Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ARQUITECTONICA INTL CORP 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2005

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ARQUITECTONICA INTERNATIONAL

2900 OAK AVE
MIAMI, FL 33133-5259

2b Employer Identification Number (EIN)
59-1795451

2c Sponsor's telephone number
305-372-1812

2d Business code (see instructions)
541310

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	08/22/2014	JORGE JIMENEZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	207
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	145
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	106
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	251
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	251
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	203
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARQUITECTONICA INTL CORP 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARQUITECTONICA INTERNATIONAL

D Employer Identification Number (EIN)
59-1795451

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

PAYCHEX SECURITIES CORPORATION

16-1486352

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

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4 WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
	BROKERAGE		Yes [X] No [ ]	Yes [ ] No [X]	8460	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
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(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
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(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARQUITECTONICA INTL CORP 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARQUITECTONICA INTERNATIONAL

D Employer Identification Number (EIN)
59-1795451

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	435054	326960
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	64056	37976
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2466680	3146544
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	
	(2) Employer real property	1d(2)	0	
e	Buildings and other property used in plan operation	1e	0	
f	Total assets (add all amounts in lines 1a through 1e)	1f	2965790	3511480
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	0	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2965790	3511480

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	97647	
	(B) Participants	2a(1)(B)	281009	
	(C) Others (including rollovers)	2a(1)(C)	15707	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		394363
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	2235	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2235
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	66202	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		66202
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		273308
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		736108

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	189617	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		189617
f Corrective distributions (see instructions)	2f		594
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	207	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		207
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		190418

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		545690
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: RODRIGUEZ, TRUEBA & CO., PA **(2)** EIN: 59-2738713

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		296579
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARQUITECTONICA INTL CORP 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARQUITECTONICA INTERNATIONAL

D Employer Identification Number (EIN)
59-1795451

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 16-1470238

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust

Financial Statements
December 31, 2012 and 2011

RT&C
RODRIGUEZ, TRUEBA & CO., PA
CERTIFIED PUBLIC ACCOUNTANTS

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Financial Statements
December 31, 2012 and 2011

Table of Contents

	Page
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 11
Supplemental Schedules	
Schedule of Assets Held for Investment Purposes	12 - 13

RODRIGUEZ, TRUEBA & CO., PA
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Administrative Committee of
Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Miami, Florida

We have audited the accompanying statements of net assets available for benefits of Arquitectonica International Corporation 401(k) Profit Sharing Plan and Trust (the "Plan") as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Arquitectonica International Corporation 401(k) Profit Sharing Plan and Trust as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental information included in the supplemental schedules in pages 12-13 as identified in the Table of Contents is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The supplemental information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Rodriguez Trueba & Company

Rodriguez, Trueba & Company, P.A.
Doral, Florida
October 30, 2013

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments:		
Interest-bearing money market account	$ -	$ 435,054
Guaranteed investment contract	326,960	
Mutual funds	3,146,544	2,466,680
Participant Loans	37,976	64,056
Receivables:		
Participants' contributions	12,852	9,450
Employer's contribution	4,213	3,037
	17,065	12,487
Total Assets	3,528,545	2,978,277
Liabilities		
Corrective distributions payable	51,242	8,504
Net Assets Available for Benefits	$ 3,477,303	$ 2,969,773

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

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to Net Assets		
Interest and dividends	$ 68,437	$ 78,685
Net appreciation (depreciation) in fair value	273,308	(133,320)
	341,745	(54,635)
Contributions		
Participants' salary deferral	284,411	209,087
Employer's salary matching	98,823	69,412
Rollover	15,707	-
Total Contributions	398,941	278,499
Total Additions to Net Assets	740,686	223,864
Deductions from Net Assets		
Benefits paid directly to participants	189,617	602,220
Corrective distributions	51,242	8,504
Administrative fees	207	330
Total Deductions from Net Assets	241,066	611,054
Other Income	7,910	-
Net Increase (Decrease)	507,530	(387,190)
Net Assets Available for Benefits - Beginning of year	2,969,773	3,356,963
Net Assets Available for Benefits - End of year	$ 3,477,303	$ 2,969,773

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

Note A. Description of the Plan

The following description of the Arquitectonica International Corporation ("Company") 401(k) Profit Sharing Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan provisions.

General

The Plan is a defined contribution plan covering substantially all full-time employees of the Company who have satisfied two months of service and are age twenty-one or older. This is a 401(k) deferred compensation plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Upon death or disability, the accrued benefits of the participants will be paid to the beneficiaries as designated by the participants.

Contributions

For the years 2012 and 2011 employees eligible to participate were permitted to make elected deferrals in any amount equal to a percentage of their pretax annual compensation, as defined in the Plan, from 0% percent to 75% in increments of 1%. However, for any calendar year the elective deferrals may not exceed a specific amount determined by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. During 2012 and 2011 the Company contributed 50% of the first 5% of base compensation that a participant contributed to the Plan. Additional amounts may be contributed at the option of the Company's board of directors.

Participant Account

Each participant's account was credited with the participant's contribution and allocation of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions. Participants are immediately fully vested on employer match and profit sharing contributions for 2012 and 2011.

Loans to Participants

Participants may borrow from their accounts a minimum of $1,000. The maximum amount of an outstanding loan cannot exceed the lesser of 95% of one-half the vested account balance or 95% of the total vested account balance excluding the Roth Elective Deferral balance. Under no event will the loan amount exceed $50,000. The loan is secured by 50% of their vested balance and will bear interest. Repayment should take place within a specified period of time within a range of 1- 4.5 years or up to 10 years for the purchase of a primary residence. Principal and interest was paid biweekly through payroll deductions.

Note A. Description of the Plan - continued

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant could elect to either lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

Upon termination of service, a participant's non-vested account balance is treated as forfeitures. Forfeitures are used to reduce future employer contributions. There were no forfeitures in 2012. Total forfeitures amounted to $1,291 for the year 2011 plan year. Forfeitures in 2011 were for the 2010 plan year.

Note B. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices were used to value investments. Shares of mutual funds were valued at quoted market prices, which represented the net asset value of shares held by the Plan at year end.

Purchases and sales of securities were recorded on a trade-date basis. Dividends were recorded on the ex-dividend date.

Note B. Summary of Accounting Policies – continued

Excess Contributions

During the years 2012 and 2011, excess employee contributions for the 2011 and 2010 plan years, respectively, were distributed to the highly compensated participants correcting the failure of the discrimination test that compares the percentage deferred by "highly-compensated" to "non highly-compensated" participants.

Payments of Benefits

Benefits are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events through October 20, 2013, the date the financial statements were available to be issued.

Note C. Investments

All of the Plan's investments are held with Fidelity Investments and each participant directs their individual account balances. The following presents the investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets.

	2012	2011
Fidelity Advisor Overseas Fund (Class T)	$ -	$ 295,004
Fidelity Advisor Strategic Income Fund (Class T)	-	343,236
Fidelity Advisor Small Cap Fund (Class T)	-	270,235
Fidelity Advisor Mid Cap II Fund (Class T)	-	180,745
Fidelity Advisor Balanced Fund (Class T)	-	301,330
Fidelity Advisor Equity Income Fund (Class T)	-	227,170
Fidelity Advisor Equity Growth Fund (Class T)	-	290,548
Fidelity Advisor Government Income Fund (Class T)	-	140,758
Fidelity Advisor Growth Opportunities Fund (Class T)	-	184,168
JPMorgan Large Cap Growth A	628,259	-
Loomis Sayles Strategic Income Fund	417,091	-
BlackRock Equity Dividend Inv A	339,575	-
Oakmark Equity and Income Fund	314,638	-
Lazard International Stategic Eq Open	301,560	-
Fidelity Advisor Small Cap Fund (Class T)	260,243	-
JPMorgan Government Bond Fund	183,429	-

Note C. Investments – continued

Fair Value Measurements

The Financial Accounting Standard Board Accounting Standards Codification provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level l

Inputs to the valuation methodology are unadjusted quoted prices for identical unrestricted assets or liabilities in active markets that the Plan has the ability to access. An active market for the assets or liability is a market in which the transaction for the asset or liability occurs with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2

Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Plan’s investments that are measured at fair value on a recurring basis, such as money market funds, mutual funds, and equity securities are generally classified within Level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. The Plan also invests in a stable value fund held within a common collective trust for which the valuation is based on the value of the underlying investments. Based on the nature of the underlying investments in the common collective trust, the investment asset has been classified as Level 2. The stable value fund has an investment objective to maintain a

Note C. Investments – continued

Fair Value Measurements - continued

constant net asset value while generating a slightly higher yield than the money market fund. Generally, there are no restrictions on a participant's ability to redeem their investment in common collective trust at the investment's net asset value (NAV). However, withdrawals prompted by certain events (e.g., termination of the managed income portfolio, changes in laws and regulations) may restrict a participant's ability to redeem the investment at its NAV.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2012.

Mutual funds and Money Market funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 3,146,544	-	-	$ 3,146,544
Guaranteed investement contract	-	-	326,960	326,960
Participant loans	-	-	37,976	37,976
Total assets at fair value	$ 3,473,504	$ -	$ 364,936	$ 3,511,480

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 2,466,680	-	-	$ 2,466,680
Money Market	435,054	-	-	435,054
Participant loans	-	-	64,056	64,056
Total assets at fair value	$ 2,901,734	$ -	$ 64,056	$ 2,965,790

Note D. Related Party Transactions

For the Plan years 2012 and 2011, there were no related party transactions, between the Plan and the sponsor, plan administrator, or the employer.

Note E. Bonding Requirements

The Employee Retirement Income Security Act of 1974 requires fiduciaries of qualified benefit plans to be bonded with a bond equivalent to the lesser of 10% of the assets held in the plan at the beginning of the year or $500,000. The amount of the bond held by the fiduciary since 2005 has been in compliance with the requirements.

Note F. Plan Termination

The Company has the right under the Plan to discontinue its contributions at any time. Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note G. Reconciliation of Financial Statements to Schedule H of Form 5500

The following are reconciliations of net assets available for benefits per the financial statements to Schedule H of Form 5500 for the years ended December 31,

	2012	2011
Net Assets available for benefits per financial statements	$ 3,477,303	$ 2,969,773
Amounts of contributions receivable	(17,065)	(12,487)
Amounts of excess contributions payable	51,242	8,504
Net Assets available for benefits per Schedule H of Form 5500	$ 3,511,480	$ 2,965,790

The following are reconciliations of contribution revenues per the financial statements to Schedule H of Form 5500 for the years ended December 31,

	2012	2011
Contributions received per financial statements	$ 398,941	$ 278,499
Add: contributions receivable beginning of year	12,487	6,107
Less: contributions receivable end of year	(17,065)	(12,487)
Contributions received per Schedule H of Form 5500	$ 394,363	$ 272,119

Note H. Tax Status

The plan originally obtained a determination in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the plan's financial statements.

Note I. Administration of Plan Assets

The Plan assets, which consist of mutual funds, a money market account, and participants' loans are held by registered investment company.

Participants and employer contributions are held and managed (as directed by the participants), by the third party administrator, which invests the cash received, interest and dividend income and make distributions to participants. The third party administrator also administers the loans to participants.

Certain administrative functions of the Plan are performed by officers or employees of the sponsor. No such officer or employee receives compensation from the Plan. Fees for the accounting third party service company and for the audit are paid directly by the sponsor.

Note J. Contingencies

There were no unusual or infrequent events or transactions occurring subsequent to the balance sheet date that might significantly affect the usefulness of the financial statements in assessing the plan's present and future ability to pay benefits.

Note K. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits. During the year ended December 31, 2012, the fair value of investments appreciated by $273,308, due to market volatility related to economic conditions. During the year ended December 31, 2011, the fair value of investments depreciated by $133,320 due to market volatility and continued worldwide economic conditions. Due to the level of risk associated with certain investment securities, it is reasonable possible that change in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

The Plan provides investment options that hold securities of foreign companies, which may involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than securities of comparable U.S. companies.

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Schedule of Assets Held for Investment Purposes
December 31, 2012

Plan sponsor's EIN 59-1795451
Plan Number 001
Schedule H, line 4i - Schedule of Assets (held at end of year 2012)

(a)	(b)	(c)	(d)	(e)	
	Identity of Issue or borrower	Description	Cost	Current Value	Total Curent Value
	Guaranteed Interest Account				
	New York Life Insurance Company	Federated Capital Preservation Fund CL SP	n/a		$ 326,960
	Shares of a registered investment company				
	JPMorgan	JPMorgan Large Cap Growth A	n/a	628,259	
	Natixi Funds	Loomis Sayles Strategic Income Fund	n/a	417,091	
	BlackRock	BlackRock Equity Dividend Inv A	n/a	339,575	
	Oakmark	Oakmark Equity and Income Fund	n/a	314,638	
	Lazard Funds	Lazard International Stategic Eq Open	n/a	301,560	
	Fidelity Investments	Fidelity Advisor Small Cap Fund (Class T)	n/a	260,243	
	JPMorgan	JPMorgan Government Bond Fund	n/a	183,429	
	Prudential Investmens	Prudential Jennison Mid Cap Growth A	n/a	161,042	
	American Century Investments	American Century One Choice 2040 A	n/a	147,011	
	Janus	Janus Flexible Bond A	n/a	140,139	
	Nuveen Investments	Nuveen Santa Barbara Dividend Growth Fund	n/a	95,557	
	PIMCO	PIMCO Real Return A	n/a	39,559	
	American Century Investments	American Century One Choice 2035 A	n/a	22,234	
	American Century Investments	American Century One Choice 2050 A	n/a	20,375	
	American Century Investments	American Century One Choice 2025 A	n/a	19,378	
	Janus	Janus Triton A	n/a	12,264	
	Oppenheimer Funds	Oppenheimer Developing Markets A	n/a	11,913	
	Ivy Funds	Ivy High Income Y	n/a	9,409	
	American Century Investments	American Century One Choice In Ret A	n/a	5,975	
	American Century Investments	American Century One Choice 2045 A	n/a	5,045	
	Delaware Investments	Delaware Small Cap Value A	n/a	4,773	
	Natixi Funds	Loomis Sayles Global Equity and Income Fund	n/a	4,464	
	Franklin Templeton Investments	Templeton Global Bond A	n/a	1,072	
	Oppenheimer Funds	Oppenheimer Global Opportunities A	n/a	743	
	American Century Investments	American Century One Choice 2020 A	n/a	516	
	Oppenheimer Funds	Oppenheimer Gold & Special Minerals A	n/a	262	
	American Century Investments	American Century One Choice 2030 A	n/a	8	
	American Century Investments	American Century One Choice 2015 A	n/a	8	
		Total			$ 3,146,544

(a)	(b)	(c)	(d)	(e)	
	Participant Loans	Maturity Date	Rate of Interest	Current Value	Total Curent Value
	Curtis, John	1/31/2015	4.25	9,334	
	Blanco, Margarita	7/29/2014	4.25	6,579	
	Bakas, Sergio	7/2/2013	5.00	3,676	
	Hernandez, Lourdes	10/22/2013	4.25	2,731	
	Guerra, Mario	10/19/2013	4.25	697	
	Macia, Mario	1/12/2016	4.25	6,399	
	Garcia, Augusto	10/21/2014	4.25	8,559	
					37,976
	Total assets (held at end of year)				$ 3,511,479

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Schedule of Assets Held for Investment Purposes
December 31, 2011

Plan sponsor's EIN 59-1795451
Plan Number 001
Schedule H, line 4i - Schedule of Assets (held at end of year 2011)

(a)	(b)	(c)	(d)	(e)	
	Identity of Issue or borrower	Description	Cost	Current Value	Total Curent Value
	Guaranteed Interest Account				
	Fidelity Investments	Prime Fund - Daily Money Class- (Money Market)	n/a		$ 435,054
	Shares of a registered investment company				
	Fidelity Investments	Fidelity Advisor Strategic Income Fund (Class T)	n/a	343,236	
	Fidelity Investments	Fidelity Advisor Balanced Fund (Class T)	n/a	301,330	
	Fidelity Investments	Fidelity Advisor Overseas Fund (Class T)	n/a	295,004	
	Fidelity Investments	Fidelity Advisor Equity Growth Fund (Class T)	n/a	290,548	
	Fidelity Investments	Fidelity Advisor Small Cap Fund (Class T)	n/a	270,235	
	Fidelity Investments	Fidelity Advisor Equity Income Fund (Class T)	n/a	227,170	
	Fidelity Investments	Fidelity Advisor Growth Opportunities Fund (Class T)	n/a	184,168	
	Fidelity Investments	Fidelity Advisor Mid Cap II Fund (Class T)	n/a	180,745	
	Fidelity Investments	Fidelity Advisor Government Income Fund (Class T)	n/a	140,758	
	Fidelity Investments	Fidelity Advisor Intermediate Bond Fund (Class T)	n/a	133,316	
	Fidelity Investments	Fidelity Advisor Dividend Growth Fund (Class T)	n/a	60,769	
	Fidelity Investments	Other	n/a	39,401	
		Total			$ 2,466,680

(a)	(b)	(c)	(d)	(e)	
	Participant Loans	Maturity Date	Rate of Interest	Current Value	Total Curent Value
	Curtis, John	3/10/2015	4.25	13,382	
	Blanco, Margarita	7/29/2014	4.25	10,529	
	Diaz, Maribel	7/2/2012	4.25	869	
	Bakas, Sergio	6/2/2012	5.00	10,758	
	Hernandez, Lourdes	7/21/2010	9.25	6,146	
	Torrentes, Tania	4/23/2010	4.25	997	
	Macia, Mario	12/14/2016	4.25	8,356	
	Garcia, Augusto	10/29/2012	4.25	13,019	
					64,056
	Total assets (held at end of year)				$ 2,965,790

RODRIGUEZ, TRUEBA & CO., PA
CERTIFIED PUBLIC ACCOUNTANTS

October 15, 2013

United States Department of Labor

RE: Arquitectonica International Corp.
2900 Oak Avenue
Miami, FL 33133
EIN: 59-1795451

We are writing to inform that the 2012 401(K) Profit Sharing Plan & Trust Audit for Arquitectonica International Corp, which is to be attached to the Form 5500, is currently underway. We anticipate the audit to be completed by November 15, 2013.

We have experienced a delay in completing the audit this year due to unexpected circumstances including an investment conversion mid-year and several changes in the plan.

We respectfully request some additional time to complete the audit. Thank you in advance for your attention and cooperation. Please contact us if you have any questions.

Rodriguez, Trueba & Company

Rodriguez, Trueba & Co., PA
Doral, Florida

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust

Financial Statements
December 31, 2012 and 2011

RT&C
RODRIGUEZ, TRUEBA & CO., PA
CERTIFIED PUBLIC ACCOUNTANTS

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Financial Statements
December 31, 2012 and 2011

Table of Contents

	Page
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 11
Supplemental Schedules	
Schedule of Assets Held for Investment Purposes	12 - 13

RODRIGUEZ, TRUEBA & CO., PA
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Administrative Committee of
Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Miami, Florida

We have audited the accompanying statements of net assets available for benefits of Arquitectonica International Corporation 401(k) Profit Sharing Plan and Trust (the "Plan") as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Arquitectonica International Corporation 401(k) Profit Sharing Plan and Trust as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental information included in the supplemental schedules in pages 12-13 as identified in the Table of Contents is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The supplemental information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Rodriguez Trueba & Company

Rodriguez, Trueba & Company, P.A.
Doral, Florida
October 30, 2013

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments:		
Interest-bearing money market account	$ -	$ 435,054
Guaranteed investment contract	326,960	
Mutual funds	3,146,544	2,466,680
Participant Loans	37,976	64,056
Receivables:		
Participants' contributions	12,852	9,450
Employer's contribution	4,213	3,037
	17,065	12,487
Total Assets	3,528,545	2,978,277
Liabilities		
Corrective distributions payable	51,242	8,504
Net Assets Available for Benefits	$ 3,477,303	$ 2,969,773

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

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to Net Assets		
Interest and dividends	$ 68,437	$ 78,685
Net appreciation (depreciation) in fair value	273,308	(133,320)
	341,745	(54,635)
Contributions		
Participants' salary deferral	284,411	209,087
Employer's salary matching	98,823	69,412
Rollover	15,707	-
Total Contributions	398,941	278,499
Total Additions to Net Assets	740,686	223,864
Deductions from Net Assets		
Benefits paid directly to participants	189,617	602,220
Corrective distributions	51,242	8,504
Administrative fees	207	330
Total Deductions from Net Assets	241,066	611,054
Other Income	7,910	-
Net Increase (Decrease)	507,530	(387,190)
Net Assets Available for Benefits - Beginning of year	2,969,773	3,356,963
Net Assets Available for Benefits - End of year	$ 3,477,303	$ 2,969,773

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

Note A. Description of the Plan

The following description of the Arquitectonica International Corporation ("Company") 401(k) Profit Sharing Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan provisions.

General

The Plan is a defined contribution plan covering substantially all full-time employees of the Company who have satisfied two months of service and are age twenty-one or older. This is a 401(k) deferred compensation plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Upon death or disability, the accrued benefits of the participants will be paid to the beneficiaries as designated by the participants.

Contributions

For the years 2012 and 2011 employees eligible to participate were permitted to make elected deferrals in any amount equal to a percentage of their pretax annual compensation, as defined in the Plan, from 0% percent to 75% in increments of 1%. However, for any calendar year the elective deferrals may not exceed a specific amount determined by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. During 2012 and 2011 the Company contributed 50% of the first 5% of base compensation that a participant contributed to the Plan. Additional amounts may be contributed at the option of the Company's board of directors.

Participant Account

Each participant's account was credited with the participant's contribution and allocation of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions. Participants are immediately fully vested on employer match and profit sharing contributions for 2012 and 2011.

Loans to Participants

Participants may borrow from their accounts a minimum of $1,000. The maximum amount of an outstanding loan cannot exceed the lesser of 95% of one-half the vested account balance or 95% of the total vested account balance excluding the Roth Elective Deferral balance. Under no event will the loan amount exceed $50,000. The loan is secured by 50% of their vested balance and will bear interest. Repayment should take place within a specified period of time within a range of 1- 4.5 years or up to 10 years for the purchase of a primary residence. Principal and interest was paid biweekly through payroll deductions.

Note A. Description of the Plan - continued

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant could elect to either lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

Upon termination of service, a participant's non-vested account balance is treated as forfeitures. Forfeitures are used to reduce future employer contributions. There were no forfeitures in 2012. Total forfeitures amounted to $1,291 for the year 2011 plan year. Forfeitures in 2011 were for the 2010 plan year.

Note B. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices were used to value investments. Shares of mutual funds were valued at quoted market prices, which represented the net asset value of shares held by the Plan at year end.

Purchases and sales of securities were recorded on a trade-date basis. Dividends were recorded on the ex-dividend date.

Note B. Summary of Accounting Policies – continued

Excess Contributions

During the years 2012 and 2011, excess employee contributions for the 2011 and 2010 plan years, respectively, were distributed to the highly compensated participants correcting the failure of the discrimination test that compares the percentage deferred by "highly-compensated" to "non highly-compensated" participants.

Payments of Benefits

Benefits are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events through October 20, 2013, the date the financial statements were available to be issued.

Note C. Investments

All of the Plan's investments are held with Fidelity Investments and each participant directs their individual account balances. The following presents the investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets.

	2012	2011
Fidelity Advisor Overseas Fund (Class T)	$ -	$ 295,004
Fidelity Advisor Strategic Income Fund (Class T)	-	343,236
Fidelity Advisor Small Cap Fund (Class T)	-	270,235
Fidelity Advisor Mid Cap II Fund (Class T)	-	180,745
Fidelity Advisor Balanced Fund (Class T)	-	301,330
Fidelity Advisor Equity Income Fund (Class T)	-	227,170
Fidelity Advisor Equity Growth Fund (Class T)	-	290,548
Fidelity Advisor Government Income Fund (Class T)	-	140,758
Fidelity Advisor Growth Opportunities Fund (Class T)	-	184,168
JPMorgan Large Cap Growth A	628,259	-
Loomis Sayles Strategic Income Fund	417,091	-
BlackRock Equity Dividend Inv A	339,575	-
Oakmark Equity and Income Fund	314,638	-
Lazard International Stategic Eq Open	301,560	-
Fidelity Advisor Small Cap Fund (Class T)	260,243	-
JPMorgan Government Bond Fund	183,429	-

Note C. Investments – continued

Fair Value Measurements

The Financial Accounting Standard Board Accounting Standards Codification provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level l

Inputs to the valuation methodology are unadjusted quoted prices for identical unrestricted assets or liabilities in active markets that the Plan has the ability to access. An active market for the assets or liability is a market in which the transaction for the asset or liability occurs with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2

Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Plan’s investments that are measured at fair value on a recurring basis, such as money market funds, mutual funds, and equity securities are generally classified within Level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. The Plan also invests in a stable value fund held within a common collective trust for which the valuation is based on the value of the underlying investments. Based on the nature of the underlying investments in the common collective trust, the investment asset has been classified as Level 2. The stable value fund has an investment objective to maintain a

Note C. Investments – continued

Fair Value Measurements - continued

constant net asset value while generating a slightly higher yield than the money market fund. Generally, there are no restrictions on a participant's ability to redeem their investment in common collective trust at the investment's net asset value (NAV). However, withdrawals prompted by certain events (e.g., termination of the managed income portfolio, changes in laws and regulations) may restrict a participant's ability to redeem the investment at its NAV.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2012.

Mutual funds and Money Market funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 3,146,544	-	-	$ 3,146,544
Guaranteed investement contract	-	-	326,960	326,960
Participant loans	-	-	37,976	37,976
Total assets at fair value	$ 3,473,504	$ -	$ 364,936	$ 3,511,480

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 2,466,680	-	-	$ 2,466,680
Money Market	435,054	-	-	435,054
Participant loans	-	-	64,056	64,056
Total assets at fair value	$ 2,901,734	$ -	$ 64,056	$ 2,965,790

Note D. Related Party Transactions

For the Plan years 2012 and 2011, there were no related party transactions, between the Plan and the sponsor, plan administrator, or the employer.

Note E. Bonding Requirements

The Employee Retirement Income Security Act of 1974 requires fiduciaries of qualified benefit plans to be bonded with a bond equivalent to the lesser of 10% of the assets held in the plan at the beginning of the year or $500,000. The amount of the bond held by the fiduciary since 2005 has been in compliance with the requirements.

Note F. Plan Termination

The Company has the right under the Plan to discontinue its contributions at any time. Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note G. Reconciliation of Financial Statements to Schedule H of Form 5500

The following are reconciliations of net assets available for benefits per the financial statements to Schedule H of Form 5500 for the years ended December 31,

	2012	2011
Net Assets available for benefits per financial statements	$ 3,477,303	$ 2,969,773
Amounts of contributions receivable	(17,065)	(12,487)
Amounts of excess contributions payable	51,242	8,504
Net Assets available for benefits per Schedule H of Form 5500	$ 3,511,480	$ 2,965,790

The following are reconciliations of contribution revenues per the financial statements to Schedule H of Form 5500 for the years ended December 31,

	2012	2011
Contributions received per financial statements	$ 398,941	$ 278,499
Add: contributions receivable beginning of year	12,487	6,107
Less: contributions receivable end of year	(17,065)	(12,487)
Contributions received per Schedule H of Form 5500	$ 394,363	$ 272,119

Note H. Tax Status

The plan originally obtained a determination in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the plan's financial statements.

Note I. Administration of Plan Assets

The Plan assets, which consist of mutual funds, a money market account, and participants' loans are held by registered investment company.

Participants and employer contributions are held and managed (as directed by the participants), by the third party administrator, which invests the cash received, interest and dividend income and make distributions to participants. The third party administrator also administers the loans to participants.

Certain administrative functions of the Plan are performed by officers or employees of the sponsor. No such officer or employee receives compensation from the Plan. Fees for the accounting third party service company and for the audit are paid directly by the sponsor.

Note J. Contingencies

There were no unusual or infrequent events or transactions occurring subsequent to the balance sheet date that might significantly affect the usefulness of the financial statements in assessing the plan's present and future ability to pay benefits.

Note K. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits. During the year ended December 31, 2012, the fair value of investments appreciated by $273,308, due to market volatility related to economic conditions. During the year ended December 31, 2011, the fair value of investments depreciated by $133,320 due to market volatility and continued worldwide economic conditions. Due to the level of risk associated with certain investment securities, it is reasonable possible that change in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

The Plan provides investment options that hold securities of foreign companies, which may involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than securities of comparable U.S. companies.

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Schedule of Assets Held for Investment Purposes
December 31, 2012

Plan sponsor's EIN 59-1795451
Plan Number 001
Schedule H, line 4i - Schedule of Assets (held at end of year 2012)

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	American Century Investments	American Century One Choice 2045 A	n/a	5,045	
	Delaware Investments	Delaware Small Cap Value A	n/a	4,773	
	Natixi Funds	Loomis Sayles Global Equity and Income Fund	n/a	4,464	
	Franklin Templeton Investments	Templeton Global Bond A	n/a	1,072	
	Oppenheimer Funds	Oppenheimer Global Opportunities A	n/a	743	
	American Century Investments	American Century One Choice 2020 A	n/a	516	
	Oppenheimer Funds	Oppenheimer Gold & Special Minerals A	n/a	262	
	American Century Investments	American Century One Choice 2030 A	n/a	8	
	American Century Investments	American Century One Choice 2015 A	n/a	8	
		Total			$ 3,146,544

(a)	(b)	(c)	(d)	(e)	
	Participant Loans	Maturity Date	Rate of Interest	Current Value	Total Curent Value
	Curtis, John	1/31/2015	4.25	9,334	
	Blanco, Margarita	7/29/2014	4.25	6,579	
	Bakas, Sergio	7/2/2013	5.00	3,676	
	Hernandez, Lourdes	10/22/2013	4.25	2,731	
	Guerra, Mario	10/19/2013	4.25	697	
	Macia, Mario	1/12/2016	4.25	6,399	
	Garcia, Augusto	10/21/2014	4.25	8,559	
					37,976
	Total assets (held at end of year)				$ 3,511,479

Arquitectonica International Corporation
401(k) Profit Sharing Plan and Trust
Schedule of Assets Held for Investment Purposes
December 31, 2011

Plan sponsor's EIN 59-1795451
Plan Number 001
Schedule H, line 4i - Schedule of Assets (held at end of year 2011)

(a)	(b)	(c)	(d)	(e)	
	Identity of Issue or borrower	Description	Cost	Current Value	Total Curent Value
	Guaranteed Interest Account				
	Fidelity Investments	Prime Fund - Daily Money Class- (Money Market)	n/a		$ 435,054
	Shares of a registered investment company				
	Fidelity Investments	Fidelity Advisor Strategic Income Fund (Class T)	n/a	343,236	
	Fidelity Investments	Fidelity Advisor Balanced Fund (Class T)	n/a	301,330	
	Fidelity Investments	Fidelity Advisor Overseas Fund (Class T)	n/a	295,004	
	Fidelity Investments	Fidelity Advisor Equity Growth Fund (Class T)	n/a	290,548	
	Fidelity Investments	Fidelity Advisor Small Cap Fund (Class T)	n/a	270,235	
	Fidelity Investments	Fidelity Advisor Equity Income Fund (Class T)	n/a	227,170	
	Fidelity Investments	Fidelity Advisor Growth Opportunities Fund (Class T)	n/a	184,168	
	Fidelity Investments	Fidelity Advisor Mid Cap II Fund (Class T)	n/a	180,745	
	Fidelity Investments	Fidelity Advisor Government Income Fund (Class T)	n/a	140,758	
	Fidelity Investments	Fidelity Advisor Intermediate Bond Fund (Class T)	n/a	133,316	
	Fidelity Investments	Fidelity Advisor Dividend Growth Fund (Class T)	n/a	60,769	
	Fidelity Investments	Other	n/a	39,401	
		Total			$ 2,466,680

(a)	(b)	(c)	(d)	(e)	
	Participant Loans	Maturity Date	Rate of Interest	Current Value	Total Curent Value
	Curtis, John	3/10/2015	4.25	13,382	
	Blanco, Margarita	7/29/2014	4.25	10,529	
	Diaz, Maribel	7/2/2012	4.25	869	
	Bakas, Sergio	6/2/2012	5.00	10,758	
	Hernandez, Lourdes	7/21/2010	9.25	6,146	
	Torrentes, Tania	4/23/2010	4.25	997	
	Macia, Mario	12/14/2016	4.25	8,356	
	Garcia, Augusto	10/29/2012	4.25	13,019	
					64,056
	Total assets (held at end of year)				$ 2,965,790