

Endavo Media & Communications, Inc.
 Form 4
 December 09, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SOVCAP EQUITY PARTNERS LTD

2. Issuer Name and Ticker or Trading Symbol
 Endavo Media & Communications, Inc. [EDVO.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/23/2004

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

CUMBERLAND HOUSE, #27
 CUMBERLAND STREET, P.O.
 BOX N-10818

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NASSAU, NEW PROVIDENCE, C5

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 09/23/2004 | | J ⁽¹⁾ | 34,383,218 D | 487,913 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Endavo Media & Communications, Inc. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Series A Preferred Stock | \$ 0 ⁽²⁾ | 09/23/2004 | | J ⁽¹⁾ | 3,581,585 | 09/23/2005 | ⁽¹⁾ | Common Stock | 34,383, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SOVCAP EQUITY PARTNERS LTD
CUMBERLAND HOUSE, #27 CUMBERLAND STREET
P.O. BOX N-10818
NASSAU, NEW PROVIDENCE, C5

X

Signatures

SovCap Equity Partners Ltd. By: Barry Herman

11/30/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person disposed of 34,383,218 shares of common stock in exchange of 3,581,585 shares of Series A Convertible Preferred Stock (the "Preferred Stock") pursuant to an issuer exchange offer. Each share of Series A Preferred Stock has a liquidation preference of

(1) \$0.001 per share, is convertible, at any time after 12 months from issuance, into 9.6 shares of Common Stock, is not entitled to dividends and votes together with the Common Stock, as a single class, which each share entitled to such number of votes as the number of shares of Common Stock into which it is then entitled (without regard to the prohibition on conversion for the first year).

(2) 9.6-for-1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.