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EVOLVE ONE INC
Form 8-K
January 26, 2006

2
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) January 24, 2006

EVOLVE ONE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-26415

(Commission File Number)

13-3876100

(IRS Employer Identification No.)

P.O. Box 859, Tallevast, Florida

(Address of Principal Executive Offices)

34270

(Zip Code)

(941) 251-2720

(Registrant's Telephone Number, Including Area Code)

1000 Clint Moore Road, Suite 101, Boca Raton, Florida 33487

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 133-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

The Company has issued to Diversifax Inc., an affiliate of the Company's president, 3,253,875 common shares pursuant to its previously announced management agreement dated March 15, 2005. Inasmuch as the share issuance was to an affiliate of the Company, the issuance was exempt from registration under the Securities Act of 1933 by virtue of Section 4(2) of that Act.

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 hereunto duly authorized.

EVOLVE ONE, INC.

By: /s/ Irwin Horowitz

Irwin Horowitz, President

DATED: January 24, 2006