EVOLVE ONE INC
Form 10QSB
May 15, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

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

For Quarter Ended: MARCH 31, 2002

Commission File Number: 000-26415

EVOLVE ONE, INC.
(Exact name of small business issuer as specified in its charter)

DELAWARE	13-3876100
(State of Incorporation)	(IRS Employer ID No)

6413 CONGRESS AVENUE, SUITE 240, BOCA RATON, FL 33487
(Address of principal executive office)

(561) 988-0819
(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 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, par value $.00001 per share, as of March 31,2002 was 788,446,187.

Transitional Small Business Disclosure Format (Check one): Yes [ ] No [X].

Evolve One, Inc. and Subsidiaries

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Evolve One, Inc. and Subsidiaries

Consolidated Balance Sheet
March 31, 2002

Assets	
Current assets	
Cash and cash equivalents	$ 2,047,086
Accounts receivable	28,566
Marketable equity securities	854,004
Inventory	255,077
Other current assets	28,405
Deferred taxes	191,100
Total current assets	3,404,238
Property and equipment, net	402,636
Marketable equity securities	1,081,200
Other assets	11,758
	$ 4,899,832
Liabilities and stockholders' equity	
Current liabilities	
Accounts payable	$ 18,200
Accrued liabilities	7,597
Total current liabilities	25,797
Deferred income taxes	191,100
Commitments and contingencies	
Stockholders' equity	
Cumulative convertible preferred stock, $.0001 par value; authorized 10,000,000 shares; outstanding -0- shares	-
Common stock, $.00001 par value. Authorized 1,000,000,000 shares; issued and outstanding 788,446,187 shares	7,884
Paid-in capital	6,819,781
Accumulated deficit	(2,703,126)
Accumulated other comprehensive income	558,396
Total stockholders' equity	4,682,935
	$ 4,899,832

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See accompanying notes to consolidated financial statements.

Evolve One, Inc. and Subsidiaries

Consolidated Statements of Operations
Three months ended March 31, 2002 and 2001

	2002	2001
Sales and revenue	$ 248,530	$ 295,738
Cost of sales	172,119	232,402
Gross profit	76,411	63,336
Selling, general and administrative expense	309,431	470,308
Loss from operations	(233,020)	(406,972)
Other income (expense):		
Loss from sale of marketable securities	(43,525)	-
Investment income	4,248	31,425
Unrealized gain (loss) on marketable equity securities	(3,304)	573
Total other income (expense)	(42,581)	31,998
Loss before income taxes	(275,601)	(374,974)
Income tax expense (benefit)	102,300	(139,100)
Loss from continuing operations	(377,901)	(235,874)
Loss from earnings of a discontinued division	-	(54,013)
Net loss	$ (377,901)	$ (289,887)
Net (loss) per share		
Basic	$ (0.00)	$ (0.00)
Diluted	$ (0.00)	$ (0.00)
Discontinued operations	$ -	$ (0.00)
Weighted average shares outstanding		
Basic	788,446,187	788,446,187
Diluted	788,446,187	788,446,187

See accompanying notes to consolidated financial statements.

Evolve One, Inc. and Subsidiaries

Consolidated Statement of Stockholders' Equity
Three months ended March 31, 2002

	Common Stock Shares	Common Stock Par Value	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensi Income
Balance, January 1, 2002	788,446,187	$7,884	$6,819,781	$(2,325,225)	$ 727,896
Comprehensive income:					
Unrealized (loss) on available-for-sale securities, net	-	-	-	-	(169,500)
Net loss	-	-	-	(377,901)	-
Total comprehensive income ..	-	-	-	-	-
Balance, March 31, 2002	788,446,187	$7,884	$6,819,781	$(2,703,126)	$ 558,396

See accompanying notes to consolidated financial statements.

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Evolve One, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
Three months ended March 31, 2002 and 2001

	2002	2001
Cash flows from operating activities		
Net (loss)	$ (377,901)	$ (289,887)
Less: (Loss) from discontinued operations, net	-	(54,013)
(Loss) from continuing operations	(377,901)	(235,874)
Adjustments to reconcile (loss) from continued operations to net cash (used in) operating activities:		
Depreciation and amortization	40,828	53,741
Loss on marketable investment securities	43,525	-
Unrealized (gain) loss on marketable investment securities ...	3,304	(573)
Proceeds from sale of marketable investment securities	56,424	-
Deferred income taxes	102,300	(139,100)
Net change in operating assets of a discontinued operations ..	-	(48,866)
Decrease (increase) in assets:		
Accounts receivable	6,558	34,643
Inventory	13,723	104,440
Other assets	14,940	22,340
Increase (decrease) in liabilities:		
Accounts payable	(27,734)	(52,686)
Accrued liabilities	2,795	(21,806)
Net cash used in operating activities	(121,238)	(283,741)

Cash flows from investing activities		
Capital expenditures	(938)	(74,827)
Net cash used in investing activities	(938)	(74,827)

See accompanying notes to consolidated financial statements

Continued

Evolve One, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
Three months ended March 31, 2002 and 2001

(Continued)

	2002	2001
Net cash (used in) continuing operations	(122,176)	(358,568)
Net cash used in discontinued operations	-	(54,013)
Net increase (decrease) in cash and cash equivalents	(122,176)	(412,581)
Cash and cash equivalents, beginning of period	2,169,262	3,393,582
Cash and cash equivalents, end of period	$ 2,047,086	$ 2,981,001

See accompanying notes to consolidated financial statements.

EVOLVE ONE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Evolve One, Inc. (the "Company" or "EONE") is a diversified holding company that develops and operates Internet and direct retail marketing companies. The EONE Group includes wholly owned subsidiaries, StogiesOnline.com, Inc. ("Stogies") (www.CigarCigar.com), A1Discount Perfume, Inc. (www.A1Discountperfume.com), and International Internet Venture I, LLC ("Ventures"). The company previously had majority interests in The BroadcastWeb.com, Inc. ("BroadcastWeb") (www.thebroadcastweb.com) sold in 2001(Note F) and Mr. Cigar, Inc. ("Cigar"). EONE, through its Venture division, owns an equity interest in several companies, some of which are classified as trading securities and some of which are classified as available-for-sale securities. EONE was incorporated in Delaware on June 21, 1994.

Stogies became an online distributor and retailer of brand name premium cigars within the United States on November 18, 1998. Stogies' products consist of premium cigars, factory brand name seconds and mass market cigars, which are distributed online to retail and wholesale customers.

On September 28, 2001, the Company created a new Subsidiary named A1DiscountPerfume Inc. and in October 2001, launched a new e-commerce site specializing in men's and women's fragrances.The site named A1DiscountPerfume.com is located at http://www.A1DiscountPerfume.com. The site is a competitor of other discount as well as full price online retailers of Perfume and Cologne. The site employs the Microsoft / Great Plains eEnterprise system the Company purchased last year and permits customers to benefit by having direct access to up-to-the-minute information about inventory, pricing, "hot deals" as well as order information. The eEnterprise system allows A1DiscountPerfume.com to inexpensively reach customers anywhere, around the clock.

The financial statements included in this report have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and include all adjustments (consisting only of normal recurring adjustments) that are, in the opinion of management, necessary for a fair presentation. These financial statements have not been audited.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations for interim reporting. The Company believes that the disclosures contained herein are adequate to make the information presented not misleading. However, these financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report for the year ended December 31, 2001, which is included in the Company's Form 10-KSB for the year ended December 31, 2001. The financial data for the interim periods presented may not necessarily reflect the results to be anticipated for the complete year. Certain reclassifications of the amounts presented for the comparative period have been made to conform to the current presentation.

NEW ACCOUNTING STANDARDS

In July 2001, FASB issued SFAS No. 141, "Business Combinations." SFAS No. 141 requires the purchase method of accounting for business combinations initiated after June 30, 2001 and eliminates the pooling-of-interests method. We believe that the adoption of SFAS No. 141 will not have a significant impact on our financial statements.

In July 2001, FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets", which is effective for fiscal years beginning after December 15, 2001. SFAS No. 142 requires, among other things, the discontinuance of goodwill amortization. In addition, the standard includes provisions upon adoption for the reclassification of certain existing recognized intangibles such as goodwill, reassessment of the useful lives of existing recognized intangibles, reclassification of certain intangibles out of previously reported goodwill and the testing for impairment of existing goodwill and other intangibles.

In June 2001, the Emerging Issues Task Force ("EITF") issued EITF Issue No. 00-25, "Vendor Income Statement Characterization of Consideration Paid to a Reseller of the Vendor's Products." EITF Issue No. 00-25 addresses whether consideration from a vendor to a reseller is (a) an adjustment of the selling prices of the vendor's products and, therefore, should be deducted from revenue when recognized in the vendor's income statement or (b) a cost incurred by the vendor for assets or services received from the reseller and, therefore, should be included as a cost or expense when recognized in the vendor's income statement. The Company adopted EITF Issue No. 00-25 effective January 1, 2002. The adoption of EITF Issue No. 00-25 did not have a material impact on the

Company's financial statements.

In August 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations" , which provides the accounting requirements for retirement obligations associated with tangible long-lived assets. This Statement requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it occurred. This Statement is effective for our 2003 fiscal year, and early adoption is permitted. The adoption of SFAS 143 is not expected to have a material impact on our consolidated results of operations, financial position or cash flows.

In October 2001, the FASB issued SFAS No. 144, " Accounting for the Impairment or Disposal of Long Lived Assets", which excludes from the definition of long-lived assets goodwill and other intangibles that are not amortized in accordance with SFAS 142. SFAS 144 requires that long-lived assets to be disposed of by sale be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. SFAS 144 also expands the reporting of discontinued operations to include components of an entity that have been or will be disposed of rather than limiting such discontinuance to a segment of a business. This Statement is effective for our 2003 fiscal year, and early adoption is permitted. We are currently evaluating the impact of SFAS 144 to determine the effect, if any, it may have on our consolidated results of operations, financial position or cash flows.

B. MARKETABLE INVESTMENT SECURITIES

SFAS No. 115 "Accounting for Certain Investments in Debt and Equity Securities," requires that all applicable investments be classified as trading securities, available-for-sale securities or held-to-maturity securities. The Company has classified certain of its investments as trading securities, which are reported at fair value, which is defined to be the last closing price for the listed securities. The unrealized gains and losses, which the Company recognizes from its trading securities, are included in earnings. The Company also has investments classified as available-for-sale, which are also required to be reported at fair value, with unrealized gains and losses excluded from earnings and reported as a separate component of stockholders' equity (net of the effect of income taxes). Fair value is also defined to be the last closing price for the listed security. Due to the size of certain of the Company's investments and their limited trading volume, there can be no assurance that the Company will realize the value which is required to be used by SFAS No. 115.

The amortized cost of investment securities as shown in the accompanying balance sheet and their estimated market value at March 31, 2002 are as follows:

	2002
Trading securities:	
Cost	$ 10,572
Unrealized (loss)	(7,268)
	3,304
Available-for-sale securities:	
Cost	1,036,604
Unrealized gain	895,296
	1,931,900

	1,935,204
Marketable investment securities classified as current	854,004
Marketable investment securities classified as non-current	$ 1,081,200

Gains (losses) from trading securities that were included in earnings for the three months ended March 31, 2002 and 2001 were as follows:

	2002	2001
Realized (loss)	$(43,525)	$ -
Unrealized	$ (3,304)	$ 573

The change in unrealized losses from available-for-sale securities included as a component of equity for the three months ended March 31, 2002 were as follows:

	2002
Unrealized (loss)	$(271,800)
Deferred income tax benefit	102,300
Accumulated other comprehensive income (loss)	$(169,500)

The Company's investment in available-for-sale securities includes 10,200,000 shares (10,000,000 of which are not registered) of SGD Holdings, Ltd., formerly known as Goldonline International, Inc. ("SGD"), a holding company primarily engaged in acquiring and developing jewelry related businesses, with a cost of $158,854 and a closing value on March 31, 2002 of $1,734,000 ($.17 per share). The Company's investment represents approximately 10.4% of the outstanding stock of SGD and accordingly the Company is subject to certain restrictions on the number of shares it can sell. The Company classifies 6,360,000 shares of SGD as non-current and 3,840,000 shares of SGD as current, which is approximately the maximum number of shares it could sell within the next twelve months.

C. OTHER COMPREHENSIVE INCOME

The following represents a reconciliation of other comprehensive income for the three months ended March 31, 2002:

Accumulated other comprehensive income at 12/31/01:...................		$727,896
Unrealized loss from marketable securities	$(317,550)	
Less reclassification adjustment for loss realized in net income	45,750	
Net unrealized loss from marketable securities		(271,800)
Deferred income tax benefit		102,300
Net accumulated other comprehensive income		$558,396

D. INCOME TAXES

The components of income tax expense for continuing operations are as follows for the three months ended March 31, 2002 and 2001:

	2002	2001
Current tax expense (benefit):		
Federal	$ -	$ -
State	-	-
	-	-
Deferred tax expense (benefit)	102,300	(139,100)
Total income tax expense (benefit)	$ 102,300	$(139,100)

Total income tax expense (benefit) applicable to earnings (loss) from continuing operations before income taxes is reconciled with the "normally expected" federal income tax expense (benefit) as follows for the three months ended March 31, 2002 and 2001:

	2002	2001
"Normally expected" income tax expense (benefit)	$ (88,900)	$(124,700)
Increase (decrease) in taxes resulting from:		
State income taxes, net of Federal income Tax benefit	(14,800)	(16,700)
Nondeductible meals and other	500	2,300
Change in valuation allowance	205,500	-
	$ 102,300	$(139,100)

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The deferred income tax liabilities (assets) at March 31, 2002 are comprised of the following:

	CURRENT	NONCURRENT
Unrealized loss on trading securities	$ (2,700)	$ -
Unrealized gain on available-for-sale securities	148,400	188,500
Net operating loss	(1,061,800)	-
Asset basis	-	2,600
Total deferred income tax liabilities (assets)	(916,100)	191,100
Valuation allowance	725,000	-
Net deferred income tax liabilities (assets)	$ (191,100)	$191,100*

* Included in Other Comprehensive Income

The Company has provided a valuation allowance on the deferred tax assets because of uncertainty regarding its realization. The increase in the valuation account during the three months March 31, 2002 was $205,500. Management utilizes tax planning strategies and projected future taxable income in assessing these assets.

E. STOCK WARRANTS

On April 3, 2000, as part of the issuance of 11,000,000 shares of its common stock, the Company issued warrants to acquire 2,200,000 shares of its restricted common stock with an exercise price of $1.50 per share. The warrants have a term of two years from the date issued. All warrants are outstanding at March 31, 2002.

F. DISCONTINUED OPERATIONS

On December 14, 2001 the Company entered into a Stock Purchase agreement with NYCLE Acquisition Corp (the Purchaser) to sell the Company's interest in the BroadcastWeb (an aggregator and broadcaster of streaming media programming on the Web). The Company sold, transferred and assigned to the Purchaser all of its shares of the Common Stock of the BroadcastWeb representing 1,350 shares of the 1,500 shares of the Common Stock of the BroadcastWeb. The Company assumed liability for the intercompany payable, the Purchaser shall not be responsible for any, all outstanding debt, federal, state, and local taxes, but is responsible for all vendor payables.

Pursuant to Accounting Principles Board Opinion No. 30, "Reporting the Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occuring Events and Transactions" ("APB 30"), the Consolidated Financial Statements of EONE have been reclassified to reflect the sale of The BroadcastWeb. Accordingly, the revenues costs and expenses, assets and liabilities, and cash flows of The BroadcastWeb have been segregated in the Consolidated Statements of Income, Consolidated Balance Sheets and Consolidated Statements of Cash

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Flows. The net operating results, net assets and net cash flows of this business have been reported as "Discontinued Operations."

Following is summarized financial information for the discontinued operations during the three months ended March 31, 2001, including expenses associated with the divestiture:

	2001
Net sales - BroadcastWeb	$ 5,289
Loss from operations before income taxes	$(86,113)
Income tax benefit	32,100
Net loss from discontinued operations ..	$(54,013)
Net earnings (loss) per common share:	
Basic	$ 0.00
Diluted	$ 0.00

G. SEGMENT INFORMATION

The Company reports segments based upon the management approach, which designates the internal reporting that is used by management for making operating decisions and assessing performance.

For the three months ended March 31, 2002, the Company operated in the following segments, none of which have intersegment revenues:

	Ventures	Stogies	Corporate	A1Discount Perfume	Consolidated
Revenue	$ -	$ 244,430	$ -	$ 4,100	$ 248,530
Operating Loss	(15,051)	(73,138)	(141,986)	(2,845)	(233,020)
Other income (expense)	(46,548)	-	3,967	-	(42,581)
Loss from continuing operations ..	(61,599)	(73,138)	(138,019)	(2,845)	(275,601)
Assets	2,114,552	1,439,683	1,320,302	25,295	4,899,832

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For the three months ended March 31, 2001, the Company operated in the following segments, none of which have intersegment revenues:

	Ventures	Stogies	Corporate	Broadcast Web (Discontinued)	Consolidated
Revenue	$ -	$ 295,738	$ -	$ -	$ 295,738
Operating Loss	(15,000)	(189,040)	(202,932)	-	(406,972)
Other income (expense)	5,010	-	26,988	-	31,998
Loss from continuing operations ..	(6,390)	(118,840)	(110,644)	-	(235,874)
Assets	9,839,875	1,362,558	2,645,982	148,266	13,996,681

The Ventures segment owns an equity interest in several companies, mainly with Internet operations, and derives its revenue from the net gains and losses recognized when the investments are sold. In addition, the Ventures segment recognizes income or loss from the unrealized gains or losses associated with its trading securities.

The Stogies segment is an online distributor and retailer of brand name premium cigars within the United States. Stogies revenue includes wholesale sales to cigar stores, as well as, retail sales to internet customers.

The A1Discount segment is an online distributor and retailer of brand name premium colognes, perfumes and exercise and yoga equipment within the United States. A1Discount revenue includes retail sales to internet customers.

Corporate assets consist of the majority of the cash and certain notes receivable. Interest expense will be allocated to the other segments to the extent it exceeds interest income.

H. SUBSEQUENT EVENT

The Company has been authorized and empowered to acquire in the open market up to one million dollars of common stock of the Corporation upon such terms and conditions as management shall determine consistent with applicable rules and regulations of the Securities and Exchange Commission.

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

CRITICAL ACCOUNTING POLICIES

We have identified the policies outlined below as critical to our business operations and an understanding of our results of operations. The listing is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States, with no need for management's judgment in their application. The impact and any associated risks related to these policies on our business operations is discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. For a detailed discussion on the application of these and other accounting policies, see the Notes to Consolidated Financial Statements. Our preparation of the financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is recorded at cost and is depreciated on a straight-line basis over the estimated useful lives of such assets. Changes in circumstances such as technological advances, changes to the Company's business model or changes in the Company's capital strategy could result in the actual useful lives differing from the Company's estimates. In those cases where the Company determines that the useful life of property, plant and equipment should be shortened, the Company would depreciate the net book value in excess of the estimated salvage value over its revised remaining useful life.

DEFERRED TAX ASSETS

The Company records a valuation allowance to reduce the carrying value of its deferred tax assets to an amount that is more likely than not to be realized. While the Company has considered future taxable income and prudent and feasible tax planning strategies in assessing the need for the valuation allowance, should the Company determine that it would not be able to realize all or part of its net deferred tax assets in the future, an adjustment to the carrying value of the deferred tax assets would be charged to income in the period in which such determination was made.

INVESTMENTS

Investments are classified as either available-for-sale or trading securities and are held for resale in anticipation of short-term market movements or until such securities are registered or are otherwise unrestricted. At March 31, 2002, investments consisted entirely of common stock held for resale. Trading account assets, consisting of marketable equity securities, are stated at fair value.

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Unrealized gains or losses on trading securities are recognized in the statement of operations on a monthly basis based on changes in the fair value of the security as quoted on national or inter-dealer stock exchanges. Net unrealized losses related to investments held for trading as of March 31, 2002, aggregated ($3,304). Available-for-sale assets, which are also required to be reported at fair value, with unrealized gains and losses excluded from earnings are reported as a separate component of stockholders' equity (net of the effect of income taxes).

From time to time, the Company may publish forward-looking statements relative to such matters as anticipated financial performance, business prospects, technological developments and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. All statements other than statements of historical fact included in this section or elsewhere in this report are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act of 1934. Important factors that could cause actual results to differ materially from those discussed in such forward-looking statements include: 1. General economic factors including, but not limited to, changes in interest rates and trends in disposable income; 2. Information and technological advances; 3. Cost of products sold; 4. Competition; and 5. Success of marketing, advertising and promotional campaigns.

The Company's continuing operations consist of two Internet based businesses. Stogies is an online distributor and retailer of brand name premium cigars within the United States. A1Discount Perfume is an online retailer of premium perfumes and colognes.

Stogies became operational in November 1998 and it accounts for substantially all of the sales revenue. The following discussion and analysis has been restated to reflect the discontinued operation of The BroadcastWeb Inc.

LIQUIDITY AND CAPITAL RESOURCES

The Company decreased its working capital from $3,746,452 at December 31, 2001 to $3,378,441 at March 31, 2002. The working capital decrease in the amount of $368,011 consists primarily of decreases in cash in the amount of $122,176, and marketable securities in the amount of $184,304 less a decrease in current and deferred income taxes payable in the amount of $51,300.

During the three months ended March 31, 2002 stockholders' equity decreased $547,401, which includes decreases in other comprehensive income in the amount of $169,500, and the net loss for the year of $377,901. (See Other Comprehensive Income below)

RESULTS OF OPERATIONS

SALES AND COST OF SALES

During the three months ended March 31, 2002, sales decreased 16% from $295,738 for 2001 to $248,530 for the current period. The decline in sales is attributed to a number of factors, including the slowing economy which has resulted in a reduction in consumer spending and the Company's efforts to concentrate more on internet and retail sales and less on wholesale sales. Internet and retail sales for the period have increased 28% due to an effort to expand its potential customer market. The Company added Wine Accessories, (including Wine Books, Wine Corkscrews, Wine Decanters and Wine Racks)

and Cigar Accessories (including Cigar Ashtrays, Cigar Books, Cigar Cutters, Cigar Humidors and Cigar Lighters) to its list of products carried on its StogiesOnline.com, Inc. CigarCigar.com (http://www.CigarCigar.com), website. Since employing the Microsoft / Great Plains eEnterprise system the Company's StogiesOnline.com, Inc. Stogies improved its gross profit percentage of approximately 21.4% during the three months ended March 31, 2001 to 31.1% during the three months ended March 31, 2002, resulting in a consolidated increase of 21% ($13,075) in gross profit for the three months ending March 31, 2002 compared to March 31, 2001.

On September 28, 2001, the Company created a new Subsidiary named A1DiscountPerfume Inc. and in October 2001, launched a new e-commerce site specializing in men's and women's fragrances. The site named A1DiscountPerfume.com is located at http://www.A1DiscountPerfume.com. The site is to be a competitor of other discount as well as full price online retailers of Perfume and Cologne. The site employs the Microsoft / Great Plains eEnterprise system the Company purchased last year and will permit customers to benefit by having direct access to up-to-the-minute information about inventory, pricing, "hot deals" as well as order information. The eEnterprise system allows A1DiscountPerfume.com to inexpensively reach customers anywhere, around the clock.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses decreased $160,877 to $309,431 in the three month period ended March 31, 2002 as compared to the same period of the prior year. This decrease in selling, general and administrative expense consists primarily of decreases in: salaries and wages - ($65,548); advertising - ($21,917); consulting - ($21,406); legal and professional - ($28,291); and printing -($8,205) and increases in - insurance - $3,268. The decrease in salaries and wages includes a decrease due to the resignation of a Corporate officer, the reduction of staff in the Stogies division including one wholesale representative, one computer personnel and four administrative staff. Advertising decreased due to more efficient placement and use of internal advertising. Consulting decreased due to bringing the public relations position in house. The increase in insurance cost is due in part to the Directors and Officers liability insurance premium increasing, as well as an additional property insurance policy starting in February 2001.

MARKETABLE INVESTMENT SECURITIES

The Company sold marketable equity securities and recognized realized losses of ($43,525).The Company did not sell any trading securities during the three months ended March 31, 2001.

The Company recorded unrealized losses in the amount of ($3,304) during the three month period ended March 31, 2002 and unrealized gains in the amount of $573 during the same period of the prior year. Available-for-sale securities are described in Other Comprehensive Income (below).

OTHER INCOME

The Company had income of $4,248 and $31,425 from interest and dividends in the three month periods ended March 31, 2002 and 2001, respectively. The decrease is due primarily to lower interest rates and lower balances in interest bearing money market accounts in 2002.

INCOME TAXES

The Company's 2001 income tax benefit of $139,100 resulted primarily from the net operating loss incurred. In 2002, the deferred tax expense consists primarily of a change in the deferred tax valuation allowance. The Company's non-current deferred income tax liability in the amount of $191,100 is principally for the net unrealized gains on available-for-sale securities.

DISCONTINUED OPERATIONS

On December 14, 2001, the Company entered into a Stock Purchase agreement with NYCLE Acquisition Corp to sell its 90% investment in The BroadcastWeb Inc. The 2001 discontinued operations have been restated to segregate the net loss of The BroadcastWeb of ($54,013) for the three months ended March 31, 2001.

OTHER COMPREHENSIVE INCOME

During the three months ended March 31, 2002, the Company recorded a decrease in its net unrealized gain from available-for-sale securities in the amount of $169,500. The decrease consisted of a decline in market value of $317,550 less a reclassification adjustment of $45,750 and a decrease in related deferred tax liability $102,300. Available-for-sale securities consists primarily of SGD Limited Holdings (SGD) a holding company principally engaged in acquiring and developing jewelry related businesses. Our investment represents approximately 10.4% of the outstanding stock of SGD and accordingly, the Company is subject to certain restrictions on the shares it can sell. Of the 10,200,000 shares held by the Company 3,840,000 shares valued at $652,800 have been classified as current. The securities of SGD significantly decreased in value over the past year as a reflection of the overall market conditions. Due to the size of the Company's investment and the limited trading volume of SGD as well as other available-for-sale securities, there can be no assurance that the Company will realize the value assigned, under Statement of Accounting Standards #115 (Accounting for Certain Investments in Debt and Equity Securities), to these securities.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits - See Exhibit Index at page 37 hereof.

(b) Reports On Form 8-K - None during the current quarter.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EVOLVE ONE, INC.

Date: May 15, 2002 By: /s/ Gary Schultheis

Gary Schultheis,
President and Principal
Financial and Accounting Officer

Date: May 15, 2002

By: /s/ Marissa Dermer

Marissa Dermer,
Controller