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GROUP MANAGEMENT CORP  
Form 10QSB  
August 14, 2003

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE  
ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED June 30, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to  
\_\_\_\_\_.

COMMISSION FILE NUMBER 000-32635

GROUP MANAGEMENT CORP.  
(Exact name of registrant as specified in its  
charter)

DELAWARE 59-  
2919648  
(State or other jurisdiction of  
employer incorporation or organization) (I.R.S.  
Identification No.)

101 Marietta St., Suite 1070  
Atlanta, GA  
30303  
(Address of principal executive offices)  
(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:  
(404) 522-1202

Check whether the issuer (1) filed all reports required  
to be filed by Section 13 or 15(d) of the Securities Exchange  
Act of 1934 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.  
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APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE

PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports  
required to be filed by Section 12, 13 or 15(d) of the Exchange  
Act after the distribution of securities under a plan  
confirmed by a court. Yes No. \_\_\_\_\_

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APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. As of June 30, 2003 there were 67,788,000 shares of common stock issued and outstanding.

TRANSITIONAL SMALL BUSINESS DISCLOSURE FORMAT  
(check one):

Yes \_\_\_\_\_ No  \_\_\_\_\_

GROUP MANAGEMENT CORP

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PART I

EXPLANATORY NOTE

Included in this Quarterly Report on Form 10-QSB is a consolidated balance sheet of Group Management Corp as of June 30, 2003, and the related consolidated statements of operations for the three month period ended June 30, 2003 and 2002, and statements of cash flows for the three month periods ended June 30, 2003 and 2002.

This Quarterly Report 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

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the Company set forth under the heading "Management's Discussion and Analysis of Financial Condition or Plan of operation." 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.

GROUP MANAGEMENT CORP  
Consolidated Balance Sheet (UNAUDITED)  
As of June 30, 2003

### ASSETS

Current Assets		
Cash	\$	0.0
Accounts receivable-net		0.0
Inventory		0.0
Total Current Assets		0.0
Property and Equipment, Net		0.0
Other Assets, Net		0.0
		0.0

### LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities		
Accounts payable and accrued expenses		0.0
Notes payable and capital lease obligations		1,100,000
Total Current Liabilities		1,100,000
Stockholders' Equity and Accumulated Deficit		
Common stock: par value \$.002, 300,000,000 shares		
authorized, 67,788,000 issued and outstanding		135,576
Additional paid in capital		40,251,645
Accumulated deficit		(40,116,069)
Total Stockholders' deficit		(1,235,576)

See accompanying summary of accounting policies and notes to financial statements.

GROUP MANAGEMENT CORP  
Consolidated Statements of Operations (UNAUDITED)

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	For the Three Months	
	Ended	
	June 30	
	2003	2002
Revenues:		
Sales	0	\$ 76,421
Cost of Goods Sold	0	34,398
Gross Profit	0	42,023
Operating Expenses		
General and administrative	0	209,059
Depreciation expense		37,500
Interest expense		10,669
Research and development	-	-
Loss on investment in ITVR	-	-
	0	257,228
Other Income		
Interest income	-	-
Minority interest	-	
Net Income	\$ 0	\$ (215,205)
Basic and fully diluted net loss per share	(.00)	(0.01)
Weighted average number of shares outstanding for basic and diluted net loss per share	67,788,000	60952059

See accompanying summary of accounting policies and notes to financial statements.

GROUP MANAGEMENT CORP  
Consolidated Statements of Changes in Stockholders' Equity (UNAUDITED)

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For the Period from March 31, 2003 to June 30, 2003

Common Stock		Additional		Accumulate	
Number of		Paid in		d	
	Shares	Amount	Capital	Deficit	Total
Balance,		\$	\$	\$	\$
March 31, 2003	64,455,000	128,910	40,192,245	(40,251,645)	1,128,910
Shares issued for services	3,330,000	20,000	59,400	-	20,000
Net loss	-	-	-	(0)	(0)
Balance,		\$	\$	\$	\$
June 30, 2003	67,788,000	148,910	40,251,645	(40,116,069)	(1,148,910)

See accompanying summary of accounting policies and notes to financial statements.

GROUP MANAGEMENT CORP  
Consolidated Statements of Cash Flows (UNAUDITED)

	2003 (UNAUDITED)	2002 (UNAUDITED)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (Loss)	\$ (0)	\$ (215,205)
Adjustments to reconcile net (loss) to net cash provided by (used in) operating activities:		
Minority interest	-	
Depreciation amortization	0.0	37,500
Stock based compensation		56,400
Purchased in-process technology	-	-
Loss on investment in iTVr	-	-
Beneficial interest on convertible debt	-	-
Changes on operating assets and liabilities:		
Accounts receivable		(2,723)
Inventory	0.0	
Other assets	0.0	28,167

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	0.0	
Accounts payable and accrued expenses	-	32,017
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	0	(253,608)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash acquired through purchase of subsidiary		0.0
Investment in iTVr	0.0	0.0
Purchase of equipment	0.0	(100)
Notes receivable	0.0	0.0
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	-	(100)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of stock	0.0	0
Net change in notes payable	0.0	56,554
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(0)	56,554
Increase (decrease) in cash and cash equivalents	(0)	(4,303)
Cash and cash equivalents at beginning of period	0.0	107,825
Cash and cash equivalents at end of period	0.0	\$ 103,522

See accompanying summary of accounting policies and notes to financial statements.

NOTE A - BASIS OF PRESENTATION

The accompanying un-audited 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 (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six- and three-month periods ended June 30, 2003 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 Company's audited financial statements for the year ended December 31, 2002.

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### ITEM 2MANAGEMENTS DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Our independent accountant included an explanatory paragraph in their report, stating that the audited financial statements of Group Management Corp. for the year ending December 31, 2002 have been prepared assuming the company will continue as a going concern. They note that the Company's continued existence is dependent upon its ability to generate sufficient cash flows from operations to support its daily operations as well as provide sufficient resources to retire existing liabilities and obligations on a timely basis. We have continued losses from operations, negative cash flow and liquidity problems. These conditions raise substantial doubt about our ability to continue as a going concern. The accompanying financial statements do not include any adjustments relating to the recoverability of reported assets or liabilities should we be unable to continue as a going concern.

We have been able to continue based upon our service providers accepting shares of our common stock as compensation. However, there can be no assurances our services will continue to accept our common stock as compensation. If the services providers refuse to accept our common stock as compensation, this could have a negative affect on the company's ability to continue as a going concern. Management believes that actions presently being taken to revise our operating and financial requirements provide the opportunity for us to continue as a going concern.

Management is presently investigating acquisitions that management believes can rebuild operations that can be profitable in the long-term. Although management believes that these efforts will enable us to meet our liquidity needs in the future, there can be no assurance that these efforts will be successful.

Management is currently attempting to restructure the operations of Group Management Corp. However, there can be no assurances that the restructuring will be successful, management is of the opinion and of the business judgment, that a restructuring will fundamentally assists the operations of Group Management Corp.

Management in its business judgment, settled outstanding obligations of the company for equipment, office furniture and the leasehold improvement was terminated in agreement with its landlord.

Management currently is of the opinion that its restructuring activities will have a net positive affect on the company. The restructuring activities are currently ongoing during the period.

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RESULTS OF OPERATIONS

Revenue

Total revenues for the three months ended June 30, 2003 were \$0.0 as compared to \$76,421 for the three months ended June 30, 2002. This decrease was due to primarily to the restructuring of the company's operations and as a result of management's decision to restructure Group Management Corp.'s operation and seek acquisition candidates.

Costs and Expenses

Cost of goods sold was \$0.0, or approximately 0.0% of sales, for the three months ended June 30, 2003, as compared to \$34,398 or approximately 45.01% of sales, for the three months ended June 30, 2002. The decrease in cost of goods sold reflects lower sales for the period, and is a direct result of the company's restructuring of its operations.

General and administrative expenses were \$0 for the three months ended June 30, 2003, a decrease of approximately 86% as compared to \$209,059 for the period ending on the three months ended June 30, 2002. This decrease is attributable to a decrease of over \$200,000 in stock based compensation, and our overall decreased sales activity and the restructuring activities of the company.

Total costs and expenses were \$0 for the three months ended June 30, 2003, as compared to \$291,626 for the three months ended June 30, 2002. This decrease of over 99% reflects a decreased in general and administrative expenses and cost of goods sold, as discussed above.

Net Losses

The net loss for the three months ended June 30, 2003 was \$0 as compared to \$215,205 for the three months ended June 30, 2002. The primary cause of this approximately 99% decrease is the decrease in total costs and expenses, discussed above and the restructuring activities of the company.

LIQUIDITY AND CAPITAL REQUIREMENTS

Net cash provided in operating activities was (\$0) for the three months ended June 30, 2003, as compared to net cash used of (\$60,857) for the three months ended June 30, 2002, a decrease of over 99%. We had \$0.0 in cash at June 30, 2003, a decrease of \$0.0 during the quarter.

Our net cash used by financing activities was \$0.0 for the three months ended June 30, 2003 as compared to net cash provided of \$56,554 for the period ending June 30,



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2002.

At June 30, 2003, our current assets were \$0.0, while our current liabilities were \$1,100,000. Total current liabilities consists of \$1,100,000 in notes payable.

If we are not able to obtain alternative financing and the note holders are successful in their action to collect on the notes, we would be unable to make payment in full on the notes and would consider all strategic alternatives available to us, possibly including a bankruptcy, insolvency, reorganization or liquidation proceeding or other proceeding under bankruptcy law or laws providing for relief of debtors. It is also possible that one of these types of proceedings could be instituted against us.

Management has taken steps to revise our operating and financial requirements to accommodate our available cash flow, including the temporary suspension of management and certain employee salaries. As a result of these efforts, management believes funds on hand, cash flow from operations and additional issuance of common equity will enable us to meet our liquidity needs for at least the short-term foreseeable future.

We need to raise additional cash, however, in order to satisfy our proposed restructuring plan, to meet obligations, and expand our operations. Management is presently investigating transactions and mergers and acquisitions that management believes can provide additional cash for our operations and be profitable long-term. In the future management also intends to attempt to raise funds through private sales of our common stock. Although management believes that these efforts will enable us to meet our liquidity needs in the future, there can be no assurance that these efforts will be successful.

In the opinion of the Company's management, lawsuits currently pending or threatened against the Company, unless dismissed or settled within a short period of time, will have a material adverse effect on the financial position and results of operations of the Company because the Company does not have the cash flow to continue to fund defense costs. Such strategies may include acquiring one or more businesses with positive cash flow, or filing for bankruptcy protection. No decisions have been made as of this time.

### PART II

#### ITEM 1 LEGAL PROCEEDINGS

There have been the following material developments to the legal proceedings described in our Form 10-QSB for the quarter ended September 30, 2002, filed with the Commission on December 13, 2002. The

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company filed a Chapter 11 reorganization on March 18, 2003 in the Northern District of Georgia, Atlanta division. The Chapter 11 case was officially dismissed on May 11, 2003.

In the ordinary course of business, the Company is from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon the financial condition and/or results of operations of the Company.

In the opinion of the Company's management, matters currently pending or threatened against the Company, unless dismissed or settled within a short period of time, will have a material adverse effect on the financial position and results of operations of the Company because the Company does not have the cash flow to continue to fund defense costs. Management is currently reviewing several strategies for continuing to fund defense costs while at the same time funding the development of the Company. No decisions have been made as of this time.

### ITEM 2 CHANGES IN SECURITIES AND USE OF PROCEEDS

There have been no events which are required to be reported under this Item.

The company issued 1,500,000 of its restricted shares for the purchase of an option on the treatment, The Partners.

### ITEM 3 DEFAULTS UPON SENIOR SECURITIES

There have been no events which are required to be reported under this Item.

### ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There have been no events which are required to be reported under this Item.

### ITEM 5 OTHER INFORMATION

Effective July 15, 2002, the Company changed its principal business address to: 101 Marietta St., Suite 1070, Atlanta, GA 30303, telephone number (404) 522-1202.

The company filed form N-54-A on April 14, 2003, officially becoming a business development company. The company intends to take several companies public during its fiscal year.

The company received from Kadalak Entertainment Group, Inc. 3.33 million shares of its 144(k) stock for the

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foreign distribution rights to The Partners. The company is currently assigning a value of \$0.0 until such time as the shares trade in the market.

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 14, 2003

Group Management Corp

/s/ Lamar Sinkfield

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By: Lamar Sinkfield

Its: Chief Executive Officer

(a) Exhibits

99.1 Certification as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K:

The company hereby incorporates by reference the current reports filed on:

Form	Filed On
8-k	June 30, 2003

Exhibit 99.1

CERTIFICATION PURSUANT TO  
18 USC, SECTION 1350, AS ADOPTED PURSUANT TO  
SECTIONS 302 AND 906 OF THE SARBANES-OXLEY ACT  
OF 2002

In connection with the Quarterly Report of Group Management Corp. (the "Company") on Form 10-QSB for the quarter ended June 30, 2003 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I, Lamar Sinkfield, Chief Executive Officer and Chief Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 USC 1350, as adopted pursuant to Sec.302 and promulgated as 18 USC 1350 pursuant to Sec.906 of the Sarbanes-Oxley Act of 2002, that:

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1. The Report referenced above has been read and reviewed by the undersigned.

2. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

3. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

4. Based upon my knowledge, the Report referenced above does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading.

5. Based upon my knowledge, the financial statements, and other such financial information included in the Report, fairly present in all material respects the financial condition and results of operations of the Company as of, and for, the periods presented in the Report.

6. I acknowledge that the Chief Executive Officer and :

A. are responsible for establishing and maintaining "disclosure controls and procedures" for the Company;

B. have designed such disclosure controls and procedures to ensure that material information is made known to us, particularly during the period in which the Report was being prepared;

C. have evaluated the effectiveness of the Company's disclosure controls and procedures within 90 days of the date of the Report; and

D. have presented in the Report our conclusions about the effectiveness of the disclosure controls and procedures based on the required evaluation.

E. have disclosed to the issuer's auditors and to the audit committee of the Board of Directors of the Company (or persons fulfilling the equivalent function):

(i) all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data and have identified for the Company's auditors any material weaknesses in internal controls; and  
(ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal controls; and

F. have indicated in the Report whether or not there were significant changes in internal controls or in other factors that could significantly affect

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internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Lamar Sinkfield

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Lamar Sinkfield  
Chief Executive Officer  
Dated: August 14, 2003