GROUP MANAGEMENT CORP
Form 10SB12G
September 30, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-SB

GENERAL FORM FOR REGISTRATION OF SECURITIES OF
SMALL BUSINESS ISSUERS
UNDER SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934

GEEWHIZ, INC.
(Name of Small Business Issuer in its Charter)

NEVADA	47-0881524
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

12503 EXCHANGE BOULEVARD SUITE 554 STAFFORD, TEXAS	77477
(Address of principal executive offices)	(Zip Code)

ISSUER'S TELEPHONE NUMBER: (281) 242-4744

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS TO BE REGISTERED	NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED
None	None

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

COMMON STOCK, PAR VALUE $0.001
(Title of class)

GEEWHIZ, INC.
TABLE OF CONTENTS
FORM 10-SB

PART I

PART I

This Registration Statement on Form 10-SB includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the "Exchange Act"). These statements are based on management's beliefs and assumptions, and on information currently available to management. Forward-looking statements include the information concerning possible or assumed future results of operations of the Company set forth under the heading "Management Discussion and Analysis." Forward-looking statements also include statements in which words such as "expect," "anticipate," "intend," "plan," "believe," "estimate," "consider" or similar expressions are used.

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. The Company's future results and shareholder values may differ materially from those expressed in these forward-looking statements. Readers are cautioned not to put undue reliance on any forward-looking statements.

ITEM 1. DESCRIPTION OF BUSINESS

We are a Nevada corporation, originally incorporated as IVG Product Technologies, Inc., a Nevada corporation, on July 24, 2002 as a wholly-owned subsidiary of Group Management Corp. On August 9, 2002, we merged with another wholly-owned subsidiary of Group Management Corp., a Texas corporation also with the name IVG Product Technologies, Inc. The purpose of the merger was to reincorporate the Texas corporation in the State of Nevada. Following that merger, our name was changed to GeeWhiz, Inc.

Group Management Corp. has been operating our business, either as one of their divisions or as one of their subsidiaries, since 1999.

Our parent corporation, Group Management Corp., intends to spin-off our corporation following the effectiveness of this Form 10-SB registration statement and the completion of certain other corporate actions required to effect the spin-off. Group Management Corp. shareholders of record as of June 30, 2002 will receive one share of our common stock for every two shares of common stock of Group Management Corp. held by them as of the record date.

Principal Products and Markets

We design, manufacture, and distribute a limited line of acrylic drinking glasses and plaques with colored light transmitted through the acrylic that illuminates an image in the product and creates a "halo" effect when the light exists. Our products are marketed as gifts and promotional or give-away items for companies, trade associations, clubs, sports teams, etc.

Our drinking glasses are marketed as Starglas(TM). We currently offer three sizes, an 18 ounce mug, a 16 ounce tumbler, and a 9 ounce tumbler. The glasses are each attached to a removable base, which contains the electronic parts for the light, and we currently offer five different colors, black, red, silver, blue, and green. The color of the light transmitted through the glass corresponds with the color of the base. Customers may choose from a small selection of existing graphics, or may submit artwork and we will put any logo or graphic on the glasses for their promotional use.

Our illuminated plaques are marketed as LightArt. We currently offer four different shapes and the same five color choices for the base. Customers may choose from a small selection of existing graphics, or may submit artwork and we will put any logo or graphic on the glasses for their promotional or personal use.

Our products are sold to a diverse group of customers, and thus we don't rely upon any single customer for a material amount of our business.

Distribution

Our products are distributed primarily through our Internet web site at www.geewhizusa.com and through distributors. Sales from our website constitute approximately 20% of our total sales, with the balance sold through distributors. We do not currently market our website through any media sources.

We are in the process of developing a distributorship program to recruit and contract with third-parties to be distributors of our products. Currently, we have eight distributors.

The majority of our orders are shipped via UPS or other third-party delivery service from our facility in Texas directly to the customer.

Competition

There are no direct competitors who manufacture or distribute identical lighted acrylic products. However, we compete with all manufacturers and suppliers of promotional products, which includes not only drinking glasses and plaques, but also writing pens, t-shirts, pins, hats, stationary, etc. Competition in the area of promotional products is extremely intense, and we do not have any measurable competitive position within the industry.

Sources and Availability of Raw Materials

The electronic base for both our Starglas and LightArt are manufactured in China and shipped to our facility in Texas. The raw materials used in manufacturing the bases are readily available from numerous suppliers at uniform prices, and we do not know of any events that would limit the sources or availability of raw materials used in manufacturing the bases.

The acrylic used in manufacturing the Starglas and LightArt products is also readily available from numerous suppliers at uniform prices, and again we do not know of any events that would limit the sources or availability of raw materials used in manufacturing the products. The acrylic is received in our Texas facility in bulk, where we cut it into the desired shape and etch the desired graphics using our own tools and machinery.

Intellectual Property

Our parent company, Group Management Corp., holds a license from its President and Director, Elorian Landers, for U.S. Patent Numbers 5,211,699 and 5,575,553 on proprietary fiber optic illuminated drinking containers, as well as registered trademarks on Starglas (Reg. No. 2,216,216) and Fyrglas (Reg. No. 1,995,482). The license gives Group Management the right to use the patents without cost. In addition, Fyrglas is also a registered trademark in Canada. Mr. Landers also has, and Group Management Corp. has the rights to a patent pending with the United States Patent and Trademark Office (Application No. 09/842,701) for LightArt. All intellectual property related to Starglas and LightArt for which Group Management Corp. has an interest is provided to us through a verbal agreement for its use.

Government Approvals and Regulation

Other than customary labor laws and local ordinances regarding sales of products in public, we are not subject to any government regulation. Further, we are not subject to any environmental laws or regulations.

Research and Development

We spent approximately $300,000 from October 1996 through September 1997 to develop the Starglas. We spent approximately $75,000 to develop LightArt, an amount considerably less than our Starglas development costs because much of the same technology was utilized. Other than as set forth herein, we have not spent any material amount of time or money on research and development, and do not anticipate doing so in the future.

Employees

We currently employee three employees, other than our officers and directors. Our officers and two of our directors are employed by our parent company, Group Management Corp., and are not separately compensated by us. We intend to add additional warehouse employees and full-time executives in distribution as sales of our products begin to increase. We believe our relationship with our employees is good. None of our employees are a party to a collective bargaining agreement.

ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS

QUALIFIED REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Our independent accountant has qualified his report. He states that the audited financial statements of GeeWhiz.com, Inc. for the years ended December 31, 2001 and 2000 have been prepared assuming the company will continue as a going concern. He notes that our lack of established sources of revenue raises substantial doubt about our ability to continue in business.

CRITICAL ACCOUNTING ISSUES

Our financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires our management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by our management's applications of accounting policies. The critical accounting policies for us are establishing an allowance for doubtful receivables, valuation of inventory at the lower of cost or market and determining the estimated useful lives of property and equipment and intangible assets for depreciation and amortization calculations.

YEARS ENDED DECEMBER 31, 2001 AND 2000

Results of Operations

We had significant losses of $250,331 for the year ended December 31, 2001, and $396,604 for the year ended December 31, 2000. We have funded losses through loans from our parent company, Group Management Corp., and other borrowing. We expect losses to continue. To the extent losses continue and we are unable to fund them, we may have to sell common stock, curtail aspects of our operations, or cease operations altogether.

We intend to pursue our business plan and meet our reporting requirements utilizing cash made available from loans from our parent company, Group Management Corp, the private sale of our securities, as well as income from the distribution of our products. Our management is aggressively pursuing relationships and markets for the distribution of our products and is of the opinion that loans from our parent company and cash flow from the sales of our securities will be sufficient to pay our expenses until our business operations create positive cash flow. We do not currently have sufficient capital to continue operations for the next twelve months and will have to raise additional capital to meet our business objectives as well as our 1934 Act reporting requirements.

On a long-term basis, our liquidity is dependent on revenue generation, additional infusions of capital and potential debt financing. Our management believes that additional capital and debt financing in the short term will allow us to pursue our business plan and thereafter result in revenue and greater liquidity in the long term. However, we currently have no arrangements for such financing and there can be no assurance that we will be able to obtain the needed additional equity or debt financing in the future.

Revenues

Our total revenue for the year ended December 31, 2001 was $574,826, all of which was from the sale of our Starglas and LightArt products. Our cost of goods sold was $356,071 (62% of revenue), resulting in a gross profit of $218,755. Total revenue for the year ended December 31, 2000 was $396,300, all of which was from the sale of our Starglas and LightArt products. Our cost of goods sold for the year ended December 31, 2000 was $298,742 (75% of revenue), resulting in a gross profit of $97,558.

Expenses

Our total expenses for the year ended December 31, 2001 was $469,086, consisting of selling, general and administrative expenses of $412,788 (88% of total expenses), depreciation and amortization expense of $53,310 (11% of total expenses), and interest expense of $2,988 (less than 1% of total expenses). Of the $412,788 of selling, general, and administrative expenses, $145,071 was salaries and contract labor, $86,076 was rent, and $24,095 was utilities.

For the year ended December 31, 2000, total expenses were $502,162, consisting of selling, general, and administrative expenses of $470,984 (94% of total expenses), depreciation and amortization expense of $28,271 (6% of total expenses), and interest expense of $2,907 (less than 1% of total expenses). Of the $470,984 of selling, general, and administrative expenses, $144,055 was salaries and contract labor, $55,427 was rent, $35,213 was trade show expenses, $34,255 was travel, $28,631 was royalty fees, $27,856 was utilities, $25,288 was consulting fees, and $18,553 was marketing.

The decrease in total expenses for the year ended December 31, 2001 as compared to the year ended December 31, 2000 was a result of increased operating efficiencies and slightly more advantageous economies of scale as we increased revenues.

Net Losses

Net losses for the year ended December 31, 2001 were $250,331, as compared to $396,604 for the previous year. As described in expenses above, the decrease in the net loss is a result of an increase in revenues and a decrease in total expenses.

4

Liquidity and Capital Resources

We had cash of $2,580, accounts receivable net of $6,545, and inventories of $89,186, for total current assets of $98,311 as of December 31, 2001. This compares to cash of $12,258, accounts receivable net of $27,034, and inventories of $77,939, for total current assets of $117,231 as of December 31, 2000. The cash was received primarily from loans from our parent corporation, and from sales of our products, and the inventory is primarily pre-manufactured bases for our Starglas and LightArt products. We had equipment of $109,069, office furniture and fixtures of $31,301, automobiles of $41,857, and accumulated depreciation of ($123,956) for total assets of $429,444 as of December 31, 2001. We had equipment of $108,556, office furniture and fixtures of $31,431, and accumulated depreciation of ($95,446) for total assets of $423,434 as of December 31, 2000. Our total assets remained relatively unchanged from December 31, 2000 to December 31, 2001.

THREE AND SIX MONTHS ENDED JUNE 30, 2002

Revenues

Our total revenue for the six months ended June 30, 2002 was $120,763, as compared to $427,595 for the six months ended June 30, 2001. This decrease in revenues is a result of our decreased marketing of our Starglas and LightArt products, and our management's focus on the operations of our parent company, Group Management Corp. Revenue for the three months ended June 30, 2002 was $76,421 as compared to $246,096 for the three months ended June 30, 2001, decreasing for the same reasons as discussed above. Our cost of goods sold for the six months ended June 30, 2002 was $81,587 (68% of revenue), as compared to $336,706 for the six months ended June 30, 2001 (79% of revenue). Our cost of goods sold for the three months ended June 30, 2002 was $34,398 (45% of revenue) as compared to $215,793 for the three months ended June 30, 2001 (88% of revenue). The changes in our cost of goods sold as a percentage of revenue are due primarily to a different product mix being sold in the two quarters.

Expenses

Our total expenses for the six months ended June 30, 2002 were $259,988, as compared to $570,631 for the six months ended June 30, 2001. This decrease is due to the decrease in revenues discussed above. Total expenses for the three months ended June 30, 2002 were $95,683 as compared to $324,338 for the three months ended June 30, 2001.

Net Losses

Net losses were $139,225 for the six months ended June 30, 2002, as compared to $143,036 for the six months ended June 30, 2001. This slight decrease in net loss reflects the expenses associated with operating our business net of our cost of goods sold.

Net losses were $19,262 for the three months ended June 30, 2002, as compared to $78,242 for the three months ended June 30, 2001, a decrease reflecting our decrease in selling, general and administrative expenses.

Liquidity and Capital Resources

We had cash and cash equivalents of $21,362, accounts receivable net of $4,001, and inventories of $60,635, for total current assets of $85,998 as of June 30, 2002. The cash was received primarily from loans from our parent corporation, and from sales of our products, and the inventory is primarily pre-manufactured bases for our Starglas and LightArt products. Our only material commitments are operating leases and expenses.

ITEM 3. DESCRIPTION OF PROPERTY

We lease approximately 2,000 square feet of office space, and approximately 5,000 square feet of warehouse space, both at 12503 Exchange Boulevard, Suite 554, Stafford, Texas 77477. Our minimum monthly payment is $4,719 on a lease that expires November 2005.

We believe that our existing office and warehouse space are sufficient to meet our needs for the foreseeable future. In the event we need additional office or warehouse space, we anticipate being able to obtain it at market rates as necessary.

ITEM 4. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of September 15, 2002, certain information with respect to the Company's equity securities owned of record or beneficially by (i) the Officers and Directors of the Company; (ii) each person who owns beneficially more than 5% of each class of the Company's outstanding equity securities; and (iii) all Directors and Executive Officers as a group.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Common Stock	Group Management Corp. 12503 Exchange Boulevard Suite 554 Stafford, TX 77477	1,000 (2)	100%
	All officers and directors as a group (3 persons)	-0-	-0-%

(1) Based on 1,000 shares outstanding as of September 15, 2002.
(2) Our parent corporation, Group Management Corp., intends to spin-off our corporation following the effectiveness of this Form 10-SB registration statement and the completion of certain other corporation actions required to effect the spin-off. Group Management Corp. shareholders of record as of June 30, 2002 will receive one share of our common stock for every two shares of common stock of Group Management Corp. held by them as of the record date. At the time of the spin-off, the 1,000 shares of our common stock held by Group Management Corp. will be cancelled.

ITEM 5. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The following table sets forth the name and age of the current directors and executive officers of the Company, the principal office and position with the Company held by each and the date each became a director or executive officer of the Company. The executive officers of the Company are elected annually by the Board of Directors. The directors serve one-year terms until their successors are elected. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors. Unless described below, there are no family relationships among any of the directors and officers.

Name	Age	Position(s)
Elorian Landers. .	54	President and Director
Richard Twardowski	42	Secretary, Treasurer, VP Operations, and Director
John E. Weaver . .	56	Director

ELORIAN LANDERS has served as our President and a Director since 1998. He has been the Chief Executive Officer and a Director of our parent corporation, Group Management Corp., since December 1999. Mr. Landers holds a B.A. in Advertising from Art Center College in Pasadena, California. He also attended Texas A&M University, where he studied architecture.

RICHARD TWARDOWSKI has served as our Secretary, Treasurer, VP Operations, and as a Director since 2002. He has served as a consultant to our parent corporation, Group Management Corp., since 1999. Prior to joining Group Management, Mr. Twardowski was a founder of a regional construction company.

JOHN E. WEAVER joined our Board of Directors in 2002. Mr. Weaver is currently, and has served since 1992 as, the President of John Weaver Design, Inc., a graphic communications firm in Houston, Texas.

ITEM 6. EXECUTIVE COMPENSATION

Executive Officers and Directors

Our executive officers and directors are employed by our parent company, Group Management Corp. None of our executive officers or directors receives any compensation from us.

Summary Compensation Table

The Summary Compensation Table shows certain compensation information for services rendered in all capacities for the fiscal years ended December 31, 2000 and 2001. Other than as set forth herein, no executive officer's salary and bonus exceeded $100,000 in any of the applicable years. The following information includes the dollar value of base salaries, bonus awards, the number of stock options granted and certain other compensation, if any, whether paid or deferred.

		Annual Compensation			Long Term Compensation		
					Awards		Payo
NAME AND PRINCIPAL POSITION	YEAR	SALARY ($)	BONUS ($)	OTHER ANNUAL COMPENSATION ($)	RESTRICTED STOCK AWARDS($)	SECURITIES UNDERLYING OPTIONS SARS(#)	LT Pay ($
Elorian Landers	2000	-0-	-0-	-0-	-0-	-0-	-0
	2001	-0-	-0-	-0-	-0-	-0-	-0
Richard Twardowski	2000	-0-	-0-	-0-	-0-	-0-	-0
	2001	-0-	-0-	-0-	-0-	-0-	-0
John E. Weaver	2000	-0-	-0-	-0-	-0-	-0-	-0
	2001	-0-	-0-	-0-	-0-	-0-	-0

OPTION/SAR GRANTS IN LAST FISCAL YEAR
(INDIVIDUAL GRANTS)

NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS/SARS GRANTED (#)	PERCENT OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE ($/SH)	EXPIRATIO
Elorian Landers	-0-	N/A	N/A	N/A
Richard Twardowski	-0-	N/A	N/A	N/A
John E. Weaver	-0-	N/A	N/A	N/A

AGGREGATED OPTIONS/SAR EXERCISES IN LAST FISCAL YEAR
AND FY-END OPTION/SAR VALUES

NAME	SHARES ACQUIRED ON EXERCISE(#)	VALUE REALIZED($)	NUMBER OF UNEXERCISED SECURITIES UNDERLYING OPTIONS/SARS AT FY-END(#) EXERCISABLE/UNEXERCISABLE	VA
Elorian Landers	-0-	N/A	N/A	
Richard Twardowski	-0-	N/A	N/A	
John E. Weaver	-0-	N/A	N/A	

ITEM 7. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On July 25, 2002, we issued 1,000 shares of our common stock to our parent corporation, Group Management Corp., for cash consideration equal to $1,500.

Our parent corporation, Group Management Corp., intends to spin-off our corporation following the effectiveness of this Form 10-SB registration statement and the completion of certain other corporate actions required to effect the spin-off. Group Management Corp. shareholders of record as of June 30, 2002 will receive one share of our common stock for every two shares of common stock of Group Management Corp. held by them as of the record date.

ITEM 8. DESCRIPTION OF SECURITIES

Our authorized capital stock consists of 100,000,000 shares of common stock, par value $0.001, and 5,000,000 shares of preferred stock, par value $0.001. As of September 15, 2002, there are 1,000 shares of our common stock issued and outstanding, and no shares of preferred stock issued or outstanding.

COMMON STOCK. Each shareholder of our common stock is entitled to a pro rata share of cash distributions made to shareholders, including dividend payments. The holders of our common stock are entitled to one vote for each share of record on all matters to be voted on by shareholders. There is no cumulative voting with respect to the election of our directors or any other matter. Therefore, the holders of more than 50% of the shares voted for the election of those directors can elect all of the directors. The holders of our common stock are entitled to receive dividends when and if declared by our Board of Directors from funds legally available therefore. Cash dividends are at the sole discretion of our Board of Directors. In the event of our liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets remaining available for distribution to them after payment of our liabilities and after provision has been made for each class of stock, if any, having any preference in relation to our common stock. Holders of shares of our common stock have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to our common stock.

DIVIDEND POLICY. We have never declared or paid a cash dividend on our capital stock. We do not expect to pay cash dividends on our common stock in the foreseeable future. We currently intend to retain our earnings, if any, for use in our business. Any dividends declared in the future will be at the discretion of our Board of Directors and subject to any restrictions that may be imposed by our lenders.

PREFERRED STOCK. We are authorized to issue 5,000,000 shares of preferred stock, par value $0.001, of which no such shares are issued and outstanding. We have not designated the rights and preferences of our preferred stock. The availability or issuance of these shares could delay, defer, discourage or prevent a change in control.

TRANSFER AGENT. The transfer agent for our common stock is Computershare Trust, 12039 W. Alameda Pkwy., Suite Z-2, Denver, CO 80228, telephone number (303) 986-5400.

PART II

ITEM 1. MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY AND OTHER SHAREHOLDER MATTERS

Our securities are not listed for trading on any exchange or quotation service. We are not required to comply with the timely disclosure policies of any exchange or quotation service. The requirements to which we would be subject if our securities were so listed typically included the timely disclosure of a material change or fact with respect to our affairs and the making of required filings. Although we are not required to deliver an annual report to security holders, we intend to provide an annual report to our security holders, which will include audited financial statements.

There are no outstanding options or warrants to purchase, or securities convertible into, shares of our common stock. None of our outstanding common stock can be sold pursuant to Rule 144 under the Securities Act. The number of holders of record of shares of our common stock is one (1).

There have been no cash dividends declared on our common stock. Dividends are declared at the sole discretion of our Board of Directors.

The Securities Enforcement and Penny Stock Reform Act of 1990 requires additional disclosure relating to the market for penny stocks in connection with trades in any stock defined as a penny stock. The Commission has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to a few exceptions which we do not meet. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated therewith.

ITEM 2. LEGAL PROCEEDINGS

We are not a party to or otherwise involved in any legal proceedings. Our parent corporation, Group Management Corp., is a party to several lawsuits that may have a material adverse effect on their operations and ability to continue as a going concern. A full description of those lawsuits can be found in the Group Management Corp. Annual Report on Form 10-KSB filed with the Securities and Exchange Commission on May 2, 2002.

ITEM 3. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS

There have been no disagreements with our accountants required to be disclosed pursuant to Item 304 of Regulation S-B.

ITEM 4. RECENT SALES OF UNREGISTERED SECURITIES

On July 25, 2002, we issued 1,000 shares of our common stock to our parent corporation, Group Management Corp., for cash consideration equal to $1,500. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investor was accredited. The shares were restricted in accordance with Rule 144.

ITEM 5. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Article Seven of our Articles of Incorporation provides that officers and directors shall have no personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as an officer or director. This provision does not eliminate or limit the liability of an officer or director for acts or omissions that involve intentional misconduct, fraud, or a knowing violation of law or the payment of distributions in violation of Nevada Revised Statute section 78.300.

Our bylaws do not further address indemnification.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

PART F/S

The following financial statements are provided herein:

INDEX TO FINANCIAL STATEMENTS
GEEWHIZ, INC.

Annual Audited Financial Statements

Interim Unaudited Financial Statements

11

PART III

ITEM 1. INDEX TO EXHIBITS

ITEM NO	DESCRIPTION
3.1	Articles of Incorporation of IVG Product Technologies, Inc., a Nevada corporation
3.2	Articles of Incorporation of IVG Product Technologies, Inc., a Texas corporation
3.3	Articles of Merger of IVG Product Technologies, Inc., a Texas corporation into IVG Product Technologies, Inc. a Nevada Corporation
3.4	Certificate of Amendment of Articles of Incorporation of IVG Product Technologies, a Nevada corporation
3.5	Bylaws of IVG Product Technologies, Inc., a Nevada corporation
99.1	Certification as Adopted Pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act
99.2	Certification as Adopted Pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act

ITEM 2. DESCRIPTION OF EXHIBITS

Not Applicable.

12

GEEWHIZ.COM

AUDITED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER, 2001 AND 2000
WITH REPORT OF INDEPENDENT AUDITORS

13

TABLE OF CONTENTS

PAGE

14

WRINKLE, GARDNER & COMPANY, P.C.
CERTIFIED PUBLIC ACCOUNTANTS
211 E. Parkwood, Suite 100
Friendswood, Texas 77546
(281) 992-2200

Report of Independent Auditors

Board of Directors
Gee Whiz, Inc.

We have audited the accompanying balance sheets of Gee Whiz, Inc. (a Nevada corporation) as of December 31, 2001 and 2000, and the related statements of operations, changes in shareholders' equity and cash flows for the two years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with U. S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Gee Whiz, Inc. as of December 31, 2001 and 2000, and the results of its operations and its cash flows for the two years then ended in conformity with U. S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As described in Note 7 to the financial statements, conditions exist which raise substantial doubt about the Company's ability to continue as a going concern unless it is able to generate sufficient cash flows to meet its obligations and sustain its operations. Those conditions raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Wrinkle, Gardner & Company, P.C.

Wrinkle, Gardner & Company, P.C.

Friendswood, Texas
August 6, 2002

GEEWHIZ.COM
BALANCE SHEET

	DECEMBER 31 2001	2000
ASSETS		
CURRENT ASSETS		
Cash	$ 2,580	$ 12,258
Accounts receivable, net	6,545	27,034
Inventories.	89,186	77,939
Total current assets	98,311	117,231
PROPERTY AND EQUPMENT, at cost		
Equipment.	109,069	108,556
Office furniture and fixtures...	31,301	31,431
Automobiles.	41,857	0
Less: Accumulated depreciation..	(123,956)	(95,446)
	58,271	44,541
OTHER ASSETS	272,862	261,662
Total assets	$ 429,444	$ 423,434
LIABILITIES AND SHAREHOLDERS EQUITY		
CURRENT LIABILITES		
Accounts payable and accrued expenses.	$ 229,301	$ 137,192
Due to related party	720,793	595,329
Notes payable.	88,553	49,785
Total current liabilities.	1,038,647	782,306
SHAREHOLDERS EQUITY		
Additional paid in capital	2,132,297	2,132,297
Accumulated deficit.	(2,741,500)	(2,491,169)
Total shareholders' equity	(609,203)	(358,872)
Total liabilities and		

shareholders' equity	$ 429,444	$ 423,434

See accompanying summary of accounting policies and notes financial statements.

GEEWHIZ.COM
STATEMENTS OF OPERATIONS

	YEAR ENDED DECEMBER 31	
	2001	2000
Revenue		
Product sales.	$ 574,826	$ 396,300
Cost of good sold	356,071	298,742
Operating Expenses		
Selling, general and administrative.	412,788	470,984
Depreciation and amortization expense.	53,310	28,271
Interest expense	2,988	2,907
Total operating expenses. . . .	469,086	502,162
Other income (expense):	0	8,000
Net income (loss).	$(250,331)	$(396,604)

See accompanying summary of accounting policies and notes financial statements.

GEEWHIZ.COM
STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

	Additional Paid-in Capital	Accumulated Deficit	Tota
Balance, December 31, 1999	$1,972,089	$ (2,094,565)	$ (122,
Additional paid in capital contributions	160,208		160,
Net loss for 2000		(396,604)	(396,

Balance, December 31, 2000	2,132,297	(2,491,169)	(358,
Net loss for 2001		(250,331)	(250,
Balance, December 31, 2001	$ 2,132,297	$ (2,741,500)	$ (609,

See accompanying summary of accounting policies and notes financial statements.

18

	Year Ended 2001
OPERATING ACTIVITIES:	
Net income (loss)	$ (250,331)
Adjustments to reconcile net (loss) to net cash provided by (used in) operating activities:	
Depreciation and amortization	53,310
Changes in operating assets & liabilities:	
Accounts receivable.	20,489
Inventory.	(11,247)
Other assets	0
Accounts payable and accrued expenses.	92,109
Net cash (used in) operating activities	(95,670)
INVESTING ACTIVITIES:	
Capital expenditures	(42,240)
Note receivable	(36,000)
Net cash (used in) investing activities.	(78,240)
FINANCING ACTIVITIES:	
Related party	125,464
Notes payable.	38,768
Additional paid in capital	0
Net cash provided by financing activities .	164,232
(DECREASE) INCREASE IN CASH	(9,678)
CASH AT BEGINNING OF YEAR	12,258
CASH AT END OF YEAR	$ 2,580
Supplemental cash flow information:	
Cash paid for interest	$ 2,988

See accompanying summary of accounting policies and notes financial statements.

GEEWHIZ.COM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001

NOTE 1 - ORGANIZATION AND PRESENTATION

On March 9, 2001, IVG Corp changed its name from Internet Venture Group, Inc. to IVG Corp. and its state of incorporation from Florida to Delaware. The name change and reincorporation were accomplished by merging Internet Venture Group, Inc., a Florida corporation, into IVG Corp., a Delaware corporation formed for the purpose of these transactions. Each issued and outstanding share of common stock of Internet Venture Group, Inc. was automatically converted in the merger into one share of common stock of IVG Corp. The Company was incorporated in the state of Florida on March 19, 1987 under the name Sci Tech Ventures, Inc. and changed its name to Strategic Ventures, Inc. in May 1991. On October 18, 1999, Strategic Ventures, Inc. changed its name to Internet Venture Group, Inc. (IVG). Effective December 31, 1999, acquired all issued and outstanding shares of GeeWhiz.com, Inc. (the "Company") (a Texas Corporation) for 1,326,870 shares of the Company's stock by the purchase method. For accounting purposes, the acquisition was treated as a reverse acquisition (a recapitalization of GeeWhiz.com), with GeeWhiz.com, Inc. as the acquirer and Strategic Ventures, Inc. as the acquiree. The acquisition qualified as a reverse acquisition because the officers and directors of GeeWhiz.com assumed management control of the resulting entity and the value and ownership interest received by current GeeWhiz.com, Inc. stockholders exceeded that received by Strategic Ventures, Inc. In December 2001, the company changed its name to Group Management Corp. (GPMT). The Company currently operates as a division of GPMT, which is traded on the OTCBB under the symbol "GPMT". There is currently no common stock, preferred stock, options or warrants of the Company outstanding. As discussed in Note 8 below, GPMT is involved in litigation which could have a material adverse affect on the Company should it be held liable.

The primary business of the Company is the development, acquisition, marketing and distribution of proprietary products as specialty products and items for the worldwide gift, novelty and souvenir industries.

The Company's fiscal year-end is December 31.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements are presented on the accrual method of accounting in accordance with U. S. generally accepted accounting principles. Significant principles followed by the Company and the methods of applying those principles, which materially affect the determination of financial position and cash flows, are summarized below:

Cash and Cash Equivalents

The Company considers all highly-liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Inventories

Inventories are stated at cost, determined using the first-in, first-out (FIFO) method, which is not in excess of market. Finished products comprise all of the Company's inventories.

Property and Equipment

Property and equipment is stated at cost. The cost of ordinary maintenance and repairs is charged to operations while renewals and replacements are capitalized. Depreciation is computed on the straight-line method over the following estimated useful lives:

Automobiles - 4 years
Equipment - 2 to 5 years
Office furniture and fixtures - 5 years

Patents, Trademarks and Licenses

The Company capitalizes certain legal costs and acquisition costs related to patents, trademarks, and licenses. Accumulated costs are amortized over the lesser of the legal lives or the estimated economic lives of the proprietary rights, generally seven to ten years, using the straight-line method and commencing at the time the patents are issued, trademarks are registered or the license is acquired.

Revenue Recognition

Product sales are sales of on-line products and specialty items. Revenue is recognized at the time products are shipped, as this is the point at which customers are liable to the Company for products ordered. The customer may return items if they are found to be defective. Returns are usually minimal. Other revenue and commission income is recognized when the earnings process has been completed.

Income Taxes

The Company accounts for income taxes under SFAS No. 109, which requires the asset and liability approach to accounting for income taxes. Under this method, deferred tax assets and liabilities are measured based on differences between financial reporting and tax bases of assets and liabilities using enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse.

Fair Value of Financial Instruments

The carrying amount of cash, accounts receivable, accounts payable and accrued expenses are considered to be representative of their respective fair values because of the short-term nature of these financial instruments. The carrying amount of the notes payable are reasonable estimates of fair value as the loans bear interest based on market rates currently available for debt with similar terms.

Use of Estimates

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

Recent Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board issued SFAS No. 141, "Business Combinations," and SFAS No. 142, "Goodwill and Other Intangible Assets." Under these new standards, all acquisitions subsequent to June 30, 2001 must be accounted for under the purchase method of accounting, and purchased goodwill is no longer amortized over its useful life. Rather, goodwill will be subject to a periodic impairment test based on its fair value. SFAS 142 is effective for fiscal years beginning after December 15, 2001, although earlier adoption is permitted. The company does not expect that the adoption of these standards will have a material impact on its financial statements.

In October 2001, the Financial Accounting Standards Board issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS 144 supersedes SFAS 121. SFAS 144 primarily addresses significant issues relating to the implementation of SFAS 121 and develops a single model for long-lived assets to be disposed of, whether primarily held, used or newly acquired. The provisions of SFAS 144 will be effective for fiscal years beginning after December 15, 2001. The Company will apply this standard beginning in 2002. The Company does not expect that the adoption of this standard will have a material impact on its financial statements.

NOTE 3 - OTHER ASSETS

At December 31, 2001, other assets consisted of the following:

	Historical Cost	Accum. Amort.	Book Valu
Licensing, patents, trademarks.	$ 364,846	$ 127,984	$ 236,86
Other assets (note receivable)	36,000	-	36,00
	$ 400,846	$ 127,984	$ 272,86

At December 31, 2000, other assets consisted of the following:

	Historical Cost	Accum. Amort.	Book Valu
Licensing, patents, trademarks.	$ 364,846	$ 103,184	$ 261,66

NOTE 4 - NOTES PAYABLE

Notes payable consisted of the following:

	December 31	
	2001	20
Borrowings against a $50,000 line-of-credit agreement with a financial institution, secured by a general security agreement covering substantially all assets of the Company, bearing an interest rate of 6.75%, due on demand or May 2002 if no demand is made	$49,158	$49
Note payable to financing company, secured by 2001 GMC Yukon, bearing an interest rate of 3.9%, monthly principal and interest payments of $895, due December 2005	39,395	
	$ 88,553	$49

NOTE 5 - INCOME TAXES

There has been no provision for U.S. federal, state, or foreign income taxes for any period because the Company has incurred losses in all periods and for all jurisdictions.

Deferred income taxes reflect the net tax affects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of deferred tax assets are as follows:

	December 31	
	2001	20
Deferred tax assets:		
Net operating loss carryforwards	$2,741,500	$2,4
Valuation allowance for deferred tax assets	(2,741,500)	(2,4
Net deferred tax assets	$ 0	$

Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. The Company had net operating loss carryforwards for federal income tax purposes of approximately $2,741,500 and $2,491,169 as of December 31, 2001 and 2000, respectively. These carryforwards, if not utilized to offset taxable income begin to expire in 2003. Utilization of the net operating loss may be subject to substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitation could result in the expiration of the net operating loss before utilization.

23

NOTE 6 - COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company is involved in several operating leases including leases for office and warehouse space, telecommunication services, and screen printers. The lease commitments are as follows:

o Office and warehouse facilities are leased for a minimum monthly payment of $6,719. The lease expires November 2005.

o The Company leases two screen printers. One lease requires a minimum monthly payment of $130 and expires August 2002 and the other requires a minimum monthly payment of $600 and expires August 2004.

Rent expense for the years ended December 31, 2001 and 2000, was $96,481 and $63,331, respectively.

Future minimum lease payments for each of the years ended December 31 are as follows:

2002	$ 88,868
2003	87,828
2004	85,428
2005	73,909
	$ 336,033

NOTE 7 - GOING CONCERN

The accompanying financial statements have been prepared in conformity with U.S. generally accepted accounting principles, which contemplates continuation of the Company as a going concern. The Company has incurred substantial operating losses. As shown in the financial statements, the Company incurred net losses of $250,331 on gross sales of $574,826 for the year ended December 31, 2001. These factors indicate there is substantial doubt about the Company's ability to continue as a going concern. The future success of the Company is likely dependent on its ability to obtain additional capital to develop its proposed products and ultimately, upon its ability to attain future profitable operations. There can be no assurance that the Company will be successful in obtaining such financing, or that it will attain positive cash flow from operations.

24

NOTE 8 - RELATED PARTY LEGAL PROCEEDINGS

Group Management Corp. is currently involved in the legal proceedings described below. While the Company has not been named in these actions, substantially all tangible assets of GPMT are on the Company's books since it is a division of GPMT. The plaintiffs may pursue the Company in legal proceedings should the actions against GPMT fail.

CONVERTIBLE NOTE HOLDERS. On February 2, 2001, GPMT issued $1.1 million of convertible notes to four investors in a private placement. The convertible notes mature on January 1, 2003 and bear interest at the rate of 6% per year. The events of default under the notes are described in this report under the section captioned "Convertible Notes".

As part of the financing transactions involving the convertible notes, GPMT agreed to file a registration statement for the resale by the note holders of the common stock underlying the convertible notes and to have the registration statement declared effective by June 17, 2001. The registration statement was not declared effective by June 17, 2001 and has not been declared effective as of the time of the filing of this report.

On September 10, 2001, GPMT entered into a Security Agreement with the noteholders and certain of its shareholders, including Elorian Landers, the chief Executive Officer and a director, and Thomas L. McCrimmon, a director. Under the Security Agreement, Mr. Landers and his wife pledged 150,000 shares of common stock, Mr. McCrimmon pledged 10,900 shares of common stock and other shareholders pledged 89,250 shares of common stock, all as security for obligations under the financing agreements with the noteholders. As part of this agreement, the note holders waived the default and penalties under the convertible notes for failure to make the registration statement effective by June 17, 2001, provided that GPMT file an amendment to the registration statement by October 20, 2001 and cause the registration statement to be declared effective by December 10, 2001. The note holders also lent GPMT an additional $55,000 and GPMT signed a promissory note agreeing to repay this amount by the earlier of December, 2001 or the occurrence of an event of default under the Security Agreement.

On February 7, 2002, the convertible note holders declared a default on the notes for failure to have the registration statement declared effective and made demand for payment of the convertible notes and promissory notes. In addition, the collateral agent under the Security Agreement released 239,400 shares of stock to the convertible note holders. The note holders further requested that GPMT deliver an opinion to the transfer agent so that they would be able to sell in the public markets under SEC Rule 144 the shares released by the collateral agent and have the shares reissued in the note holders' names. One of the note holders has also submitted a notice to convert a portion of its notes into common stock. Because of certain disputes with the note holders, GPMT has not complied with these requests.

On or about March 21, 2002, Alpha Capital Aktiengesellschaft, Amro International, S. A., Markham Holdings, LTD, and Stonestreet Limited Partnership, the holders of the convertible notes, filed a complaint in United States District Court for the Southern District of New York naming GPMT , Elorian Landers and his wife as defendants. In their complaint, the note holders allege, among other things, the following:

25

o fraud in connection with the sale of the convertible notes resulting from alleged misrepresentations as to GPMT's cash position;

o breach of contract on the notes for failure to have an effective registration statement covering the resale of the common stock underlying the notes;

o failure to honor conversion requests;

- failure to repay the convertible notes and promissory notes and ;
- anticipatory breach of contract on the notes.

In their complaint, the noteholders assert monetary damages and seek relief (i) in the amount of $1,155,000 plus interest, liquidated damages and attorneys fees and other costs of enforcement for the breach of contract on the notes, (ii) unspecified monetary damages for failure to cause the registration statement to be effective and failure to take the steps necessary for the noteholders to sell the shares under the Security Agreement pursuant to Rule 144, and (iii) unspecified damages for failure to honor conversion notices. In addition, the noteholders are seeking an order directing GPMT to (i) cause the registration statement to be effective, (ii) to enforce conversion of the notes into common stock, and (iii) to have GPMT and the Landers' take necessary actions to permit plaintiffs to sell the common stock received from the collateral agent under Rule 144.

SWAN

In March 2002, GPMT was served with a lawsuit brought by Swan Magnetics, Inc. in the Superior Court of the state of California, County of Santa Clara. The only defendant in the action is GPMT.

The Complaint alleges, among other things, that GPMT breached its obligations under a promissory note in the principal amount of $2,843,017, that GPMT has breached its obligations under a series of settlement documents entered into between Swan and GPMT, and that GPMT has interfered with contractual relationships between Swan and certain third parties. The total relief sought by Swan is $3,040,000, plus interests, costs and punitive damages.

In separate correspondence, Mr. Eden Kim has alleged that GPMT never owned a majority interest in Swan Magnetics, Inc.

GPMT is vigorously defending this lawsuit although GPMT believes that the action lacks merit. The case is at a stage where no discovery has been taken and no prediction can be made as to the outcome of this case.

GEEWHIZ.COM
BALANCE SHEET (UNAUDITED)
JUNE 30, 2002

ASSETS	
CURRENT ASSETS	
Cash and Cash equivalents	$ 21,362
Accounts receivable - net of $15,000 allowance for bad debts	4,001
Inventories	60,635
Total current assets	85,998

PROPERTY AND EQUIPMENT, at cost	
Equipment	109,169
Office furniture and fixtures	31,301
Automobiles	41,857
Less: Accumulated depreciation	(148,956)
	33,371
OTHER ASSETS, net	236,862
Total assets	$ 356,231

LIABILITIES AND STOCKHOLDERS EQUITY	
CURRENT LIABILITIES	
Accounts payable and accrued expenses	$ 216,248
Due to related party	700,282
Notes payable	188,129
Total current liabilities	1,104,659
SHAREHOLDERS EQUITY	
Additional paid in capital	2,132,297
Accumulated deficit	(2,880,725)
Total shareholders' equity	(748,428)
Total liabilities and shareholders' equity	$ 356,231

See accompanying note.

27

GEEWHIZ.COM
STATEMENTS OF OPERATIONS (UNAUDITED)

	FOR THE SIX MONTHS ENDED JUNE 30		FOR THE THREE MON JUNE 30	
	2002 (UNAUDITED)	2001 (UNAUDITED)	2002 (UNAUDITED)	
REVENUES:				
Sales	$ 120,763	$ 427,595	$ 76,421	$
Total revenues	120,763	427,595	76,421	
COSTS AND EXPENSES:				
Cost of goods sold	81,587	336,706	34,398	
Selling, general and administrative	151,341	204,980	48,116	
Depreciation and amortization expense	25,000	27,028	12,500	

Interest expense		2,060		1,917		669	
Total costs and expenses		259,988		570,631		95,683	
NET INCOME (LOSS)	$	(139,225)	$	(143,036)	$	(19,262)	$

See accompanying note.

28

GEEWHIZ.COM
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)
FOR THE PERIOD FROM DECEMBER 31, 2001 TO JUNE 30, 2002

		Additional Paid in Capital		Accumulated Deficit		Total
Balance, December 31, 2001	$	2,132,297	$	(2,741,500)	$	(609,203)
Net loss for six months ended June 30, 2002				(139,225)		(139,225)
Balance, June 30, 2002	$	2,132,297	$	(2,880,725)	$	(748,428)

See accompanying note.

29

GEEWHIZ.COM
STATEMENTS OF CASH FLOWS (UNAUDITED)

	FOR THE SIX MONTHS ENDED JUNE 30				
	2002 (UNAUDITED)		2001 (UNAUDITED)		(UN
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net (loss)	$	(139,225)	$	(143,036)	$
Adjustments to reconcile net (loss) to net cash provided by (used in) operating activities:					
Depreciation and amortization		25,000		27,028	
Changes on operating assets and liabilities:					
Accounts receivable		2,544		(110,590)	
Inventory		28,551		16,097	
Other assets		36,000		0	

Accounts payable and accrued expenses	(13,053)	29,320	
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(60,183)	(181,181)	
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of equipment	(100)	(1,113)	
Note receivable	0	(36,000)	
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(100)	(37,113)	
CASH FLOWS FROM FINANCING ACTIVITIES:			
Cash overdraft	0	0	
Related party	(20,511)	240,350	
Notes payable	99,576	(32,300)	
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	79,065	208,050	
Increase (decrease) in cash	18,782	(10,244)	
Cash at beginning of period	2,580	12,258	
Cash at end of period	$ 21,362	$ 2,014	$

See accompanying note.

30

GEEWHIZ.COM
NOTE TO CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2002

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10 and Item 310 of Regulation S-B. Accordingly, they do not include all of the information and footnotes required for generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisiting of normal recurring accruals) considered necessary fo ra fiar presentation have been included. Operating results for the six-and three-month periods ended June 30, 2002 are not necessarily indicative of the results that may be expected for the year ended December 31, 2002. These financial statements should be read in conjunction with the Companys audited financial statements for the year ended December 31, 2001.

31

SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 26, 2002 GEEWHIZ, INC.

/s/ Elorian Landers

By: Elorian Landers
Its: President

32