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Enclosed as Exhibit 1, is the dividend declaration notice of Group Management Corp., (OTCBB:GPMT) as it relates to a dividend declared on January 31, 2003. Per Rule 10b-17 we are giving official notice of the dividend ten (10) days prior to the record date of February 13, 2003. If you have any further questions you can reach me at 404-522-1202.

Sincerely,

Group Management Corp.

Exhibit 1

Title of Securities to Which the Declaration Relates:

Group Management Corp. Common Stock.

Date of Declaration:

January 31, 2003.

Record Date:

The record date shall be February 13, 2003.

Date of Payment or Distribution:

The payment date shall be February 24, 2003.

For every two shares of Group Management Corp. common stock there shall be paid as a dividend one unit consisting of the following securities of GPMT Acquisition Corp., I and Group Management Corp.

- (a) 5 shares of Class A Common Stock of GPMT Acquisition Corp., I.;
- (b) 5 Shares of Class B Common Stock of GPMT Acquisition Corp., I.;
- (c) One (1) Warrant to purchase GPMT Acquisition Corp., I, Class A Common Stock, for a period of one year from the declaration date at a price to be determined by the Board of Directors of Group Management Corp.;
- (d) One (1) Warrant to purchase Group Management Corp.

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Common Stock for a period of one year from the declaration date at a price to be determined by the Board of Directors of Group Management Corp.

There will be no fractional dividend units paid. The units will be paid on the nearest whole number of shares rounded up.

There are no conditions or governmental approval necessary for the dividend to be paid.

The dividend unit will be restricted and will not trade in the market.

The Transfer Agent for Group Management Corp. is:

ComputerShare
P.O. Box 1596
Denver, CO 80201-1596

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed by the Chief Executive Officer.

Group Management Corp.
/s/ Thomas Ware

Officer

Thomas Ware, Chief Executive