Submission Data File

General Information	
Form Type*	10-Q
Contact Name	Jeff Greene
Contact Phone	310-490-2214
Filer File Number	
Filer CIK*	0001311735 (FBEC Worldwide Inc.)
Filer CCC*	**********
Filer is Smaller Reporting Company	Yes
Confirming Copy	No
Notify via Website only	No
Return Copy	No
SROS*	NONE
Period*	03-31-2017
(End General Information)	

Document Information	
File Count*	3
Document Name 1*	fbec_10q-033117.htm
Document Type 1*	10-Q
Document Description 1	Form 10-Q
Document Name 2*	fbec_ex3101.htm
Document Type 2*	EX-31.1
Document Description 2	Certification
Document Name 3*	fbec_ex3201.htm
Document Type 3*	EX-32.1
Document Description 3	Certification
(End Document Information)	

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2017

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ____________ to ____________

Commission File No. **000-52297**

FBEC Worldwide, Inc.
(Exact name of registrant as specified in its charter)

Wyoming	**06-1678089**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1621 Central Ave Cheyenne, WY	**82001**
(Address of principal executive offices)	(Zip Code)

(800) 785-4089
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒
Emerging growth company ☐	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares outstanding of the Registrant's Common Stock as of May 23, 2017 was 1,191,138,255.

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FBEC WORLDWIDE, INC.
CONSOLIDATED BALANCE SHEET

	March 31, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash	$ 78,242	$ 63,199
Accounts receivable	335	170
Inventory	13,867	–
Total current assets	92,444	63,369
Fixed assets:		
Equipment, net	837	837
Intangible Asset	50,000	50,000
Total Assets	**$ 143,281**	**$ 114,206**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payables	$ 55,058	$ 54,350
Accrued expenses	194,353	229,505
Convertible notes payable, net	521,043	974,396
Current portion of Derivative Liabilities	413,298	1,143,830
Total current liabilities	1,183,752	2,402,081
Long term Liabilities:		
Long Term portion of Derivative Liabilities	–	130,963
Total liabilities	**$ 1,183,752**	**$ 2,533,044**
Stockholders' equity:		
Preferred stock, $0.001 par value, 20,000,000 shares authorized 1,000 and 1,000 shares respectively issued and outstanding	1	1
Common stock, $0.001 par value, 7,000,000,000 and 7,000,000,000 shares authorized; 801,110,887 and 138,889,083 shares respectively issued and outstanding	801,111	138,889
Additional paid-in capital	4,982,070	3,584,011
Retained earnings	(6,823,653)	(6,141,739)
Total stockholders' equity:	**(1,040,471)**	**(2,418,838)**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 143,281**	**$ 114,206**

The accompanying notes are integral part of these financials statements.

FBEC WORLDWIDE, INC.
(FORMERLY FRONTIER BEVERAGE COMPANY INC.)
CONSOLIDATED STATEMENT OF OPERATIONS

	Three Month Ended March 31, 2017	Three Month Ended March 31, 2016
Net revenues:		
Sales	$ 204	$ 1,328
Total net revenues	**204**	**1,328**
Cost of Goods Sold	132	981
Gross Income	**72**	**347**
Operating expenses:		
General, selling and administrative expenses	67,706	70,905
Salaries and wages	30,000	42,500
Total operating expenses	**97,706**	**113,405**
Income (loss) from operations	**(97,634)**	**(113,058)**
Other income (expense)		
Interest expense	(60,606)	(10,678)
Loss on debt settlement	(1,094,054)	–
Gain (loss) on derivative liability	–	(35,772)
Change in fair value of derivatives	570,379	(159,125)
Total other income (expense)	**(584,281)**	**(205,575)**
Income (loss) before income tax	(681,915)	(318,633)
Provision for income taxes		
Net income (loss)	**$ (681,915)**	**$ (318,633)**
Basic income (loss) per share	$ (0.00)	$ (0.00)
Diluted income (loss) per share	$ (0.00)	$ (0.00)
Weighted average shares - Basic	353,764,918	209,419,027
Weighted average shares - Diluted	2,540,764,931	1,736,233,325

The accompanying notes are integral part of these financials statements.

FBEC WORLDWIDE, INC.
(FORMERLY FRONTIER BEVERAGE COMPANY INC.)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ (681,915)	$ (318,633)
Adjustments to reconcile net income to net cash provided by operating activities		
Non-cash interest	2,666	–
Loss on Derivative Liabilities	–	35,772
Loss on debt settlement	1,094,054	–
Amortization of debt discount	83,650	–
Change in fair value of derivatives	(570,379)	159,125
Changes in operating Assets and Liabilities:		
Decrease (increase) in:		
Accounts receivable	(164)	–
Inventory	(13,868)	(5,755)
Increase (decrease) in:		
Accounts Payable	(18,232)	(390)
Accrued Expenses	(11,769)	33,679
Net Cash Provided (Used) in Operating Activities	**(115,957)**	**(96,202)**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase Equipment	–	(837)
Net Cash Provided (Used) by Investing Activities	**–**	**(837)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from convertible debt	131,000	65,000
Net Cash Provided by Financing Activities	**131,000**	**65,000**
NET INCREASE IN CASH	15,043	(32,039)
CASH AT BEGINNING OF PERIOD	63,199	45,309
CASH AT END OF PERIOD	**$ 78,242**	**$ 13,270**
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid	–	–
Income taxes paid	–	–
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued for conversion of debt	$ 427,165	36,372
Common stock issued for settlement of liabilities	1,228,500	
Debt discount due to derivative liabilities	83,650	354,000

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

NOTE 1 – BASIS OF PRESENTATION, GOING CONCERN AND CORRECTION OF PRIOR YEAR INFORMATION

Interim Financial Reporting

While the information presented in the accompanying interim 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 for the interim periods presented in accordance with generally accepted accounting principles in the United States of America ("GAAP"). All adjustments are of a normal, recurring nature. Interim financial statements and the notes thereto do not contain all of the disclosures normally found in year-end audited financial statements and these Notes to Financial Statements are abbreviated and contain only certain disclosures related to the three month period ended March 31, 2017. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for fiscal 2016 as reported in the Form 10-K have been omitted. It is suggested that these interim financial statements be read in conjunction with our audited financial statements and related notes for the year ended December 31, 2016 included in our Form 10-K filed with the Securities Exchange Commission on May 22, 2017. Operating results for the three months ended March 31, 2017 are not necessarily indicative of the results that can be expected for the period from January 1, 2017 through December 31, 2017.

Earnings Per Share

We present both basic and diluted earnings per share (“EPS”) amounts in our financial reporting. Basic EPS excludes dilution and is computed by dividing income available to Common Stock holders by the weighted-average number of Common Stock outstanding for the period. Diluted EPS reflects the maximum potential dilution that could occur from our convertible debt. Potential dilutive shares are excluded from the calculation if they have an anti-dilutive effect in the period. During the three months ended March 31, 2017, the dilutive effect of the shares underlying the outstanding convertible debt of the Company was 2,187,000,013 and a reduction to net income of $621,098.

Going Concern

The accompanying unaudited consolidated financial statements have been prepared in conformity with GAAP, which contemplates continuation of the Company as a going concern, which is dependent upon the Company's ability to establish itself as a profitable business. At March 31, 2017, the Company has an accumulated deficit of $6,823,653 and has a working capital deficit of $1,091,309. These matters raise substantial doubt about the Company's ability to continue as a going concern. These unaudited consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties, nor do they include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation. The Company’s ability to continue in business is dependent upon obtaining sufficient financing or attaining profitable operations. However, there can be no assurance that management will be successful in obtaining additional funding or in attaining profitable operations.

NOTE 2 – STOCKHOLDERS’ DEFICIT

The Company is authorized to issue up to 7,000,000,000 shares of common stock at $0.001 par value per share and 20,000,000 shares of preferred stock at $0.001 par value per share. As of March 31, 2017 and December 31, 2016, the Company had 801,110,887 and 138,889,083 shares of common stock and 1,000 shares of Series A preferred stock issued and outstanding.

NOTE 3 – RELATED PARTIES

As of March 31, 2017 and December 31, 2016, the Company has outstanding advances to former officers and directors aggregating $22,675. The advances are unsecured, due on demand and bear no interest and are reported as accounts payable.

NOTE 4 – CONVERTIBLE NOTES PAYABLE

At March 31, 2017 and December 31, 2016, convertible notes payable consisted of the following:

	March 31, 2017	December 31, 2016
Convertible notes payable	$ 691,102	$ 1,054,865
Unamortized debt discounts	(170,059)	(80,469)
Total	$ 521,043	$ 974,396

The outstanding convertible notes bear interest from 8% to 12%, are due on demand and are convertible into common stock at variable rates based upon discounts ranging from 25% to 70% to the lowest trading price of the common stock for 10 to 20days prior to conversion. The Company identified embedded derivatives related to the outstanding convertible notes. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the convertible notes and to adjust the fair value as of each subsequent balance sheet date. At March 31, 2017, the aggregate fair value of the outstanding derivative liabilities was determined to be $413,298. The fair value of the embedded derivatives was determined using the lattice model created by a third party valuation based on the following assumptions:

The fair value of the outstanding embedded derivatives of $413,298 at March 31, 2017 was determined using the Lattice Pricing Model with the following assumptions:

Dividend yield:	-0-%
Market price of common stock:	$0.0014
Expected volatility:	Maximum
Risk free rate:	1.11%

At March 31, 2017, the Company adjusted the recorded fair value of the derivative liability to market resulting in non-cash, non-operating loss of $570,379 for the three months ended March 31, 2017.

Notes in default and included in Current Notes Payable were $691,102 at March 31, 2017.

NOTE 5 - FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement.

Items recorded or measured at fair value on a recurring basis in the accompanying consolidated financial statements consisted of the following items as of March 31, 2017 and December 31, 2016:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2017				
Liabilities:				
Derivative liabilities	$ 413,298	$ –	$ –	$ 413,298
December 31, 2016				
Liabilities:				
Derivative liabilities	$ 1,143,830	$ –	$ –	$ 1,143,830

The derivative liabilities are measured at fair value using the Latrtice Pricing Model including quoted market prices and estimated volatility factors based on historical prices for the Company's common stock and are classified within Level 3 of the valuation hierarchy.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities for the three months ended March 31, 2017:

		Derivative Liabilities
Balance, December 31, 2016, adjusted	$	857,784
Additions at fair value		125,893
Change in fair value		(570,379)
Balance, March 31, 2017	$	413,298

The Company changed its derivative pricing model from Black-Scholes to a better defined Lattice pricing model for the year ended December 31, 2017. This change caused a restatement of the income for the period ended March 31, 2016 represented in this filing. The changes were to the Derivative Liability Expense increasing $157,602 with the same increase to the balance sheet account Derivative Liability.

NOTE 6 – NOTES PAYABLE

In January 2017, the Company entered into a convertible debt agreement with a principal amount of $53,000 with 8% interest per annum. This note is convertible at a 42% discount to the average of the three lowest intraday trading price of the 10 days preceding the conversion request. This note becomes convertible at or after maturity (180 days). The default interest rate is 22% per annum.

In February 2017, the Company entered into a convertible debt agreement with a principal amount of $33,000 with 12% interest per annum. This note is convertible at a 42% discount to the average of the three lowest intraday trading price of the 10 days preceding the conversion request. This note becomes convertible at or after maturity (180 days). The default interest rate is 22% per annum.

In February 2017, the Company entered into a convertible debt agreement with a principal amount of $200,000 with 12% interest per annum. The Company had received $40,000 as of the filing date. This note is convertible at a 42% discount to the average of the lowest intraday trading price of the 25 days preceding the conversion request. This note is payable one year from each tranche date. The lender may convert at anytime at its choice. The default interest rate is 22% per annum.

NOTE 7– SUBSEQUENT EVENTS

In April 2017, the Company issued 390,027,368 common shares in satisfaction of $106,485 of convertible debt.

An update on a prior Form 8-K

On September 23, 2016 FBEC Worldwide, Inc. ("FBEC") announced that it had received a purchase order for 35,000 units from Four Link USA. Once the purchase order was received FBEC immediately contacted their existing co-packer. There were plans and the start of production for the 35,000 units of product. However, increasing delays and improper formulation and branding quickly became an issue with regard to the then co-packer. FBEC made a decision to terminate the agreement with their then co-packer and begin seeking out a new solution. This process put the purchase order we received on hold.

FBEC thought it was in the best interest of the company to make sure there was a finished and polished product before fulfilling any purchase orders. On 5/23/2017 FBEC confirmed that Four Link USA is still interested in the product and has requested that FBEC send them a sample of the product with the new branding material and is considering a new purchase order in the near future for their new Healthy Hemp Energy Shot Product.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We urge you to read the following discussion in conjunction with management's discussion and analysis contained in our Annual Report on Form 10-K for the year ended December 31, 2016, as well as with our unaudited financial statements and the notes thereto included elsewhere herein.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Our prospects are subject to uncertainties and risks. In this Quarterly Report on Form 10-Q, we make forward-looking statements in this Item 2 and elsewhere that also involve substantial uncertainties and risks. These forward-looking statements are based upon our current expectations, estimates and projections about our business and our industry, and reflect our beliefs and assumptions based upon information available to us at the date of this report. In some cases, you can identify these statements by words such as "if," "may," "might," "will, "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," and other similar terms. These forward-looking statements include, among other things, projections of our future financial performance and our anticipated growth, descriptions of our strategies, our product and market development plans, and other objectives, expectations and intentions, the trends we anticipate in our business and the markets in which we operate, and the competitive nature and anticipated growth of those markets.

We caution readers that forward-looking statements are predictions based on our current expectations about future events. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Our actual results, performance or achievements could differ materially from those expressed or implied by the forward-looking statements as a result of a number of factors, including but not limited to the risks and uncertainties discussed in our other filings with the SEC or our sales results or changes in costs associated with ingredients for our products, manufacture of our products, distribution and sales. We undertake no obligation to revise or update any forward-looking statement for any reason.

Overview

FBEC Worldwide, Inc. operates a sales, distribution and marketing business for the promotion and sale of hemp juice (non THC) based energy drinks.

The Company's Common Stock is quoted on the OTC Market Groups, Inc. OTCQB (the "OTCQB") under the symbol "FBEC."

Basis of presentation and going concern uncertainty

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America ("GAAP"), which contemplates continuation of the Company as a going concern, which is dependent upon the Company's ability to establish itself as a profitable business. At March 31, 2017, the Company has an accumulated deficit of $6,683,318 and has a working capital deficit of $1,072,750. The Company's ability to continue in business is dependent upon obtaining sufficient financing or attaining profitable operations; however, there can be no assurance that management will be successful in obtaining additional funding or in attaining profitable operations, therefore these matters raise substantial doubt about the Company's ability to continue as a going concern. These unaudited condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties, nor do they include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

Critical Accounting Policies

There have been no changes from the Critical Accounting Policies described in the Annual Report on Form 10-K filed with the Securities and Exchange Commission on May 22, 2017.

Liquidity and Capital Resources

We began current operations in February 2014 and have yet to attain a level of operations which allows us to meet our current overhead requirements. We do not contemplate attaining profitable operations prior to 2017 and there is no assurance that such an operating level will ever be achieved. We will be dependent upon obtaining additional financing in order to adequately fund working capital, infrastructure, production expenses and significant marketing related expenditures to gain market recognition, so that we can achieve a level of revenue adequate to support our cost structure, none of which can be assured. These factors raise substantial doubt about our ability to continue as a going concern and the accompanying financial statements do not include any adjustments related to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should we be unable to continue as a going concern.

As of March 31, 2017, the Company's cash balance was $78,242 Outstanding debt as of March 31, 2017 totaled $1,165,194, which is attributable accounts payable and accruals of $249,411, derivative liability $224,681 and loans and advances of $691,102. The Company's working capital deficit as of March 31, 2017 was $1,072,750.

The Company will need to raise additional capital to expand operations to the point at which the Company can achieve profitability. The terms of financing that may be raised may not be on terms acceptable by the Company. If adequate funds cannot be raised outside of the Company, the Company's current stockholders may need to contribute funds to sustain operations. The Company does not have any agreements with any of its stockholders to provide any capital and there can be no assurance that any stockholder would be able or willing to fund the Company's continued operations.

Results of Operations

For the three months ended March 31, 2016 and 2017, the Company's revenue totaled $1,328 and $204, for which its respective cost of revenues totaled $981 and $132.

For the three months ended March 31, 2016 and 2017, the Company had operating expenses totaling $113,405 and $97,706, respectively. These costs were primarily from wages and consulting fees.

Off Balance Sheet Arrangements

We do not have any off balance sheet arrangements.

Inflation

The Company believes that inflation has not had, and is not expected to have, a material effect on our operations.

Climate Change

We believe that neither climate change, nor governmental regulations related to climate change, have had, or are expected to have, any material effect on our operations.

Recently Issued Accounting Pronouncements

There are no recently issued accounting pronouncements that are expected to have a material impact on the unaudited condensed consolidated financial statements or notes thereto.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our Company is a "smaller reporting company" as defined by Rule 12b-2 of the Exchange Act, and as such, is not required to provide the information required under this Item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 ("Exchange Act"), Robert Sand, the Company's President and Principal Executive Officer and Treasurer and Principal Accounting Officer ("CFO") (the Company's principal financial and accounting officer), initially evaluated the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report.

Based upon that initial evaluation, Mr. Sand concluded, upon consultation with prior management, that the Company's disclosure controls and procedures were not effective as of March 31, 2015 to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's President/CFO, as appropriate, to allow timely decisions regarding required disclosure, due to the material weaknesses described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The Company believes its weaknesses in internal controls and procedures is due to the Company's lack of sufficient personnel with expertise in the area of SEC, GAAP and tax accounting procedures. In addition, the Company lacks the personnel structure, size and complexity to segregate duties sufficiently for proper controls. The Company has not implemented a formal system of internal control that provides for multiple levels of supervision and review.

The Company is currently without sufficient funds to hire additional personnel with expertise in these areas and to segregate duties for proper controls and until such time as additional personnel are hired, the Company believes that it will continue to recognize a weakness in its internal controls and procedures. The Company currently engages outside consultants to assist in the areas of tax and accounting procedures.

The Company plans to hire additional personnel to properly implement a control structure when and if the appropriate funds become available. In the meantime, the Chief Executive Officer/Financial Officer will continue to perform or supervise the performance of additional accounting and financial analyses and other post-closing procedures including detailed validation work with regard to balance sheet account balances, additional analysis on income statement amounts and managerial review of all significant account balances and disclosures, to ensure that the Company's Annual Report and the financial statements forming part thereof are in accordance with GAAP.

Changes in Internal Control Over Financial Reporting

During the three months ended March 31, 2017, there were no changes in our internal control over financial reporting that occurred during 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our disclosure controls and procedures provide our principal executive and financial officer with reasonable assurances that our disclosure controls and procedures will achieve their objectives. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting can or will prevent all human error. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, the design of a control system must reflect the fact that there are internal resource constraints, and the benefit of controls must be weighed relative to their corresponding costs. Because of the limitations in all control systems, no evaluation of controls can provide complete assurance that all control issues and instances of error, if any, within our company are detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur due to human error or mistake. Additionally, controls, no matter how well designed, could be circumvented by the individual acts of specific persons within the organization. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated objectives under all potential future conditions.

Management is aware that there is a lack of segregation of duties at the Company due to the fact that the Company has only one director and executive officer dealing with general administrative and financial matters. This constitutes a significant deficiency in the internal controls. Management has decided that considering the officer/director involved, the control procedures in place, and the outsourcing of certain financial functions, the risks associated with such lack of segregation were low and the potential benefits of adding additional employees to clearly segregate duties did not justify the expenses associated with such increases. Management plans to re-evaluate this situation periodically. In light of the Company's current cash flow situation, the Company does not intend to increase staffing to mitigate the current lack of segregation of duties within the general administrative and financial functions.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no material pending legal or governmental proceedings relating to our Company or its properties to which we are a party, and to our knowledge, there are no material proceedings to which any of our directors, executive officers, affiliates or shareholders are a party adverse to us or have a material interest adverse to us.

ITEM 1A. RISK FACTORS

Our Company is a "smaller reporting company" as defined by Rule 12b-2 of the Exchange Act, and as such, is not required to provide the information required under this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There are no unreported sales of unregistered securities during the three months ended March 31, 2017.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The following exhibits are filed with this Quarterly Report on Form 10-Q or are incorporated by reference as described below.

Exhibit	Description
31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14a/Rule 14d-14(a)*
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350*
101.1	Interactive data files pursuant to Rule 405 of Regulation S-T*

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

June 1, 2017	FBEC WORLDWIDE, INC.
	By: /s/ Jeffrey Greene
	Jeffrey Greene President and Treasurer (Principal Executive Officer, Principal Financial and Accounting Officer and Authorized Signatory)

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey Greene, certify that:

(1) I have reviewed this quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2017 of FBEC Worldwide, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 31, 2017

/s/ Jeffrey Greene

Jeffrey Greene
Principal Executive Officer and Principal Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of FBEC Worldwide, Inc. (the “Company”) on Form 10-Q for the quarterly period ending March 31, 2017 (the “Report”), I, Jeffrey Greene, Principal Executive Officer and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Jeffrey Greene
Principal Executive Officer and Principal Financial Officer

May 31, 2017

This certification accompanies the Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of § 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.