An offering statement pursuant to Regulation A relating to these securities has been filed with the Securities and Exchange Commission. Information contained in this Preliminary Offering Circular is subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted before the offering statement filed with the Commission is qualified. This Preliminary Offering Circular shall not constitute an offer to sell or the solicitation of an offer to buy nor may there be any sales of these securities in any state in which such offer, solicitation or sale would be unlawful before registration or qualification under the laws of any such state. We may elect to satisfy our obligation to deliver a Final Offering Circular by sending you a notice within two business days after the completion of our sale to you that contains the URL where the Offering Circular was filed may be obtained.

Preliminary Offering Circular **Subject to Completion. Dated ______, 2019**

SPORTS VENUES OF FLORIDA, INC.

A Florida Corporation
(516) 375-6649
john@sportsvenues.net

Maximum offering of 120,000,000 shares
MINIMUM INDIVIDUAL INVESTMENT: None

	Price Per Share to Public*	Underwriting discount and commissions	Proceeds to issuer
Common Stock	*	None	$3,000,000**

* The Company is offering, on a best-efforts, self-underwritten basis, a number of shares of our common stock at a fixed priced per share of $0.025 to $0.08 with no minimum amount to be sold up to a maximum of 120,000,000 shares but not to exceed $3,000,000 in gross proceeds. Upon qualification by the Commission and the filing of a final offering circular by the Company with the Commission, all of the shares registered in this offering will be freely tradeable without restriction or further registration under Rule 251 unless such shares are purchased by "affiliates" as that term is defined in Rule 144 under the Securities Act.

**If the Company achieved the maximum offering price of sales for each share authorized in this offering at a maximum price of $0.08 per share the Company would issue a maximum of 37,500,000 shares.

The end date of the offering will be exactly one year from the date the Offering Circular is qualified by the United States Securities and Exchange Commission (the "Commission") unless extended by the Company, in its own discretion, for up to another 90 days or earlier terminated by the Company in its own discretion, which may occur at any time.

Prior to this offering, there has been a thinly traded public market for our common shares in the OTC Markets pink tier. Our ticker symbol is BTHR and the closing price of our common stock on December 17, 2019 was $.10.

The Company expects that the amount of expenses of the offering that it will pay will be approximately None.

We are offering our shares without the use of an exclusive placement agent.

See "Risk Factors" to read about factors you should consider before buying shares of Common Stock.

Generally, no sale may be made to you in this offering if the aggregate purchase price you pay is more than 10% of the greater of your annual income or net worth. Different rules apply to accredited investors and non-natural persons. Before making any representation that your investment does not exceed applicable thresholds, we encourage you to review Rule 251(d)(2)(i)(C) of Regulation A. For general information on investing, we encourage you to refer to www.investor.gov.

The United States Securities and Exchange Commission does not pass upon the merits of or give its approval to any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering circular or other solicitation materials. These securities are offered pursuant to an exemption from registration with the Commission; however, the Commission has not made an independent determination that the securities offered are exempt from registration.

This Offering Circular is following the offering circular format described in Part II (a)(1)(ii) of Form 1-A.

Offering Circular dated __, 2019

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Offering Circular. You must not rely on any unauthorized information or representations. This Offering Circular is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Offering Circular is current only as of its date.

SUMMARY

This summary highlights information contained elsewhere in this Offering Circular. This summary does not contain all of the information that you should consider before deciding to invest in our Common Stock. You should read this entire Offering Circular carefully, including the "Risk Factors" section, our historical consolidated financial statements and the notes thereto, and unaudited pro forma financial information, each included elsewhere in this Offering Circular. Unless the context requires otherwise, references in this Offering Circular to "the Company," "we," "us" and "our" refer to Sports Venues of Florida, Inc.

Our Company

The Company a development stage company was, incorporated in Florida on July 28, 2009, as Bella Petrella's Holdings, Inc., with headquarters in Lithia, Florida. (OTCPink: BTHR) We sold our own line of gourmet pasta sauces and salsas. We discontinued pasta sauce operations in April, 2012.

After becoming a public company (March 15, 2011) the Company changed direction (March 2011 – April 2014)

We changed our name to Big Three Restaurants Inc., on May 14, 2012 and was the sole owner of two subsidiaries, Bobby V's Original Westshore Pizza, LLC ("Bobby V's), incorporated in Florida, on August 27, 2008, and Philly Westshore Franchising Enterprises, Inc. ("Philly"), organized in Florida, on March 30, 2008. Bobby V's is a pizza and sandwich sports bar located in Tampa, Florida. Philly, headquartered in Tampa Florida, franchises pizza and sandwich sports bar restaurants primarily in Florida, Georgia, and Ohio. Bobby V's and Philly are referred to together as the "Westshore Companies". Our principal assets were divested and the restaurant operations were discontinued on November 15, 2013.

The Company Changed Names and its Business Model (April 2014– Present)

We changed our name to Sports Venues of Florida, Inc. on April 21, 2014 and started planning to build and operate a World Class Family Entertainment Complex centered on youth sports and music. The purpose of our business is to build youth sports complexes that range between 75 and 300 acres. Each complex will incorporate indoor and outdoor athletic sports fields or courts. The company will attract youth travel sports teams from around the world to compete in week long tournaments. Athletes will stay in on site housing and fees will be collected for their stay as well as food and tournament fees. Our mission is to keep the athlete's families on site spending money at restaurants and entertainment venues that we will own at our property.

To date, we have relied on equity and debt financing to fund our operations.

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Risk Factors

See "Risk Factors" and other information appearing elsewhere in this Offering Circular for a discussion of factors you should carefully consider before deciding whether to invest in our Common Shares. This offering is being made on a self-underwritten basis without the use of an exclusive placement agent. There is no minimum amount with this offering upon the approval of any subscription to this Offering Circular, the Company shall immediately deposit said proceeds into the bank account of the Company and may dispose of the proceeds in accordance with the Use of Proceeds.

Management will make its best effort to fill the subscription in the state of New York. However, in the event that management is unsuccessful in raising the required funds in New York, the Company may file a post qualification amendment to include additional jurisdictions that Management has determined to be in the best interest of the Company for the purpose of raising the maximum offer.

In the event that the Offering Circular is fully subscribed, any additional subscriptions shall be rejected and returned to the subscribing party along with any funds received.

In order to subscribe to purchase the shares, a prospective investor must complete a subscription agreement and send payment by check, wire transfer or ACH. Investors must answer certain questions to determine compliance with the investment limitation set forth in Regulation A Rule 251(d)(2)(i)(C) under the Securities Act of 1933, which states that in offerings such as this one, where the securities will not be listed on a registered national securities exchange upon qualification, the aggregate purchase price to be paid by the investor for the securities cannot exceed 10% of the greater of the investor's annual income or net worth. In the case of an investor who is not a natural person, revenues or net assets for the investor's most recently completed fiscal year are used instead.

The Company has not currently engaged any party for the public relations or promotion of this offering.

As of the date of this filing, there are no additional offers for shares, nor any options, warrants, or other rights for the issuance of additional shares effective.

RISK FACTORS

Investing in our Common Stock involves a high degree of risk. You should carefully consider each of the following risks, together with all other information set forth in this Offering Circular, including the consolidated financial statements and the related notes, before making a decision to buy our Common Stock. If any of the following risks actually occurs, our business could be harmed. In that case, the trading price of our Common Stock could decline, and you may lose all or part of your investment.

This offering contains forward-looking statements. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar words. These statements are only predictions. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that may cause our customers' or our industry's actual results, levels of activity, performance or achievements expressed or implied by these forward-looking statements, to differ. "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business," as well as other sections in this prospectus, discuss the important factors that could contribute to these differences.

The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

This prospectus also contains market data related to our business and industry. This market data includes projections that are based on a number of assumptions. If these assumptions turn out to be incorrect, actual results may differ from the projections based on these assumptions. As a result, our markets may not grow at the rates projected by these data, or at all. The failure of these markets to grow at these projected rates may have a material adverse effect on our business, results of operations, financial condition and the market price of our Common Stock.

Risk Related to our Company and our Business

We may require additional funds in the future to achieve our current business strategy and our inability to obtain funding may cause our business to fail.

We may need to raise additional funds through public or private debt or equity sales in order to fund our future operations and fulfill contractual obligations in the future. These financings may not be available when needed. Even if these financings are available, it may be on terms that we deem unacceptable or are materially adverse to your interests with respect to dilution of book value, dividend preferences, liquidation preferences, or other terms. Our inability to obtain financing would have an adverse effect on our ability to implement our current business plan and develop our products, and as a result, could require us to diminish or suspend our operations and possibly cease our existence.

Even if we are successful in raising capital in the future, we will likely need to raise additional capital to continue and/or expand our operations. If we do not raise the additional capital, the value of any investment in our Company may become worthless. In the event we do not raise additional capital from conventional sources, it is likely that we may need to scale back or curtail implementing our business plan.

We have a limited operating history that you can use to evaluate us, and the likelihood of our success must be considered in light of the problems, expenses, difficulties, complications and delays that we may encounter because we are a small developing company. As a result, we may not be profitable, and we may not be able to generate sufficient revenue to develop as we have planned.

We were incorporated in the State of Florida on July 28, 2009. We have no significant assets or financial resources. The likelihood of our success must be considered in light of the expenses and difficulties in development of clients nationally and internationally, recruiting and keeping clients and obtaining financing to meet the needs of our plan of operations. Since we have a limited operating history, we may not be profitable and we may not be able to generate sufficient revenues to meet our expenses and support our anticipated activities.

We are an early stage company with an unproven business strategy and may never be able to fully implement our business plan or achieve profitability.

We are at an early stage of development of our operations as a company. We have only recently started to operate business activities and have not generated revenue from such operations. A commitment of substantial resources to conduct time-consuming research in many respects will be required if we are to complete the development of our company into one that is more profitable. There can be no assurance that we will be able to fully implement our business plan at reasonable costs or successfully operate. We expect it will take several years to implement our business plan fully, if at all.

Our limited operating history makes it difficult for us to accurately forecast net sales and appropriately plan our expenses.

We have a limited operating history in the sports venues industry. As a result, it is difficult to accurately forecast our net sales and plan our operating expenses. We base our current and future expense levels on our operating forecasts and estimates of future net sales. Net sales and operating results are difficult to forecast because they generally depend on the volume and timing of the orders we receive, which are uncertain. Some of our expenses are fixed, and, as a result, we may be unable to adjust our spending in a timely manner to compensate for any unexpected shortfall in net sales. This inability could cause our net income in a given quarter to be lower than expected.

We operate in a highly competitive environment, and if we are unable to compete with our competitors, our business, financial condition, results of operations, cash flows and prospects could be materially adversely affected.

We operate in a highly competitive environment. A highly competitive environment could materially adversely affect our business, financial condition, results of operations, cash flows and prospects.

Because we are small and do not have much capital, our marketing campaign may not be enough to attract sufficient clients to operate profitably. If we do not make a profit, we will suspend or cease operations.

Due to the fact we are small and do not have much capital, we must limit our marketing activities and may not be able to make our product known to potential customers. Because we will be limiting our marketing activities, we may not be able to attract enough customers to operate profitably. If we cannot operate profitably, we may have to suspend or cease operations.

We expect our quarterly financial results to fluctuate.

We expect our net sales and operating results to vary significantly from quarter to quarter due to a number of factors, including changes in:

- Demand for our products;
- Our ability to obtain and retain existing customers or encourage repeat purchases;
- Our ability to manage our product inventory;
- General economic conditions;
- Advertising and other marketing costs;
- Costs of creating and expanding product lines.

As a result of the variability of these and other factors, our operating results in future quarters may be below the expectations of public market analysts and investors.

Our future success is dependent, in part, on the performance and continued service of our President and CEO. Without his continued service, we may be forced to interrupt or eventually cease our operations.

We are presently dependent to a great extent upon the experience, abilities and continued services of our President and CEO. The loss of his services would delay our business operations substantially.

Our current officers and sole director do not have experience in the sports venues business.

Although our officers and sole director have extensive business experience, they do not have extensive experience in the action camera product business or retail business. Therefore, without industry-specific experience, their business experience may not be enough to effectively start-up and maintain a sports venues company.

Our limited operating history makes it difficult for us to accurately forecast net sales and appropriately plan our expenses.

We have a limited operating history in the sports venues industry. As a result, it is difficult to accurately forecast our net sales and plan our operating expenses. We base our current and future expense levels on our operating forecasts and estimates of future net sales. Net sales and operating results are difficult to forecast because they generally depend on the volume and timing of the orders we receive, which are uncertain. Some of our expenses are fixed, and, as a result, we may be unable to adjust our spending in a timely manner to compensate for any unexpected shortfall in net sales. This inability could cause our net income in a given quarter to be lower than expected.

If we cannot effectively increase and enhance our sales and marketing capabilities, we may not be able to increase our revenues.

We need to further develop our sales and marketing capabilities to support our commercialization efforts. If we fail to increase and enhance our marketing and sales force, we may not be able to enter new or existing markets. Failure to recruit, train and retain new sales personnel, or the inability of our new sales personnel to effectively market and sell our products, could impair our ability to gain market acceptance of our products.

The recently enacted JOBS Act will allow the Company to postpone the date by which it must comply with certain laws and regulations intended to protect investors and to reduce the amount of information provided in reports filed with the SEC.

The recently enacted JOBS Act is intended to reduce the regulatory burden on “emerging growth companies”. The Company meets the definition of an “emerging growth company” and so long as it qualifies as an “emerging growth company,” it will, among other things:

- be exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that its independent registered public accounting firm provide an attestation report on the effectiveness of its internal control over financial reporting;
- be exempt from the “say on pay” provisions (requiring a non-binding shareholder vote to approve compensation of certain executive officers) and the “say on golden parachute” provisions (requiring a non-binding shareholder vote approve golden parachute arrangements for certain executive officers in connection with mergers and certain other business combinations) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and certain disclosure requirements of the Dodd-Frank Act relating to compensation of Chief Executive Officers;
- be permitted to omit the detailed compensation discussion and analysis from proxy statements and reports filed under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and instead provide a reduced level of disclosure concerning executive compensation; and be exempt from any rules that may be adopted by the Public Company Accounting Oversight Board (the “PCAOB”)

Although the Company is still evaluating the JOBS Act, it currently intends to take advantage of all of the reduced regulatory and reporting requirements that will be available to it so long as it qualifies as an “emerging growth company.” The Company has elected not to opt out of the extension of time to comply with new or revised financial accounting standards available under Section 102(b)(1) of the JOBS Act. Among other things, this means that the Company’s independent registered public accounting firm will not be required to provide an attestation report on the effectiveness of the Company’s internal control over financial reporting so long as it qualifies as an “emerging growth company”, which may increase the risk that weaknesses or deficiencies in the internal control over financial reporting go undetected. Likewise, so long as it qualifies as an “emerging growth company”, the Company may elect not to provide certain information, including certain financial information and certain information regarding compensation of executive officers, which would otherwise have been required to provide in filings with the SEC, which may make it more difficult for investors and securities analysts to evaluate the Company. As a result, investor confidence in the Company and the market price of its Common Stock may be adversely affected.

Notwithstanding the above, we are also currently a “smaller reporting company”, meaning that we are not an investment company, an asset-backed issuer, or a majority-owned subsidiary of a parent company that is not a smaller reporting company and have a public float of less than $75 million and annual revenues of less than $50 million during the most recently completed fiscal year. In the event that we are still considered a “smaller reporting company”, at such time are we cease being an “emerging growth company”, the disclosure we will be required to provide in our SEC filings will increase, but will still be less than it would be if we were not considered either an “emerging growth company” or a “smaller reporting company”. Specifically, similar to “emerging growth companies”, “smaller reporting companies” are able to provide simplified executive compensation disclosures in their filings; are exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that independent registered public accounting firms provide an attestation report on the effectiveness of internal control over financial reporting; and have certain other decreased disclosure obligations in their SEC filings, including, among other things, being required to provide only two years of audited financial statements in annual reports. Decreased disclosures in our SEC filings due to our status as an “emerging growth company” or “smaller reporting company” may make it harder for investors to analyze the Company’s results of operations and financial prospects.

We are an "emerging growth company" under the JOBS Act of 2012, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our Common Stock less attractive to investors.

We are an "emerging growth company," as defined in the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find our Common Stock less attractive because we may rely on these exemptions. If some investors find our Common Stock less attractive as a result, there may be a less active trading market for our Common Stock and our stock price may be more volatile.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We are choosing to take advantage of the extended transition period for complying with new or revised accounting standards. As a result, our financial statements may not be comparable to those of companies that comply with public company effective dates.

Risks Related to the Company's Securities

We may in the future issue additional shares of our Common Stock, which may have a dilutive effect on our stockholders.

Our Certificate of Incorporation authorizes the issuance of 7,500,000,000 Common Shares, par value $0.001; 10,000,000 preferred shares authorized; one Series A Preferred share, Par Value $0.001 designated. Of the 1,650,271 Common Shares outstanding, 834,537 are free trading. The future issuance of our Common Shares may result in substantial dilution in the percentage of our Common Shares held by our then existing stockholders. We may value any Common Shares issued in the future on an arbitrary basis. The issuance of Common Shares for future services or other corporate actions may have the effect of diluting the value of the shares held by our investors and might have an adverse effect on any trading market for our Common Shares.

We do not currently intend to pay dividends on our Common Shares and consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our Common Shares.

We have never declared or paid any cash dividends on our Common Shares and do not currently intend to do so for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth. Therefore, you are not likely to receive any dividends on your Common Shares for the foreseeable future and the success of an investment in shares of our Common Stock will depend upon any future appreciation in its value. There is no guarantee that shares of our Common Stock will We currently do not have an internal audit group, and we will eventually need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge to have effective internal controls for financial reporting. Additionally, due to the fact that we only have two officers and one Director, who have minimal experience as an officer or Director of a reporting company, such lack of experience may impair our ability to maintain effective internal controls over financial reporting and disclosure controls and procedures, which may result in material misstatements to our financial statements and an inability to provide accurate financial information to our stockholders.

Moreover, if we are not able to comply with the requirements or regulations as an SEC reporting company, in any regard, we could be subject to sanctions or investigations by the SEC or other regulatory authorities, which would require additional financial and management resources.

State Securities Laws may limit secondary trading, which may restrict the states in which and conditions under which you can sell Shares.

Secondary trading in our Common Shares may not be possible in any state until the Common Stock is qualified for sale under the applicable securities laws of the state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in the state. If we fail to register or qualify, or to obtain or verify an exemption for the secondary trading of, the Common Stock in any particular state, the Common Stock cannot be offered or sold to, or purchased by, a resident of that state. In the event that a significant number of states refuse to permit secondary trading in our Common Shares, the liquidity for the Common Shares could be significantly impacted.

Investors cannot withdraw funds once invested and will not receive a refund.

Investors do not have the right to withdraw invested funds. Subscription payments will be paid to Sports Venues of Florida, Inc, and held in our corporate bank account if the Subscription Agreements are in good order and the Company accepts the investor's investment. Therefore, once an investment is made, investors will not have the use or right to return of such funds.

The trading in our shares will be regulated by the Securities and Exchange Commission Rule 15G-9 which established the definition of a "Penny Stock."

Based on the expected offering price, the shares being offered are defined as a penny stock under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and rules of the Commission. The Exchange Act and such penny stock rules generally impose additional sales practice and disclosure requirements on broker-dealers who sell our securities to persons other than certain accredited investors who are, generally, institutions with assets in excess of $4,000,000 or individuals with net worth in excess of $1,000,000 or annual income exceeding $200,000 ($300,000 jointly with spouse), or in transactions not recommended by the broker-dealer. For transactions covered by the penny stock rules, a broker dealer must make certain mandated disclosures in penny stock transactions, including the actual sale or purchase price and actual bid and offer quotations, the compensation to be received by the broker-dealer and certain associated persons, and must deliver certain disclosures required by the Commission. Consequently, the penny stock rules may make it difficult for you to resell any shares you may purchase.

We are selling the shares of this offering without an underwriter and may be unable to sell any shares.

This offering is self-underwritten, that is, we are not going to engage the services of an underwriter to sell the shares; we intend to sell our shares through our President, who will receive no commissions. There is no guarantee that he will be able to sell any of the shares. Unless he is successful in selling all of the shares of our Company's offering, we may have to seek alternative financing to implement our business plan.

We have a history of operating losses and we may need additional financing to meet our future long-term capital requirements.

The Company has incurred net losses during the year ended May 31, 2019 of $107,078 and has negative shareholders' equity of $313,222 as of May 31, 2019. We may not be able to reach a level of revenue to achieve profitability. If our revenues grow slower than anticipated, or if operating expenses exceed expectations, then we may not be able to achieve profitability in the near future or at all, which may depress our stock price.

Litigation may harm our business.

Substantial, complex or extended litigation could cause us to incur significant costs and distract our management. For example, lawsuits by employees, stockholders, collaborators, distributors, customers, competitors or others could be very costly and substantially disrupt our business. Disputes from time to time with such companies, organizations or individuals are not uncommon, and we cannot assure you that we will always be able to resolve such disputes or on terms favorable to us. Unexpected results could cause us to have financial exposure in these matters. We currently do not have any financial reserves or insurance coverage. Any litigation could require us to provide additional reserves to address these liabilities, therefore impacting profits.

If we fail to develop new products successfully, our business could be adversely affected.

We depend on our founder to develop new products, control our manufacturing processes, process orders, manage inventory, process and bill shipments and collect cash from our customers, respond to customer inquiries, contribute to our overall internal control processes, maintain records of our property, plant and equipment, and record and pay amounts due vendors and other creditors. If we were to experience a prolonged disruption in our information systems that involve interactions with customers and suppliers, it could result in the loss of sales and customers and/or increased costs, which could adversely affect our overall business operation.

We may be subject to Government laws and regulations particular to our operations with which we may be unable to comply.

We may not be able to comply with all current and future government regulations which are applicable to our business. Our business operations are subject to all government regulations normally incident to conducting business (e.g., occupational safety and health acts, workmen's compensation statutes, unemployment insurance legislation, income tax, and social security laws and regulations, environmental laws and regulations, consumer safety laws and regulations, etc.) as well as to governmental laws and regulations applicable to small public companies and their capital formation efforts within the United States. Although we will make every effort to comply with applicable laws and regulations, we can provide no assurance of our ability to do so, nor can we predict the effect of those regulations on our proposed business activities. Our failure to comply with material regulatory requirements would likely have an adverse effect on our ability to conduct our business and could result in our cessation of active business operations.

Any failure to maintain adequate general liability, commercial and service liability insurance could subject us to significant losses of income.

We do not currently carry general liability, service liability and commercial insurance, and therefore, we have no protection against any general, commercial and/or service liability claims. Any general, commercial and/or service liability claims will have a material adverse effect on our financial condition. There can be no assurance that we will be able to obtain insurance on reasonable terms when we are able to afford it.

Our revenue growth rate depends primarily on our ability to execute our business plan.

We may not be able to identify and maintain the necessary relationships within our industry.

Risks Related to the Securities Markets and Ownership of our Equity Securities

The Common Stock is thinly traded, so you may be unable to sell at or near ask prices or at all if you need to sell your shares to raise money or otherwise desire to liquidate your shares.

The Common Stock has historically been sporadically traded on the OTC PinkSheets, meaning that the number of persons interested in purchasing our shares at or near ask prices at any given time may be relatively small or non-existent.

Any acquisitions that we make could disrupt our business and harm our financial condition.

Although we are not considering any acquisitions at the time of this offering document, we may, in the future consider acquiring businesses that have synergies with our business model. We expect to evaluate potential strategic acquisitions of complementary businesses, products or technologies from time to time. We may also consider joint ventures and other collaborative projects. We may not be able to identify appropriate acquisition candidates or strategic partners of any businesses, products or technologies. Furthermore, the integration of any acquisition and management of any collaborative project may divert management's time and resources from our core business and disrupt our operations. If we decide to expand our product offerings beyond our current products, we may spend time and money on projects that do not increase our sales. Any cash acquisition we pursue would diminish the cash available to us for other uses, and any stock acquisition would dilute our stockholders' ownership. While we, from time to time, evaluate potential collaborative projects and acquisitions of businesses, products and technologies, and anticipate continuing to make these evaluations, we have no present understandings, commitments or agreements with respect to any future acquisitions or collaborative projects.

Strong competition in the youth sports venues business and the live streaming business could decrease our market share.

The both the youth sports venues business and the live streaming business industries are highly competitive. We compete with various corporations and business entities with business plans comparable to our own. In addition, some of our competitors may have substantially greater name recognition and financial and other resources than we have, which may enable them to compete more effectively for the available market share. We also expect to face increased competition as a result of new entrants to the action camera industry, we may not be able to compete successfully against current or future competitors and may face competitive pressures that could adversely affect our business or results of operations.

The market price for the Common Shares is particularly volatile given our status as a relatively unknown company with a small and thinly traded public float, limited operating history and lack of revenue, which could lead to wide fluctuations in our share price. The price at which you purchase our shares may not be indicative of the price that will prevail in the trading market. You may be unable to sell your Common Shares at or above your purchase price, which may result in substantial losses to you.

The market for our shares of Common Stock is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. The volatility in our share price is attributable to a number of factors. First, as noted above, our shares are sporadically traded. As a consequence of this lack of liquidity, the trading of relatively small quantities of shares may disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously in the event that a large number of our shares is sold on the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on its share price. Secondly, we are a speculative investment due to, among other matters, our limited operating history and lack of revenue or profit to date, and the uncertainty of future market acceptance for our potential products. As a consequence of this enhanced risk, more risk-averse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the securities of a seasoned issuer. The following factors may add to the volatility in the price of our shares: actual or anticipated variations in our quarterly or annual operating results; acceptance of our inventory of games; government regulations, announcements of significant acquisitions, strategic partnerships or joint ventures; our capital commitments and additions or departures of our key personnel. Many of these factors are beyond our control and may decrease the market price of our shares regardless of our operating performance. We cannot make any predictions or projections as to what the prevailing market price for our shares will be at any time, including as to whether our shares will sustain their current market prices, or as to what effect the sale of shares or the availability of shares for sale at any time will have on the prevailing market price.

Shareholders should be aware that, according to SEC Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (1) control of the market for the security by one or a few broker- dealers that are often related to the promoter or issuer; (2) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) excessive and undisclosed bid-ask differential and markups by selling broker- dealers; and (5) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. The occurrence of these patterns or practices could increase the volatility of our share price.

The market price of our Common Shares may be volatile and adversely affected by several factors.

The market price of our Common Shares could fluctuate significantly in response to various factors and events, including, but not limited to:

- our ability to integrate operations, technology, products and services;
- our ability to execute our business plan;
- operating results below expectations;
- our issuance of additional securities, including debt or equity or a combination thereof;
- announcements of technological innovations or new products by us or our competitors;
- loss of any strategic relationship;
- industry developments, including, without limitation, changes in laws, policies or practices related to camera production and materials;
- economic and other external factors;
- period-to-period fluctuations in our financial results; and
- whether an active trading market in our Common Shares develops and is maintained.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the market price of our Common Shares. Issuers using the Alternative Reporting standard for filing financial reports with OTC Markets are often subject to large volatility unrelated to the fundamentals of the company.

Our financials are not independently audited, which could result in errors and/or omissions in our financial statements if proper standards are not applied.

Although the Company is confident its accounting firm, we are not required to have our financials audited by a certified Public Company Accounting Oversight Board ("PCAOB"). As such, our accountants do not have a third party reviewing the accounting.

As an issuer of "penny stock," the protection provided by the federal securities laws relating to forward-looking statements does not apply to us.

Although federal securities laws provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, we will not have the benefit of this safe harbor protection in the event of any legal action based upon a claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading. Such an action could hurt our financial condition.

As an issuer not required to make reports to the Securities and Exchange Commission under Section 13 or 15(d) of the Securities Exchange Act of 1934, holders of restricted shares may not be able to sell shares into the open market as Rule 144 exemptions may not apply.

Under Rule 144 of the Securities Act of 1933 holders of restricted shares, may avail themselves of certain exemption from registration is the holder and the issuer meet certain requirements. As a company that is not required to file reports under Section 13 or 15(d) of the Securities Exchange Act, referred to as a non-reporting company, we may not, in the future, meet the requirements for an issuer under 144 that would allow a holder to qualify for Rule 144 exemptions. In such an event, holders of restricted stock would have to utilize another exemption from registration or rely on a registration statement to be filed by the Company registered the restricted stock. Currently, the Company has no plans of filing a registration statement with the Commission.

Securities analysts may elect not to report on our Common Stock or may issue negative reports that adversely affect the stock price.

As a public company, we may also from time to time make forward-looking statements about future operating results and provide some financial guidance to the public markets. Our management has limited experience as a management team in a public company and as a result, projections may not be made timely or set at expected performance levels and could materially affect the price of our shares. Any failure to meet published forward-looking statements that adversely affect the stock price could result in losses to investors, stockholder lawsuits or other litigation, sanctions or restrictions issued by the SEC.

Our Common Stock is currently deemed a "penny stock," which makes it more difficult for our investors to sell their shares.

The SEC has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require that a broker or dealer approve a person's account for transactions in penny stocks, and the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience objectives of the person, and make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

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

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our Common Stock if and when such shares are eligible for sale and may cause a decline in the market value of its stock.

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

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

We make forward-looking statements under the "Summary," "Risk Factors," "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in other sections of this Offering Circular. In some cases, you can identify these statements by forward-looking words such as "may," "might," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," and the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to known and unknown risks, uncertainties and assumptions about us, may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the numerous risks and uncertainties described under "Risk Factors."

While we believe we have identified material risks, these risks and uncertainties are not exhaustive. Other sections of this Offering Circular describe additional factors that could adversely impact our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible to predict all risks and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. We are under no duty to update any of these forward-looking statements after the date of this Offering Circular to conform our prior statements to actual results or revised expectations, and we do not intend to do so.

Forward-looking statements include, but are not limited to, statements about:

- our business' strategies and investment policies;
- our business' financing plans and the availability of capital;
- potential growth opportunities available to our business;
- the risks associated with potential acquisitions by us;
- the recruitment and retention of our officers and employees;
- our expected levels of compensation;
- the effects of competition on our business; and
- the impact of future legislation and regulatory changes on our business.

We caution you not to place undue reliance on the forward-looking statements, which speak only as of the date of this Offering Circular.

USE OF PROCEEDS

Sports Venues of Florida, Inc. plans to use the proceeds from this offering to grow its business. The company intends to use the proceeds for research and development, the purchase of inventory, website development, marketing, operating capital and the purchase of property for which to build its first youth sports complex.

The following Use of Proceeds is based on estimates made by management. All costs associated with the offering have been prepaid by the Company and will not come from the proceeds of the offering. Management prepared the milestones based on three levels of offering raise success: 25% of the Maximum Offering proceeds raised ($750,000), 50% of the Maximum Offering proceeds raised ($1,500,000), 75% of the Maximum Offering proceeds raised ($2,250,000) and the Maximum Offering proceeds raised of **$3,000,000** through the offering. The costs associated with operating as a public company are included in all our budgeted scenarios and management is responsible for the preparation of the required documents to keep the costs to a minimum.

The table below represents our estimates of how we will allocate the monies raised from this offering, depending on the amount of funds we are able to successfully raise. The amounts below could change based on market conditions or other factors, such as demand for our products. The Company intends to use the proceeds from this offering as follows:

	If 25% Is Raised	If 50% Is Raised	If 75% Is Raised	If 100% Is Raised
Net Proceeds	**$ 750,000**	**$ 1,500,000**	**$ 2,250,000**	**$ 3,000,000**
Wages	$ 60,000	$ 120,000	$ 180,000	**$ 240,000**
Software & Computers	$ 1,500	$ 3,000	$ 4,500	**$ 12,500**
Tools and Equipment	$ 10,000	$ 20,000	$ 25,000	**$ 35,000**
Parts	$ —	$ —	$ 85,000	**$ 110,000**
Custom Gear	$ —	$ —	$ 90,000	**$ 103,000**
Property Acquisition	$ 200,000	$ 637,500	$ 1,000,000	**$ 1,000,000**
Convertible Debt Repayment	$ 400,000	$ 400,000	$ 400,000	**$ 400,000**
Administrative and Legal	$ 15,000	$ 25,000	$ 67,500	**$ 95,700**
Sales and Marketing	$ 15,000	$ 30,000	$ 90,000	**$ 240,000**
Working Capital	$ 58,500	$ 264,500	$ 310,000	**$ 763,800**
TOTAL	**$ 750,000**	**$ 1,500,000**	**$ 2,250,000**	**$ 3,000,000**

The foregoing represents our best estimate of the allocation of the proceeds of this offering based on planned use of funds for our operations and current objectives.

Under Net Proceeds, we have based our calculations and division of funds on the current needs of the Company. However, our marketplace is constantly changing. Management may, depending on circumstances, be required to divert funds from one source to another as the business demands.

Under Net Proceeds, Marketing and Sales will largely be related to the hiring and payment of a human sales team as well as advertising costs associated with online advertising platforms such as Google, Twitter and Facebook, as well as paying directly to websites per their ad and affiliate programs.

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Increases with the success of our offering, will increase the corporation's activities, which will result in a greater number of expenses. As a business strategy, however, we will only do this if we raise the necessary capital, but also only in the event that we deem it in the best interest of the company (i.e., we will continue to invest in sales and marketing of our existing products if we believe that this will yield our investors a higher yield on their capital investment).

DIVIDEND POLICY

We have not declared or paid any dividends on our Common Shares. We intend to retain earnings for use in our operations and to finance our business. Any change in our dividend policy is within the discretion of our board of directors and will depend, among other things, on our earnings, debt service and capital requirements, restrictions in financing agreements, if any, business conditions, legal restrictions and other factors that our board of directors deems relevant.

DILUTION

Purchasers of our common stock in this Offering will experience an immediate dilution of net tangible book value per share from the public offering price. Dilution in net tangible book value per share represents the difference between the amount per share paid by the purchasers of shares of common stock and the net tangible book value per share immediately after this Offering. It is not possible to calculate the net dilution because we cannot determine the exact size of the Offering, however, below we have provided an estimation based on an offering price of $0.025 per share and $0.08, respectively as of August ___, 2019 as an example of what could be expected or what we will term as Maximum Dilution.

If Max Price of $0.08 is Achieved	**25%**	**50%**	**75%**	**100%**
Net Value	$ 750,000	$ 1,500,000	$ 2,250,000	**$ 3,000,000**
# Total Shares	9,375,000	18,750,000	28,125,000	**37,500,000**
Net Book Value Per Share	$ 0.08	$ 0.08	$ 0.08	**$ 0.08**
Increase in NBV/Share	$ 0.08	$ 0.08	$ 0.08	**$ 0.08**
Dilution to new shareholders	$ 0.08	$ 0.08	$ 0.08	**$ 0.08**
Percentage Dilution to New	**30.00%**	**30.00%**	**30.00%**	**30.00%**

If Min Price of $0.025 is Achieved	**25%**	**50%**	**75%**	**100%**
Net Value	$ 750,000	$ 1,500,000	$ 2,250,000	**$ 3,000,000**
# Total Shares	30,000,000	60,000,000	90,000,000	**120,000,000**
Net Book Value Per Share	$ 0.03	$ 0.03	$ 0.03	**$ 0.03**
Increase in NBV/Share	$ 0.03	$ 0.03	$ 0.03	**$ 0.03**
Dilution to new shareholders	$ 0.08	$ 0.08	$ 0.08	**$ 0.08**
Percentage Dilution to New	**30.00%**	**30.00%**	**30.00%**	**30.00%**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the notes thereto of the Company, as well as the financial statements and the notes thereto of Sports Venues of Florida, Inc., included in this Offering Circular. The following discussion contains forward-looking statements. Actual results could differ materially from the results discussed in the forward-looking statements. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" above.

Overview

The following discussion of the financial condition, changes in financial condition and results of operations of the Company for the fiscal year ended May 31, 2019 and May 31, 2018 respectfully should be read in conjunction with the financial statements of the Company and related notes included therein.

To date the Company has generated no revenues, and has relied on equity and debt financing

Issuance of One Share of Series A Preferred Stock to John V. Whitman Jr. which provides for voting rights equal to 50,000,000 common shares, however it does not have conversion rights.

Subsequent Events

Management is required to disclose the date through which it has evaluated subsequent events. The Company has performed an evaluation of subsequent events through June 28, 2019, which is the date the financial statements were issued. The following subsequent events are the only items that require:

On June 14, 2019 the Company borrowed $25,000 at 24.99% interest for each 60 days the balance is outstanding, from a third party, which was due on June 24, 2019. If paid subsequent to that due date, $30,000 was due. That loan is currently in default.

On June 24, 2019 the Company borrowed $25,000 at 24.99% interest for each 60 days the balance is outstanding, from a third party, which is due August 24, 2019. If paid subsequent to that due date, $37,500 will be due.

Results of Operations

The following is management's discussion of the relevant items affecting results of operations for two years ended May 31, 2018 and 2019 respectively.

Revenue

There were no revenues for the two years ended May 31, 2018 and 2019 respectively. The Net Income for the year ended May 31, 2019 totaled $86,705), compared to $33,294 for the same period ending May 31, 2018.

The Company has not generated revenue since our principal assets were divested and the restaurant operations were discontinued on November 15, 2013. We changed our name to Sports Venues of Florida, Inc. on April 21, 2014. Since that time we have been preparing for the new business model and looking for acquisitions of existing businesses that have synergies with the Company that have historical revenue and profits.

Operating Expenses

The primary expenses for the Company include interest on convertible notes, and general and administrative expenses. For the nine months ended May 31, 2019 or 2018, respectively, convertible note interest, general, and administrative expenses were ($96,522) and $40,194 respectively.

Liquidity and Capital Resources

The accompanying unaudited financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying unaudited financial statements, for the periods ended May 31, 2019 the Company incurred a negative shareholders equity of ($329,275), and an accumulated deficit of ($1,995,650). These and other factors raise substantial doubt about the Company's ability to continue as a going concern. The unaudited financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

As of May 31, 2019, the Company had cash on hand of $7. We may be required to raise additional funds, particularly if we are unable to generate positive cash flow as a result of our operations. We estimate that based on current plans and assumptions, that our cash will not be sufficient to satisfy our cash requirements under our present operating expectations, without further financing, for up to 12 months. In order to continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations the Company will need, among other things, additional capital resources. Management's plans to continue as a going concern include raising additional capital through borrowings and the sale of Common Stock. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain undue restrictions on our operations, in the case of debt financing, or cause substantial dilution for our stockholders, in case of an equity financing.

Capital Expenditures

Our current plans call for our Company to expend significant amounts for capital expenditures for the foreseeable future beyond relatively insignificant expenditures for office furniture and information technology related equipment and employees as it is part of the requirement to build the infrastructure needed to support the current growth. At the same time, we will continually be evaluating the production processes of our third party contract manufacturers to determine if there are investments, we could make in their processes to achieve manufacturing improvements and significant cost savings. Any such desired investments would require additional cash above our current forecast requirements.

Legal Matters

As of May 31st, 2019, all legal matters were resolved or inexistent.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our financial statements and related public financial information are based on the application of generally accepted accounting principles in the United States ("GAAP"). GAAP requires the use of estimates, assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

BUSINESS

This Prospectus includes market and industry data that we have developed from publicly available information; various industry publications and other published industry sources and our internal data and estimates. Although we believe the publications and reports are reliable, we have not independently verified the data. Our internal data, estimates and forecasts are based upon information obtained from trade and business organizations and other contacts in the market in which we operate and our management's understanding of industry conditions.

As of the date of the preparation of this Prospectus, these and other independent government and trade publications cited herein are publicly available on the Internet without charge. Upon request, the Company will also provide copies of such sources cited herein.

Our Business

Business History

We are a development stage company was, incorporated in Florida on July 28, 2009, as Bella Petrella's Holdings, Inc., with headquarters in Lithia, Florida. (OTCPink: BTHR) We sold our own line of gourmet pasta sauces and salsas. We discontinued pasta sauce operations in July, 2009. We changed our name to Big Three Restaurants Inc., on May 14, 2012 and was the sole owner of two subsidiaries, Bobby V's Original Westshore Pizza, LLC ("Bobby V's), incorporated in Florida, on August 27, 2008, and Philly Westshore Franchising Enterprises, Inc. ("Philly"), organized in Florida, on March 30, 2008. Bobby V's is a pizza and sandwich sports bar located in Tampa, Florida. Philly, headquartered in Tampa Florida, franchises pizza and sandwich sports bar restaurants primarily in Florida, Georgia, and Ohio. Bobby V's and Philly are referred to together as the "Westshore Companies". Our principal assets were divested and the restaurant operations were discontinued on November 15, 2013. We changed our name to Sports Venues of Florida, Inc. on April 21, 2014 and started planning to build and operate a World Class Family Entertainment Complex centered on youth sports and music.

Our Vision

We intend to become the preeminent developer of world class family entertainment complexes that have an emphasis on youth travel sports, health & fitness, shopping and music. We plan on building a complex that can be duplicated internationally to countries that have developed a strong youth travel sports presence. It's our goal to be the largest company in America who provides streaming live high school sporting events.

Principal Products and Services

Industry Overview

This young industry is highly fragmented with dozens of mediocre facilities being built throughout the United States. We believe there are huge opportunities to consolidate many of these facilities that are undercapitalized and are without visionary management. Management has spent over three years researching the industry and they believe they are providing a unique vision to the industry that is years ahead of where current thinking is within industry leaders.

The travel youth sports market is in its infancy. The market, although started in 2004 didn't become a factor until 2007 with the advent of ESPN Wild World of Sports. Today the travel youth sports market has grown to over 7-billion annually and its growing by approximately 28% per year. Management believes this is the perfect time to enter the market.

Although there are competitors that currently provide streaming services to high schools, colleges and minor league sports franchises the market is highly fragmented and there is little to no competition who concentration is strictly high school sports. The highly competitive segment of the market is at the collegiate and minor league sports franchise markets.

Customers

Marketing begins long before the design phase is complete. Our mission is to book week long tournaments with a cross section of national and international teams across many disciplines. We know youth travel coaches are the principal decision makers in terms of which tournaments his or her team will compete. In order to accommodate the schedules of their players, parents and grandparents tournament decisions are made a minimum of one year and often two years in advance. We know from meeting with youth sports complex owners it takes four years from the day you begin to market your complex until you enjoy a fully booked schedule. Florida presents and opportunity and a challenge in that we enjoy virtually year round outdoor sports due to the Florida climate. Climate presents an opportunity because many northern complexes are only open 13 to 15 weeks of the year which leaves the door wide open for us. On the other hand it places demands in terms of making bookings domestically when players are typically enrolled in school. This negative actually becomes a positive when you factor in the size of complex we are planning. When the US is experiencing down time due to school schedules it opens the door to book international tournaments. During winter months we will book 60 to 100 youth soccer, lacrosse, baseball teams from Brazil or the same number from Spain or China. Our indoor facilities will be booked year round with cheerleading, gymnastics, basketball, dance, martial arts and even conventions.

Our customer for our streaming services are high schools in every city, in every county, in every state.

Competition

Competition Phase II Sports Complex

The youth travel sports market has exploded since 2007 when ESPN Wild World of Sports opened on Walt Disney World Property in Orlando, Florida, https://www.espnwwos.com/

The ESPN Wide World of Sports Complex can host more than 60 sports across ten world-class venues designed to give every athlete the best possible competition experience. It's the pre-eminent multi-sport facility of its kind in the world. ESPN is approximately 177-acres that supports 16-baseball fields of various sizes, 12-multi-purpose fields (soccer/lacrosse), a championship stadium, the Jostens Center and HP Field House.

The Jostens Center is an 80,000 square foot multi sports facility with 1,200 telescoping seats. The HP Field House is a 70,000 square foot, 5,000 seat indoor center that can feature basketball, volleyball, gymnastics, cheer, dance and more.

Other facilities in the United States worthy of listing (many of which only specialize in one or two sports) are; Louisville Slugger Sports Complex, Cooperstown All-Star Village, Cooperstown Dreams Park, Arizona Sports Complex, Seminole County Sports Complex, Tri-City Sports Complex, Cedar Point Youth-Sports Complex, Rocky Top Sports World, Lake Point Sporting Community and many more.

Competition Phase II Retail and Restaurant

The key to eliminating retail and restaurant competitors from cities and towns that adjoin our complex will be to attract a variety of known brands and unique retail selections that will keep our customers spending their money with us. There's no avoiding the obvious which is customers will eat and spend money with establishments that fall within their budgets. Our mission when marketing tenants will be to cover a broad spectrum of quality and price ranges to appeal to a minimum of 80% of our customer base.

12-month Plan of Operation

The Company realizes it must have revenues and profits so its dependence on debt or equity financing will begin to diminish as quickly as possible. In addition to revenue generation the company will eliminate its old convertible note debt. The Company will focus on executing its plan initially by purchasing land needed to place its first sports complex. The Company will begin operations with its streaming youth sports business model component by purchasing equipment that will be used to live stream youth sporting events. The Company will generate revenues from subscriptions and advertising.

Employees and Employment Agreements

John V. Whitman Jr., (Chairman, President and Chief Executive Officer), has entered into a 5-year employment contract with the Company.

Facilities

We currently do not rent any real property or offices. Our Company is operated out of the residence of our CEO which is located at 1220 Fordham Drive, Sun City Center, Florida 33573.

Officers, Directors, and Control Persons

Name	Affiliation	Address	Shares owned	Title	Percentage
John V. Whitman Jr (1)	CEO	Sun City Center, Florida	773,496	Common	46.87%
Jackson L. Morris	Secretary	Tampa, Florida	20,010	Common	1.21%
SGI Group LLC(2)		Miami Beach, Florida	150,000	Common	9.08%

(1) Includes 20,000 shares owned by Marsha Whitman and 679,496 shares owned by JVW Entertainment, Inc. Mr. Whitman also owns one share of Series A Preferred Stock with voting rights equal to 50,000,000 shares giving him voting control of the Company.

(2) The managers are identified in the Florida Secretary of State's corporate data base (SunBiz.org) as J. Sova, Shmuel Sova and Abraham Sova.

General

The Company's shares of Common Stock are publicly traded on the OTC Pinksheets under the symbol "BTHR".

MANAGEMENT

Directors of the corporation are elected by the stockholders to a term of one year and serve until a successor is elected and qualified. Officers of the corporation are appointed by the Board of Directors to a term of one year and serves until a successor is duly appointed and qualified, or until he or he is removed from office. The Board of Directors has no nominating, auditing or compensation committees. The Board of Directors also appointed our officers in accordance with the Bylaws of the Company, and per employment agreements negotiated between the Board of Directors and the respective officer. Currently, there are two such employment agreements. Officers listed herein are employed at the whim of the Directors and state employment law, where applicable.

The name, address, age and position of our officer and director is set forth below:

The names, ages, titles, background, and compensation of our management team as of the date of this Memorandum are as follows:

Name	Age	Postion
Thomas J. Bellante, CPA	**70**	**Chief Financial Officer**
Jackson L. Morris, Esq	**73**	**Secretary and General Counsel**
John V. Whitman Jr.,	**60**	**CEO/Chairman/President**

Limitation of Director and Officer Liability

Pursuant to our Articles, liability of our directors is eliminated to the fullest extent permitted by law. Our Articles provide that we will indemnify, under certain circumstances, our directors, officers, employees, and agents against actions, suits, expenses, judgments, fines, and other losses incurred by them as our directors, officers, employees, or agents. We also plan to maintain Directors and Officers Liability Insurance.

MANAGEMENT TEAM

John V. Whitman Jr.,

Founder, is our Chief Executive Officer and Chairman

Sports Venues is a public company which trades under the symbol (BTHR). Whitman has been employed full time by the issuer since formation in July 2009.

John semi-retired in 2005 after he sold controlling interest in Stampede Worldwide, a public company John founded in 1996. Over the past 24 years, John has successfully raised just over 400 million dollars for public & private companies including over 20 million for his own public companies. John has extensive financial contacts and is extremely well versed with SEC compliance issues and Sarbanes Oxley. Over the past several years John has assisted 7 companies to go public directly and another 10 indirectly, raise capital and maintain compliance.

John was the founder, director and president of Stampede Worldwide, Inc., (formerly Chronicle Communications) since its inception on April 5, 1996. Stampede opened trading on the OTC: BB on August 19, 1997 and quickly became one of the top ten volume leaders. Stampede held the top ten spot for a period of five years reaching average daily volume exceeding 3.5 million shares per day and a price that reached a high of $3.41 on 16,000,000 shares on the day it reached its high. The company employed at its peak, 132 persons across 4 subsidiaries.

From September 1, 1994 until February 1996, John was the President of Gray Communications Systems, Inc., a New York Stock Exchange listed company, (trading symbol GCS) now called Gray Television. During his tenure with Gray, he took the company from a NASDEC listing to the NYSC. The stock price grew from $7.00 per share to $28.00 per share. Under Whitman’s leadership the company grew revenues of 79 million to revenues that exceeded 379 million.

He is one of the co-founders of the Apollo Beach Florida Chamber of Commerce. He started the economic development initiative in South Georgia which resulted in bringing over 2,500 jobs to Grady County Georgia. He is a recipient of a Rotary International Scholastic Scholarship and a past member. He is a recipient of the Republican National Committee Gold Metal.

He has served on several public company boards of directors. He was president of the Highland City Baseball League for a period of nine years which provided an average of 1,300 youth athletes' teams of which to participate twice annually. He is an Associated Press Award Winning Photographer. He is a past Pewter Sponsor of the Tampa Bay Buccaneers.

John attended Hillsborough Community College and the University of South Florida. He is not degreed.

Jackson L. Morris

Mr. Morris, fills the statutory position of corporation secretary as a courtesy and incidental to his services as our independent corporate and securities counsel. Mr. Morris has practiced law beginning 1971 and been engaged in the private practice of law since 1975, maintaining his own practice in the Tampa Bay area since 1993. Mr. Morris focuses his practice in corporate, securities and business transaction law. Mr. Morris earned a B.A. degree in economics from Emory University in 1966, a J.D. degree from Emory University Law School in 1969 and a L.L.M. degree in Federal Taxation from Georgetown Law School in 1974.

Thomas J. Bellante, CPA.,

Serves as the Corporations Chief Financial Officer. Beginning in 1996, Tom was the managing partner of Pender Newkirk (the independent auditor of John's first public company. He has audited John's controlled companies for 18-years and has come out of retirement to serve as Sports Venues CFO.

A member of Warren Averett, LLC, Tom has been practicing in public accounting since 1969. He joined the legacy firm of Pender McNulty & Newkirk in April of 1976. In 1981, he became a partner of the firm. Tom led the Firm's Audit Department and established the SEC Practice Division. Under his leadership, the firm's SEC Practice Division was ranked 48th in Bowman First Alert's 2006 list of the Top 100 Public Company Accounting Firms in the U.S.

He served as the Firm's Managing Partner from 1989 to 2005, growing the company to a 52-person firm. Pender Newkirk & Company joined forces with Warren Averett, LLC in January 2013. Warren Averett, with more than 800 employees, is presently ranked among the nation's Top 30 accounting firms. Tom presently serves as a leader of the Firm's SEC Practice Group.

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Tom has extensive experience in assisting companies with their initial public offerings, secondary offerings, various Securities and Exchange Commission filings, reverse acquisitions, merger and acquisition planning and analysis, assistance in obtaining bank financing, private placement memorandums and estate tax planning. He is primarily responsible for auditing and tax planning functions for publicly-owned companies, including public shells, and private closely-held companies.

His industry experience includes reporting public corporations, construction firms, software developers, manufacturing companies, R.V. dealerships, mortgage brokers and bankers, brokerage dealers, international communication system companies, real estate developers, data processing companies, import/export companies, development stage enterprises and multi-state/international corporate conglomerates.

Professional Affiliations

- American Subcontractors Association, Past Board member
- New York State Society of Certified Public Accountants
- Florida Institute of Certified Public Accountants
- American Institute of Certified Public Accountants

Community Involvement

- West Pasco Youth Soccer Association, Past Treasurer and Board Member
- Greater North Tampa Youth Soccer Association, Past Board Member
- Beta Gamma Sigma, Past Board Member

Education

- Associate of Applied Science, State University Of New York, Farmingdale, NY
- Bachelor of Business Administration, Hofstra University, Hempstead, NY

Interests

- Enjoying Florida's beaches with family
- Visiting Germany to spend time with grandchildren

Director Independence

Our board of directors is currently composed of one member, John V. Whitman Jr, who does not qualify as an independent director in accordance with the published listing requirements of the NASDAQ Global Market (the Company has no plans to list on the NASDAQ Global Market). The NASDAQ independence definition includes a series of objective tests, such as that the director is not, and has not been for at least three years, one of our employees and that neither the director, nor any of his family members has engaged in various types of business dealings with us. In addition, our board of directors has not made a subjective determination as to our director that no relationships exist which, in the opinion of our board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, though such subjective determination is required by the NASDAQ rules. Had our board of directors made these determinations, our board of directors would have reviewed and discussed information provided by our director and us with regard to our director's business and personal activities and relationships as they may relate to us and our management.

Certain Legal Proceedings

No director, person nominated to become a director, executive officer, promoter or control person of our company has, during the last ten years: (i) been convicted in or is currently subject to a pending a criminal proceeding (excluding traffic violations and other minor offenses); (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to any federal or state securities or banking or commodities laws including, without limitation, in any way limiting involvement in any business activity, or finding any violation with respect to such law, nor (iii) any bankruptcy petition been filed by or against the business of which such person was an executive officer or a general partner, whether at the time of the bankruptcy or for the two years prior thereto.

Significant Employees and Consultants

With the exception of John V. Whitman Jr., our officers serve in a non-employee capacity.

Audit Committee and Conflicts of Interest

Since we do not have an audit or compensation committee comprised of independent directors, the functions that would have been performed by such committees are performed by our directors. The Board of Directors has not established an audit committee and does not have an audit committee financial expert, nor has the Board of Directors established a nominating committee. The Board is of the opinion that such committees are not necessary since the Company is an early development stage company and has only two directors, and to date, such directors have been performing the functions of such committees. Thus, there is a potential conflict of interest in that our directors and officers have the authority to determine issues concerning management compensation, nominations, and audit issues that may affect management decisions.

There are no family relationships among our directors or officers. Other than as described above, we are not aware of any other conflicts of interest with any of our executive officers or directors.

Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors, and persons who own more than ten percent of a registered class of our equity securities, file reports of ownership and changes in ownership with the SEC.

Term of Office

All directors hold office until the next annual meeting of the stockholders of the Company and until their successors have been duly elected and qualified. The Company's Bylaws provide that the Board of Directors will consist of no less than three members. Officers are elected by and serve at the discretion of the Board of Directors.

Stockholder Communications with The Board of Directors

We have not implemented a formal policy or procedure by which our stockholders can communicate directly with our Board of Directors. Nevertheless, every effort has been made to ensure that the views of stockholders are heard by the Board of Directors or individual directors, as applicable, and that appropriate responses are provided to stockholders in a timely manner. We believe that we are responsive to stockholder communications, and therefore have not considered it necessary to adopt a formal process for stockholder communications with our Board. During the upcoming year, our Board will continue to monitor whether it would be appropriate to adopt such a process.

Code of Ethics

The Company has not adopted a code of ethics that applies to its principal executive officers, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

Executive Compensation

The following table shows the current and proposed 2019 compensation of our management personnel and directors including compensation accrued to date:

Employee	Salary	Bonus
John V. Whitman Jr	$ 175,000	TBD

Our management personnel are also entitled to performance bonuses and annual salary increases. We expect to incur further salary expenses upon the hiring of additional personnel. Our directors are not entitled to cash compensation, but reimbursement of expenses incurred in relation to their service on our Board of Directors and Stock Options as approved by the Board of Directors.

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How We Compensate Our Directors

The following table sets forth the compensation we paid to each of our directors, as directors during the fiscal year ended May 31, 2019.

Name	Stock awards	Total
John V. Whitman Jr	none	none

SHARES ELIGIBLE FOR FUTURE SALE

Future sales of substantial amounts of our Common Shares in the public market after this offering could adversely affect market prices prevailing from time to time and could impair our ability to raise capital through the sale of our equity securities. We are unable to estimate the number of shares of Common Stock that may be sold in the future.

Upon the completion of this offering, we will have up to 301,650,271 Outstanding shares of Common Stock if we complete the maximum offering hereunder. All of the shares sold in this offering will be freely tradable without restriction under the Securities Act unless purchased by one of our affiliates as that term is defined in Rule 144 under the Securities Act, which generally includes directors, officers or 5% stockholders.

Rule 144

Shares of our Common Stock held by any of our affiliates, as that term is defined in Rule 144 of the Securities Act, may be resold only pursuant to further registration under the Securities Act or in transactions that are exempt from registration under the Securities Act. In general, under Rule 144 as currently in effect, any of our affiliates would be entitled to sell, without further registration, within any three-month period a number of shares that does not exceed the greater of:

- 1% of the number of shares of Common Stock then outstanding, which will equal about 3,016,503 shares immediately after this offering, assuming minimum offering size; or the average weekly trading volume of the unrestricted Common Shares during the four calendar weeks preceding the filing of a Form 144 with respect to the sale.

Sales under Rule 144 by our affiliates will also be subject to manner of sale provisions and notice requirements and to the availability of current public information about us.

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PLAN OF DISTRIBUTION

No securities are being offered for the account of existing security holders.

A maximum of 120,000,000 Shares are being offered by the Company on a “best efforts” basis. The Common Shares are a new issue from treasury. The Offering will close upon the earlier of (1) the sale of 120,000,000 shares, (2) One Year from the date this Offering begins, or (3) a date prior to one year from the date this Offering begins that is so determined by the Company (the “Offering Period”). The Company is planning the first closing approximately 60 days after this Offering Circular has been qualified by the SEC. The Company anticipates that there will be several closings during the course of the Offering. The Company has arbitrarily set the first closing approximately 60 days after this Offering Circular has been qualified by the SEC to allow the Company to access investor funds in stages, and closings are not subject to completion of the maximum under the Offering.

Prospective investors must send to the Company’s office a completed Subscription Agreement and payment of the subscription amount. The form of Subscription Agreement has been filed as Exhibit D under Part III of the offering statement pursuant to Regulation A relating to these securities filed with the Securities and Exchange Commission. Subscription amounts received by the Company will be deposited in the Company’s general bank account, and upon acceptance of the subscription by the Company, the funds will be available for the Company’s use. As there is no minimum amount to be raised under the Offering, the funds raised under the first and subsequent closings may not be sufficient to complete the activities described below in **Item 6 – Use of Proceeds to Issuer**, which may increase the risk to prospective investors of participating in the Offering**.** If any prospective Investor’s subscription is rejected, all funds received from such Investor will be returned without interest or deduction.

This Offering is made only pursuant to this Offering Circular and prospective Investors must read and rely on the information provided in this Offering Circular in connection with their decision to invest in the shares. Subject to limitations imposed by applicable securities laws, other materials may be prepared for marketing purposes. Although such materials will not contain information in conflict with the information provided by this Offering Circular and will be prepared with a view to presenting consistent disclosure with respect to the Offering of shares, these materials will not give a complete understanding of this Offering, the Company or the shares and are not to be considered part of this Offering Circular.

Transfer Agent

Securities Transfer Corporation
Telephone: 469-633-0101
Email: Info@stctransfer.com

VALIDITY OF COMMON STOCK

The validity of the securities offered hereby will be passed upon by Jackson L. Morris, Esq the Company’s general counsel.

EXPERTS

None.

REPORTS

As a Tier 1, Regulation A filer, we are not required to file any reports.

PART III - INFORMATION NOT REQUIRED IN THE OFFERING CIRCULAR

Item 17. Description of Exhibits

Number		Description of Exhibit
2.1.1	(1)	Articles of Incorporation
2.1.2	(1)	Certificate of Amendment of Articles of Incorporation dated May 14, 2012
2.1.3	(1)	Certificate of Amendment of Articles of Incorporation dated April 21, 2014
2.2.1	(1)	Bylaws
4.1	(2)	Subscription Agreement
12	(1)	Opinion of Jackson L. Morris

(1) Previously filed on Form 1-A, filed on October 1, 2019

(2) Previously filed on Form 1-A/A, filed on November 12, 2019

SIGNATURES

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form 1-A and has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tampa, Florida on this 8th day of November 2019.

By: *[/s/ John V. Whitman Jr.]* December 4, 2019
John V. Whitman Jr., President and Chairman
Chief Executive Officer Sports Venues of Florida, Inc.

By: */s/ Thomas Bellante* December 4, 2019
Thomas Bellante, Chief Financial Officer
Sports Venues of Florida, Inc.

Neither we nor any predecessors have ever been in bankruptcy, receivership, or any similar proceeding.

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Security Information

Trading symbol:	**BHTR**	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	84921A107	
Par or stated value:	$0.01	
Total shares authorized:	7,500,000,000	at May 31, 2019
Total shares outstanding:	1,650,271	at May 31, 2019
Number of shares in the Public Float:	834,537	at May 31, 2019
Total number of shareholders of record:	119	at May 31, 2019

Trading symbol:	**[None]**		
Exact title and class of securities outstanding:		Series A Preferred Stock*	
CUSIP:	[None]		
Par or stated value:		$0.01	
Total shares authorized:		1	as of May 31, 2019
Total shares outstanding:		1	as of May 31, 2019
Number of shares in the Public Float:	[None]		as of May 31, 2019
Total number of shareholders of record:		1	as of May 31, 2019

***50,000,000 votes on all matters submitted to stockholders for approval, including election of directors. Designation of Preferred Stock and issuance approved by Board but not filed with the Florida Secretary of State.**

Trading symbol:	**[None]**		
Exact title and class of securities outstanding:		Series B Preferred Stock	
CUSIP:	[None]		
Par or stated value:		$0.01	
Total shares authorized:		8	as of May 31, 2019
Total shares outstanding:		8	as of May 31, 2019
Number of shares in the Public Float:	[None]		as of May 31, 2019
Total number of shareholders of record:		8	as of May 31, 2019

Designation of Preferred Stock and issuance approved by Board but not filed with the Florida Secretary of State.

Trading symbol:	**[None]**		
Exact title and class of securities outstanding:		Authorized and undesignated Preferred Stock	
CUSIP:	[None]		
Par or stated value:		To be determined	
Total shares authorized:		9,999,991	as of May 31, 2019
Total shares outstanding:	[None]		as of May 31, 2019
Number of shares in the Public Float:	[None]		as of May 31, 2019
Total number of shareholders of record:	[None]		as of May 31, 2019

Transfer Agent

Securities Transfer Corporation
Telephone: 469-633-0101
Email: Info@stctransfer.com

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3) Issuance History

A. Changes to the Number of Outstanding Shares

We have not issued any shares of common stock in the last two fiscal years. Information about shares of preferred stock we have issued in the last two fiscal years and to the date of this information statement is set forth in the table on the following page:

Shares outstanding as of June 1, 2017:			**Opening Balance:**		**Common: 1,650,271** **Preferred A: 0** **Preferred B: 5**			
Transaction Date	**Transaction Type**	**Number of Shares**	**Class of Shares**	**Price per Share**	**Discount from market**	**Consideration paid**	**Restricted Yes/No**	**Exemption from Registration**
February 6, 2019	New Issue	1	Preferred B	$1,000	N/A	Cash	Yes	§4(a)(2)
March 14, 2019	New Issue	1	Preferred B	$5,000	N/A	Cash	Yes	§4(a)(2)
June 1,2019	New Issue	1	Preferred A	$100	N/A	Cash	Yes	§4(a)(2)
Shares outstanding as of May 31, 2019:			Ending Balance:		Common: 1,650,271 Preferred A: 1 Preferred B: 8			

The Series A Preferred Stock has 50,000,000 votes on all matters presented to stockholders for approval, is not convertible, is not entitled to participate in dividends or in liquidation or dissolution. The Series B Preferred Stock is convertible into double the amount of cash invested based on the average closing stock price of the Company's stock on the five trading days prior to conversion. The Company has not filed a designation of the Preferred A and Preferred B stock as of the date of this information statement and therefore has not technically issued this preferred share.

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B. Debt Securities, Including Promissory and Convertible Notes

Information about promissory notes we have issued in the last two fiscal years and to date in the current fiscal quarter is set forth in the following table:

Note Date	Current Outstanding Balance*	Principal Amount at Issuance	Interest Rate	Maturity Date	Conversion Terms	Use of Proceeds
*Principal plus accrued and unpaid interest						
May 25, 2018*	$8,115	$6,350 (original issue discount – 70%)	18% (normal) 22% (default)	November 25, 2018	60% discount to market	Working Capital
December 23, 2018	$5,000.00	$5,000 (original issue discount of 75%)	18% (normal) 22% (default)	December 29, 2018	60% discount to market	Working Capital
June 7, 2019	$30,000 due at maturity	$25,000	Not applicable**	June 24, 2019	None	Working Capital
June 25, 2019	$37,500 due at maturity	$25,000	Not applicable**	August 24, 2019	None	Working Capital

***** The lender received 254,000 shares of common stock with registration rights.

** Although the note states a nominal annual interest rate of 24.99%, it is payable at maturity in the amount stated without interest.

4) Financial Statements

A. The following financial statements were prepared in accordance with:

☑ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by:

Thomas Bellante
Green & Co. CPAs
10320 N 56th St #330
Temple Terrace, FL 33617
greencocpas.com/

Mr. Bellante serves as our chief financial officer on a part-time basis.

Sports Venues of Florida, Inc.
For the quarters ended August 31, 2019

For the years ended May 31, 2019 and 2018

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Sports Venues of Florida, Inc.
Balance Sheets
(unaudited)

	August 31, 2019	May 31, 2019
Assets		
Current assets		
Cash	$ —	$ 7
Advance to Consultant	29,072	—
Total assets	$ 29,072	$ 7
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts Payable	20,837	20,770
Due to related party	2,843	2.843
Accrued Interest Expense	327,432	310,043
Derivative Liability	100,000	20,000
Notes Payable	67,500	—
Convertible Debt	233,430	233,430
Total current liabilities	752,042	587,086
Shareholders' Equity		
Series B Preferred Stock, $0.01 Par Value, 9,999,999 Shares Authorized, 8 Shares issued and outstanding	37,500	37,500
Series A Preferred Stock, $0.01 Par Value, 1 Share Authorized, issued and outstanding in 2019	10	10
Common Stock, $0.01 Par Value, 7,500,000,000 Shares Authorized, 1,650,271 shares issued and outstanding at 2019 and 2018	16,503	16,503
Additional Paid in Capital	1,754,237	1,754,237
Prepaid Stock Services	(141,875)	(141,875)
Accumulated deficit	(2,389,345)	(2,253,454)
Total shareholders' equity	(722,970)	(587,079)
Total liabilities and shareholders' equity	$ 29,072	$ 7

The accompanying footnotes are an integral part of these financial statements

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Sports Venues of Florida, Inc.
Statements of Operations
(Unaudited)

	Quarter ended August 31	
	2019	**2018**
Revenue	$ —	$ —
Expenses		
Employee costs	11,678	—
Professional Fees	—	—
General and Administrative	9,325	—
Total operating expenses	21,003	—
(Loss) from operations	(21,003)	—
Other Income (Expense)		
Interest Expense	(34,888)	(49,761)
Change in Derivate Liability	(80,000)	(1,000)
Total Other Income (Expense)	(114,888)	(50,761
Net loss	$ (135,891)	$ (50,761)
Basic and diluted (loss) per share	$ (0.08)	$ (0.03)
Basic and diluted weighted average common shares outstanding	1,650,271	1,650,271

The accompanying footnotes are an integral part of these financial statements

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Sports Venues of Florida, Inc.
Statements of Shareholders' Equity
(Unaudited)

	Series B Preferred Stock	Series A Preferred Stock	Common Stock	Additional Paid in Capital	Prepaid Stock Services	Accumulated Deficit	Total
Balances at May 31, 2018	$ 37,500	$ 10	$ 16,503	$1,754,237	$ (141,875)	$ (2,253,454)	$ (587,079)
Net loss for quarter	—	—	—	—	—	(135,891.00)	(135,891.00)
Balances at August 31, 2019	$ 37,500	$ 10	$ 16,503	$1,754,237	(141,875.00)	(2,389,345.00)	(722,970.00)

The accompanying footnotes are an integral part of these financial statements

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Sports Venues of Florida, Inc.
Statements of Cash Flows
(Unaudited)

	Quarter ended May 31, 2019	Quarter ended May 31, 2018
Cash flows from operating activities:		
Net (loss)	$ (135,891)	$ (50,761)
Adjustments to reconcile Net (loss) to cash Used in operations;		
Non-cash Interest Expense	34,889	49,761
Change in Derivative liability	80,000	1,000
Net cash (used by) operating activities	(21,002)	—
Cash flow from investing activities:		
Advances to Consultant	(29,072)	—
Net cash used by investing activities	(29,072)	—
Cash flow from financing activities:		
Proceeds from issuance of notes payable	50,000	—
Net cash provided by financing activities	50,000	—
Net (decrease) in cash	(74)	—
Cash		
Beginning	7	4,651
Ending	$ (67)	$ 4,651

The accompanying footnotes are an integral part of these financial statements

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1. Description of the Business

Sports Venues of Florida, Inc. (The Company) was initially incorporated in Florida July 28, 2009 as Bella Petrella's Holdings, Inc. The Company file a Registration Statement with the Securities and Exchange Commission, which was declared effective on March 15, 2011 registering 1,868,400 shares of its common stock. In 2012 the Company divested itself of its operating activities and on May 14, 2012 changed its name to Sports Venues of Florida, Inc.

On April 21, 2014, the Company changed its authorized shares to 7,500,000,000 shares of common stock.

The Company currently plans to develop youth sports complexes that are family entertainment complexes. The Company will rely on youth traveling sports teams from around the world to travel to Central Florida to participate in weeklong tournaments. The Company's complexes will offer retail shopping, a wide variety of culinary options, a waterpark, fitness programs and other choices of entertainment to keep families of players busy all week long.

2. Basis of Presentation and Going Concern

While the information presented in these financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows of the Company in accordance with Generally Accepted Accounting Principles in the United States of America (US GAAP).

Theses financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities and commitments in the normal course of business. Should the Company be unable to continue as a going concern, it may not be able to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company has incurred net losses during the quarter ended August 31, 2019 of $135,891 and has negative shareholders' equity of $722,970 as of August 31, 2019. To continue as a going concern, the Company plans to raise funds through private placements and/or public stock offerings. The financial statements do not include any adjustments relating to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern

3. Summary of Significant Accounting Policies

Use of Estimates

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

Cash

The Corporation's cash consist of deposit accounts with financial institutions.

Income (loss) per common share

Basic income (loss) per common share is calculated by dividing the income (loss) for the period by the weighted-average number of common shares outstanding during the period. Diluted income (loss) per common share are calculated by dividing the applicable earnings and loss by the sum of the weighted average number of common shares outstanding and adjusting for all additional shares that would have been outstanding if potentially dilutive common shares have been issued during the year.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of 1) taxes payable or refundable for the current year, and 2) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if, based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized. A liability (including interest if applicable) is established in the financial statements to the extent a current benefit has been recognized on a tax return for matters that are considered contingent upon the outcome of an uncertain tax position. Interest and penalties, if any, are included as components of income tax expense and income taxes payable.

The Company accounts for tax contingencies using a comprehensive model of how companies should recognize, measure, present, and disclose tax positions in their financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Convertible Debt and Derivative Liability

When the Company issues debt that contains a conversion feature, it first evaluates whether the conversion feature meets the requirements to be treated as a derivative: a) one or more underlying, typically the price of the Company's stock; b) one or more notional amounts or payment provisions or both, generally the number of shares upon conversion; c) no initial net investment, which typically excludes the amount borrowed; and d) net settlement provisions, which in the case of convertible debt generally means the stock received upon conversion can be readily sold for cash. There are certain scope exceptions from derivative treatment, but these typically exclude conversion features that provide for a variable number of shares.

If the conversion feature within convertible debt meet the requirements to be treated as a derivative, the Company estimates the fair value of the derivative liability using the Black-Scholes Option Pricing Model upon the date of issuance. If the fair value of the derivative liability is higher than the face value of the convertible debt, the excess is immediately recognized as interest expense. Otherwise, the fair value of the derivative liability is recorded as a liability with an offsetting amount recorded as a debt discount, which offsets the carrying amount of the debt. The derivative liability is revalued at the end of each reporting period and any change in fair value is recorded as a change in fair value in the statements of operations. The debt discount is amortized through interest expense over the life of the debt. Derivative instrument liabilities and the host debt agreement are classified on the balance sheets as current or non-current based on whether settlement of the derivative instrument could be required within twelve months of the balance sheet date.

The accounting treatment of derivative financial instruments requires that the Company record the embedded conversion option at their fair values as of the inception date of the agreement and at fair value as of each subsequent balance sheet date. Any change in fair value is recorded as non-operating, non-cash income or expense for each reporting period at each balance sheet date. The Company reassesses the classification of its derivative instruments at each balance sheet date. If the classification changes as a result of events during the period, the contract is reclassified as of the date of the event that caused the reclassification.

Fair Value Measurements

The fair value measurement accounting literature provides the framework for measuring fair value. That framework 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 below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access as of the measurement date.

Level 2 – Inputs to the valuation methodology include: (1) quoted market prices for similar assets or liabilities in active markets, (2) quoted prices for identical or similar assets or liabilities in inactive markets, (3) inputs other than quoted prices that are observable for the asset or liability, and (4) 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. Unobservable inputs are those that reflect the Company's own assumptions about the assumptions that market participants would use in pricing the asset developed based on the best information available.

The asset'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. There were no transfers between levels during fiscal 2019 nor 2018.

The carrying value of our convertible debt approximates it fair market value since they are short term in nature and bear a market rate of interest.

Recently issued accounting pronouncements

The FASB and other entities issued new or modifications to, or interpretations of, existing accounting guidance during 2018 and 2019. The Company has considered the new pronouncements that altered accounting principles generally accepted in the United States of America, and other than as disclosed in the notes to the financial statements, does not believe that any other new or modified principles will have a material impact on the Company's reported financial position or operations in the near term.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This ASU is a comprehensive new revenue recognition model that is based on the principle that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The ASU also requires additional quantitative and qualitative disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. This ASU is effective for the Company's reporting periods beginning on June 1, 2019. Companies may use either a full retrospective or a modified retrospective approach to adopt this ASU. Since the Company currently has no revenue, the effect of the implementation of this new standard has not had an effect on its financial position, results of operations, and cash flows.

In February 2016, the FASB issued ASU 2016-02: Leases (Topic 842), to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The new standard is effective for the year ending May 31, 2020 and may be adopted early. The Company has no leases so there is no effect that implementation of the new standard will have on its financial position, results of operations, and cash flows.

4. Notes Payable

During the Quarter ended August 31, 2019, the Company borrowed a total of $50,000, with original debt discount of $17,500 for a total debt of $67,500. These notes bear interest at 24.99% for each 60 day period the notes are outstanding. These loans are currently in default.

5. Convertible Debt

Convertible Debt as of August 31,2019 and May 31, 2019 consisted of the following:

	8/31/19	**5/31/19**
Unsecured Convertible debt, in default, Interest ranging From 12% to 18% with default Interest ranging from 22% to 25%, convertible into common stock at 50% of Market Price as defined in agreement	**$ 233,430**	**$ 233,430**

6. Commitments and contingencies

From time to time, the Company may be subject to legal proceedings and or claims in the normal course of business. Management plans to vigorously defend any allegations under such suits or claims that arise from time to time and believes that the ultimate liability, if any, under any pending matters will not materially affect the financial position or results of operations of the Company. At August 31, 2019, the Company was not subject to any material legal proceedings.

7. Shareholders Equity

Preferred Stock

The Company has authorized 9,999,999 shares of $0.01 par value Series B Preferred Stock of which 8 shares are issued and outstanding as of August 31, 2019 and May 31, 2019. These shares have no voting, liquidation nor dividends rights and are convertible into common stock at twice the investment in dollars when the Company files a Registration Statement at a price based on the seven day average stock price as quoted on the OTC Markets prior to filing the Registration Statement.

The Company has authorized 1 share of $0.01 Par Value Series A Preferred Stock of which 1 share is issued and outstanding at August 31, 2019. This share has no conversion, liquidation nor dividend rights and is entitled to 50,000,000 voting rights.

Common Stock

The Company has authorized 7,500,000,000 shares of $0.01 par value Common Stock of which 1,650,271 shares are issued and outstanding at August 31, 2019 and May 31, 2019. These shares have 1 vote per share.

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8. Related Party Transactions

During August of 2016, the Company's major shareholder and CEO advanced the Company a non-interest-bearing advance in the net amount of $2,843. Interest has not been imputed as it is immaterial. The amounts outstanding under this advance are stated in the financial statements presented herein and included as Due to Related party.

9. Income Taxes

The provision for income taxes is zero in each of the years ending August 31, 2019 and May 31, 2019 due to the Company's net operating losses.

The components of the net deferred tax asset (liability) are as follows:

	8/31/2019	5/31/2019
Net operating loss carryforward	**$ 621,230**	**$ 585,898**
Subtotal	**$ 621,230**	**$ 585,898**
Less valuation allowance	**(621,230)**	**(585,898)**
Net deferred tax assets (liabilities)	$ —	$ —

The Company is unaware of any uncertain income tax positions. Tax returns for the years 2013 through 2019 have not yet been filed. All tax returns are subject to IRS and State of Florida examination.

The Company estimates that is has net operating loss carryforwards totaling approximately $2,289,000 expiring through the year 2038.

Following is a reconciliation of the applicable federal income tax as computed at the federal statutory tax rate to the actual income taxes reflected in the Statements of Operations for the years ended August 31, 2019 and May 31, 2019.

	8/31/2019	5/31/2019
Tax provision at U.S. federal income tax rate	(21)%	21%
State income tax provision net of federal	(5)%	5%
Valuation allowance	26%	(26)%
Provision for income taxes	0%	0%

10. Subsequent Events

Management is required to disclose the date through which it has evaluated subsequent events. The Company has performed an evaluation of subsequent events through November 4, 2019, which is the date the financial statements were issued. The following subsequent events are the only items that require:

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Sports Venues of Florida, Inc.
Balance Sheets
(Unaudited)
(As Restated)

	May 31, 2019	May 31, 2018
Assets		
Current assets		
Cash	$ 7	$ 4,651
Total assets	$ 7	$ 4,651
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts Payable	20,770	18,176
Due to related party	2,843	2.843
Accrued Interest Expense	310,043	240,518
Derivative Liability	20,000	16,500
Convertible Debt	233,430	218,430
Total current liabilities	587,086	496,467
Shareholders' Equity		
Series B Preferred Stock, $0.01 Par Value, 9,999,999 Shares Authorized, 8 and 7 Shares issued and outstanding at 2019 and 2018 respectively	37,500	31,500
Series A Preferred Stock, $0.01 Par Value, 1 Share Authorized, issued and outstanding in 2019	10	—
Common Stock, $0.01 Par Value, 7,500,000,000 Shares Authorized, 1,650,271 shares issued and outstanding at 2019 and 2018	16,503	16,503
Additional Paid in Capital	1,754,237	1,754,237
Prepaid Stock Services	(141,875)	(141,875)
Accumulated deficit	(2,253,454)	(2,152,181)
Total shareholders' equity	(587,079)	(491,816)
Total liabilities and shareholders' equity	7	4,651

The accompanying footnotes are an integral part of these financial statements

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Sports Venues of Florida, Inc.
Statements of Operations
(Unaudited)
(As Restated)

	Years ended May 31,	
	2019	**2018**
Revenue	$ —	$ —
Expenses		
Employee costs	11,135	1,900
Professional Fees	5,094	5,000
General and Administrative	3,954	—
Total operating expenses	20,183	6,900
(Loss) from operations	(20,183)	(6,900)
Other Income (Expense)		
Interest Expense	(77,590)	(199,042)
Change in Derivate Liability	(3,500)	(4,000)
Total Other Income (Expense)	(81,090)	(203,042)
Net loss	$ (101,273)	$ (209,942)
Basic and diluted Income (loss) per share	$ (0.06)	$ (0.13)
Basic and diluted weighted average common shares outstanding	1,650,271	1,650,271

The accompanying footnotes are an integral part of these financial statements

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Sports Venues of Florida, Inc.
Statements of Shareholders' Equity
(Unaudited)
(As Restated)

	Series A Preferred Stock	Series B Preferred Stock	Common Stock	Additional Paid in Capital	Prepaid Stock Services	Accumulated Deficit	Total
Balances at June 1, 2017	$ 31,500	$ —	$ 16,503	$1,754,237	$(141,875)	$ (1,942,239)	$ (281,874)
Net Income	—	—	—	—	—	(209,942)	(209,942)
Balances at May 31, 2018	$ 31,500	$ —	$ 16,503	$1,754,237	$(141,875)	$ (2,152,181)	$ (491,816)
Issuance of Preferred Stock	6,000	10	—	—	—	—	6,010
Net loss	—	—	—	—	—	(101,273)	(101,273)
Balances at May 31, 2019	$ 37,500	$ 10	$ 16,503	$1,754,237	$(141,875)	$ (2,253,454)	$ (587,079)

The accompanying footnotes are an integral part of these financial statements

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Sports Venues of Florida, Inc.
Statements of Cash Flows
(Unaudited)
(As Restated)

	Years ended May 31, 2019	2018
Cash flows from operating activities:		
Net Income (loss)		
Adjustments to reconcile Net (loss) to cash		
Used in operations;	$ (101,273)	$ (209,942)
Accounts Payable	2,594	2,500
Non-cash Interest Expense	77,590	199,042
Change in Derivative liability	3,500	4,000
Stock for services	10	—
Net cash (used by) operating activities	(17,579)	(4,400)
Cash flow from investing activities:		
Net cash used by investing activities	—	—
Cash flow from financing activities:		
Proceeds from issuance of Series A Preferred Stock	6,000	
Proceeds from issuance of convertible debt	6,935	1,900
Net cash provided by financing activities	12,935	1,900
Net (decrease) in cash	(4,644)	(2,500)
Cash		
Beginning	4,651	7,151
Ending	$ 7	$ 4,651

The accompanying footnotes are an integral part of these financial statements

Sports Venues of Florida, Inc.
For the years ended May 31, 2019 and 2018
Notes to Financial Statements
(Unaudited)
(Restated)

1. Description of the Business

Sports Venues of Florida, Inc. (The Company) was initially incorporated in Florida July 28, 2009 as Bella Petrella's Holdings, Inc. The Company file a Registration Statement with the Securities and Exchange Commission, which was declared effective on March 15, 2011 registering 1,868,400 shares of its common stock. In 2012 the Company divested itself of its operating activities and on May 14, 2012 changed its name to Sports Venues of Florida, Inc.
On April 21, 2014, the Company changed its authorized shares to 7,500,000,000 shares of common stock.

The Company currently plans to develop youth sports complexes that are family entertainment complexes. The Company will rely on youth traveling sports teams from around the world to travel to Central Florida to participate in week long tournaments. The Company's complexes will offer retail shopping, a wide variety of culinary options, a waterpark, fitness programs and other choices of entertainment to keep families of players busy all week long.

2. Basis of Presentation and Going Concern

While the information presented in these financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows of the Company in accordance with Generally Accepted Accounting Principles in the United States of America (US GAAP).

Theses financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities and commitments in the normal course of business. Should the Company be unable to continue as a going concern, it may not be able to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company has incurred net losses during the year ended May 31, 2019 of $101,273 and has negative shareholders' equity of $587,079 as of May 31, 2019. To continue as a going concern, the Company plans to raise funds through private placements and/or public stock offerings. The financial statements do not include any adjustments relating to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. Summary of Significant Accounting Policies

Use of Estimates

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

Cash

The Corporation's cash consist of deposit accounts with financial institutions.

Sports Venues of Florida, Inc.
For the years ended May 31, 2019 and 2018
Notes to Financial Statements
(Unaudited)
(Restated)

Income (loss) per common share

Basic income (loss) per common share is calculated by dividing the income (loss) for the year by the weighted-average number of common shares outstanding during the year. Diluted income (loss) per common share are calculated by dividing the applicable earnings and loss by the sum of the weighted average number of common shares outstanding and adjusting for all additional shares that would have been outstanding if potentially dilutive common shares have been issued during the year.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of 1) taxes payable or refundable for the current year, and 2) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if, based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized. A liability (including interest if applicable) is established in the financial statements to the extent a current benefit has been recognized on a tax return for matters that are considered contingent upon the outcome of an uncertain tax position. Interest and penalties, if any, are included as components of income tax expense and income taxes payable.

The Company accounts for tax contingencies using a comprehensive model of how companies should recognize, measure, present, and disclose tax positions in their financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Convertible Debt and Derivative Liability

When the Company issues debt that contains a conversion feature, it first evaluates whether the conversion feature meets the requirements to be treated as a derivative: a) one or more underlying, typically the price of the Company's stock; b) one or more notional amounts or payment provisions or both, generally the number of shares upon conversion; c) no initial net investment, which typically excludes the amount borrowed; and d) net settlement provisions, which in the case of convertible debt generally means the stock received upon conversion can be readily sold for cash. There are certain scope exceptions from derivative treatment, but these typically exclude conversion features that provide for a variable number of shares.

If the conversion feature within convertible debt meet the requirements to be treated as a derivative, the Company estimates the fair value of the derivative liability using the Black-Scholes Option Pricing Model upon the date of issuance. If the fair value of the derivative liability is higher than the face value of the convertible debt, the excess is immediately recognized as interest expense. Otherwise, the fair value of the derivative liability is recorded as a liability with an offsetting amount recorded as a debt discount, which offsets the carrying amount of the debt. The derivative liability is revalued at the end of each reporting period and any change in fair value is recorded as a change in fair value in the statements of operations. The debt discount is amortized through interest expense over the life of the debt. Derivative instrument liabilities and the host debt agreement are classified on the balance sheets as current or non-current based on whether settlement of the derivative instrument could be required within twelve months of the balance sheet date.

The accounting treatment of derivative financial instruments requires that the Company record the embedded conversion option at their fair values as of the inception date of the agreement and at fair value as of each subsequent balance sheet date. Any change in fair value is recorded as non-operating, non-cash income or expense for each reporting period at each balance sheet date. The Company reassesses the classification of its derivative instruments at each balance sheet date. If the classification changes as a result of events during the period, the contract is reclassified as of the date of the event that caused the reclassification.

Fair Value Measurements

The fair value measurement accounting literature provides the framework for measuring fair value. That framework 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 below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access as of the measurement date.

Level 2 – Inputs to the valuation methodology include: (1) quoted market prices for similar assets or liabilities in active markets, (2) quoted prices for identical or similar assets or liabilities in inactive markets, (3) inputs other than quoted prices that are observable for the asset or liability, and (4) 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. Unobservable inputs are those that reflect the Company's own assumptions about the assumptions that market participants would use in pricing the asset developed based on the best information available.

The asset'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. There were no transfers between levels during fiscal 2019 nor 2018.

The carrying value of our convertible debt approximates it fair market value since they are short term in nature and bear a market rate of interest.

Recently issued accounting pronouncements

The FASB and other entities issued new or modifications to, or interpretations of, existing accounting guidance during 2018 and 2019. The Company has considered the new pronouncements that altered accounting principles generally accepted in the United States of America, and other than as disclosed in the notes to the financial statements, does not believe that any other new or modified principles will have a material impact on the Company's reported financial position or operations in the near term.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This ASU is a comprehensive new revenue recognition model that is based on the principle that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The ASU also requires additional quantitative and qualitative disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. This ASU is effective for the Company's reporting periods beginning on June 1, 2019. Companies may use either a full retrospective or a modified retrospective approach to adopt this ASU. Since the Company currently has no revenue, the effect of the implementation of this new standard has not had an effect on its financial position, results of operations, and cash flows.

In February 2016, the FASB issued ASU 2016-02: Leases (Topic 842), to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The new standard is effective for the year ending May 31, 2020 and may be adopted early. The Company has no leases so there is no effect that implementation of the new standard will have on its financial position, results of operations, and cash flows.

4. Correction of Error

The Company discovered that it incorrectly wrote off a Convertible Note Payable ($124,100) and the related accrued interest payable ($119,136) during the year ended May 31, 2018 since the Statue of Limitations was incorrectly calculated. This resulted in the Company recognizing a gain on forgiveness of debt of $243,236 during the year ended May 31, 2018. These financial statements have been restated to correct the effects of that error.

5. Convertible Debt

Convertible Debt as of May 31,2019 and May 31, 2018 consisted of the following:

	5/31/19	**5/31/18**
Unsecured Convertible debt, in default, Interest ranging From 12% to 18% with default Interest ranging from 22% to 25%, convertible into common stock at 50% of Market Price as defined in agreement	**$ 233,430**	$ 218,430

6. Commitments and contingencies

From time to time, the Company may be subject to legal proceedings and or claims in the normal course of business. Management plans to vigorously defend any allegations under such suits or claims that arise from time to time and believes that the ultimate liability, if any, under any pending matters will not materially affect the financial position or results of operations of the Company. At May 31, 2019, the Company was not subject to any material legal proceedings.

7. Shareholder's Equity

Preferred Stock

The Company has authorized 9,999,999 shares of $0.01 par value Series B Preferred Stock of which 8 and 7 shares are issued and outstanding as of May 31, 2019 and May 31, 2018, respectively. These shares have no voting, liquidation nor dividends rights and are convertible into common stock at twice the investment in dollars when the Company files a Registration Statement at a price based on the seven day average stock price as quoted on the OTC Markets prior to filing the Registration Statement.

The Company has authorized 1 share of $0.01 Par Value Series A Preferred Stock of which 1 share is issued and outstanding at May 31, 2019. This share has no conversion, liquidation nor dividend rights and is entitled to 50,000,000 voting rights.

Common Stock

The Company has authorized 7,500,000,000 shares of $0.01 par value Common Stock of which 1,650,271 shares are issued and outstanding at May 31, 2019 and May 31, 2018. These shares have 1 vote per share.

8. Related Party Transactions

During August of 2016, the Company's major shareholder and CEO advanced the Company a non-interest-bearing advance in the net amount of $2,843. Interest has not been imputed as it is immaterial. The amounts outstanding under this advance are stated in the financial statements presented herein and included as Due to Related party.

9. Income Taxes

The provision for income taxes is zero in each of the years ending May 31, 2019 and 2018 due to the Company's net operating losses.

The components of the net deferred tax asset (liability) are as follows:

	5/31/2019	5/31/2018
Net operating loss carryforward	$ 585.898	$ 839,351
Subtotal	$ 585,898	$ 839,351
Less valuation allowance	(585,898)	(839,351)
Net deferred tax assets (liabilities)	$ —	$ —

The Company is unaware of any uncertain income tax positions. Tax returns for the years 2013 through 2019 have not yet been filed. All tax returns are subject to IRS and State of Florida examination.

The Company estimates that is has net operating loss carryforwards totaling approximately $2,253,000 expiring through the year 2038.

Following is a reconciliation of the applicable federal income tax as computed at the federal statutory tax rate to the actual income taxes reflected in the Statements of Operations for the years ended May 31, 2019 and May 31, 2018.

	5/31/2019	5/31/2018
Tax provision at U.S. federal income tax rate	(21)%	34%
State income tax provision net of federal	(5)%	5%
Valuation allowance	26%	(39)%
Provision for income taxes	0%	0%

Sports Venues of Florida, Inc.
For the years ended May 31, 2019 and 2018
Notes to Financial Statements
(Unaudited)
(Restated)

10. Subsequent Events

Management is required to disclose the date through which it has evaluated subsequent events. The Company has performed an evaluation of subsequent events through June 28, 2019, which is the date the financial statements were issued. The following subsequent events are the only items that require:

On June 14, 2019 the Company borrowed $25,000 at 24.99% interest for each 60 days the balance is outstanding, from a third party, which was due on June 24,2019. If paid subsequent to that due date, $30,000 was due. That loan is currently in default.

On June 24,2019 the Company borrowed $25,000 at 24.99% interest for each 60 days the balance is outstanding, from a third party, which is due August 24, 2019. If paid subsequent to that due date, $37,500 will be due.