company is to manufacture and market commercial products of the design patent it has been granted, and of which it has developed a prototype, the "Baby Bottle Medical Dispenser".

On December 27, 2012, the Company entered into a Patent Transfer Agreement whereby the Company was granted all of the right, title and interest in the patent design application known as the "Baby bottle Medical Dispenser". The United States Design Patent was granted on April 8 2014 and the number is D702360.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of June 30, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not established any source of revenue to cover its operating costs, and as such, has incurred an operating loss since inception. Further, as of June 30, 2014, the cash resources of the Company were insufficient to meet its current business plan, and the Company had negative working capital. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The Company files income tax returns in the United States. All tax years will be closed by expiration of the statute of limitations.

(7) Related Party Transactions

As described in Note 4, as of June 30, 2014, the Company owed $34,738 to Directors, officers, and principal stockholders of the Company for working capital loans.

As described in Note 5, on September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

On December 27, 2012, a director and officer assigned a design patent application of the Company's product to the Company. The United States Design Patent was granted on April 8, 2014 and the patent number is D702360.

(8) Subsequent Events

Subsequent events were evaluated through July 6, 2014, which is the date the financial statements were available to be issued.

REPORT OF REGISTERED INDEPENDENT AUDITORS

To the Board of Directors and Stockholders
of Infeed Medica Corp.:

We have audited the accompanying balance sheet of Infeed Medica Corp. (a Delaware corporation in the development stage) as of December 31, 2014 and 2013, and the related statements of operations, stockholders' equity, and cash flows for the years ended December 31, 2014 and 2013, and from inception (September 10, 2012) through December 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Infeed Medica Corp. as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years ended December 31, 2014 and 2013, and from inception (September 10, 2012) through December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company is in the development stage, and has not established any source of revenue to cover its operating costs. As such, it has incurred an operating loss since inception. Further, as of December 31, 2014, the cash resources of the Company were insufficient to meet its planned business objectives. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Respectfully submitted,

Weinberg & Baer LLC

Weinberg & Baer LLC
Baltimore, Maryland
January 26, 2015

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For The Year Ended December 31, 2014	For The Year Ended December 31, 2013	Cumulative From Inception
Revenues	$ —	$ —	$ —
Expenses:			
General & administrative	16,840	6,566	24,806
Research & development	1,025	5,500	23,213
Total expenses	17,865	12,066	48,019
(Loss) from Operations	(17,865)	(12,066)	(48,019)
Other Income (Expense)	—	—	—
Provision for income taxes	—	—	—
Net (Loss)	$ (17,865)	$ (12,066)	$ (48,019)
(Loss) Per Common Share:			
(Loss) per common share - Basic and Diluted	$ (0.00)	$ —	
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	20,000,000	—	

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

INFEED MEDICA CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For The Year Ended December 31, 2014	For The Year Ended December 31, 2013	Cumulative From Inception
Operating Activities:			
Net (loss)	$ (17,865)	$ (12,066)	$ (48,019)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Changes in net assets and liabilities-			
Deferred offering costs	(5,000)	—	(5,000)
Accounts payable and accrued liabilities	9,445	—	9,445
Net Cash Used in Operating Activities	(13,420)	(12,066)	(43,574)
Investing Activities:	—	—	—
Net Cash Used in Investing Activities	—	—	—
Financing Activities:			
Proceeds from loans from related parties	13,420	12,066	43,574
Net Cash Provided by Financing Activities	13,420	12,066	43,574
Net (Decrease) Increase in Cash	—	—	—
Cash - Beginning of Period	—	—	—
Cash - End of Period	$ —	$ —	$ —
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ —	$ —	$ —
Income taxes	$ —	$ —	$ —
Non-cash Investing and Financing Activities:			
Payment of stock subscriptions by forgiveness of debt	$ 2,000	$ —	$ 2,000

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

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts the Company could realize in a current market exchange. As of December 31, 2014 and 2013, the carrying value of accounts payable, accrued liabilities, and loans approximated fair value due to the short-term nature and maturity of these instruments.

Deferred Offering Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs are charged against the capital raised. Should the offering be terminated, deferred offering costs are charged to operations during the period in which the offering is terminated.

Impairment of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives when events or circumstances lead management to believe that the carrying value of an asset may not be recoverable. For the year ended December 31, 2014, no events or circumstances occurred for which an evaluation of the recoverability of long-lived assets was required.

Common Stock Registration Expenses

The Company considers incremental costs and expenses related to the registration of equity securities with the SEC, whether by contractual arrangement as of a certain date or by demand, to be unrelated to original issuance transactions. As such, subsequent registration costs and expenses are expensed as incurred.

Estimates

The financial statements are prepared on the basis of accounting principles generally accepted in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of December 31, 2014 and 2013, and expenses for the years ended December 31, 2014 and 2013, and cumulative from inception. Actual results could differ from those estimates made by management.

(3) Patent

On December 27, 2012, a director and officer assigned a design patent of the Company's product to the Company. The United States Patent was granted on April 8, 2014 and the patent number is D702360. The costs associated with the patent were expensed.

(4) Loans Payable - Related Parties

As of December 31, 2014, loans from related parties amounted to $41,574 and represented working capital advances from Directors who are also stockholders of the Company. The loans are unsecured, non-interest bearing, and due on demand.

(5) Common Stock

On September 16, 2012, the Company subscribed 20,000,000 shares of its common stock to individuals who are directors and officers of the company for a $2,000 stock subscription receivable. The stock subscription was paid in 2014 through a reduction of loans that were payable to the shareholders and the common stock was issued in 2014.

The Company has commenced a capital formation activity by filing a Registration Statement on Form S-1 to the SEC to register and sell in a self-directed offering 10,000,000 shares of newly issued common stock at an offering price of $0.01 per share for proceeds of up to $100,000. As of December 31, 2014, the Company accrued $5,000 of legal fees as deferred offering costs related to this capital formation activity.

(6) Income Taxes

The provision (benefit) for income taxes for the years ended December 31, 2014 and 2013 was as follows (assuming a 34% effective tax rate):

	2014	2013
Current Tax Provision:		
Federal-		
Taxable income	$ —	$ —
Total current tax provision	$ —	$ —
Deferred Tax Provision:		
Federal-		
Loss carryforwards	$ 6,074	$ 4,102
Change in valuation allowance	(6,074)	(4,102)
Total deferred tax provision	$ —	$ —

The Company had deferred income tax assets as of December 31, 2014 and 2013 as follows:

	2014	2013
Loss carryforwards	$ 16,326	$ 10,252
Less - Valuation allowance	(16,326)	(10,252)
Total net deferred tax assets	$ —	$ —

The Company provided a valuation allowance equal to the deferred income tax assets for the year ended December 31, 2014 and 2013, because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

PART II

Information Not Required in Prospectus

Item 24. Indemnification of Directors and Officers

Article XII of our Bylaws provides that to the fullest extent permitted by Delaware law, the Company shall indemnify our Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation.

The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that the indemnification provisions in our bylaws are necessary to attract and retain qualified persons as Directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a Director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such Director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 25. Other Expenses of Issuance and Distribution

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

Nature of Expense	Amount
SEC Registration fee	$ 13
Transfer Agent Fees (Estimated)	1,500
Accounting fees and expenses	10,000
Legal fees and expenses	10,000
Total:	$ 21,513

Item 26. Recent Sales of Unregistered Securities

The following sets forth information regarding all sales of our unregistered securities during the past three years. None of the holders of the Shares issued below have subsequently transferred or disposed of their Shares and the list is also a current listing of the Company's stockholders.

(4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

Exhibits Table

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Incorporation of the Company
3.2	By-Laws of the Company
3.3	Form of Common Stock Certificate of the Company
5.1	Opinion of Legal Counsel
23.1	Consent of Weinberg and Baer, LLC.
23.2	Consent of legal counsel (see Exhibit 5.1)
99.1	Subscription Agreement
99.2	Verbal (oral) Arrangements with the Company
99.3	Patent Assignment Agreement
99.4	USPTO Patent Assignment
99.5	USPTO Patent Notification

LAW OFFICES OF
HAROLD P. GEWERTER, ESQ., LTD.

Harold P. Gewerter, Esq.
Elaine A. Dowling, Esq.

March 26, 2015

Board of Directors
Infeed Medica Corp.

Re: Registration Statement on Form S-1 for Infeed Medica Corp., a Delaware corporation (the "Company")

Dear Ladies and Gentlemen:

I have acted as counsel to the company in regards to the above referenced filing. This opinion is submitted pursuant to the applicable rules of the Securities and Exchange Commission with respect to the registration of 10,000,000 shares for direct public sale of the Company's common stock, $0.0001 par value, to be sold by the issuer.

In connection therewith, I have examined and relied upon original, certified, conformed, Photostat or other copies of the following documents:

i. The Certificate of Incorporation of the Company;

ii. The Registration Statement and the Exhibits thereto; and

iii. Such other documents and matters of law, as I have deemed necessary for the expression of the opinion herein contained.

In all such examinations, I have assumed the genuineness of all signatures on original documents, and the conformity to the originals or certified documents of all copies submitted to me as conformed, Photostat or other copies. As to the various questions of fact material to this opinion, I have relied, to the extent I deemed reasonably appropriate, upon representations or certificates of officers or directors of the Company and upon documents, records and instruments furnished to me by the Company, without verification except where such verification was readily ascertainable.

5536 S. Ft. Apache #102, Las Vegas, Nevada 89148
Telephone: (702) 382-1714 ¨ Facsimile: (702) 382-1759
Email: harold@gewerterlaw.com

Response

We have revised the risk factor on page 7 to address loans from our current director and not from the former directors . Exhibit 99.2 has two portions in it one which relates to the former director loans which are now shareholder loans and two , the ongoing new future loans from the new director . The table on page 25 has been updated accordingly . The Director table on page 25 has been updated to segregate between the former directors and the new director .

4. **Please disclose all information required by Regulation S-K Item 401, including the age of your director, the principal business of each organization employing the director during the past five years, the directorships mentioned in Regulation S-K Item 401(e)(2), and, as appropriate, the size of operations supervised.**

Response

The information has been provided accordingly . His age has been added in the table on page 25 .

Summary Compensation Table, page 28

5. **Please clarify when your CEO will receive the 2,000,000 shares.**

Response

We have inserted that the shares were issued on March 12 2015

Signatures, page 41

6. **Please clarify below the second paragraph of text required on the Signatures page, who is signing your document in the capacity of principal executive officer and director.**

Response

It has been clarified accordingly

Please do not hesitate to contact us if you have any additional queries

Dovid Schechter
CEO

Logout

Department of State: Division of Corporations

Allowable Characters

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Frequently Asked Questions View Search Results

Entity Details

File Number:	5210061	Incorporation Date / Formation Date:	9/10/2012 (mm/dd/yyyy)
Entity Name:	INFEED MEDICA CORP.		
Entity Kind:	Corporation	Entity Type:	General
Residency:	Domestic	State:	State:
Status:	AR Delinquent, Tax Due	Status Date:	3/2/2016

REGISTERED AGENT INFORMATION

Name:	HARVARD BUSINESS SERVICES, INC.		
Address:	16192 COASTAL HWY		
City:	LEWES	County:	Sussex
State:	DE	Postal Code:	19958
Phone:	302-645-7400		

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UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE COMMISSION, Plaintiff, v. ASHER Z. ZWEBNER, Defendant.	Case No.: 3:16-cv-01013-CAB-(DHB) **ORDER GRANTING MOTION FOR DEFAULT JUDGMENT [Doc. No. 9]**

Currently before the Court is Plaintiff Securities and Exchange Commission's ("the Commission") motion for default judgment against Defendant Asher Z. Zwebner ("Zwebner") pursuant to Rule 55(b)(2) of the Federal Rules of Civil Procedure. [Doc. No. 9.] No responsive pleading was filed. For the reasons set forth below, the Commission's motion is **GRANTED.**

Plaintiff's requests for injunctive relief, civil penalties and a permanent bar prohibiting Zwebner from participating in future penny stock offerings or acting as an officer or director of any issuer of registered securities are also granted.

I. BACKGROUND

On April 26, 2016, the Commission filed a complaint seeking to enjoin Zwebner from violating the antifraud provisions of the federal securities laws. The Commission

alleges that between September 2010 through December 2011, Zwebner engaged in a scheme to create a publically-traded shell company, Crown Dynamics Corp. ("Crown"), through a sham registered initial public offering ("IPO"). [Doc. No. 1 ¶ 1.] The Commission seeks injunctive relief, disgorgement of profits, civil penalties and an order barring Zwebner from participating in any future penny stock offerings or acting as an officer or director of any issuer of a registered security.

During the relevant time period, Crown was a Delaware corporation that traded under the symbol CDYY in the United States on the over-the-counter market. [*Id.* ¶ 6.] Its IPO shares were issued in the United States by a United States registered agent. [*Id.*] American investors purchased and sold shares in the United States and through United States broker-dealers. [*Id.*] Later in 2012, Crown merged into Airware Labs Corp. [*Id.*]

Zwebner is a dual British and Israeli citizen who resides in Jerusalem, Israel. [*Id.* ¶ 5.] Zwebner declined to testify before the Israeli Securities Authority in connection with the Commission's investigation based on his Fifth Amendment privilege against self – incrimination. [*Id.*] Zwebner was properly served on July 13, 2016, in Israel under the Hague Convention. [Doc. No. 6.]

Christopher D. Larson ("Larson') purchased the Crown shell from Zwebner after Zwebner had registered the Crown's offering and arranged for its stock to trade on the Over –the-Counter Bulletin Board ("OTCBB"). [Doc. No. 1 ¶¶ 6-7.] Larson resides in Arizona and is the subject of a separate but related action filed by the Commission. [*Id.* ¶ 6.]

On September 19, 2016, the Commission requested entry of default and on September 20, 2016, the clerk entered default against Defendant. [Doc. Nos. 7, 8.]

II. DISCUSSION

A. Legal Standards For Entry of Default Judgment.

In light of Defendant's failure to respond to the Complaint, all of the allegations contained within it, aside from the amount of damages, are deemed admitted. Fed. R. Civ. P. 8(b)(6); *Geddes v. United Fin. Grp.,* 559 F.2d 557, 560 (9th Cir. 1977) ("The general rule of law is that upon default the factual allegations of the complaint, except those relating

to the amount of damages, will be taken as true.") "However, necessary facts not contained in the pleadings, and claims which are legally insufficient, are not established by default." *Cripps v. Life Ins. Co. of N. Am.,* 980 F.2d 1261, 1267 (9th Cir. 1992).

It is within the Court's discretion to enter default judgment following entry of default by the clerk. *Eitel v. McCool*, 782 F.2d 1470, 1471 (9th Cir. 1986). The Ninth Circuit has identified seven factors for district courts to consider before entering default judgment:

> (1) the possibility of prejudice to the plaintiff; (2) the merits of plaintiff's substantive claim; (3) the sufficiency of the complaint; (4) the sum of money at stake in the action; (5) the possibility of a dispute concerning material facts; (6) whether the default was due to excusable neglect; and (7) the strong policy underlying the Federal Rules of Civil Procedure favoring decisions on the merits.

Id. at 1471-72.

B. Application of Default Judgment Factors Under *Eitel*

In this action, all factors weigh in favor of entering default judgment against Zwebner.

1. Possibility of prejudice to Plaintiff

If denial of default judgment will likely leave Plaintiff without recourse for recovery, such potential prejudice to Plaintiff favors granting default. *PepsiCo, Inc. v. California Sec. Cans*, 238 F. Supp. 2d 1172, 1177 (C.D. Cal. 2002); *Landstar Ranger, Inc. v. Parth Enters.,* 725 F. Supp. 2d 916, 920 (C.D. Cal. 2010). Zwebner has not appeared and likely will never appear considering that he has been served in Israel. [Doc. No. 6.] The Commission has no other means to obtain relief and the Commission will likely suffer prejudice without the grant of default judgment.

2. Merits of Plaintiff's substantive claim and sufficiency of the complaint

"[U]pon default the factual allegations of the complaint, except those relating to the amount of damages will be taken as true." *Geddes*, 559 F.2d at 560. The court must examine the complaint to determine whether plaintiff adequately pled a claim for relief. *Danny v. Lavine*, 572 F.2d 1386, 1388 (9th Cir. 1978). An adequately pled complaint

"must contain sufficient factual matter, accepted as true, to 'state a claim to relief that is plausible on its face.'" *Ashcroft v. Iqbal*, 556 U.S. 662, 678 (2009) (citing *Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 570 (2007)).

To establish a violation under Sections 17(a)(1)-(3) of the Securities Act and of Section 10(b) and Rule 10b-5(a)-(c) of the Exchange Act the Commission must show (i) a device, scheme or artifice to defraud, or an act, practice or course of business that operates as fraud; (ii) a misrepresentation of a material fact or an omission of any material fact that is necessary in order to make the statements not misleading; (3) in connection with the purchase or sale of securities; (iv) scienter and; (v) the use of the means of instrument of interstate commerce.[1] 15 U.S.C, § 77q(a); 15 U.S.C. § 78j(b); 17 C.F.R. § 240.10b-5; *SEC v. Phan,* 500 F.3d 895, 907-08 (9th Cir. 2007); *SEC v. Rana Research, Inc.,* 8 F.3d 1358, 1364 (9th Cir. 1993); *WPP Luxembourg Gamma Three Sarl v. Spot Runner, Inc.*, 655 F.3d 1039, 1057 (9th Cir. 2011). "The same elements required to establish a section 10(b) and Rule 10b-5 violation suffice to establish a violation under sections 17(a)(1)-(3)." *See e.g., SEC v. Czarnik*, No. 10 Civ. 745(PKC), 2010 WL 4860678, at *3 (S.D.N.Y. Nov. 29, 2010).

Under Sections 10(b) and 17(a)(1) and Rule 10b-5 the Commission is required to prove that Zwebner acted with scienter whereas Section 17(a)(3) only requires a showing of negligence. *Phan*, 500 F.3d at 908. The Ninth Circuit has established that scienter "requires either 'deliberate recklessness' or 'conscious recklessness,' and that it includes a 'subjective inquiry' turning on 'the defendant's actual state of mind." *SEC v. Platforms Wireless Intern. Corp.*, 617 F.3d 1072, 1093 (9th Cir. 2010) (citation omitted); *SEC v. Jensen*, 835 F.3d 1100, 1120 (9th Cir. 2016). *See also Hollinger v. Titan Capital Corp.*,

[1] Counts 1-3 are for violations of Sections 17(a)(1)-(3), of the Securities Act. Counts 4-6 are for violations of Section 10(b) and Rule 10b-5(a) through (c) of the Exchange Act.

914 F.2d 1564, 1569 (9th Cir. 1990).[2] However, unlike a private action, which requires a plaintiff to plead facts giving rise to a strong inference of scienter, the Commission "may allege the scienter element of a securities fraud claim generally." *SEC v. Berry,* 580 F. Supp. 2d 911, 921 (N.D. Cal. 2008). *See also* Fed. R. Civ. P. 9(b); *Fecht v. Price Co.*, 70 F.3d 1078, 1082 n. 4 (9th Cir. 1995), *cert denied*, 517 U.S. 1136 (1996) ("Plaintiff may simply state that scienter existed to satisfy the requirements of Rule 9(b).").[3]

Misrepresentations and omissions claims under Sections 17(a)(2), Section 10(b) and Rule 10b-5(b) are considered material if there is a substantial likelihood a reasonable investor would consider them important in the total mix of information available. *Basic v. Levinson*, 485 U.S. 224, 231-32 (1988); *Platforms Wireless* 617 F.3d at 1092. A defendant may violate these provisions by making a statement and failing to include facts that would be necessary to make the statement not misleading. *SEC v. Fehn,* 97 F.3d 1276, 1290 n. 12 (9th Cir. 1996). Additionally, under Section 10(b) and Rule 10b-5(b) the defendant must be "the person or entity with ultimate authority over the statement, including its content and whether and how to communicate it." *Janus Capital Group, Inc. v. First Derivative Traders,* 564 U.S. 135, 142 (2011).

To be liable for a scheme to defraud, "each defendant [must have] committed a manipulative or deceptive act in furtherance of the scheme." *Cooper v. Pickett* 137 F.3d 616, 624 (9th Cir. 1997). "If a defendant's conduct or role in an illegitimate transaction

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[2] To be reckless, conduct must be "an extreme departure from the standards of ordinary care, and which presents a danger of misleading buyers or sellers that is either known to the defendant or is so obvious that the actor must be aware of it." *Hollinger,* 914 F.2d at 1569; *Jensen*, 835 F.3d at 1119.

[3] *See also SEC v. Mozilo*, No. 09-3994, 2009 WL 3807124, at * 14 (C.D. Cal. Nov. 3, 2009) ("the SEC is only required to comply with [Rule 9(b)] and thus may allege scienter generally"); *SEC v. Leslie,* No. 07-3444, 2008 WL 3876169, at *6 (N.D. Cal. Aug. 19, 2008) ("plaintiffs may aver scienter generally, just as the rule states – that is, simply by saying that scienter existed"); *SEC v. Sandifur*, No. 05-1631, 2006 WL 538210, at *7 (W.D. Wash. Mar. 2, 2006) ("[T]he SEC need only state that scienter existed."); *SEC v. Med. Capital Holdings, Inc.,* No. SACV 9-0818 DOC (RNBx), 2010 WL 809406, at *3 (C.D. Cal. Feb. 24, 2010); *SEC v. Levin,* 232 F.R.D. 619, 623 (C.D.Cal.2005); *SEC v. ICN Pharm., Inc.,* 84 F. Supp. 2d 1097, 1098–99 (C.D. Cal. 2000),

has the principal purpose and effect of creating a false appearance of fact in the furtherance of a scheme to defraud, then the defendant is using or employing a deceptive device within the meaning of § 10(b)." *Simpson v. AOL Time Warner Inc.*, 452 F.3d 1040, 1050 (9th Cir. 2006), *vacated on other grounds sub nom. Avis Budget Grp. Inc. v. Cal. State Teachers' Ret. Sys.*, 552 U.S. 1162 (2008). The Supreme Court has cautioned that Section 10(b) does not limit deceptive acts to misstatements, omissions by one who has a duty to disclose, and manipulative trading practices as "conduct itself can be deceptive." *Stoneridge Inv. Partners, LLC v. Scientific-Atlanta*, 552 U.S. 148, 158 (2008). *See also Ernst & Ernst v. Hochfelder,* 425 U.S. 185, 199 n. 20 (1976) (defining "device" as "an invention, project, scheme; often a scheme to deceive"). Generally a Rule 10b-5(a) and/or (c) claim cannot be premised on the alleged misrepresentations or omissions that form the basis of a Rule 10b-5(b) claim. *WPP Luxembourg,* 655 F.3d at 1057 ("A defendant may only be liable as part of a fraudulent scheme based upon misrepresentations and omissions under Rules 10b-5(a) or (c) when the scheme also encompasses conduct beyond those misrepresentations or omissions."); *SEC v. Loomis*, 969 F. Supp. 2d 1226, 1227 (E.D. Cal. 2013).[4]

The Supreme Court has interpreted the requirement that the fraudulent conduct occur in connection with or in the offer or sale of securities broadly so that they "encompass the entire selling process, including the seller/agent transaction." *U.S. v. Naftalin*, 441 U.S. 768, 773 (1979); *SEC v. Zandford*, 535 U.S. 813, 822 (2002) ("The elements are met if the fraud and the securities transaction coincide."). In the Ninth Circuit the "in connection" condition "is met if the fraud alleged 'somehow touches upon' or has 'some nexus' with 'any securities transaction." *Rana Research,* 8 F.3d at 1362 (quoting *SEC. v. Clark*, 915

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[4] *See also SEC v. St. Anselm Exploration Co.*, 936 F. Supp. 2d 1281, 1299 (D. Colo. 2013) (citing *SEC v. Daifotis*, No. C 11–00137 WHA, 2011 WL 2183314, at *9 (N.D. Cal. June 6, 2011)) ("scheme liability requires proof of participation in an illegitimate, sham, or inherently deceptive transaction where the defendant's conduct or role has the purpose and effect of creating a false appearance."); *SEC v. Lee,* 720 F. Supp. 2d 305, 334 (S.D.N.Y 2010) (liability is appropriate if the defendant has substantially participated in scheme to mislead investors "even if a material misstatement by another person creates the nexus between the scheme and the securities market.").

F.2d 439, 449 (9th Cir. 1990)). Where the fraud alleged involves public dissemination in any document presumably relied upon by an investor, the "'in connection with' requirement is generally met by proof of the means of dissemination and the materiality of the misrepresentation or omission." *Id.* *See also SEC v. Texas Gulf Sulphur Co.*, 401 F.2d833 (2nd Cir. 1968) (connection requirement is satisfied whenever assertions are made in a manner "reasonably calculated to influence the investing public."). In actions brought by the Commission the "in connection" requirement "remains as broad and flexible as is necessary to accomplish the statute's purpose of protecting investors." *Rana Research*, 8 F.3d at 1362 (collecting cases).

Here, the Commission has properly alleged that Zwebner made use of the mails and the means and instrumentalities of interstate commerce in connection with the registration, trading and sale of Crown shares. [*See, e.g., Id.* ¶¶ 10, 13-15, 17, 18, 23, 27, 28, 32, 36.]. Similarly, the complaint contains multiple general allegations regarding Zwebner's scienter sufficient to meet the pleadings standard. [*See, e.g.,* ¶¶ 16-18, 20, 21, 29, 32, 37.] Moreover, the allegations in the complaint provide a detailed explanation how Zwebner perpetrated the scheme to defraud, identifies the public filings that contain the misstatements that were made by Zwebner, and provides allegations regarding the scheme that go beyond the alleged misstatements and omissions. [*See, e.g.,* Doc. No. 1. ¶¶ 11-36.]

For example the complaint alleges that Zwebner secretly controlled every aspect of Crown's registration, hid his ownership and control of Crown and its shares, filed the false registration statement and placed free-trading shares with his own nominees in Israel, and arranged for Crown's common stock to be quoted on the OTCBB. [Doc. No. 1 ¶¶ 2-3, 11-16.] The Commission also asserts that Zwebner used the identify of Amir Rehavi to hide his own involvement with Crown; specifically, Zwebner transferred shares to Rehavi without his knowledge, forged Rehavi's signature on documents, appointed Rehavi Crown's nominal Chief Executive Office, and created an email account in Rehavi's name that was provided to the Commission as a point of contact. [*Id.* ¶¶ 11, 13, 17.]

Moreover, the complaint explains in detail how Zwebner, with the help of his son, orchestrated a sham IPO so that shares in Crown could be issued to Zwebner's nominees, when they had never purchased Crown stock. [*Id* ¶¶ 20-23.] Additionally, the Commission avers that post IPO, Zwebner enlisted the help of a broker-dealer to submit false information to FINRA regarding Crown's securities so that a trading market for Crown securities could be created. [*Id.* ¶¶ 24-34.] Following the creation of a fully-registered shell company with 2.5 million free-trading shares and a ready-made trading market, it is alleged that Zwebner sold Crown to Larson. [*Id.* ¶¶ 34-36.]

Further, the complaint alleges that Zwebner filed false amendments to Crown's Form S-1 Registration Statement as they failed to disclose to the Commission his control of Crown and his plans to sell Crown once its registration became effective. [*Id.* ¶¶ 13, 14, 16, 18-19, 23, 28.] *Rana Research, Inc.*, 8 F.3d at 1362. *See also SEC v. Benson*, 657 F. Supp. 1122, 1131 (S.D.N.Y.1987) (misstatements in annual and quarterly reports satisfy connection requirement because an investor would rely on such documents in deciding whether to purchase securities). Additionally, as alleged, Zwebner omitted to disclose and concealed his role as a control person of Crown, a fact that would be material to an investor and required by Items 401 and 404 of Regulation S-K, 17 C.F.R. §§ 229.401, 229.404. [*Id.* ¶ 16.] Likewise, if true, Zwebner's alleged false statements and attestations to FINRA and Crown's transfer agent, enabled the Crown's stock to be publically traded and were, therefore, sufficiently connected to subsequent securities transactions. *See, e.g., SEC v. Hasho*, 784 F. Supp. 1059, 1106 (S.D.N.Y 1992) ("any statement that is reasonably calculated to influence the average investor satisfies the 'in connection with' requirement of Rule 10b-5."); *SEC v. C. Jones & Co.*, 312 F. Supp. 2d 1375, 1381-82 (D. Colo. 2004) ("false allegations to NASD that enabled a stock to be publically traded are reasonably calculated to influence the investing public and hence made in connection with the purchase or sale of a security."). The Court finds these allegations satisfy the "in connection with" requirement of the provision.

In light of the above, the Court concludes that the overall scheme, as alleged, was deceptive, and the allegations in the complaint sufficiently allege Zwebner made material misrepresentations or omissions related to Crown's securities and committed actions with the purpose and effect of creating a false appearance in furtherance of the scheme to defraud. Accordingly, the Court concludes that the Commission has adequately pled a claim for relief for all of the claims and finds this weighs in favor of entering default judgment against Zwebner.

3. The sum of money at stake

Courts "consider the amount of money at stake in relation to the seriousness of Defendant's conduct." *PepsiCo,* 238 F. Supp. 2d at 1176. Here, the Commission is seeking disgorgement of Zwebner's profits from the sale of Crown securities, prejudgment interest and civil penalties under Section 20(d) of the Securities Act, 15 U.S.C. §§ 77t(d) and Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d).

Although the Commission has not provided the Court with the exact dollar amount at stake, the Court concludes that disgorgement of Zwebner's profits, payment of a civil penalty, and imposing prejudgment interest would not be disproportionate to the alleged harm or misconduct he committed. *UBS Fin. Servs. Inc. v. Martin*, No. 13-1498, 2014 WL 2159280, at *4 (C.D. Cal. May 23, 2014). Allowing Zwebner to retain any money garnered from any of the transactions surrounding the sale of Crown's securities would allow him to unjustly profit from such activity. *Platform Wireless*, 617 F.3d at 1097. Accordingly, this favor weighs in favor of entry of default.

4. The possibility of a dispute concerning material facts

Upon entry of default, all well-pleaded facts in the complaint are taken as true, except those relating to damages. *Televideo v. Heidenthal*, 826 F.2d 915, 917-918 (9th Cir. 1987); *Geddes*, 559 F.2d at 560. All of the Commission's claims are sufficiently pled. Since the Commission has supported its factual allegations with ample evidence, and "defendant has made no attempt to challenge the accuracy of the allegations in the

complaint," no factual dispute precludes entry of default judgment. *Landstar,* 725 F. Supp. 2d at 921-22.

5. Whether the default was due to excusable neglect

Defendant was properly served with the summons and complaint. [Doc. No. 6] Therefore, the default is not due to excusable neglect. *See, e.g., Craigslist, Inc. v. Kerbel,* No. 11-3309, 2012 WL 3166798, at *8 (N.D. Cal. Aug 2, 2012) (defendant's default was unlikely due to excusable neglect considering fact that "Plaintiffs served not only the summons and complaint but also the request for entry of default on Defendant but still received no response"). Accordingly, this factor ways favors default judgment.

6. The strong policy underlying the Federal Rules of Civil Procedure

"Defendant's failure to answer Plaintiff's Complaint makes a decision on the merits impractical, if not impossible." *PepsiCo*, 238 F. Supp. 2d at 177. Here, Zwebner has failed to file or answer or otherwise respond to the Complaint, but this does not preclude the Court from entering default judgment against him. *Id.*

In light of the above, the Court **GRANTS** the Commission's motion for default judgment.

III. REMEDIES

The Commission asks that the default judgment include a permanent injunction, an order barring Zwebner from participating in any future penny stock offerings or acting as an officer or director of any issuer of a registered security, disgorgement, prejudgment interest and civil penalties.

A. Injunctive Relief

To obtain injunctive relief the Commission must establish a violation of the federal securities laws and a reasonable likelihood of future violations. *Fehn*, 97 F.3d at 1295. In predicting the likelihood of future violations, a court must assess the totality of the circumstances, and consider such factors as 1) the degree of scienter involved; (2) the isolated or recurrent nature of the infraction; (3) the defendant's recognition of the wrongful nature of [her] conduct; (4) the likelihood, because of the defendant's professional

occupation, that future violations might occur; and (5) the sincerity of the defendant's assurances against future violations. *Id.* at 1295-96.

The Court finds that these factors weigh in favor of entering a permanent injunction. As alleged, Defendant acted with a high degree of scienter, the misconduct surrounding Crown spanned over a year, and Defendant has perpetrated similar frauds with other shell companies. Considering the alleged pattern of behavior the Court concludes that Defendant will likely violate the securities laws in the future. As Defendant has not appeared before the Court, he has not recognized the wrongful nature of his conduct or provided any assurances against future violations. Therefore, the Commission's request for injunctive relief is **GRANTED**.

B. Penny Stock and Officer-and-Director Bars

A district court has broad equitable powers to fashion appropriate relief for violations of the securities laws, including the power to order an officer and director bar. *SEC v. First Pacific Bancorp*, 142 F.3d 1186, 1193-94 (9th Cir. 1998). Under Section 20(g) and Section 21(d)(6) of the securities laws a district court may permanently bar an individual from participating in any offering of a penny stock. 15 U.S.C. §§ 77t(g), 78u(d)(6). An officer and director bar is authorized "if the person's conduct demonstrates substantial unfitness to serve as an officer or director." 15 U.S.C. § 78u(d)(2).

In determining whether to order the bar, a court may consider "(1) the 'egregiousness' of the underlying securities law violation; (2) the defendant's 'repeat offender' status; (3) the defendant's 'role' or position when he engaged in the fraud; (4) the defendant's degree of scienter; (5) the defendant's economic stake in the violation; and (6) the likelihood that misconduct will recur." *First Pacific*, 142 F.3d at 1193 (citing *SEC v. Patel*, 61 F.3d 147, 141 (2d Cir. 1995)).

Applying the factors laid out in *First Pacific*, the Court finds that an officer-and-director bar is appropriate. Zwebner's actions in perpetrating and orchestrating the fraud were egregious. Zwebner hid his ownership and control of Crown, placed shares in the names of unwitting nominees and assumed the identify of another person to further conceal

his involvement in the registration, scheme and role at Crown. Additionally, Zwebner made overt misrepresentations about Crown's business opportunities, officers and long term strategy in its public filings, orchestrated the sham IPO and created the trading market for Crown securities. As the owner of Crown, Zwebner had considerable economic stake in the fraud. The more attractive he could make Crown seem to investors, the more money he would reap from the fraud. Furthermore, the Court has concluded that Zwebner had a high level of scienter and that there is a strong likelihood of future violations considering Zwebner's history with Crown and the five other companies named in the complaint that he used to perpetrate securities fraud. Moreover, Zwebner has failed to appear or defend this action and has assume no responsibility for his violations of the law.

Additionally, the Commission has provided the Court with sufficient documentation to establish that Crown stock meets the definition of penny stock laid out in Section 3(a)(51)(A) and Rule 3a51-1 of the Exchange Act. *See* 15 U.S.C. § 78(c)(51)(A); 17 C.F.R. § 240.3a51-1; Doc. No. 9-2, Ex. 1. As alleged, Zwebner engaged in activities for the purpose of issuing, trading, and/or inducing or attempting to induce the purchase or sale of Crown securities. Therefore, the Court concludes that Zwebner participated in an offering of a penny stock and that a penny stock bar is warranted.

The Commission's requests for a penny stock bar and an officer-and-director bar are **GRANTED**.

C. Monetary Penalties

Under Sections 20(d) and 21(d) of the securities laws a court may impose a civil penalty against a defendant and sets forth a tiered structure limiting the maximum amount to be awarded in any case. *SEC v. Olins,* 762 F. Supp. 2d 1193, 1199 (N.D. Cal. 2011); *SEC v. Apartments America, LLC*, No. SA CV 12-0754 DOC (ANx), 2014 WL 842810, at *6 (C.D. Cal. Mar. 2, 2014). "The point of civil penalties is to punish and deter violations of the securities laws and thus protect (1) investor confidence, (2) financial market efficiency, and (3) the stability of the securities industry." *Apartments America,* 2014 WL 842810, at *6 (citations omitted).

Disgorgement of the ill-gotten gains obtained through violation of the securities law is an equitable remedy designed to prevent unjust enrichment and to make such violations unprofitable. *Platform Wireless*, 617 F.3d at 1096; *First Pacific*, 142 F.3d at 1191. "The amount of disgorgement should include all gains flowing from the illegal activities…[;] [d]isgorgement need only be a reasonable approximation of profits causally connected to the violation." *Platform Wireless*, 617 F.3d at 1096. The Commission "bears the ultimate burden of persuasion that its disgorgement figure reasonably approximates the amount of unjust enrichment." *Id.* (quoting *SEC v. First City Fin. Corp.*, 890 F.2d 1215, 1232 (D.C. Cir. 1989)). Additionally, district courts have the discretion to impose prejudgment interest from the date the securities were sold to the entry of judgment. *Id.* at 1100; *SEC v. First Jersey Securities*, 101 F.3d 1450, 1476-77 (2nd Cir. 1996).

The Court finds that it would be appropriate to hold Zwebner liable for the disgorgement of the illegally obtained proceeds he received as a result of the sale of Crown securities and for him to pay prejudgment interest. The Court also concludes that the circumstances regarding the violation and Zwebner's alleged history of securities violations warrant payment of a civil penalty that will deter him from future violations. However, the Commission has not submitted an approximation regarding Zwebner's gains from the sale of Crown stock, the amount being sought as a civil penalty, or a calculation of prejudgment interest. The Commission intends to provide the Court with this information in a subsequent motion.[5] [Doc. No. 9-1 pg. 22-23.] Accordingly, the Court reserves judgment on the actual amount of monetary penalties to be imposed on Zwebner pending review of the Commission's motion.

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[5] In its subsequent motion the Commission must proffer some basis for the reasonable approximation of the profits connect to the violations. *Compare SEC v. Lowrance*, No. 11-CV-03451-EJD, 2012 WL 2599127, at *6 (N.D. Cal. July 5, 2012) (SEC offered no evidence to substantiate amount claimed to have been defrauded), *with SEC v. Souza*, CIV S-09-2421 KJM, 2011 WL 2181365, at *3 (E.D. Cal. June 3, 2011) (disgorgement amount supported by declaration of counsel, analysis of amounts invested and returned to investor sand accompanying exhibits).

IV. DISPOSITION

Consistent with the foregoing, it is hereby **ORDERED** as follows:

1. The Commission's motion for default judgment is **GRANTED**;
2. Zwebner shall pay disgorgement of ill-gotten gains, prejudgment interest thereon, and a civil penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). The Court shall determine the amounts of the disgorgement and civil penalty upon further motion of the Commission. The Commission will file its motion regarding civil penalties no later than **December 27, 2016**;
3. Zwebner is:
   a. permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. § 77q(a), in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:
      (i) to employ any device, scheme, or artifice to defraud;
      (ii) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
      (iii) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser;
   b. permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5, by using any means or instrumentality of interstate commerce, or of the mails, or of any

facility of any national securities exchange, in connection with the purchase or sale of any security:

(i) to employ any device, scheme, or artifice to defraud;

(ii) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

(iii) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person;

c. is permanently barred from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. A penny stock is any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act, 17 C.F.R. 240.3a51-1;

d. is permanently barred from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d).

IT IS SO ORDERED.

Dated: November 29, 2016

Hon. Cathy Ann Bencivengo
United States District Judge

Term Sheet between Julius Klein and Asher Zwebner

Julius Klein will fund Infeed Medica Corp up to $20,000 , and Asher/ Dov Zwebner will fund the balance. The total expense re estimated to be $ 70,000. Asher Zwebner has funded $ 40,000 to date. The estimated time to complete the IPO process is one year approximately.

Upon IPO the Company may then be sold. Upon sale, the amount funded by the investors will be returned them from the proceeds of the sale of the Co. In addition, Dov Zwebner will be entitled to a $ 5,000 fee from the proceeds.

Profit Split:

Providing the Co will be sold for an amount up to $250,000 Julius Klein will receive 20% of the net amount after return of investment. Julius Klein will not participate in any proceeds in excess of $ 250,000. See example below.

Sales Proceeds: $ 250,000

Investment: $ 70,00

Dov Zwebner fee: $ 5,000

Net Proceeds $ 175,000 Julius Klein $ 35,000 Asher Zwebner $ 140,000

Julius will allocate two Directors to the Co , CEO and CFO

Undersigned

5/2/14

Julius Klein Date

Asher Zwebner Date

5/20/2014

From: "Asher Zwebner" <asher.zwebner@gmail.com>
To: "Seth Farbman" <seth@vstocktransfer.com>
Cc:
Bcc:
Date: 05/21/2014 07:42:22 am
Subject: Re: I am sending you out a new Company called INFEED MEDICA CORP forset up
Attachments:

I have already had them filled out
I used the same docs from Triumph
The docs will be fedexed tomorrow

I am corresponding with Taylor at the office of Spartan
Should I cc my correspondence to David Lopez so they are in the loop of what we discussed
Regards
Asher

On Wed, May 21, 2014 at 2:04 PM, Seth Farbman <seth@vstocktransfer.com> wrote:

> Asher u can use the same docs as triumph. U have or should I resend? Thanks
>
> Seth
>
> ---
>
> **From:** Asher Zwebner [mailto:asher.zwebner@gmail.com]
> **Sent:** Wednesday, May 21, 2014 05:33 AM
> **To:** Seth Farbman
> **Subject:** I am sending you out a new Company called INFEED MEDICA CORP for set up
>
> ---

TRANSFER AGENT AND REGISTRAR AGREEMENT

This Transfer Agent and Registrar Agreement (the "Agreement"), dated as of May 20 2014 2013, by and between INFEED MEDICA CORP a corporation duly organized and existing under the laws of the State of Delaware ("Corporation"), and VStock Transfer, LLC, a California limited liability company ("Transfer Agent"), is for the purpose of performing the services described therein.

RECITALS

WHEREAS, the Corporation desires that certain services be provided by the Transfer Agent with regard to the issuance, transfer and registration of certain securities of the Corporation;

WHEREAS, the Transfer Agent is engaged in the business of providing services for issuers of securities and seeks to provide such services to the Corporation; and

WHEREAS, the parties hereto desire to set forth the terms and conditions for the providing of services by the Transfer Agent to the Corporation.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, the parties agree as follows:

I. GENERAL APPOINTMENT OF TRANSFER AGENT; DOCUMENTS

a. Pursuant to the Certificate of Appointment, annexed hereto as Exhibit D, the Transfer Agent is appointed as the transfer agent for the issuance, transfer and registration of the Corporation's "Securities" and to perform such other services related to the Securities as provided in the Agreement. The term "Securities" as used in these Terms & Conditions shall have the meaning set forth in the Certificate of Appointment.

b. The Corporation has provided original or true and correct copies to the Transfer Agent of each of the documents listed on the Legal Document Checklist attached as Exhibit A.

c. The Corporation has accurately completed the Preliminary Information Form attached as Exhibit B and provided a copy to the Transfer Agent.

II. ISSUANCE OF DESIGNATED SECURITIES

The Transfer Agent is authorized and directed to issue Securities of the Corporation from time to time upon receiving from the Corporation the following:

a. Written instructions as to the issuance from an authorized officer of the Corporation.

b. A certified copy of any order, consent, decree or other authorization that may relate to the issuance of the Designated Securities.

c. An opinion of the Corporation's counsel that (i) the Designated Securities are duly authorized, validly issued, fully paid and nonassessable, (ii) issuance of the Designated Securities has been registered (stating effective date thereof) under the Securities Act of 1933 (as amended) (the "Act") and the class of Securities represented by the Designated Securities has been registered under the Securities Exchange Act of 1934 (as amended), or, if exempt from registration, the basis of such exemption, and (iii) no order or consent of any governmental or regulatory authority other than that provided to the Transfer Agent is required in connection with the issuance of the Designated Securities or, if no such order or consent is required, a statement to that effect. The opinion should also indicate whether it is necessary that the Designated Securities bear a restrictive legend and the wording of the legend or a statement to the effect that all Designated Securities to be issued are freely transferable upon presentation to the Transfer Agent for that purpose.

d. Such further documents as the Transfer Agent may reasonably request.

III. AUTHORIZED OFFICERS

a. Specimen signatures of the officers of the Corporation authorized to sign the physical evidence of Securities, including any certificate (see Exhibit E) together with any applicable specimen certificates, shall be provided to the Transfer Agent to be used by it for the purpose of comparison. The Transfer Agent shall be protected and held harmless in recognizing and acting upon any signature, certificates or other document believed by it in good faith to be genuine. When any officer of the Corporation shall no longer be vested with the authority to sign evidence of Securities for the Corporation, a written notice thereof shall be given to the Transfer Agent and until receipt of such notice the Transfer Agent shall be fully protected and held harmless in recognizing and acting upon the evidence of Securities bearing the signature of such officer or any signature believed by it in good faith to be such genuine signature.

b. The Transfer Agent shall not be charged with notice of any change in the officers of the Corporation until notice of such change shall be given in writing by the Corporation to the Transfer Agent.

c. In the event any officer of the Corporation who shall have signed blank stock certificates or other evidence of Securities (or whose facsimile signature shall have been used) shall die, resign or be removed prior to the issuance of such certificates or other evidence of Securities, the Transfer Agent in its capacity as Transfer Agent or Registrar, may issue or register such stock certificates or other evidence of securities as the stock certificates or evidence of Securities of the Corporation, notwithstanding such death, resignation or removal, unless directed to the contrary by the Corporation in writing.

IV. REGISTRAR; TRANSFER OF SECURITIES

a. The Transfer Agent is authorized and directed to act as the official registrar of: the Securities upon receipt by the Transfer Agent of the completed and signed reliance letter substantially in the form of Exhibit F together with complete, accurate and balanced records referenced therein.

b. The Transfer Agent is authorized and directed to make transfers of Securities from time to time upon the books of the Corporation as maintained by the Transfer Agent.

c. Securities, in either certificated or book entry form (or other appropriate form of ownership), will be transferred or exchanged upon the surrender of the old Securities (or appropriate instructions in the case of noncertificated shares) in form reasonably deemed by the Transfer Agent to be properly endorsed for transfer, accompanied by such documents as the Transfer Agent may deem necessary to evidence the authority of the person making the transfer. The Transfer Agent reserves the right to refuse to transfer Securities until it has received reasonable assurance that each necessary endorsement is genuine and effective, that the transfer of the Securities is legally valid and genuine and that the requested transfer is otherwise legally in order. For that purpose, Transfer Agent may require an acceptable guaranty of the signature of the person signing and appropriate assurance of authority to do so. The Transfer Agent may rely upon the Uniform Commercial Code, applicable law or regulation, and generally accepted industry practice in effecting transfers, or in delaying or refusing to effect transfers. The Transfer Agent may delay or refuse to process any transfer that in its reasonable judgment appears improper or unauthorized. If, on a transfer of a restricted item, Corporation counsel fails to issue an opinion or to provide adequate reasons therefore within a "reasonable" number of business days of a request to do so, the Transfer Agent is authorized, but not required, to process such transfer upon receipt of an appropriate opinion of presenter's counsel.

d. Transfer Agent shall be fully protected and held harmless in recognizing and acting upon written instructions of an authorized officer of the Corporation.

e. When the Transfer Agent deems it expedient it may apply to the Corporation, or counsel for the Corporation, or to its own counsel for instructions and advice; that the Corporation will promptly furnish or will cause its counsel to furnish such instructions and advice, and, for any action taken in accordance with such instructions or advice, or in case such instructions and advice shall not be promptly furnished, the Corporation will indemnify and hold harmless the Transfer Agent from any and all liability, including attorney's fees and court costs.

f. The Corporation will at all times advise the Transfer Agent of any and all stop transfer notices or adverse claims lodged against Securities of the Corporation and further, will promptly notify the Transfer Agent when any such notices or claims have expired or been removed. The Transfer Agent is not otherwise responsible for stop transfer notices or adverse claims from either the Corporation or third parties unless it

has received actual written notice.

V. RECORDKEEPING

a. The Transfer Agent is authorized and directed to maintain records showing the name and address of, and the number of Securities issued to each holder of, said Securities together with such other records as the Transfer Agent may deem necessary or advisable to discharge its duties as set forth herein.

b. In case of any request or demand for the inspection of the stock records of the Corporation or any other records in the possession of the Transfer Agent, the Transfer Agent will notify the Corporation for instructions permitting or refusing such inspection; provided, however, that the Transfer Agent reserves the right to permit the inspection of the stock records and other records of the Corporation and its holders of securities by any regulatory authority including the Securities and Exchange Commission ("SEC") and the Depository Trust & Clearing Corporation ("DTCC").

VI. RESPONSIBILITIES, INDEMNITIES, AND COMPENSATION HEREUNDER

a. The Transfer Agent may conclusively rely and act or refuse to act without further investigation upon any list, instruction, certification, authorization, stock certificate or other communication, including electronic communication, instrument or paper believed by it in good faith to be genuine and unaltered, and to have been signed, countersigned or executed by any duly authorized person or persons, or upon the instruction of any officer of the Corporation or the advice of counsel for the Corporation, or counsel for the Transfer Agent. The Transfer Agent may make any transfer or registration of ownership for such securities which is believed by it in good faith to have been duly authorized or may refuse to make any such transfer or registration if in good faith the Transfer Agent deems such refusal necessary in order to avoid any liability upon either the Corporation or itself. Corporation agrees that it shall not give Transfer Agent direction to take any action or refrain from taking any action, if implementing such direction would be a violation of applicable law or regulation. Corporation agrees that it shall not direct Transfer Agent to transfer any security if such security is subject to any restriction or prohibition on transfer to or from a securities intermediary in its capacity as such, and Transfer Agent shall be protected in refusing to effect any such transfer.

b. The Transfer Agent may conclusively and in good faith rely and act, or refuse to act, upon the records and information provided to it by the Corporation and its prior transfer agent or recordkeeper without independent review and shall have no responsibility or liability for the accuracy or inaccuracy of such records and information.

c. The Corporation will indemnify, defend, protect and hold harmless the Transfer Agent and its managers, affiliates, agents, officers and employees (the "Indemnitees") from and against any and all: losses, costs, claims, damages, suits, judgments, penalties,

liabilities, and expenses, including, without limitation, reasonable attorney's fees and expenses, incurred or made, arising out of or in connection with any act or omission of a prior transfer agent of the Corporation or the performance of the Transfer Agent's obligations under the provisions of this Agreement, including but not limited to, acting, or refusing to act, in reliance upon any signature, endorsement, assignment, certificate, order, request, notice, report, record, instructions or other instrument or document believed by the Transfer Agent in good faith to be valid, genuine and sufficient (the foregoing are referred to as "Indemnifiable Costs"); provided, however, such indemnification shall not apply to any such act or omission finally adjudicated to have been directly caused by the bad faith or gross negligence of the Transfer Agent. The Indemnitees shall be under no obligation to institute or defend any action, suit, or legal proceeding in connection herewith or to take any other action likely to involve the Indemnitees in expense, unless first indemnified to the Transfer Agent's satisfaction. The indemnities provided by this paragraph shall survive the resignation or removal of the Transfer Agent or the termination of this Agreement. If the indemnification provisions of this Agreement are inadequate or unavailable for any reason, the Indemnitees shall be entitled to contribution from the Corporation and any third-party payors including insurers for all Indemnifiable Costs.

d. Anything in the Agreement to the contrary notwithstanding, in no event shall either party or its respective affiliates, agents, officers, directors, managers and employees be liable under or in connection with this Agreement for special, indirect, incidental, punitive, or consequential losses or damages of any kind whatsoever, including but not limited to lost profits, whether or not foreseeable, even if advised of the possibility thereof and regardless of the form of action in which such damages are sought.

e. The Transfer Agent may, in connection with the services described in the Agreement, engage subcontractors, agents, co- transfer agents or attorneys-in-fact, provided the same shall have been selected with reasonable care. The Transfer Agent is authorized by the Corporation to execute all agreements, appoint agents or sub-agents and do all other acts deemed necessary to carry out the general purposes of this Agreement. The Corporation shall provide to the Transfer Agent any books, records, or memoranda which are required in defense of any claim which may arise in the performance of the Transfer Agent's duties hereunder.

f. The Transfer Agent may consult with counsel of its choice, and any advice of such counsel shall be full and complete authorization and protection to the Transfer Agent with respect to any action taken or omitted by it in good faith, in reliance upon such advice, in connection with the performance of its duties or obligations under the Agreement. The Corporation agrees to reimburse the Transfer Agent for all reasonable expenses, disbursements and counsel fees (including reasonable expenses and disbursements of counsel) incurred with respect thereto.

g. The Corporation agrees that the Transfer Agent shall be paid fees for its services and reimbursed for expenses in accordance with the attached fee schedule (See attached

Fee Schedule – Exhibit C), which may be updated by the Transfer Agent from time to time. Requests for payment of fees and expenses shall be submitted by the Transfer Agent in the form of a written invoice at the beginning of each month for the services to be provided for the prior month. The Corporation shall make payment upon receipt of all invoices and all invoices shall be considered late if not paid in full by the last day of each month. The Corporation shall pay interest at the rate of 0.83% per month for all late invoices.

h. The Transfer Agent will, at its own expense, maintain in full force and effect at all times during the term of this appointment insurance coverage in amounts with standard coverage and subject to deductibles as is customary for insurance typically maintained by similar transfer agents.

i. The Transfer Agent will not have any liability for failure to perform or delay in performing duties set forth herein if the failure or delay is due to an event of force majeure. An event of force majeure is an event or condition beyond the Transfer Agent's control including, but not limited to acts of God, natural disaster, civil unrest, state of war, fire, power failure, equipment failure, act of terrorism, or similar events beyond the Transfer Agent's control. The Transfer Agent will make reasonable efforts to minimize performance delays or disruptions in the event of such occurrences.

j. Nothing in the Agreement shall be construed to give any person or entity other than the Transfer Agent and the Corporation, and their successors and assigns, any legal or equitable right, remedy or claim under this Agreement. The Agreement shall be for the sole and exclusive benefit of the Transfer Agent and the Corporation.

VII. CONSENT TO USE OF NAME AND LOGO

Each party may disclose in regulatory filings, marketing materials and in other communications the fact Transfer Agent has been appointed pursuant to this Agreement, however, neither party may disclose the specific terms of this Agreement including any fee information, without the prior written consent of the other party, unless disclosure of such fee information is required by SEC rules and regulations.

VIII. UNCLAIMED PROPERTY ADMINISTRATION

a. The Transfer Agent will provide unclaimed property reporting services for unclaimed certificates for the Securities and related cash dividends, which may be deemed abandoned or otherwise subject to applicable unclaimed property law or regulation.

b. The Corporation shall assist the Transfer Agent and provide such cooperation as may reasonably be necessary in the performance of the services hereunder including delivery to the Transfer Agent of any and all such unclaimed property which may not otherwise be in the Transfer Agent's possession.

IX. LOST SECURITY HOLDER SEARCH SERVICES

a. Pursuant to SEC rules (See SEC Rule 240.17Ad-17, as amended), the Transfer Agent is required to provide certain services regarding lost security holder accounts for the Securities.

b. The Corporation agrees to reimburse the Transfer Agent for reasonable fees and expenses incurred by the Transfer Agent in the course of providing the referenced search services. The referenced fees and expenses may be assessed periodically by the Transfer Agent in accordance with the services provided. (See attached Fee Schedule – Exhibit C.)

X. CONFIDENTIAL INFORMATION

a. The Transfer Agent and Corporation acknowledge that during the course of the Agreement, the parties (the Discloser being the "Discloser" and the Recipient the "Recipient") may make confidential data available to each other or may otherwise have access to proprietary or confidential information regarding the Corporation, its stockholders, or the Transfer Agent, or its or their affiliates (collectively, "Confidential Data"). Confidential Data includes all information not generally known or used by others and which gives, or may give the possessor of such information an advantage over its competitors or which could cause Corporation or Transfer Agent injury, loss of reputation or goodwill if disclosed. Such information includes, but is not necessarily limited to: data or information that identifies past, current or potential customers, stockholders, business practices, financial results, fees, research, development, systems and plans; certain information and material identified by the Discloser as "Proprietary" or "Confidential"; data that the Transfer Agent furnishes to the Corporation from the Transfer Agent's database; data received from the Corporation and enhanced by the Transfer Agent; and/or data or information that the Recipient should reasonably be expected to know is confidential. Confidential Data may be written, oral, recorded, or maintained on other forms of electronic media. Because of the sensitive nature of the information that the Recipient and its employees or agents may obtain as a result of this Agreement, the intent of the parties is that these provisions be interpreted as broadly as possible to protect Confidential Data. This Agreement, together with the exhibits and schedules referred to herein or delivered pursuant hereto, are Confidential and Proprietary, and shall be treated as Confidential Data by the parties hereto. The Transfer Agent acknowledges that all Confidential Data furnished by Corporation is considered proprietary and strictly confidential. The parties agree to maintain security measures to protect Confidential Data in its possession.

b. The Recipient agrees to hold as confidential all Confidential Data it receives from the Discloser. As between the Recipient and Discloser, ownership of Confidential Data shall remain with the Discloser, and Recipient shall not take any ownership interest in or right to use the Confidential Data unless expressly agreed in writing by the Discloser. The Recipient will use at least the same care and discretion to avoid

unauthorized use and disclosure of the Discloser's Confidential Data as it uses with its own similar information that it does not wish disclosed, but in no event less than a reasonable standard of care and no less than is required by law. The Recipient may only use and disclose Confidential Information of the Discloser only as necessary for the following "Permitted Purposes": (1) performing its obligations under this Agreement, (2) in the case of Corporation, deriving the reasonable and intended benefit from the services provided by Transfer Agent under this Agreement, and (3) as otherwise specifically permitted in writing by the Discloser in this Agreement or elsewhere. The Recipient may disclose Confidential Data to: (i) its employees and employees of permitted subcontractors and affiliates who have a need to know; (ii) its attorneys and accountants as necessary in the ordinary course of its business; (iii) any regulatory authority, including the SEC and DTCC, and (iv) any other party with the Discloser's prior written consent. Without limiting the foregoing, the parties further agree, subject to applicable law and regulations, that: (i) Confidential Data shall not be distributed, disclosed, or conveyed to any third party except by prior written approval of the Discloser; (ii) no copies or reproductions shall be made of any Confidential Data, except as needed to provide the services described in this Agreement; and (iii) the Recipient shall not use any Confidential Data for its own benefit or for the benefit of any third party.

c. The parties acknowledge that the unauthorized use or disclosure of any Confidential Data may cause irreparable harm to the Discloser. Accordingly, the parties agree that the Discloser shall be entitled to equitable relief, including injunctive relief, in addition to all other remedies available at law for any threatened or actual breach of this Agreement or any threatened or actual unauthorized use or disclosure of Confidential Data.

d. Except as prohibited by applicable law or regulation, the Recipient shall promptly notify the Discloser in writing of any subpoena, summons or other legal process served on the Recipient for the purpose of obtaining Confidential Data (i) consisting of a stockholder list, such as an identified class of Corporation stockholders, or (ii) relating to significant regulatory action or litigation that would have a material effect on the performance of the Transfer Agent or corporate status of Corporation. In such cases, the Discloser shall have a reasonable opportunity to seek appropriate protective measures; provided, however, that this subsection shall not require the Transfer Agent to notify the Corporation of its receipt of any subpoena, summons or other legal process seeking Confidential Data for a single stockholder or group of related stockholders in connection with routine tax levies or other routine third party litigation involving a stockholder. The Discloser will indemnify the Recipient for all reasonable expenses incurred by the Recipient in connection with determining the lawful release of the Confidential Data that is subject to a subpoena, summons or other legal process.

e. The obligations set forth in paragraphs (a) through (d) above shall not apply to:

(i) any disclosure specifically authorized in writing by the Discloser;

(ii) any disclosure required by applicable law or regulation, including pursuant to a court order; or

(iii) Confidential Data which:

(1) has become public without violation of this Agreement; or

(2) was disclosed to the Recipient by a third party not under an obligation of confidentiality to the Discloser; or

(3) was independently developed by the Recipient not otherwise in violation or breach of this Agreement or any other obligation of the Recipient to the Discloser; or

(4) was rightfully known to the Recipient prior to entering into this Agreement.

f. The obligations of each party set forth in paragraphs (a) through (e) above shall survive termination or assignment of this Agreement.

XI. TERM

a. The Agreement shall have a term of three (3) years, which term shall automatically renew for successive three (3) year terms without any action unless either party shall provide written notice of cancellation thirty (30) days prior to the end of any applicable term period. In addition, either party may terminate the Agreement (i) at any time upon written notice if the terminating party has any reason to believe the other party or any of its officers, directors or affiliates may be involved, directly or indirectly, in potentially illegal conduct, and such notice shall state the basis for such termination, or (ii) upon thirty (30) days advance written notice that the other party is in material breach of its obligations hereunder, unless the breaching party has cured such breach within such thirty (30) day period. Any notice of termination by the Corporation shall include a certified copy of a resolution of the Board of Directors of the Corporation related to such termination and payment for all amounts due and owing to the Transfer Agent.

b. Upon the effective date of termination in accordance with the provisions noted above the Transfer Agent shall deliver, at the expense of the Corporation, to the Corporation, or to a successor transfer agent as directed in writing by the Corporation (and if no successor transfer agent has been identified at the time of resignation or removal, then the following shall be provided directly to the Corporation), all records of the Corporation in the possession of the Transfer Agent, with the exception of any blank stock certificates, as discussed in paragraph (a) above.

XII. NOTICES

All notices to be given by one party to the other under the Agreement shall be in writing and shall be sufficient if made to such party at their respective address.

If notice to the Corporation: As set forth in the Certificate of Appointment.

If notice to the Transfer Agent:

VStock Transfer, LLC
Attn: Chief Executive Officer
77 Spruce Street, Suite 201
Cedarhurst, New York 11516
Facsimile: (646) 536-3179

All notices and communications hereunder shall be in writing and shall be deemed to have been duly given if mailed, by registered or certified mail, return receipt requested, or, if by other means, including facsimile capable of transmitting or creating a written record directly to the office of the recipient, when received by the recipient party at the address shown above, or at such other addresses as may hereafter be furnished to the parties by like notice. Any such demand, notice or communication hereunder shall be deemed to have been received on the date received at the premises of the addressee (as evidenced, in the case of registered or certified mail, by the date noted on the return receipt, or in the case of facsimile, the date noted on the confirmation of such transmission).

XIII. GOVERNING LAW

The Agreement shall be construed, performed and enforced in accordance with, and governed by, the laws of the State of New York, without regard to the conflict of laws doctrine applied in such state.

XIV. AMENDMENT; ENTIRE AGREEMENT; SEVERABILITY

a. The Agreement may be amended or modified only by a written document authorized, executed and delivered by the Corporation and the Transfer Agent. Such document may be in the form of a resolution of the Corporation adopting a written amendment approved by the Transfer Agent.

b. The Agreement, together with the exhibits and schedules referred to herein or delivered pursuant hereto, constitute the entire agreement and understanding of the parties with respect to the matters and transactions contemplated by this Agreement and supersede any prior agreement and understandings, including any fee proposals, with respect to those matters and transactions. Each provision and agreement herein shall be treated as separate and independent from any other provision or agreement herein and shall be enforceable notwithstanding the unenforceability of any such other provision or agreement.

AGREED AND ACCEPTED:

VSTOCK TRANSFER, LLC

By: _____
Name:
Title:

Company Name: INFEED MEDICA CORP

INFEED
MEDICA CORP

By: [redacted]
Name: Julius Klein
Title: ceo

Exhibit A

LEGAL DOCUMENTATION CHECKLIST

Documents required to make VStock Transfer's appointment as transfer agent effective.

✓ 1. A copy of the Certificate of Incorporation of the Corporation, together with all amendments, duly certified by the Secretary of State. Please also include the Bylaws of the Corporation and all amendments thereto.

✓ 2. Preliminary Information Form (Exhibit B) of the Transfer Agent Services Agreement)

✓ 3. Fully executed Certificate of Appointment (Exhibit D).

✓ 4. A list (Exhibit E) of names, titles and specimen signatures of:

✓ 5. A Reliance Letter (Exhibit F) signed by an authorized officer of the Corporation

✓ 6. Provide status regarding DTC Eligibility and FAST listing (Exhibit G)

✓ 7. Other agreements and documents as may be determined to be necessary.

Exhibit B

PRELIMINARY INFORMATION FORM

TO BE FURNISHED TO
VSTOCK TRANSFER, LLC
IN CONNECTION WITH ITS APPOINTMENT AS
TRANSFER AGENT AND REGISTRAR

1. Name of Corporation: INFEED MEDICA CORP

2. Complete mailing address of Corporation: 2225 CHAKLAY 4/18 JUN 66462 [illegible]

   Phone and fax numbers of Corporation: 9226411577

3. Name and Address of Counsel HAROLD P GEWERTER ESQ LTD
   5536 S Ft. Apache #102 LAS VEGAS NV 89148

   Individual counsel contact HAROLD P GEWERTER ESQ LTD

   Phone and fax numbers of counsel contact 702-382-1714 / 702-382-1759

4. Name, contact and phone number of stock certificate printer

   Vstock

5. Number of stockholders: 1/ stockholders

6. State of Incorporation of Corporation: Delaware

7. Corporation's Federal Taxpayer Identification Number: 42-1774429

8. Name and Address of individual to whom reports of transfers should be sent, as requested:

   Ashen Tweeden ASHEN TWEEDEN@gmail.com

9. Name and address of individual to whom invoices for fees and expenses should be sent:

   SAME

10. Previous Corporation names and effective dates of name changes N/A

    N/A

11. Mergers/Acquisitions, effective dates and rates

    N/A

12. Record dates, distribution dates and rates for all stock splits/dividends, and/or cash dividends paid in past 12 months (if applicable): N/A

13. Nature of business MANUFACTURING OF A PATENTED / DESIGNED BABY BOTTLE MEDICINE DISPENSER.

Exhibit C

Services Included in Set-Up and Ongoing Transfer and Registrar

Set Up

- Transfer of existing shareholder information from compatible electronic file, free of charge for Excel or compatible electronic file
- Establish secure, private issuer access to shareholder data

Stockholder Services

VStock Transfer is able to provide the following transfer agent and registrar services:

- Maintenance of stockholder accounts, including new accounts, account consolidation and escheatment
- Address changes
- Provide a dedicated account manager for stockholder and broker inquiries
- Prompt response to stockholder correspondence, email, and calls
- Provide storage of records in compliance with strictest SEC guidelines
- 24/7 electronic issuer access to stockholder information
- Unlimited on-demand reports, sorted according to issuer criteria
- Cost basis tracking, as required
- Maintenance of outstanding share records
- Prompt response to audit requests
- Regular compliance checks of stockholder accounts against Office of Foreign Assets Control Specially Designated Nationals list, as required by law
- Preliminary lost stockholder searches as required by SEC regulations
- Assistance to issuer with escheatment/abandoned property obligations

Our initial transfer set up fee will be $199. We believe in doing things right at the set up stage to produce long term results. As such, we are confident that once we are able to solidify the data in our unique data base management system, both the company and the shareholders will benefit from having a reliable resource for all activity and reports going forward

Monthly Maintenance Fee

Our monthly maintenance fee is calculated based upon the number of record shareholders per class or series of securities:

o Monthly Maintenance of 1-99 shareholders	$99 per month
o Monthly Maintenance of 100-200 shareholders	$150 per month
o Monthly Maintenance of 200-300 shareholders	$299 per month
o Monthly Maintenance of 300-500 shareholders	$399 per month
o Monthly Maintenance of 500+ shareholders	$749 per month

The following are a sample of services provided on a per transaction fee basis as set forth below:

o Cancel Cert	$10.00
o Issuance Per Cert	$35.00
o Proxy Services	Available upon request
o Proxy Printing	Available upon request
o Lost shareholder search (if needed)	$5.00 per shareholder per search
o Escheatment (if needed)	$50.00 per shareholder

Other Costs and Excluded Services

The company will be billed separately at cost for certain out-of-pocket expenses such as postage, courier fees, and an inventory of blank share certificates.

The above services and fees do not include services in connection with stock splits, reverse stock splits, and "deep search" and associated escheatment/lost property fees. They do not include services for DWAC set-up ($499), maintenance ($150) issuances ($75) or transfer and does not include services for corporate actions, such as reorganizations, share exchanges, additional classes of stock or securities, conversions or redemptions of securities, exercises of warrants, tender offers or self-tenders, services for stock option plan or employee stock purchase plan administration, or proxy statements and annual meetings. We would be happy to provide a quote for these additional services upon request.

Please complete the information below:

I _____ authorize VStock Transfer, Inc. to charge my bank account
(full name)

indicated below on or after _____
(date)

ID Information

ID Type _____ Number _____

Country _____ State/Province _____

Billing Information

Billing Address _____ Phone# _____

City, State, Zip _____ Email _____

Account Type: ☐ Checking ☐ Savings

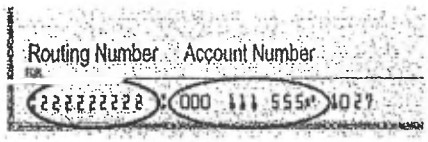
Name on Acct _____

Bank Name _____

Account Number _____

Bank Routing # _____

Bank City/State _____



Credit Card Information

Card Type _____

_____ _____ _____
Credit Card Number Expiration Date (xx/xx/xxxx) CVV Code *(*what's this?)*

*** Card Verification Value Code (CVV): CVV is a new authentication procedure established by credit card companies to further efforts towards reducing fraud for internet transactions. For Visa, MasterCard, and Discover cards, the card code is the last 3 digit number located on the back of your card on or above your signature line. For an American Express card, it is the 4 digits on the FRONT above the end of your card number.**

As an authorized representative of the above mentioned company, I hereby authorize VStock Transfer, LLC to maintain the above referenced credit card on file and to use such card for each transaction with VStock Transfer on behalf of the above referenced company unless otherwise instructed by the card holder.

_____ _____ _____
Signature Print Name Date

Exhibit D

CERTIFICATE OF APPOINTMENT OF VSTOCK TRANSFER, LLC AS TRANSFER AGENT AND REGISTRAR

By INFEED MEDICA CORP a Delaware corporation (the "Company"),

WHEREAS, the Company is authorized to issue the following securities (the "Securities"):

Class of Securities	CUSIP	Par Value or Exercise Price	No. Securities Authorized
Common	To Apply For	$0.0001	500,000,000

WHEREAS, the Securities outstanding on the date of this Certificate and issued after the date of this Certificate (a) are duly authorized, validly issued, fully paid and non-assessable and any preemptive and other contractual rights related to all issuances of the Securities have been satisfied, and (b) have been registered under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, or are exempt from registration. All issuances and transfers of Securities have been, and after the date of this Certificate will be, in compliance with all applicable laws, rules and regulations and all certificates evidencing the Securities shall bear all required legends.

NOW THEREFORE, I, the undersigned, do hereby certify that I am the duly elected, qualified and acting CEO of INFEED MEDICA CORP, a corporation organized and existing under the laws of the State of DE; that (i) approval by the Board of Directors is not necessary for the appointment of VStock Transfer, LLC as the Transfer Agent and Registrar, or (ii) the following is a true copy of a resolution adopted by the Board of Directors of said Corporation at a meeting duly held on May 10, 2014 at which a quorum was present and voted, or by unanimous written consent effective as of such date, that said resolution is now in full force and effect, and shall remain in full force and effect until altered by subsequent Board resolution:

RESOLVED, that VSTOCK TRANSFER, LLC, its successors and assigns, is hereby appointed Transfer Agent and Registrar (the "Transfer Agent") effective May 10, 2014 2012 (the "Effective Date of Appointment"), to act in accordance with its general practices, for the transfer and registration of securities.

WITNESS my authorized signature as CEO of the Corporation this 10 day of May, 2014

Signature: _____

Title: CEO

Exhibit E

LIST OF AUTHORIZED INDIVIDUALS

The following is our list of authorized contacts and their level of authority with VStock Transfer, LLC.

AUTHORIZED CONTACTS (Complete all sections, print out form, check authorization boxes and obtain signatures.)			
Individual's Name	Julius Klein	BETH Langsam	
Title	CEO/director	CFO/director	
Phone Number	9722648634	9722641577	
E-mail	SHEA@SHEAKLEIN.com	baily@sheaklein.com	
Signature	x	xB. Langsam	x

NAMES OF OFFICERS THAT ARE AUTHRIZED TO SIGN STOCK CERTIFICATES:

1. Julius Klein

2. Beth Langsam

Exhibit F

RELIANCE LETTER

[redacted] 2019

VStock Transfer, LLC
Attn: Chief Executive Officer
77 Spruce Street, Suite 201
Cedarhurst, NY 11516

Dear Sirs:

VStock Transfer, LLC ("VStock Transfer"), can rely on the stockholder records for INFEED MEDICA CORP (the "Company") provided by the Company to VStock Transfer (the "Stock Ledger"). The Stock Ledger is a complete and accurate listing of all outstanding securities of the Company's. Except as indicated in the Stock Ledger, there are no (i) stop transfer orders (e.g., lost certificates or adverse claims), (ii) court order or other document that affects the transfer and/or registrar of the Securities, and (iii) transfer restrictions in effect against any outstanding shares.

Thank you in advance for your assistance.

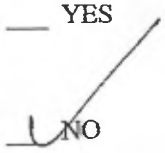
Sincerely,

By: [redacted]
Name:
Title:

EXHIBIT G

ARE THE SHARES OF YOUR COMPANY CURRENTLY DTC ELIGILBE:

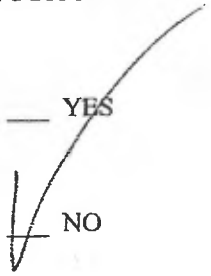
___ YES



NO

ARE YOUR SHARES APPROVED WITH FAST FOR ELECTRONIC TRADING (DWAC)?

___ YES



NO

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:41 AM 09/10/2012
FILED 11:30 AM 09/10/2012
SRV 121013201 - 5210061 FILE

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
INFEED MEDICA CORP.

FIRST: The name of this Corporation is Infeed Medica Corp.

SECOND: Its registered office in the State of Delaware is to be located at 113 Barksdale Professional Center, Newark, Delaware, County of New Castle, Zip Code 19711. The registered agent in charge thereof is Delaware Intercorp, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total stock that this corporation is authorized to issue is 500,000,000 shares of common stock with a par value of $0.0001 per share.

FIFTH: The name and mailing address of the incorporator is as follows:

Einat Krasney
8 Paamonl Street
Tel Aviv, 62918
Israel

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do hereby certify that the facts herein stated are true, and I have accordingly hereunto executed this Certificate this 5th day of September, 2012.

BY: _____
Name: Einat Krasney
Title: Incorporator

BY-LAWS
OF
INFEED MEDICA CORP

TABLE OF CONTENTS

BY-LAWS
OF
INFEED MEDICA CORP

ARTICLE I

Corporate Offices

Section 1. The principal executive office for the transaction of the business of the corporation is hereby fixed and located at ZEV HAKLAI STREET 4 JERUSALEM ISRAEL .The board of directors may change said principal executive office from one location to another.

Section 2. Branch or subordinate offices may be established by the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II

Meetings of Stockholders

Section 1. All meetings of the stockholders shall be held at any place within or without the State of Delaware, which may be designated by the board of directors or by the written consent of a majority of all stockholders entitled to vote thereat and not present at the meeting, given either before or after the meeting and filed with the secretary of the corporation. In the absence of any such designation all stockholders' meetings shall be held at the principal executive office of the corporation.

Section 2. The board of directors shall determine the time and date of the annual meeting of stockholders. At the meeting, directors shall be elected and any other proper business may be transacted which is within the powers of the stockholders. Written notice of each annual meeting shall be given to each stockholder entitled to vote either personally or by first-class mail or other means of written communication (which includes, without limitation and wherever used in these bylaws, telegraphic and facsimile communication), charges prepaid, addressed to each stockholder at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If any notice or report addressed to the stockholder at the address of such stockholder appearing on the books of the corporation is returned to the corporation by the United States Postal Service or such other Postal Service as may be applicable, marked to indicate that the Postal Service is unable to deliver the notice or report to the stockholder at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the stockholder upon written demand of the stockholder at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other stockholders. If no address of a stockholder appears on the books of the corporation or is given by the stockholder to the corporation, notice is duly given to him if sent by mail or other means of written communication addressed to the place where the principal executive office of the corporation is located. All such notices shall be given to each stockholder entitled thereto not less than ten (10) days nor more than sixty (60) days before each annual meeting. Any such notice shall be deemed to have been

given at the time when delivered personally or deposited in the Postal Service mail or delivered to a common carrier for transmission to the recipient or actually transmitted by the person giving the notice by electronic means to the recipient or sent by other means of written communication.

Such notices shall state:

a. the place, date and hour of the meeting;

b. those matters which the board, at the time of the mailing of the notice, intends to present for action by the stockholders;

c. if directors are to be elected, the names of nominees intended at the time of the notice to be presented by management for election; and

d. such other matters, if any, that may be expressly required by statute or, if applicable, any matters set forth in Section 6 herein.

Section 3. Special meetings of the stockholders for the purpose of taking any action permitted to be taken by the stockholders under the Delaware General Corporation Law and the Certificate of Incorporation of this corporation may be called by the chairman of the board or the chief executive officer/president, or by any vice president, or by the board of directors, or by the holders of shares entitled to cast not less than ten percent (10%) of the votes at the meeting. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner and contain the same statements as required for annual meetings of stockholders. Notice of any special meeting shall also specify the general nature of the business to be transacted, and no other business may be transacted at such meeting.

Section 4. The presence in person or by proxy of the holders of one third of the shares entitled to vote at any meeting shall constitute a quorum for the transactions of business. The stockholders present at a duly called or held meeting at which a quorum, if present may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum, it any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting of stockholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted except as provided in the preceding sentence.

Section 5. Any action(s) required or permitted to be taken by the stockholders, may be taken without a meeting, if a majority of the outstanding shares entitled to vote with respect to such action(s) shall consent in writing to such action(s). Such written consent or consents, shall be filed with the minutes of the proceedings of stockholders. Any such action by written consent shall have the same force and effect as action approved by a majority vote of the stockholders at a duly noticed and called stockholders meeting.

Section 6. Only persons in whose names shares are registered on the books of the corporation are entitled to vote on the record date for voting purposes fixed by the board of directors pursuant to Article X, Section 3 of these bylaws, or, if there be no such date so fixed, on the record dates given below, shall be entitled to vote at such meeting.

If no record date is fixed then:

a. The record date for determining stockholders entitled to notice of, or to vote at a meeting of stockholders shall be the close of business on the business day next preceding the day an which notice is given or, if notice is waived, that the close of business on the business day next preceding the day on which the meeting is held.

b. The record date for determining the stockholders entitled to give consent to corporate actions in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent.

c. The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating hereto, or the 60th day prior to the date of such other action whichever is later.

Section 7. Every person entitled to vote shares may authorize another person or persons to act by proxy with respect to such shares by filing a written proxy executed by such person or his or her duly authorized agent, with the secretary of the corporation.

Section 8. A proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant hereto.

ARTICLE III

Board of Directors

Section 1. Subject to the provisions of the Delaware General Corporation Law and any limitation in the Certificate of Incorporation and these bylaws as to action to be authorized or approved by the stockholders, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board of directors shall have the following powers, to wit:

First: To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefor, nor, inconsistent with law or with the Certificate of Incorporation or with the bylaws, as they may deem best;

Second: To elect and remove, at pleasure of the board of directors, the officers, agents and employees of the corporation, prescribe their duties and fix their compensation;

Third: To authorize the issuance of shares of stock of the corporation from time to time upon such terms as may be lawful; and

Fourth: To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefor.

Section 2. The authorized number of directors shall be not less than one (1), nor more than seven (7).

Section 3. The directors shall be elected at each annual meeting of stockholders, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of stockholders held for that purpose. Each director, including a director elected to fill a vacancy, shall hold office until his/her successor is elected, except as otherwise provided by statute.

Section 4. Vacancies in the board of directors, except for a vacancy created by the removal of a director, may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

Section 5. Directors, as such, shall not receive any stated salary for their services, but by resolution of the board of directors a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular and special meeting of the board; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 6. The board of directors from time to time may elect one or more persons to be advisory directors who shall not by such appointment be members of the board of directors. Advisory directors shall be available from time to time to perform special assignments specified by the president, to attend meetings of the board of directors upon invitation and to furnish consultation to board. The period during which the title shall be held may be prescribed by the board of directors. If no period is prescribed, the title shall be held at the pleasure of the board.

Section 7. Any director may resign effective upon giving written notice to the chairman of the board, the chief executive officer/president, secretary or the board of directors of the corporation, unless the notice specifies a later time for effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

ARTICLE IV

Meetings of Directors

Section 1. Regular meetings of the board of directors shall be held at any place, within or without the State of Delaware that has been designated from time to time by the board of directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation, except as provided in Section 2. Special meetings of the board of directors may be held at any place within or without the State of Delaware which has been designated in a

notice of the meeting, or, it not designated in the notice or if there is no notice, at the principal executive office of the corporation.

Section 2. Immediately following each annual meeting of the shareholders there shall be a regular meeting of the board of directors of the corporation at the place of said annual meeting or at such other place as shall have been designated by the board of directors for the purpose of organization, election of officers and the transaction of other business. Other regular meetings of the board of directors shall be held without call on such date and time as may be fixed by the board of directors; provided, however, that should any such day fall on a legal holiday, then said meeting shall be held at the same time on the next day thereafter. Notice of regular meetings of the directors is hereby dispensed with and no notice whatever of any such meeting need by given, provided that notice of any change in the time or place of regular meetings shall he given to all or the directors in the same manner as notice for special meetings of the board of directors.

Section 3. Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman of the board or president or, if both the chairman the board and the chief executive officer/president are absent or are unable or refuse to act, by any vice president or by any two directors. Notice of the time and place of special meetings shall be delivered personally or by telephone to each director, or sent by first-class mail or telegram or facsimile transmission, charges prepaid, addressed to him at his address as it appears upon the records of the corporation, or, if it is not so shown on the records and is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is sent by facsimile transmission, it shall be delivered to a common carrier for transmission to the director or actually transmitted by the person giving the notice by electronic means to the director at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone at above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Any notice given personally or by telephone may be communicated to either or the director or to a person at the office of the director whom the person giving the notice has reason to believe will promptly communicate it to the director. Such deposit in the mail, delivery to a common carrier, transmission by electronic means or delivery, personally or by telephone, as above provided, shall be due, legal and personal notice to such directors. The notice need not specify the place of the meeting it the meeting is to be held at the principal executive office of the corporation, and need not specify the purpose of the meeting.

Section 4. Presence of a majority of the authorized number of directors at a meeting of the board of directors constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to

another time or place shall be given prior to the time of the adjourned meeting to the director who were not present at the time of the adjournment.

Section 5. The transactions of any meeting of the board of directors, however called or noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed duly given to any director who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such director.

Section 6. Any action required or permitted to be taken by the board of directors, may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action and each written consent or consents, shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and affect as a unanimous vote of such directors.

Section 7. The provisions of this Article IV shall also apply, with necessary change in points of detail, to committees of the board of directors, if any, and to actions by such committees (except for the first sentence of Section 2 of Article IV, which shall not apply, and except that special meetings of a committee may also be called at any time by any two members of the committee, unless otherwise provided by these bylaws or by the resolution of the board of directors designating such committees. For such purpose, and except as set forth herein, references to "the board" or "the other board of directors" shall be deemed to refer to each such committee and references to "directors" and "members of the board" shall be deemed to refer to members of the committee. Committees of the board of directors may be designated, and shall be subject to the limitations on their authority, as provided in Section 141 of the Delaware General Corporation Law.

ARTICLE V

Officers

Section 1. The officers of the corporation shall be designated from time to time by the board of directors. Any number of offices may he held by the same person. The officers shall be elected by the board of directors and shall hold office at the pleasure of the board.

Chairman of the Board

Section 2. The chairman of the board shall, if present, preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws. If there is not a president, the chairman of the board shall, in addition, be the general manager and chief executive officer of

the corporation and shall have the powers and duties prescribed in Section 3 of this Article V of these bylaws.

Chief Executive Officer/President

Section 3. Subject to such powers and duties, it any, as may be prescribed by these bylaws or the board of directors for the chairman of the board, if there be such officer, the chief executive officer/president shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the stockholders and, in the absence of the chairman of the board, or if there be none, at all meetings of the board of directors. He shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the president, and he shall have such further powers and shall perform such further duties as may be prescribed for him by the board of directors.

Vice President

Section 4. In the absence or disability, or refusal to act of the chief executive officer/president, the vice presidents, if any, the vice president designated by the president or the board of directors, shall perform all of the duties of the chief executive officer/president and when so acting shall have all the powers of and be subject to all the restrictions upon the chief executive officer/president. The vice presidents shall have such powers and perform such other duties as from time to time may be prescribed for them, respectively, by the board of directors or the bylaws.

Secretary

Section 5. The secretary shall keep or cause to be kept at the principal executive office of the corporation or such other place as the board of directors may order, a book of minutes of all proceedings of the stockholders, the board of directors and committees of the board, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at directors' and committee meetings, and the number of shares present or represented at stockholders' meetings. The secretary shall keep or cause to be kept at the principal executive office or at the office of the corporation's transfer agent a record of stockholders or a duplicate record of stockholders having the names of the stockholders and their addresses, the number of shares and classes of shares held by each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate for cancellation. The secretary or an assistant secretary, or, if they are absent or unable or refuse to act, any other officer of the shall give or cause to be given notice of all the meetings of the stockholders, the board of directors and committees of the board required by the bylaws or by law to be given, and shall keep the seal of the corporation, if any, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by the bylaws.

Section 6. It shall be the duty of the assistant secretary, if any, to assist the secretary in the performance of the duties of the office of secretary and generally to perform such other duties as may be delegated to him/her by the board of directors.

Chief Financial Officer

Section 7. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the corporation. He shall receive and deposit all moneys and other valuables belonging to the corporation in the name and to the credit of the corporation and disburse the same only in such manner as the board of directors or the appropriate officer of the corporation may from time to time determine, shall render to the president and the board of directors, whenever they request it, an account of all his transactions as treasurer, and of the financial condition of the corporation, and he shall perform such further duties as the board of directors may require.

Section 8. It shall be the duty of the assistant treasurer, if any, to assist the chief financial officer in the performance of his duties and generally to perform such other duties as may be delegated to him/her by the board of directors.

Section 9. The chief operating officer, if any, shall be responsible for overseeing and directing the operations and personnel of the corporation under the direction and supervision of the chief executive officer/president and shall perform such further duties as the chief executive officer/president or the board of directors may require.

ARTICLE VI

Amendments

Section 1. New bylaws may be adopted or these bylaws may be amended or repealed by the board of directors at any time and from time-to-time.

ARTICLE VII

Indemnification of Directors and Officers

Section 1. Right to Indemnification. Each person who was or is made a party to or witness or other participant in or is threatened to be made a party to or witness or other participant in or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, investigative or other (hereinafter a "Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held

harmless by the corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said Law permitted the corporation to provide prior to such amendment), against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties, amounts paid or to be paid in settlement and all interest, assessments and other charges paid or payable in connection with or in respect of such expanse, liability and loss) (hereinafter collectively "expenses") reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, offices, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article VII, the corporation shall indemnity any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the board of directors of the corporation.

The right to indemnification conferred in this Article IX shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in connection with any proceeding in advance of its final disposition; provided, however, that if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking by or an behalf of such director on officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article VII or otherwise. The corporation may, by action of its board of directors, provide indemnification to employees and agents of corporation with the same scope and effect as the foregoing indemnification of directors officers.

Section 2. Right of Claimant to Bring Suit. If a claim under Section 1 of this Article VII is not paid in full by the corporation within thirty days after a written claim has been received by the corporation, the claimants may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its fiscal disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standard of conduct which make it permissible under the Delaware General Corporation Law for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its board of directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable

standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Non-Exclusivity of Rights. The right to indemnification and the payment of Expenses incurred in a proceeding in advance of its final disposition conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

Section 4. Insurance. The corporation may maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee, agent or fiduciary of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, agent or fiduciary of another corporation or of a partnership, joint venture, trust or other enterprise against any expenses incurred in a proceeding, whether or not the corporation, would have the power to indemnify such person against such expenses under the Delaware General Corporation Law.

ARTICLE VIII

Shares

Section 1. Certificates of stock shall be issued in numerical order, and state the name of the recordholder of the shares represented thereby; the number, designation, if any, and class or series at shares represented thereby; and contain any statement or summary required by law. Every certificate for shares shall be signed in the name of the corporation by the chairman of the board of directors or chief executive officer/president or other executive officers as designated by the board of directors.

Section 2. Upon surrender to the secretary or transfer agent of the corporation of a certificate for shares, duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the secretary or transfer agent of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its share register.

Section 3. The board of directors may fix a time in the future at a record date for the determination of the stockholders entitled to notice of and to vote at any meeting of stockholders or entitled to receive payment of any dividend or distribution, or any allotment of rights, or to exercise rights in respect to any other lawful action. The record date no fixed shall not be more than sixty (60) nor less than ten (10) days prior to the date of the meeting or event for the purpose for which it is fixed. When a record data is so fixed, only stockholders of record on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise any rights as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date.

Section 4.. The board of directors may close the books of the corporation against transfers of shares during the whole or any part of a period of not more than sixty (60) days prior to the date

of a stockholder's meeting, the date when the right to any dividend, distribution, or allotment of rights vests, or the effective date of any change, conversion or exchange of shares.

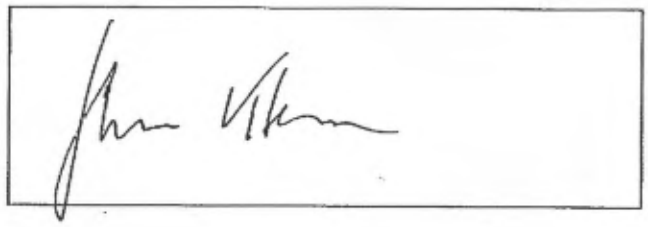
STOCK CERTIFICATE ORDER FORM
Exhibit A

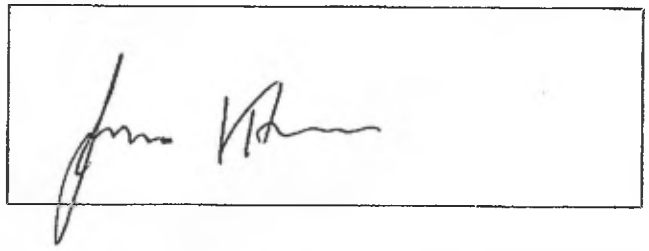
Company: INFEED MEDICA CORP

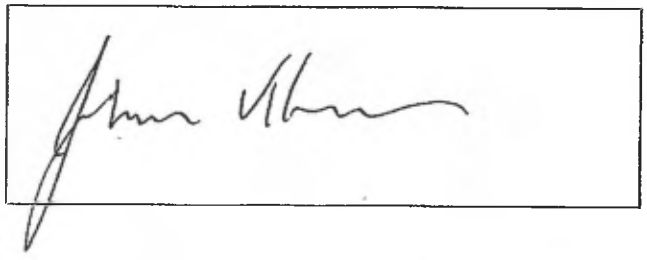
Name of Signatory: Julius Klein

Title: CEO / Director

A specimen of your signature is required to reproduce. Please provide your signature below, **using black ink**, in the windows provided.







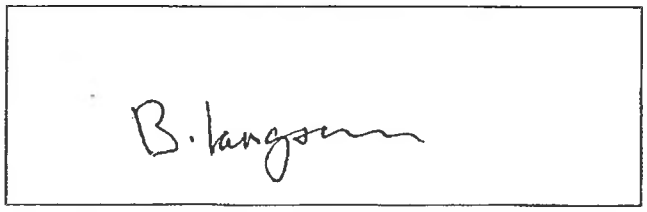
STOCK CERTIFICATE ORDER FORM
Exhibit A

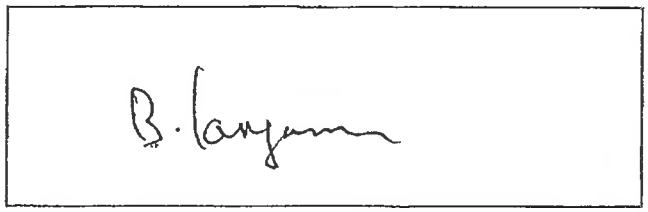
Company: INFEED MEDICA CORP.

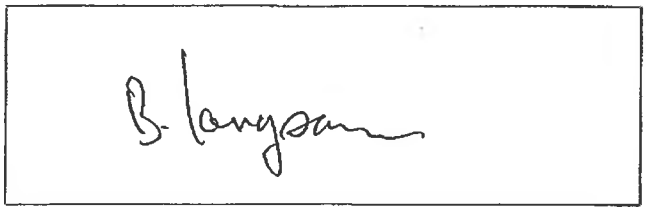
Name of Signatory: BETH LANGSAM

Title: CFO/Director

A specimen of your signature is required to reproduce. Please provide your signature below, **using black ink**, in the windows provided.







CEDE & CO. 13-2555119
BOX # 20
BOWLING GREEN STATION
NEW YORK, NEW YORK 10004

IRREVOCABLE STOCK OR BOND POWER

For Value Received, the undersigned does (do) hereby sell, assign and transfer unto

OPPENHEIMER & CO. INC.

"The undersigned affirms that the transfer of the accompanying instrument(s) is made under one of the exemptions specified in section (270)5 of the Tax Law of the State of New York and that evidence is proof of the exemption is maintained by the undersigned and is available for inspection by representatives of the New York State Tax Commission."

IF STOCK, COMPLETE THIS PORTION

22000 Shares of the Common stock of DYNAMIC Ventures Corp

represented by certificates(s) No(s) _____ inclusive _____.

standing in the name of the undersigned on the books of said Company.

IF BOND, COMPLETE THIS PORTION

_____ Bonds of _____

In the principal amount of $_____ No(s)_____ inclusive_____

Standing in the name of the undersigned on the books of said company.

The undersigned does (do) hereby irrevocably constitute and appoint

Oppenheimer & Co. Inc. attorney to transfer the said stock or bond(s), as the case may be, on the books of said Company, with full power of substitution in the premises.

X _____

Dated July 26

IMPORTANT

The signature(s) to this power must correspond with the name(s) as written upon the face of the certificate(s) or bond(s) in every particular without alteration.

F/F/C Account Number 298 - _____

NATCO 6659

INK SCAN

C:\Users\asher\AppData\Local\Microsoft\Windows\Temporary Internet Files\Low\Content.IE5\THZQNTUW\STOCK_OR_BOND_POWER_-_OPCO[1].doc

STATE OF ISRAEL
MINISTRY OF TRANSPORT
DRIVING LICENCE
6998649
1986 02
PII Redacted by Division
UPON ENTRY, PLEASE FILL OUT BOTH FORMS USING BLOCK LETTERS
STATE OF ISRAEL
MINISTRY OF THE INTERIOR
REGISTRATION OF EXIT
001977264
FILL THIS IN DEPARTURE
EXCEPT IMMIGRANTS AND RESIDENTS
FOR MONEY DECLARATION SEE BACK SIDE OF THE PAGE
PII Redacted by Division
United Kingdom of Great Britain and Northern Ireland
Passport
Passeport
P GBR
ZWEBNER
ASCHER ZELIG
BRITISH CITIZEN
X LONDON
11 AUG /AOUT 04
11 AUG /AOUT 14
FCO
P<GBRZWEBNER<<ASCHER<ZELIG<<<<<<<<<<<<<<<<<<<<
[redacted]
PII Redacted by Division
Confidential pursuant to Securities Exchange Act s. 24(d).
ISAE 0005024

Dear Shalom

Please close the account of

KEREN ANIYIM

Thank You

Asher Zweiner

2/2

With regard to a trust:

I declare that the trust is not an Israeli resident since: (mark the relevant place with an X).

1.		The trust is not registered in Israel.
2.		The creator of the trust is a non-resident.
3.		The beneficiary is a non-resident.
4.		The trustee is a non-resident.

B. The Entitlement to Exemption from Tax on a Non-Resident's Deposit

I declare that I am aware that I shall only be entitled to benefit from exemption from tax on income from interest on a non-resident's deposit if the deposit will comply with **all** the following terms and conditions:

1. The deposit is not registered and does not require registration in the books of a permanent enterprise in Israel.
2. The interest income from the deposit is not income from a business or occupation.
3. All the deposit owners are non-residents.
4. The deposit was not used to grant a loan or as collateral for loans that the Bank has granted to your relatives or to a body of persons of which you are a controlling owner, if they are Israeli residents.

Declaration

- I hereby declare that I have understood this form and I have completed it accurately and in accordance with the instructions.
- I have given all the correct, full and complete particulars in this form.
- I undertake that if there shall be a change in any particular detailed in the form, I shall immediately contact the Bank and complete a new form.
- I am aware that an omission or giving incorrect particulars constitutes an offence against the Income Tax Ordinance.

DEC 1 2015
Date

Customer's Name

Customer's Signature

ROYAL IMPORT INC

Attorney's Name

Attorney's Signature

FedEx Express *International Air Waybill*

FedEx Tracking Number 8719 9304 3889 Form ID No. 0460

PACKAGE LABEL · COMMERCIAL INVOICE LABEL · DELIVERY RECORD LABEL · DELIVERY REATTEMPT LABEL

1 From

Date: 1/18/?? Sender's FedEx Account Number: 9350

Sender's Name: W... Allen Asher Phone: 9??-?6649?6? / 9?75??-6??67

Company: ...

Address: 20 A Shlomi Tovah

Address: Jerusalem Israel

City: State/Province: 96?8?

Country: Israel Postal Code: 96?8?

Sender's VAT/TURN Number

2 To

Recipient's Name: Mary Ramsey Phone: 775-377 ...

Company: Nevada Agency & Trust Co.

Address: 50 West Liberty St

Address: Reno - 50 West Liberty St

City: Nevada State/Province: 89501

Country: USA ZIP/Postal Code: 89501

Recipient's Tax ID Number for Customs Purposes

3 Shipment Information

Total Packages: 1 Total Weight: .25 lbs. DIM: 1 1

Commodity Description	Harmonized Code	Country of Manufacture	Value for Customs
DOCS			

Total Declared Value for Carriage · Total Value for Customs

4 Express Package Service — Packages up to 150 lbs. / 68 kg

[x] FedEx Intl. Priority · [ ] FedEx Intl. First · [ ] FedEx Intl. Economy · [ ] NEW FedEx Europe First option for FedEx Intl. Priority

Not all services and options are available to all destinations. Dangerous goods cannot be shipped using this Air Waybill.

5 Packaging

[x] FedEx Envelope · [ ] FedEx Pak · [ ] FedEx Box · [ ] FedEx Tube · [ ] Other · [ ] FedEx 10kg Box · [ ] FedEx 25kg Box

6 Special Handling

[ ] HOLD at FedEx Location · [ ] SATURDAY Delivery

7a Payment Bill transportation charges to:

[x] Sender · [ ] Recipient · [ ] Third Party · [ ] Credit Card · [ ] Cash/Cheque

FedEx Acct. No. [redacted]

Credit Card Exp. Date

7b Payment Bill duties and taxes to:

[ ] Sender · [ ] Recipient · [ ] Third Party · [ ] Cash/Cheque

FedEx Acct. No.

8 Your Internal Billing Reference

9 Required Signature

Use of this Air Waybill constitutes your agreement to the FedEx Conditions of Carriage for EMEA, an extract of which is reproduced on the back of this Air Waybill, and you represent that this shipment does not contain dangerous goods. Certain international treaties, including the Warsaw Convention, may apply to this shipment and limit our liability for damage, loss, or delay, as described in our Conditions of Carriage for EMEA.

Sender's Signature: [signature]

NATCO 0802 532

Recipient's Signature:

FedEx Tracking Number 8719 9304 3889 0460

Origin Station ID: JLBEV · Destination Station ID · URSA Routing: XX/RNO

Handling Codes · Total Volume · Forms Attached

From: "Shay Galam" <shay@vstocktransfer.com>
To: "Shir Hochman" <shir@vstocktransfer.com>
Cc:
Bcc:
Date: 06/13/2014 03:23:03 pm
Subject: FW: STOCK REPLACEMENT - INFEED
Attachments: image001.jpg

PLEASE NOTE WE HAVE RECENTLY MOVED OUR CORPORATE OFFICES:
Please send all correspondence and/or payments to:
Vstock Transfer, LLC
18 Lafayette Place
Woodmere, NY 11598

logo

Shay Galam
Director of On Boarding Services
VStock Transfer, LLC
18 Lafayette Place
Woodmere, New York 11598
Phone: (212) 828-8436 Ext. 106
Facsimile: (646) 536-3179
www.VStockTransfer.com

From: Asher Zwebner [[redacted]mail.com]
Sent: Thursday, May 29, 2014 12:36 PM
To: Shay Galam
Subject: Re: STOCK REPLACEMENT - INFEED

The attached list is perfect
Yes the shares are restricted

Also please send the shares by fedex to my adress
[redacted]
JERUSALEM
ISRAEL[redacted]
[redacted]

TEL 972542389959
REGARDS
ASHER

On Thu, May 29, 2014 at 7:16 PM, Shay Galam <shay@vstocktransfer.com> wrote:
Asher,
Please see attached certified shareholder list.

Per your request we will reissue certificate #6 and #7 (only shareholders). The shares will be restricted unless you want them to be free traded (in that case we will need a legal opinion).
Please also confirm the certificate specimen attached.
Best,
Shay

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Please send all correspondence and/or payments to:
Vstock Transfer, LLC
18 Lafayette Place
Woodmere, NY 11598

Shay Galam
Director of On Boarding Services
VStock Transfer, LLC
18 Lafayette Place
Woodmere, New York 11598
Phone: (212) 828-8436 Ext. 106
Facsimile: (646) 536-3179
www.VStockTransfer.com

From: Asher Zwebner [mailto:[redacted]mail.com]
Sent: Wednesday, May 28, 2014 1:22 AM
To: Shay Galam; Seth Farbman
Subject: Re: STOCK REPLACEMENT - INFEED

Dear Shay

You will note in the package I sent there are docs showing that
10,000,000 shares were issued to each Julius and to Beth
In the doc attached it shows NINE MILLION AS OPPOSED TO TEN MILLION

Please advise
Regards
Asher

On Tue, May 27, 2014 at 11:02 PM, Shay Galam <shay@vstocktransfer.com> wrote:
Asher,

I wanted to take this opportunity to introduce myself and welcome you to VStock Transfer. We are excited to be of service and offer the highest level of customer service to you and your shareholders.
We have received the FedEx shipment for INFEED but before we can continue with your request Ill appreciate your help in getting the full shareholder list (I have attached our shareholder list template).

As for stock certificates, you have the option of using our FREE print on demand certificates on an as needed basis, or you can order a custom template that we can coordinate and order on your behalf. Please let me know what you would prefer to use and we will send you the appropriate paper work. Please see attached sample.

We look forward to a long relationship going forward so please tell us how we can be of assistance and feel free to contact me if you have any questions.
Best,

Shay

PLEASE NOTE WE HAVE RECENTLY MOVED OUR CORPORATE OFFICES:
Please send all correspondence and/or payments to:
Vstock Transfer, LLC
18 Lafayette Place
Woodmere, NY 11598

Shay Galam
Director of On Boarding Services
VStock Transfer, LLC
18 Lafayette Place
Woodmere, New York 11598
Phone: (212) 828-8436 Ext. 106
Facsimile: (646) 536-3179
www.VStockTransfer.com

From: Asher Zwebner [[redacted]gmail.com]
Sent: Wednesday, May 21, 2014 07:46 AM
To: Allison Niccolls; Seth Farbman
Subject: STOCK REPLACEMENT

Dear Allison

Please look out for 2 certs for the original founder issuance of restricted shares in a Co called INFEED MEDICA CORP I am sending to your offices for TA setup
We would like these certs simply to be replaced with certs to be printed by your offices
Please let me know if you have any queries once you receive the info
Regards
Asher

From: Asher Zwebner [[redacted]mail.com]
Sent: Wednesday, May 21, 2014 10:43 AM
To: Alan Weinberg; Julius Klein, CPA
Subject: Engagement Letter

Dear Aryeh

Please prepare an engagement letter for the following co

INFEED MEDICA CORP

Audit December 31 2012 (Co was incorporated in 2012)
Audit December 31 2013
Review June 30 2014

for all to be inclusive in the S1 to be filed in July PG

Julius Klein is also the CEO of INFEED MEDICA CORP

As discussed and agreed for $5,000

Regards
Asher

From: Alan Weinberg CPA [alan@aweinbergcpa.com]
Sent: Thursday, July 03, 2014 1:49 PM
To: 'Asher Zwebner'
Subject: RE: FW: New Tax Seminar

ok

From: Asher Zwebner [[redacted]mail.com]
Sent: Thursday, July 03, 2014 8:07 PM
To: Alan Weinberg CPA
Subject: Re: FW: New Tax Seminar

Can you please try and have for me
INFEED FS
CALEMINDER FS
by next Wednesday
I am allocating all day next Thursday to complete both of these S1s
Thanks
Asher

On Thu, Jul 3, 2014 at 6:54 PM, Alan Weinberg CPA <alan@aweinbergcpa.com> wrote:
In case you are interested

From: Schabes, Stuart M. [mailto:smschabes@ober.com]
Sent: Wednesday, July 02, 2014 7:12 PM
To: Schabes, Stuart M.
Cc: Froehlich, Esther; Gray, Vickie J.
Subject: New Tax Seminar

In following up on our recent tax seminar and, most importantly, in light of the recently issued changes to the Offshore Voluntary Disclosure Program, we are pleased to announce another Tax Seminar which will be held on Wednesday, July 16, 2014 at the Ramada Jerusalem on Herzl Blvd. This one will be from 9:30 – 11:30 leaving over an opportunity for extensive questions. The primary focus of the seminar will be on how to address Offshore Voluntary Disclosure and the new Streamlined rules as well as the looming August 4th deadline when FBAR penalties may increase to as high as 50%. There will also be discussions about the certification for non-willfulness as required under the new Streamlined rules. We hope you will be able to attend and look forward to seeing you. Please make a reservation by using the voting buttons above. Thank you.

Stuart M. Schabes
Principal

OBER | KALER
Attorneys at Law
410.347.7696 Direct
443.263.4196 Fax
smschabes@ober.com

100 Light Street
Baltimore, MD 21202
www.ober.com

IRS Circular 230 Notice: The IRS has issued regulations setting forth detailed requirements as to the scope and content of written advice that may be relied upon as a defense to the imposition of penalties that may be applicable under the Internal Revenue Code. This communication does not satisfy those requirements. Accordingly, the discussion of Federal tax consequences set forth herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed.

From: Alan Weinberg [awcfo@netvision.net.il]
Sent: Thursday, July 10, 2014 7:43 AM
To: [redacted]gmail.com
Subject: FW: Here are the exhibits if you need them
Attachments: INFEED-MEDICA-AOI.docx; INFEED-subscription-agreement.docx; INFEED MEDICA CORP-BY-LAWS.docx; INFEED- ORAL ARRANGEMENTS WITH THE COMPANY.docx

From: Asher Zwebner [[redacted]mail.com]
Sent: Thursday, July 10, 2014 12:56 PM
To: Alan Weinberg
Subject: Here are the exhibits if you need them

From: "Asher Zwebner" <[redacted]mail.com>
To: "Seth Farbman" <seth@vstocktransfer.com>
Cc:
Bcc:
Date: 07/11/2014 02:18:25 am
Subject: Fwd: INFEED MEDICA AND CALEMINDER INC
Attachments: infeedmedica-S1-JULY22-2014.docx

Dear Seth
Attached is a copy of the S1 for INFEED MEDICA which I have sent to Harold for his review
Please file for a CUSIP number accordingly
Thanks
Asher

---------- Forwarded message ----------
From: **Asher Zwebner** <[redacted]mail.com>
Date: Thu, Jul 10, 2014 at 2:18 PM
Subject: INFEED MEDICA AND CALEMINDER INC
To: "Harold Gewerter (harold@gewerterlaw.com)" <harold@gewerterlaw.com>

Dear Harold

Please find attached the S1 for INFEED MEDICA CORP
Please note we will forward you funds early next week

Mid next week I will also send you an S1 for
CALEMINDER CORP

You will find the S1s in excellent shape (I think)

I have all the exhibits and they will be attached upon edgarizing

Mid next week you will also receive funds for CALEMINDER
Please send me your new wiring info

Please take into account this is set up to be filed on JULY 22 2014 AND SO IS CALEMINDER TOO

Which means we will need to have the Opinions by the end of next week
I presume this leaves us enough time

The attached S1 has been forwarded to the auditors to review too

I will call you later on today to confirm the above with you
Regards
Asher

From: Asher Zwebner [redacted]mail.com>
Sent: Thursday, January 08, 2015 10:47 AM
To: Alan Weinberg
Subject: Fwd: Infeed audit

confirmation from Harold on fees received
---------- Forwarded message ----------
From: Harold Gewerter <harold@gewerterlaw.com>
Date: Tue, Jan 6, 2015 at 7:57 PM
Subject: RE: Infeed audit
To: Asher Zwebner [redacted]mail.com>, Alan Weinberg <awcfo@netvision.net.il>

That is correct.

Harold P. Gewerter, Esq.
Harold P. Gewerter, Esq. Ltd.
5536 S. Ft. Apache #102
Las Vegas, NV 89148
Ph: (702) 382-1714
Fax: (702) 382-1759
Email: harold@gewerterlaw.com
http://gewerterlaw.com/

From: Asher Zwebner [[redacted]mail.com]
Sent: Tuesday, January 06, 2015 9:55 AM
To: Harold Gewerter (harold@gewerterlaw.com); Alan Weinberg
Subject: Infeed audit

Dear Harold

For the INFEED Dec audit please confirm you received $3,000
$2,500
$500

Regards
Asher

From: "Shir Hochman" <shir@vstocktransfer.com>
To: "Asher Zwebner" <[redacted]mail.com>
Cc: "Alan Weinberg" <awcfo@netvision.net.il>
Bcc:
Date: 01/08/2015 08:51:22 am
Subject: Re: INFEED
Attachments:

Please check ur spam I sent u a payment receipt for the below transaction.

On Jan 8, 2015, at 3:49 AM, Asher Zwebner <[redacted]mail.com> wrote:

> Dear Shir
> Please confirm
> Asher
>
> On Tue, Jan 6, 2015 at 7:57 PM, Asher Zwebner <[redacted]mail.com> wrote:
> > Dear Shir
> >
> > Please for our Dec 31 audit please confirm you received $386 in Q3 2014 for INFEED
> >
> > Thank You
> > Asher

From: Asher Zwebner [[redacted]mail.com]
Sent: Thursday, January 08, 2015 4:08 AM
To: Alan Weinberg; Avi Yudkowitz
Subject: Re: INFEED

Harold - July 22
Avi - August - 25
Vstock - end of August
Ruth - July 22

All were in Q3 2014
Osher

On Thu, Jan 8, 2015 at 10:46 AM, Asher Zwebner <[redacted]mail.com> wrote:

> ok
> For 2014
> second half activity is as follows
>
> $3,000 paid Harold - OL - Reduce liabilty - increase OL
> $1,400 was paid to Avi - expense versus OL - You can confirm with Avi
> $2,000 was paid to Ruth - expense against OL - Ruth sent a confirmation
> $436 was paid to VSTOCK = expense against OL - awaiting confirmation
>
> I see no other material accruals for December 31 2014
>
> In q1 we will expenses you and Avi accordingly
>
> Is this enough ?
> Do you need more for the FS/ audit ?
> Osher

On Thu, Jan 8, 2015 at 10:19 AM, Alan Weinberg <awcfo@netvision.net.il> wrote:

> The liability is $5,000 for Harold and $1,945 for Writepoint.
>
> Infeed owes me $5,500.
>
> **From:** Asher Zwebner [[redacted]mail.com]
> **Sent:** Thursday, January 08, 2015 9:28 AM
> **To:** Alan Weinberg
> **Subject:** INFEED
>
> Aryeh

There is a liability of $6,945 on the books of INFEED as of June 30 2014

Please send me the breakdown

Also how much is owed to you

Thanks

Asher

From: Asher Zwebner[redacted]mail.com]
Sent: Monday, February 09, 2015 7:06 AM
To: Alan Weinberg CPA
Subject: Re: infeed

When I get to the amended S1 I will update the FS
The shares have not been issued yet

On Mon, Feb 9, 2015 at 1:57 PM, Alan Weinberg CPA <alan@aweinbergcpa.com> wrote:

Hi,

You should update the subsequent event note for the shares issued to the new director.

Regards,

From: Asher Zwebner[redacted]mail.com]
Sent: Sunday, February 08, 2015 6:30 PM
To: Alan Weinberg
Subject: Fwd:

Attached is the rep letter for INFEED

Its attached to a share issuance resolution

I guess you can have it for your files too

Regards

Asher

---------- Forwarded message ----------
From: **Dovid Schechter** <[redacted]gmail.com>
Date: 2015-02-08 18:25 GMT+02:00
Subject: Fwd:
To: [redacted]mail.com

---------- הודעה שהועברה ----------
מאת: <[redacted]gmail.com>
תאריך: יום ראשון, 8 בפברואר 2015

נושא:
אל: "[redacted]mail.com" <[redacted]mail.com>

INFEED MEDICA CORP.

Batch #: 37103

Batch Type: ISSUE SECURITIES

Date and Time 03/12/2015 AM

SEC Method: LEGAL

Certificate #: 8

Total: 2,000,000

CUSIP # 45672Q104

Shareholder Name:

Source of Work:

Log-Out

Date and Time:

Delivery Method OVERNIGHT COURIER

Mail To: DAVID SCHECHTER
MOSHAN BET MEIR D.N. HAREI
YEHUDAH
JERUSALEM
ISRAEL

Batch Notes:

ADDED CORRESPONDENCE:

Additional Comments:

Received by: CHRISTIE OLMSTED

Processed by: CHRISTIE OLMSTED

Printed by:

Checked by:

BATCH PROCESS NG SUMMARY

BATCH NUMBER: 37103

DATE: 3/12/15

ISSUER: Infeed Medica Corp

NUMBER OF SECURITIES:

NUMBER OF ITEMS FOR THE SEC:

SEC METHOD (circle one): Routine Non-Routine Legal

TYPE OF SECURITIES (circle one): Units Common Stock Preferred Stock

Warrants Unit Warrants Stock Warrants

Transaction Type (circle one): Issue Retire Transfer

Cost Per Share: $.01

Issuance Date: 3/9/15

Retire Date: _____

Transfer

- ☐ Original Stock Certificate(S)
- ☐ Endorsed Back Of Certificate
- ☐ Medallion Guaranteed Stamp on Endorsement or Signature Indemnity
- ☐ Shareholder Transfer Request Form
- ☐ Names, Addresses, SSN of Shareholders
- ☐ Delivery Instructions
- ☐ Stock Power
- ☐ Check, Credit Card, Cash or Money
- ☐ Legal Opinion

Issuance

- ☐ Shareholder Issuance Request Form from Authorized Individual
- ☐ Names, Addresses, SSN of Shareholders
- ☐ Delivery Instructions
- ☐ Legal Opinion

TRANSFER JOURNAL

VSTOCK TRANSFER

Effective: 03/09/2015

RECEIPT NUMBER: 37103
EFFECTIVE: 03/09/2015
TRANSACTION: ISSUE SECURITIES
BROKER ID NUMBER: EMAIL

2,000,000 SHARES

PRICE: 0.01

ISSUE NAME: INFEED MEDICA CORP. (45672Q104) (INFEED)

RECEIVED: 03/12/2015

DEBITS:

CREDITS:

DAVID SCHECHTER MOSHAN BET MEIR D.N. HAREI YEHUDAH JERUSALEM ISRAEL	TAXID: (NOW8) ACCT#: 3 SHRS : 2,000,000 9.090909 %
1 X 2,000,000 8	2,000,000

0	Certificate(s) Cancelled	Total:	0	1	Certificate(s) Issued	Total:	2,000,000

Christie Olmsted

From: Asher Zwebner <[redacted]gmail.com>
Sent: Wednesday, March 11, 2015 7:33 PM
To: Christie Olmsted
Subject: Re: Infeed Issuance

$0.01 cent per share
2,000,000 =
$20,000

It should be mailed to my adress

[redacted]
Jerusalem
Israel
[redacted]
tel 972542389959

On Wed, Mar 11, 2015 at 8:50 PM, Christie Olmsted <Christie@vstocktransfer.com> wrote:

> Asher,
>
> I am working on the issuance attached. What is the cost per share of the issuance. There has to be a value issued to the shares.
>
> Also, can you please provide me the contact name and address where I am mailing the certificate to.
>
> Best,
>
> STOCK TRANSFER
>
> Christie Olmsted
>
> Account Administrator
>
> VStock Transfer, LLC
>
> 18 Lafayette Place

STOCK TRANSFER
18 Lafayette Place ◇ Woodmere, NY 11598 ◇ (212) 828-8436 Main ◇ (646) 536-3179 Fax

ISSUANCE INSTRUCTION FORM – NEW STOCK

INFLEW MEDICAL CORP
Company Name

COMMON
Class of Stock

VStock Transfer, LLC, stock transfer agent for the above class of stock for the above Company, is authorized by the Company, to issue the shares described below and increase the outstanding shares on the books of the Company.

Issuance Instructions

Please issue new shares to:

Name: DAVID SCHECHTER

Address: MOSHAV BET MEIR D.N. HAREI YEHUDAH ISR.

+ SS Numb[redacted] Phone Number: 9725618628 Email: [redacted]

Number of Shares: 2,000,000 Issuance Date: MARCH 9 2015 Cost Per Share: -0-

*Reason for Issuance: COMPENSATION **Restricted or Free Trading: RESTRICTED

(For additional recipients, or information, use the next page and follow the same format. Omitting some of the required information may result in a delay of the issuance.)

Inclusive of the recipients listed above and on attached sheets, the number of outstanding shares on the control book of the Company is increased by 2,000,000 shares.

I, the undersigned, qualified officer of the above named company, do hereby certify that the above referenced issuance(s) is/are authorized by the Board of Directors of the Company. I also certify that the said authorization has not been in any way rescinded, annulled, or revoked, but the same is still in full force and effect.

+ Signature

DAVID SCHECHTER
Name (Printed)

CEO/CFO
Title

MARCH 9 2015
Date

*new stock purchase (NSP), services rendered (SR), employee plan (EP), security conversion (SC), other (O)
**All new stock is assumed to be issued under Rule 144 unless otherwise designated. Free-trading shares must be accompanied by a legal opinion and effective date.

Certificate Delivery Instructions: Method of Sending (check one) FEDEX ✓ DHL __
Account Number: _____

Contact Name: ASHER WALDMAN Phone: _____
Address: ADDRESS ON FILE

CERTIFICATE OF RESOLUTION BY DIRECTORS
OF
Infeed Medica Corp.
(The "Corporation")

Be it known that on February 4, 2015 at 11:00 AM, a Special Meeting of the Board of Directors of the corporation was held wherein the following resolutions were adopted:

*It has been **RESOLVED** by the board of directors of the corporation that David Schechter be issued 2,000,000 shares of common stock of the corporation for services for the next year .*

*It has been **FURTHER RESOLVED** by the board of directors of the corporation that the transfer agent be issue such shares. Mr. Schechter's address is Moshav Beit Meir, DN Harei Yehuda, 90865, Israel.*

The undersigned certify that the foregoing is a true and correct copy of the resolutions adopted at the aforementioned Special Meeting of the Board of Directors of the corporation and that the resolutions are in full force and effect and have not been revoked.

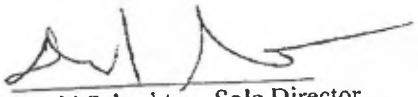
IN WITNESS WHEREOF, the undersigned execute this document to be effective as of the date of the above entitled meeting.

David Schechter, Sole Director

WAIVER OF NOTICE

The undersigned, being the of all of the directors of Infeed Medica Corp consent that the Special Meeting of the Board of Directors be held on February 4, 2015, at 11:00 AM.

DATED: February 4, 2015



David Schechter, Sole Director

INFEED MEDICACORP.

January 26, 2015

Mr. Alan Weinberg, CPA
Weinberg & Baer LLC
115 Sudbrook Lane
Baltimore, MD 21208

Dear Mr. Weinberg:

We are providing this letter in connection with your audit of the balance sheet of Infeed MedicaCorp. (the "Company") as of December 31, 2014, and the related statements of operations, stockholders' equity, and cash flows for the year ended December 31, 2014 for the purpose of expressing an opinion as to whether the financial statements present fairly, in all material respects, the financial position, results of operations, and cash flows of the Company in conformity with U.S. generally accepted accounting principles. We confirm that we are responsible for the fair presentation in the financial statements of financial position, results of operations, and cash flows in conformity with generally accepted accounting principles. We are also responsible for adopting sound accounting policies, establishing and maintaining internal control, and preventing and detecting fraud.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material if there is a substantial likelihood that they would be viewed by a reasonable investor as having significantly altered the "total mix" of information made available. An item that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of the date of the audit report, the following representations made to you during your audit.

1) The financial statements referred to above are fairly presented in conformity with U.S. generally accepted accounting principles, and include all disclosures necessary for such fair presentation and disclosures required to be included therein by the laws and regulations to which the Company is subject.
2) We have made available to you all—
   a) Financial records and related data.
   b) Minutes of the meetings of stockholders, directors, and committees of directors, or summaries of actions of recent meetings for which minutes have not yet been prepared.
3) There have been no communications from the SEC or other regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
4) There are no material transactions that have not been properly recorded in the accounting records underlying the financial statements.
5) We believe that the effects of the uncorrected financial statement misstatements summarized in the attached schedule (if any) are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.
6) We acknowledge our responsibility for the design and implementation of programs and controls to prevent and detect fraud.
7) We have no knowledge of any fraud or suspected fraud affecting the Company involving:
   a) Management,
   b) Employees who have significant roles in internal control, over financial reporting, or
   c) Others where the fraud could have a material effect on the financial statements.
8) We have no knowledge of any allegations of fraud or suspected fraud affecting the Company's financial statements received in communications from employees, former employees, analysts, regulators, or others.
9) The Company has no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
10) The following have been properly recorded or disclosed in the financial statements:
    a) Related party transactions and related accounts receivable or payable, including sales, purchases, loans, transfers, leasing arrangements, and guarantees.
    b) Guarantees, whether written or oral, under which the company is contingently liable.

c) Significant estimates and material concentrations known to management that are required to be disclosed in accordance with *FASB Accounting Standards Codification 275, Risks and Uncertainties.*

11) There are no:
   a) Violations or possible violations of laws or regulations whose effect should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
   b) Unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with *FASB Accounting Standards Codification 450, Contingencies.*
   c) Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by *FASB Accounting Standards Codification 450, Contingencies.*
12) We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements in accordance with U.S. GAAP, and we have not consulted a lawyer concerning litigation, claims, or assessments.
13) The Company has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral.
14) The Company has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
15) The Company has appropriately reconciled its general ledger accounts to their related supporting information. All related reconciling items considered to be material were identified and included on the reconciliations and were appropriately adjusted in the financial statements.
16) The financial statements discloses all of the matters of which we are aware that are relevant to the company's ability to continue as a going concern, including significant conditions and events, and management's plans.
17) The Company does not owe the PCAOB outstanding past-due accounting support fees.

All events, if any, that have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment or disclosure, have been adjusted or disclosed in the financial statements.

President and Director

CERTIFICATE OF RESOLUTION BY DIRECTORS
OF
Infeed Medica Corp.
(The "Corporation")

Be it known that on February 4, 2015 at 11:00 AM, a Special Meeting of the Board of Directors of the corporation was held wherein the following resolutions were adopted:

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*It has been **FURTHER RESOLVED** by the board of directors of the corporation that the transfer agent be issue such shares. Mr. Schechter's address is Moshav Beit Meir, DN Harei Yehuda, 90865, Israel.*

The undersigned certify that the foregoing is a true and correct copy of the resolutions adopted at the aforementioned Special Meeting of the Board of Directors of the corporation and that the resolutions are in full force and effect and have not been revoked.

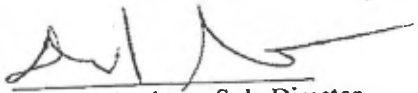
IN WITNESS WHEREOF, the undersigned execute this document to be effective as of the date of the above entitled meeting.

David Schechter, Sole Director

WAIVER OF NOTICE

The undersigned, being the of all of the directors of Infeed Medica Corp consent that the Special Meeting of the Board of Directors be held on February 4, 2015, at 11:00 AM.

DATED: February 4, 2015



David Schechter, Sole Director

INFEED MEDICACORP.

January 26, 2015

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Weinberg & Baer LLC
115 Sudbrook Lane
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We confirm, to the best of our knowledge and belief, as of the date of the audit report, the following representations made to you during your audit.

1) The financial statements referred to above are fairly presented in conformity with U.S. generally accepted accounting principles, and include all disclosures necessary for such fair presentation and disclosures required to be included therein by the laws and regulations to which the Company is subject.
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6) We acknowledge our responsibility for the design and implementation of programs and controls to prevent and detect fraud.
7) We have no knowledge of any fraud or suspected fraud affecting the Company involving:
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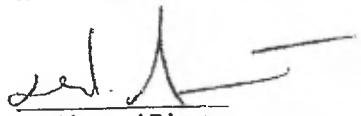
All events, if any, that have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment or disclosure, have been adjusted or disclosed in the financial statements.



President and Director

CERTIFICATE OF RESOLUTION BY DIRECTORS
OF
Infeed Medica Corp.
(The "Corporation")

Be it known that on January 30, 2015 at 11:00 AM, a Special Meeting of the Board of Directors of the corporation was held wherein the following resolutions were adopted:

*It has been **RESOLVED** by the board of directors of the corporation that that* DAVID SHELTER *is hereby appointed as interim Director President, Secretary, Treasurer and Principal Accounting Officer until the next regular election of directors, and*

*It has been **FURTHER RESOLVED** by the board of directors of the corporation that the resignations of Julus Klein and Beth Langsam as directors and officers is hereby accepted as of the close of this meeting.*

The undersigned certify that the foregoing is a true and correct copy of the resolutions adopted at the aforementioned Special Meeting of the Board of Directors of the corporation and that the resolutions are in full force and effect and have not been revoked.

IN WITNESS WHEREOF, the undersigned execute this document to be effective as of the date of the above entitled meeting.

Julus Klein, Director

B. Langsam
Beth Langsam, Director

From: (212) 828-8436
Christie Olmsted
Vstock Transfer LLC
18 Lafayette Place

Woodmere, NY 11598
UNITED STATES

Origin ID: POUA

FedEx Express

Ship Date: 13MAR15
ActWgt: 1.0 LB
CAD: 104338167/INET3610

REF: InfeedMedica/2000000
DESC-1: Stock Information
DESC-2:
DESC-3:
DESC-4:
EEI: NO EEI 30.37(a)
COUNTRY MFG: US
CARRIAGE VALUE: 0.00 USD
CUSTOMS VALUE: 50.00 USD

SIGN: Christie Olmsted
EIN/VAT:
PKG TYPE: ENV

SHIP TO: 9725423899S9 BILL SENDER

Asher Zwebner
Asher Zwebner
20 A Sharei Torah Street

JERUSALEM, 9638742
IL

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INTL PRIORITY

TRK# 7731 2465 9985
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After printing this label:
CONSIGNEE COPY - PLEASE PLACE IN FRONT OF POUCH
1. Fold the printed page along the horizontal line.
2. Place label in shipping pouch and affix it to your shipment.
Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

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The Warsaw Convention, as amended, limits the persons and in most cases limits FedEx's liability for loss, delay of, or damage to your shipment. The Warsaw Convention, as amended, limits FedEx's liability. For example in the U.S. Liability is limited to $9.07 per pound (20$ per kilogram), unless a higher value for carriage is declared as described below and you pay any applicable supplementary charges. The interpretation and operation of the Warsaw Convention's liability limits may vary in each country. There are no specific stopping places which are agreed to and FedEx reserves the right to route the shipment in any way FedEx deems appropriate. ROAD TRANSPORT NOTICE. Shipments transported solely by road is or loss a warsky which is a party to the Warsaw Convention or the Contract for the International Carriage of Goods by Road (the "CMR") are subject to the terms and conditions of the CMR, notwithstanding any other provision of this Air Waybill to the contrary. For those shipments transported solely by road, if a conflict arises between the provisions of the CMR and this Air Waybill, the terms of the CMR shall prevail. LIMITATION OF LIABILITY. Most governed by the Warsaw Convention, the CMR, or other international treaties, laws, other governmental regulations, orders, or requirements, FedEx's maximum liability for damage, loss, delay, shortage, mis-delivery, nondelivery, misinformation or failure to provide information in connection with your shipment is limited by this Agreement and as set out in the terms and conditions of the contract of carriage. Please refer to the contract of carriage set forth in the applicable FedEx Service Guide or its equivalent to determine the contractual limitation. FedEx does not provide cargo liability or all-risk insurance, but you may pay an additional charge for each additional U.S. $100 (or equivalent local currency for the country of origin) of declared value for carriage. If a higher value for carriage is declared and the additional charge is paid, FedEx's maximum liability will be the lesser of the declared value for carriage or your actual damages. LIABILITIES NOT ASSUMED. IN ANY EVENT, FEDEX WON'T BE LIABLE FOR ANY DAMAGES, WHETHER DIRECT, INDIRECT, INCIDENTAL, SPECIAL OR CONSEQUENTIAL IN EXCESS OF THE DECLARED VALUE FOR CARRIAGE (INCLUDING BUT NOT LIMITED TO LOSS OF INCOME OR PROFITS) OR THE ACTUAL VALUE OF THE SHIPMENT, IF LOWER, WHETHER OR NOT FEDEX HAD ANY KNOWLEDGE THAT SUCH DAMAGES MIGHT BE INCURRED. FedEx won't be liable for your acts or omissions, including but not limited to incorrect declaration of cargo, improper or insufficient packaging, securing, marking or addressing of the shipment, or for the acts or omissions of the recipient or anyone else with an interest in the shipment, or violations by any party of the terms of this agreement. FedEx won't be liable for damage, loss, delay, shortage, mis-delivery, non-delivery, misinformation or failure to provide information in connection with shipments of cash, currency or other prohibited items or in instances beyond our control, such as acts of God, perils of the air, weather conditions, mechanical delays, acts of public enemies, war, strike, civil commotion, or acts or ordinances of public authorities including customs and health officials) with actual or apparent authority. NO WARRANTY. We make no warranties, express or implied. CLAIMS FOR LOSS, DAMAGE OR DELAY. ALL CLAIMS MUST BE MADE IN WRITING AND WITHIN STRICT TIME LIMITS. SEE OUR TARIFF, APPLICABLE FEDEX SERVICE GUIDE, OR STANDARD CONDITIONS OF CARRIAGE FOR DETAILS. The Warsaw Convention provides specific written claims procedures for damage, delay or non-delivery of your shipment. Moreover, the interpretation and operation of the Warsaw Convention's claims provisions may vary in each country. Refer to the Convention to determine the claims period for your shipment. The right to damages against us shall be extinguished unless an action is brought within two years, as set forth in the Convention. FedEx is not obligated to act on any claim until all transportation charges have been paid. The claim amount may not be deducted from the transportation charges. If the recipient accepts the shipment without noting any damage on the delivery record, FedEx will assume the shipment was delivered in good condition. In order for us to consider a claim for damage, the contents, original shipping carton and packing must be made available to us for inspection. MANDATORY LAW. Insofar as any provision contained or referred to in this Air Waybill may be contrary to any applicable international treaties, laws, government regulations, orders or requirements such provisions shall remain in effect as a part of our agreement to the extent that it is not overridden. The invalidity or unenforceability of any provisions shall not affect any other part of this Air Waybill. Unless otherwise indicated, FEDERAL EXPRESS CORPORATION, 2005 Corporate Avenue, Memphis, TN 38132, USA, is the first carrier of this shipment. Email address located at www.fedex.com.

From: Asher Zwebner [[redacted]mail.com]
Sent: Sunday, March 22, 2015 4:16 AM
To: Alan Weinberg
Subject: Fwd: FW: SEC Comment Letter: Infeed Medica Corp S-1 2015-03-20 Letter
Attachments: Infeed Medica Corp S-1 2015-03-20 Letter[CLEAN].pdf

---------- Forwarded message ---------
From: **Dovid Schechter** <[redacted]mail.com>
Date: Sat, Mar 21, 2015 at 7:22 PM
Subject: FW: SEC Comment Letter: Infeed Medica Corp S-1 2015-03-20 Letter
To: Asher Zwebner <[redacted]mail.com>

From: Mumford, Jay [mailto:MUMFORDJ@SEC.GOV]
Sent: Friday, March 20, 2015 9:54 PM

To: harold@gewerterlaw.com; [redacted]mail.com
Subject: SEC Comment Letter: Infeed Medica Corp S-1 2015-03-20 Letter

Please find attached a letter relating to the filing referenced therein. Do not respond to this electronic communication unless you have received it incorrectly. If you have any questions, please contact the person (s) identified at the end of the attached letter.

Division of Corporation Finance
U.S. Securities & Exchange Commission
100 F Street, NE
Washington, D.C. 20549
www.sec.gov

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

DIVISION OF
CORPORATION FINANCE

March 20, 2015

Via E-mail
David Shechter
President
Infeed Medica Corp.
Moshav Bet Meir
Dn Harei Yehudah
90865

Re: Infeed Medica Corp.
Amendment No. 3 to Registration Statement on Form S-1
Filed February 23, 2015
File No. 333-197553

Dear Mr. Shechter:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our October 8, 2014 letter.

Prospectus Cover

1. Please provide us your calculations supporting your disclosure added in response to prior comment 1. Given the amount of outstanding loans that are due upon demand by individuals who are no longer your officers or directors, it is unclear how you conclude that the amounts disclosed will satisfy your obligations for 12 months or be used for the purposes disclosed on page 16.

Our Company, page 3

2. We note your response to prior comment 6; however, your disclosure throughout your document continues to suggest that your patent itself claims a medicinal dispenser. We note for example the second and third sentences of this section as well as your disclosure

on pages 6, 7, 15, 18, 19, 20 and 22. If your patent is for an ornamental design of a baby bottle and does not refer to a medicinal dispenser, please revise throughout your registration statement where you refer to the patent to remove any implication that the patent itself claims a medicinal dispenser and to make clear that the patent is for an ornamental design; you may then clarify, if true, that you will seek to market the bottle as a medicinal dispenser.

Directors and Executive Officers, page 25

3. Please revise your table here and throughout your prospectus, as appropriate, to reflect the management changes mentioned on page 26. For example, given your reference on page 7 to an agreement with your "two Directors," it is unclear whether exhibit 99.2 applies to your current sole officer and director.

4. Please disclose all information required by Regulation S-K Item 401, including the age of your director, the principal business of each organization employing the director during the past five years, the directorships mentioned in Regulation S-K Item 401(e)(2), and, as appropriate, the size of operations supervised.

Summary Compensation Table, page 28

5. Please clarify when your CEO will receive the 2,000,000 shares.

Signatures, page 41

6. Please clarify below the second paragraph of text required on the Signatures page, who is signing your document in the capacity of principal executive officer and director.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;

- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and

- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

You may contact Kristin Lochhead at 202-551-3664 or Gary Todd, Senior Accountant, at 202-551-3605 if you have questions regarding comments on the financial statements and related matters. Please contact Jay Mumford, at 202-551-3637 or me at 202-551-3617 with any questions.

Sincerely,

/s/ Russell Mancuso

Russell Mancuso
Branch Chief

cc (via e-mail): Harold P. Gewerter, Esq.

From: Asher Zwebner [[redacted]mail.com]
Sent: Tuesday, March 24, 2015 11:36 AM
To: Alan Weinberg; Harold Gewerter (harold@gewerterlaw.com)
Subject: Fwd: INFEED AMENDMENT # 4
Attachments: inmc-20150324_s1a4.pdf

Dear Alan and Harold

Please see attached the INFEED doc amendment # 4 with the SEC response letter at the end
Please note that your opinions have been updated to the date of Thursday March 26 2015
Please review and if ok please confirm ok to file on Thursday March 26 2015
Thank You
Asher
---------- Forwarded message ---------
From: **Ruthy** [[redacted]mail.com>
Date: Tue, Mar 24, 2015 at 4:29 PM
Subject: Fwd: INFEED AMENDMENT # 4
To: Asher Zwebner <[redacted]gmail.com>

Subject: Re: Fwd: Fwd: INFEED AMENDMENT # 4

Please refer the attached proof.

--
==========Disclosure==========

It's client responsibility to validate and give us the approval for Edgar proof or XBRL proof.

Any filing request after 12.00 PM EST will be filed the next day.

--

Regards,
Hemalatha.J