GPN NETWORK INC
Form 10QSB
May 15, 2003

FORM 10-QSB

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

(X) Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2003

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 Number: 033-05384

GPN Network, Inc.
(Exact name of Registrant as specified in its charter)

Delaware	13-3301899
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1901 Avenue of the Stars, Ste. 1950, Los Angeles, California	90067
(Address of principal executive offices)	Zip Code

Registrant's telephone number, including area code (310) 286-2211

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether 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 twelve 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 X No

The number of shares outstanding of Registrant's common stock as of May 13, 2003 was 23,681,297.

GPN NETWORK, INC. AND SUBSIDIARIES

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ITEM 1. FINANCIAL STATEMENTS

GPN Network, Inc. and Subsidiaries
Consolidated Balance Sheet

	March 31, 2003

Assets

Current assets	
Cash and cash equivalents	$ 19
Total current assets	19
Total assets	$ 19

Liabilities and Stockholders' Deficit

Current liabilities	
Accounts payable and accrued liabilities	$ 143,404
Note payable to affiliate	54,987
Promissory note to shareholder	70,280
Net liabilities of discontinued operations	455,000
Total current liabilities	723,671
Commitments and Contingencies	
Stockholders' deficit	
Preferred stock, 0.001 par value: 10,000,000 shares authorized, no shares outstanding	
Common stock, $0.001 par value; 50,000,000 shares authorized, 16,152,897 shares issued and outstanding	16,153
Additional paid-in capital	3,431,831
Accumulated deficit	(4,171,636)
Total stockholders' deficit	(723,652)
Total liabilities and stockholders' deficit	$ 19

See accompanying notes to consolidated financial statements.

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GPN Network, Inc. and Subsidiaries
Consolidated Statements of Operations

	For the Three Months Ended March 31, 2003	For the Three Months Ended March 31, 2002
Revenues	$ --	$ --
Operating expenses:		
Employee compensation	--	--
Selling, general and administrative expenses	3,792	50,489
Total operating expenses	3,792	50,489

Operating loss	(3,792)	(50,489)
Other income (expense):		
Interest income (expense)	(1,820)	(1,802)
Total other income (expense)	(1,820)	(1,802)
Loss before income taxes	(5,612)	(52,291)
Provision for income taxes	800	1,600
Net loss	$ (6,412)	$ (53,891)
Basic and diluted loss per common share	$ --	$ --
Basic and diluted weighted average common shares outstanding	16,152,597	15,789,008

See accompanying notes to consolidated financial statements

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GPN Network, Inc and Subsidiaries
Consolidated Statements of Cash Flows

	For the Three Months Ended March 31, 2003 (Unaudited)	For the Three Months Ended March 31, 2002 (Unaudited)
Cash flows from operating activities:		
Net loss	$ (6,412)	$ (53,891)
Adjustments to reconcile net to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	2,866	26,851
Net cash provided by (used in) continuing operating activities	(3,546)	(27,040)
Net cash provided by (used in) discontinued operating activities	--	(103,185)
Total net cash provided by (used in) operating activities	(3,546)	(130,225)

Cash flows from financing activities:		
Proceeds from note payable - shareholder	3,550	--
Principal payment of note payable - shareholder	--	(11,000)
Proceeds from note payable - affiliate	--	--
Repurchase of common stock	--	--
Proceeds from the sale of common stock, net of offering costs	--	138,776
Net cash provided by financing activities	3,550	127,776
Net increase (decrease) in cash	4	(2,449)
Cash at beginning of period	15	5,275
Cash at end of period	$ 19	$ 2,826

See accompanying notes to consolidated financial statements.

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GPN Network, Inc. and Subsidiaries
Notes to Consolidated Financial Statements

NOTE 1 - BASIS OF PRESENTATION

The financial statements of GPN Network, Inc. ("GPN" or the "Company") for the three months ended March 31, 2003 are unaudited. Certain information and note disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted. These financial statements should be read in conjunction with the audited financial statements and notes thereto included in GPN's Form 10-KSB as of and for the period ended December 31, 2002. In the opinion of management, the financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial position of GPN for the periods presented. The interim operating results may not be indicative of operating results for the full year or for any other interim periods.

NOTE 2 - THE COMPANY

GPN Network, Inc. is a Delaware corporation and, until July 2001, was engaged in the business, through its subsidiaries, affiliates and strategic alliances, of assisting unaffiliated early-stage development and small to mid-sized emerging growth companies with financial and business development services, including raising capital in private and public offerings. During 2001, due in large part to the decreased availability of investment capital to the Company's target market of Internet related, small growth companies, GPN failed to meet its revenue targets. On July 27, 2001, a majority interest in the Company was acquired by a private investor, and the Company installed new management and adopted a new business plan. The immediate action taken regarding this new business plan was to discontinue the Company's current operations effective July 27, 2001. The Company's principal activities are directed to reducing its liabilities and seeking possible acquisitions.

The shares of common Stock of the Company are traded on the NASD OTC Bulletin Board under the symbol "GPNN". The Company is headquartered in Los Angeles, California.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries GPN Securities, Inc., and Dermedics, Inc. Both of these subsidiaries are inactive. All significant intercompany balances and transactions have been eliminated in consolidation.

Going Concern

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles which contemplate continuation of the Company as a going concern. The Company had an accumulated deficit of $4,171,636 as of March 31, 2003 and significant negative cash flows from operations for the twelve months ended December 31, 2002. These factors, along with the Company's lack of an operational history, among other matters, raise substantial doubt about its ability to continue as a going concern. The Company currently has no specific operational business plan and accordingly will depend completely on additional funds to finance its short-term operations. The successful outcome of future activities cannot be determined at this time and there are no assurances that if achieved, the Company will have sufficient funds to execute its intended business plan or generate positive operating results.

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Lease Liability

At March 31, 2003, the Company was in default of the terms of the lease of its corporate headquarters. The lease term ended March 31, 2002. The remaining amount due under the term of the lease has been accrued under accounts payable and accrued expenses.

Earnings Per Share

The Company calculates earnings per share in accordance with SFAS No. 128, "Earnings Per Share." Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of common shares assumed to be outstanding during the period of computation. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

The following potential common shares have been excluded from the computation of diluted net loss per share for all periods presented because the effect would have been anti-dilutive:

	For the Periods Ended March 31,	
	2003	2002

Options outstanding under the Company's stock option plans	632,125	632,125
Warrants issued in conjunction with the sale of common stock	4,722,244	4,722,244
Warrants issued to consultants for services rendered	20,125	20,125

NOTE 3 - STOCKHOLDERS' DEFICIT

Preferred Stock

The Company's articles of incorporation authorize up to 10,000,000 shares of $0.001 par value preferred stock. Shares of preferred stock may be issued in one or more classes or series at such time the Board of Directors determine. All shares of any series shall be equal in rank and identical in all respects. As of March 31, 2003, no preferred shares have been designated or issued.

Common Stock

At March 31, 2003, the Company's Chief Executive Officer beneficially owned 12,200,000 shares of common stock and warrants for the purchase of an additional 2,500,000 shares. Of these shares, GPN has entered into an Investor Rights Agreement granting the Chief Executive Officer certain registration rights with respect to 5,000,000 shares and the shares underlying the warrants.

NOTE 4 - CONTINGENCIES

At March 31, 2003, the Company was in default of the terms of the lease of its corporate headquarters. The lease term ended March 31, 2002. At March 31, 2003, the remaining amount due under the term of the lease of $123,492 has been accrued under net liabilities from discontinued operations.

On December 13, 2001, service of process was effectuated upon the Company with regard to a fee agreement between the Company and Silver and Deboskey, a Professional Corporation located in Denver, Colorado. On November 27, 2002, judgment was entered in favor of Silver & Deboskey in the amount of $28,091.

NOTE 5 - SUBSEQUENT EVENT

The Company's principal stockholder had advanced the Company an aggregate of $70,725 to finance the Company's working capital needs. As of May 12, 2003, said sum had accrued an aggregate of $4,559 in interest. On May 12, 2003, the principal stockholder transferred the right to receive such monies to a third party. Concurrently with the transfer, the Company issued 7,528,400 shares of its common stock to the third party in exchange for the cancellation of this indebtedness.

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

The following information should be read in conjunction with the financial statements and the notes thereto. The analysis set forth below is provided pursuant to applicable Securities and Exchange Commission regulations and is not intended to serve as a basis for projections of future events.

EXCEPT FOR HISTORICAL INFORMATION CONTAINED HEREIN, THE MATTERS DISCUSSED IN THIS FORM 10-QSB ARE FORWARD-LOOKING STATEMENTS THAT ARE SUBJECT TO CERTAIN RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE SET FORTH IN SUCH FORWARD LOOKING STATEMENTS. SUCH FORWARD-LOOKING STATEMENTS MAY BE IDENTIFIED BY THE USE OF CERTAIN FORWARD-LOOKING TERMINOLOGY, SUCH AS "MAY," "WILL," "EXPECT," "ANTICIPATE," "INTEND," "ESTIMATE," "BELIEVE"

OR COMPARABLE TERMINOLOGY THAT INVOLVES RISKS OR UNCERTAINTIES. ACTUAL FUTURE RESULTS AND TRENDS MAY DIFFER MATERIALLY FROM HISTORICAL AND ANTICIPATED RESULTS, WHICH MAY OCCUR AS A RESULT OF A VARIETY OF FACTORS. SUCH RISKS AND UNCERTAINTIES INCLUDE, WITHOUT LIMITATION, GPN NETWORK'S LIMITED OPERATING HISTORY AND DOUBT ABOUT ITS ABILITY TO CONTINUE AS A GOING CONCERN, THE UNPREDICTABILITY OF ITS FUTURE REVENUES AND LACK OF A BUSINESS PLAN, CONTINUED DEPLETION OF ITS ASSETS, THE ABILITY TO OBTAIN ADDITIONAL FUNDS, AND LACK OF A TRADING MARKET FOR ITS STOCK, . GPN NETWORK UNDERTAKES NO OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENT, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE. READERS SHOULD CAREFULLY REVIEW THE FACTORS SET FORTH IN OTHER REPORTS OR DOCUMENTS THAT GPN NETWORK FILES FROM TIME-TO-TIME WITH THE SEC.

Overview

RESULTS OF OPERATIONS - THREE MONTHS ENDED MARCH 31, 2003 COMPARED TO THREE MONTHS ENDED MARCH 31, 2002

Revenue

Because the Company discontinued its only revenue producing activity during 2001, there is no revenue shown on the consolidated statement of operations for the period ending March 31, 2003 or March 31, 2002. The Company is currently seeking an acquisition candidate to enhance stockholder value. While preliminary discussions are being held with one company, no agreement is in place and there can be no assurance one will result. Any such acquisition will likely involve substantial dilution to existing shareholders and/or a reverse stock split of the Company's outstanding common stock.

Employee Compensation

There was no employee compensation during the three months ended March 31, 2003 or March 31, 2002.

Selling, General and Administrative Expenses

Selling, general, and administrative expenses from continuing operations were $3,792 for the three months ended March 31, 2003, which is a 92% decrease from selling, general and administrative expenses of $50,489 for the three months ended March 31, 2002. The primary components of this amount for the three months ended March 31, 2003 were legal and accounting fees. The decrease was caused by decreased legal and accounting fees due to the Company's discontinuation of its business activities.

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Interest Income and Expense

Interest expense for the three months ended March 31, 2003 was $1,820. Interest income for the three months ended March 31, 2002 was $1,802. The net difference of $18 is due to higher balances during 2003 on the notes payable to shareholder and affiliate.

Net Loss

For the reasons stated above, the Company had a net loss of $6,412 for the three months ended March 31, 2003 which is an 88% decrease from the net loss of $53,891 for the three months ended March 31, 2002.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2003, the Company had $19 in current assets, all of which was cash. Also at March 31, 2003 current liabilities were $723,671 resulting in negative working capital of ($723,652). During the three months ended March 31, 2003, the Company used cash in its operating activities of $3,546. During the three months ended March 31, 2002, the Company used cash in its operating activities of $130,225.

The Company is currently inactive. There is no guarantee that the Company will locate or develop a viable business model, and there is no guarantee that the Company will be able to generate sufficient revenue to fund future operations. As a result, the Company expects its operations to continue to use net cash, and the Company may be required to seek additional debt or equity financings during the coming quarters. There can be no assurance that the Company will be able to consummate debt or equity financings in a timely manner on a basis favorable to the Company, or at all. The Company is currently engaged in preliminary discussions regarding possible business combinations or asset acquisitions but no definitive arrangements are yet in place and there can be no assurance that any transaction will be consummated.

The Company's principal stockholder had advanced the Company an aggregate of $70,725 to finance the Company's working capital needs. As of May 12, 2003, said sum had accrued an aggregate of $4,559 in interest. On May 12, 2003, the principal shareholder transferred the right to receive such monies to a third party. Concurrently with the transfer, the Company issued 7,528,400 shares of its common stock to the third party in exchange for the cancellation of this indebtedness.

Risk Factors

Because the Company is currently inactive and has no business plan, industry specific business risks and uncertainties cannot be ascertained.

The Company's securities involve a high degree of risk. Please carefully read this Annual Report for the Company's fiscal year ended December 31, 2002 in its entirety and seriously consider all of the factors and financial data that are herein disclosed, in particular, the specific risk factors described below.

THE AUDITOR'S REPORT CONTAINS A STATEMENT THAT THE COMPANY'S NET LOSS AND NEGATIVE CASH FLOWS RAISE SUBSTANTIAL DOUBT ABOUT ITS ABILITY TO CONTINUE AS A GOING CONCERN.

GPN has incurred losses and experienced negative operating cash flow since its formation. For the three months ended March 31, 2003 and the year ended December 31, 2002, GPN had a net loss of approximately $6,400 and $222,000, respectively, and negative cash flow from operations of approximately $3,500 and $153,000, respectively. GPN also had an accumulated deficit of approximately $4.2 million as of March 31, 2003. The Company expects to continue to incur operating and net losses and negative operating cash flow for the foreseeable future, and there is no assurance that the Company will ever achieve profitability or generate positive cash flow.

THE COMPANY HAS A LIMITED OPERATING HISTORY, IT CURRENTLY DOES NOT HAVE A BUSINESS PLAN AND IT MAY NEVER BE PROFITABLE.

GPN was incorporated in December 1999 and began generating revenue in the third quarter of 2000. As of July 2001, GPN discontinued its current operations. GPN currently does not have a business plan and there is no assurance that it will develop a business plan that will be successful. If the Company seeks to grow its business, then it expects that its operating expenses will increase. As a result, the Company will need to increase its revenue to become profitable, and if its revenue does not grow as expected, or increases in its expenses appreciably exceed its expectations, the Company may never achieve profitability or positive cash flow. If GPN does achieve profitability and/or positive cash flow, there can be no assurance that GPN will be able to sustain it or improve upon it on a quarterly or annual basis for future periods.

THE COMPANY HAS NO INCOME-PRODUCING OPERATIONS OR ASSETS, WHICH, AS A RESULT, WILL CAUSE A CONTINUING DEPLETION OF ITS ASSETS.

GPN presently has no income-producing operations or assets. Unless the Company develops a business plan that results in income-producing operations or assets or the Company enters into a business combination or acquisition of assets resulting in operational income, its assets will continue to be depleted.

THE COMPANY HAS NO PRESENT ARRANGEMENTS FOR A BUSINESS COMBINATION OR ASSET ACQUISITION.

While the Company is currently seeking an acquisition candidate, it has no present arrangements for a business combination or asset acquisition. While preliminary discussions are being held with one company, no agreement is in place and there is no assurance one will result. A business combination or asset acquisition will likely involve substantial dilution to existing stockholders and /or a reverse stock split of the company's outstanding common stock. Unless the Company can enter into such an arrangement, it will have to acquire additional capital to maintain its operations. Even if the Company were to enter into a business combination or asset acquisition, there is no assurance that the transaction will result in successful income-producing operations.

THERE IS NO ASSURANCE THAT GPN WILL BE ABLE TO OBTAIN ADDITIONAL FUNDS TO MAINTAIN OUR OPERATIONS.

To date, GPN has not generated significant revenue and it has limited cash liquidity and capital resources. GPN does not offer any products or services from which it can derive revenue. The Company currently does not have a business plan for its operations. GPN's future capital requirements will depend, in the near-term, completely on obtaining additional debt or equity funding from new or existing investors, which management believes may be insufficient to fund its capital expenditures, working capital and other cash requirements for the fiscal year ending December 31, 2003. Any equity financings would result in dilution to our then-existing stockholders. Furthermore, the possible sale of restricted shares issued and outstanding may, in the future, dilute the percentage of free-trading shares held by a stockholder or subsequent purchaser of GPN's securities in the market, and may have a depressive effect on the price of GPN's securities. Further, such sales, if substantial, might also adversely affect GPN's ability to raise additional equity capital in the future. Sources of debt financing may result in higher interest expense. There can be no assurance that these fund raising efforts will be successful. Any financing, if available, may be on terms unfavorable to us. The successful outcome of future activities cannot be determined at this time and there are no assurances that, if it can be achieved, the Company will have sufficient funds to execute a business plan or generate positive operating results. If adequate funds are not obtained, we may not be able to continue our operations.

SALES OF ADDITIONAL COMMON STOCK MAY ADVERSELY AFFECT ITS MARKET PRICE.

The sale or the proposed sale of substantial amounts of GPN's common stock in the public market could materially adversely affect the market price of its common stock or other outstanding securities. As of March 3, 2003, Todd Ficeto beneficially owned 12,200,000 shares of common stock and warrants for the purchase of an additional 2,500,000 shares. Of these shares, GPN has entered into an Investor Rights Agreement with respect to 5,000,000 shares and the shares underlying the warrants. The sale of a large amount of shares by Mr. Ficeto, or the perception that such sales may occur, could adversely affect the market price for GPN's common stock or other outstanding securities.

THE COST OF MAINTAINING THE REGISTRATION OF OUR STOCK UNDER SECTION 12(G) OF THE EXCHANGE ACT WILL CONTINUE TO DEPLETE THE COMPANY'S OVERHEAD AND ASSETS.

The cost of complying with the reporting requirements created by the registration of its common stock has been fairly substantial and the cost of continuing to file all necessary reports with the Securities and Exchange Commission and obtain the necessary accountings will continue to drain our capital reserves. These costs will continue to materially increase GPN's administrative overhead and accelerate the depletion of its assets.

THE REGISTRATION OF ADDITIONAL SHARES OF COMMON STOCK UNDER THE SECURITIES ACT WILL CAUSE FURTHER LOSSES.

In January 2002, GPN entered into an Investor Rights Agreement granting Todd Ficeto certain registration rights with respect to 5,000,000 shares of common stock and 2,500,000 shares of common stock underlying warrants. The Company expects that the legal, accounting, and other costs associated with the registration of those shares will be substantial and cause further losses.

THE COMPANY HAS NO PRESENT ARRANGEMENTS TO ACQUIRE ANY ADDITIONAL CAPITAL NEEDED TO CONTINUE OUR EXISTENCE.

The Company has no present arrangement under which it might acquire any additional capital needed to continue its existence. There is no assurance that it will be able to develop any such capital source.

THE MARKET PRICE FOR THE COMPANY'S COMMON STOCK MAY CONTINUE TO BE VOLATILE.

The market price for the Company's common stock reached a high of $3.50 per share during the first quarter of 2001 and a low of $0.01 per share during the fourth quarter of 2002. In addition, the Company's common stock has experienced volume fluctuations. These market fluctuations have adversely affected and may continue to adversely affect the market price of the Company's common stock. If the Company is unable to develop a business plan, the market price and volume of its common stock may also be materially adversely affected and the Company may experience difficulty in raising capital.

THERE IS NO ASSURANCE OF AN ESTABLISHED PUBLIC TRADING MARKET.

Although GPN's common stock trades on the NASD OTC Bulletin Board, a regular trading market for the securities may not be sustained in the future. The NASD has enacted recent changes that limit quotations on the OTC Bulletin Board to securities of issuers that are current in their reports filed with the Securities and Exchange Commission. The effect on the OTC Bulletin Board of these rule changes and other proposed changes cannot be determined at this time. the OTC Bulletin Board is an inter-dealer, over-the-counter market which provides significantly less liquidity than the NASD's automated quotation system (the "NASDAQ Stock Market"). Quotes for stocks included on the OTC Bulletin Board are not listed in the financial sections of newspapers as are those for the NASDAQ Stock Market. Therefore, prices for securities traded solely on the OTC Bulletin Board may be difficult to obtain and holders of common stock may be unable to resell their securities at or near their original offering price or at any price.

In the event that GPN's common stock is not included on the OTC Bulletin Board and does not qualify for the NASDAQ Stock Market, quotes for the securities may be included in the "pink sheets" for the over-the-counter market, which provides even less liquidity than the OTC Bulletin Board.

GPN'S COMMON STOCK IS CONSIDERED A "PENNY STOCK."

The Company's common stock is considered to be a "penny stock" because it meets one or more of the definitions in Securities and Exchange Commission Rules 15g-2 through 15g-6, Rules made effective on July 15, 1992. These include but are not limited to the following: (i) the stock trades at a price less than five dollars ($5.00) per share; (ii) it is NOT traded on a "recognized" national exchange; (iii) it is NOT quoted on the NASDAQ Stock Market, or even if so, has a price less than five dollars (5.00) per share; or (iv) is issued by a company with net tangible assets less than $2,000,000, if in business more than a continuous three years, or with average revenues of less than $6,000,000 for the past three years. The principal result or effect of being designated a "penny stock" is that securities broker-dealers cannot recommend the stock but must trade in it on an unsolicited basis.

BROKER-DEALER REQUIREMENTS MAY AFFECT TRADING AND LIQUIDITY.

Section 15(g) of the Securities Exchange Act of 1934, as amended, and Rule 15g-2 promulgated thereunder by the SEC require broker-dealers dealing in penny stocks to provide potential investors with a document disclosing the risks of penny stocks and to obtain a manually signed and dated written receipt of the document before effecting any transaction in a penny stock for the investor's account.

Potential investors in the Company's common stock are urged to obtain and read such disclosure carefully before purchasing any shares that are deemed to be "penny stock." Moreover, Rule 15g-9 requires broker-dealers in penny stocks to approve the account of any investor for transactions in such stocks before selling any penny stock to that investor. This procedure requires the broker-dealer to (i) obtain from the investor information concerning his or her financial situation, investment experience and investment objectives; (ii) reasonably determine, based on that information, that transactions in penny stocks are suitable for the investor and that the investor has sufficient knowledge and experience as to be reasonably capable of evaluating the risks of penny stock transactions; (iii) provide the investor with a written statement setting forth the basis on which the broker-dealer made the determination in (ii) above; and (iv) receive a signed and dated copy of such statement from the investor, confirming that it accurately reflects the investor's financial situation, investment experience and investment objectives. Compliance with these requirements may make it more difficult for investors in the Company's common stock to resell their shares to third parties or to otherwise dispose of them in the market or otherwise.

PART II - OTHER INFORMATION

GPN NETWORK, INC. AND SUBSIDIARIES

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities
None.

Item 4: Submission of Matters to a Vote of Securities Holders'
None.

Item 5: Other Information
None.

Item 6. Exhibits and Reports on Form 8-K

99.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002.

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, on May 13, 2003

GPN Network, Inc.

By: /s/ Todd M. Ficeto

Todd M. Ficeto
President, Chief Executive Officer

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Todd M. Ficeto, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of GPN Network, Inc.;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures 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 quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, 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 in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 13, 2003

/s/ TODD M. FICETO

Todd M. Ficeto
Chief Executive Officer

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CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Todd M. Ficeto, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of GPN Network, Inc.;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures 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 quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, 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 in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 13, 2003

/s/ TODD M. FICETO

Todd M. Ficeto
Chief Financial Officer

Exhibit 99.1

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 GPN Network, Inc. (the "Company") on Form 10-QSB for the period ending March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the date indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

(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 results of operations of the Company.

/S/ TODD M. FICETO

Todd M. Ficeto
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and
Principal Financial and Accounting Officer)
May 13, 2003