EVOLVE ONE INC
Form 10QSB
October 06, 2004

UNITED STATES
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, 2004

Commission File Number: 000-26415

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

DELAWARE	13-3876100
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6413 CONGRESS AVENUE, SUITE 230, BOCA RATON, FL 33487
(Address of principal executive offices)

(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 [ ] No [X].

The number of shares outstanding of registrant's common stock, par value $.00001 per share, as of March 31, 2004 was 3,096,304.

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

EVOLVE ONE, INC. AND SUBSIDIARIES

INDEX

EVOLVE ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEET
MARCH 31, 2004
(UNAUDITED)

ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	$ 42,517
Accounts receivable	19,539
Loan receivable - Onspan Networking, Inc.	707,331
Marketable equity securities	160,749
Inventory	256,966
Other current assets	4,889
TOTAL CURRENT ASSETS	1,191,991
PROPERTY AND EQUIPMENT, NET	179,926
MARKETABLE EQUITY SECURITIES	215,565
NOTE RECEIVABLE	10,000
OTHER ASSETS	10,708
TOTAL ASSETS	$ 1,608,190
LIABILITIES AND STOCKHOLDERS' EQUITY	
CURRENT LIABILITIES	
Accounts payable	$ 108,041
Accrued salaries	288,949
TOTAL CURRENT LIABILITIES	396,990

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 3,096,304 shares	31
Paid-in capital	6,730,343
Accumulated deficit	(5,524,330)
Accumulated other comprehensive income	5,156
Total stockholders' equity	1,211,200
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,608,190

See accompanying notes to condensed consolidated financial statements.

EVOLVE ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
THREE MONTHS ENDED MARCH 31, 2004 AND 2003
(UNAUDITED)

	2004	2003
Sales and revenue	$ 249,799	$ 353,077
COST OF SALES	152,094	237,441
GROSS PROFIT	97,705	115,636
Selling, general and administrative expense	377,515	348,102
Loss from operations	(279,810)	(232,466)
OTHER INCOME (EXPENSE):		
Loss from sale of marketable equity securities ...	(49,050)	-
Investment income	8,392	967
Unrealized gain (loss) on marketable equity securities	1,652	(1,156)
Total other (expense)	(39,006)	(189)
NET LOSS	$ (318,816)	$ (232,655)
NET (LOSS) PER SHARE		
BASIC	$ (0.10)	$ (0.08)
DILUTED	$ (0.10)	$ (0.08)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
BASIC	3,096,304	3,096,304
DILUTED	3,096,304	3,096,304

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See accompanying notes to condensed consolidated financial statements.

EVOLVE ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
THREE MONTHS ENDED MARCH 31, 2004
(UNAUDITED)

	Common Stock Shares	Common Stock Par Value	Paid-in Capital	Accumulated Deficit	Accum Ot Compr Incom
BALANCE, January 1, 2004	3,096,304	$31	$6,730,343	$(5,205,514)	$(26
Comprehensive income (loss):					
Unrealized gain on available-for-sale securities, net	-	-	-	-	26
Net loss	-	-	-	(318,816)	
Total comprehensive income (loss)	-	-	-	-	
BALANCE, March 31, 2004	3,096,304	$31	$6,730,343	$(5,524,330)	$

See accompanying notes to condensed consolidated financial statements.

EVOLVE ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED MARCH 31, 2004 AND 2003
(UNAUDITED)

	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss)	$(318,816)	$ (232,655)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:		
Depreciation and amortization	24,496	25,974
Unrealized (gain) loss on marketable equity securities	(1,652)	1,156
Loss on marketable equity securities	49,050	-
Decrease (increase) in assets:		
Accounts receivable	5,950	22,505
Inventory	98,580	(77,837)

Note receivable	-	(10,000)
Other assets	1,691	(27,920)
Increase (decrease) in liabilities:		
Accounts payable	22,648	(72,119)
Other accrued liabilities	(1,824)	59,851
Accrued salaries	58,949	32,500
Net cash (used in) operating activities	(60,928)	(278,545)
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(2,026)	(1,374)
Interest receivable - Onspan Networking, Inc	(8,391)	-
Loan receivable - Onspan Networking, Inc.	(6,000)	-
Proceeds from sale of marketable equity securities	950	-
Net cash (used in) investing activities	(15,467)	(1,374)

CONTINUED

See accompanying notes to condensed consolidated financial statements.

6

EVOLVE ONE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED MARCH 31, 2004 AND 2003
(UNAUDITED)

(CONTINUED)

	2004	2003
NET (DECREASE) IN CASH AND CASH EQUIVALENTS	(76,395)	(279,919)
CASH AND CASH EQUIVALENTS, beginning of period	118,912	1,370,983
CASH AND CASH EQUIVALENTS, end of period	$ 42,517	$ 1,091,064

See accompanying notes to condensed consolidated financial statements.

7

EVOLVE ONE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 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"). 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 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, 2003, which is included in the Company's Form 10-KSB for the year ended December 31, 2003. 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.

8

ACCOUNTING ESTIMATES

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

NET EARNINGS (LOSS) PER SHARE

Basic net earnings (loss) per share is computed by dividing net earnings (loss) by the weighted-average number of shares outstanding. Diluted net earnings (loss) per share includes the dilutive effect of stock options. The calculation of diluted weighted average shares outstanding for the quarters ending March 31, 2004 and 2003 excludes 24,000 and 16,000 common shares respectively, issuable pursuant to outstanding options. Theses shares were excluded because their effect was anti-dilutive.

STOCK-BASED COMPENSATION

The Company granted stock options to directors and employees that are more fully described in Note F. The Company accounts for its stock options using the intrinsic value method under Accounting Principles Board Opinion ("APB") No. 25, "ACCOUNTING FOR STOCK ISSUED TO EMPLOYEES."

The proforma effect of the compensation expense would not be material in computing the net (loss) and (loss) per share if the Company had applied the fair value recognition provisions of Statements on Financial Accounting Standards ("SFAS") No. 123, "ACCOUNTING FOR STOCK-BASED COMPENSATION," and SFAS No. 148 "ACCOUNTING FOR STOCK-BASED COMPENSATION - TRANSITION AND DISCLOSURE."

STOCK SPLIT

On January 31, 2003, the Company issued a 250: to 1 reverse stock split. All share and per share amounts have been retroactively restated to reflect the reverse stock split.

NOTE B. MARKETABLE EQUITY 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 equity securities as shown in the accompanying balance sheet and their estimated market value at March 31, 2004 are as follows:

	2004
Trading securities:	
Cost	$ 10,572
Unrealized (loss)	(7,268)
	3,304
Available-for-sale securities:	
Cost	367,854
Unrealized gain	5,156
	373,010
	376,314
Marketable equity securities classified as current	160,749
Marketable equity securities classified as non-current	$ 215,565

Gains (losses) from trading securities that were included in earnings for the three months ended March 31, 2004 and 2003 were as follows:

	2004	2003

Realized (loss)	$(49,050)	$ -
	========	=======
Unrealized gain (loss)	$ 1,652	$(1,156)
	========	=======

The change in unrealized gains (losses) from available-for-sale securities included as a component of equity for the three months ended March 31, 2004 and 2003 were as follows:

	2004	2003
Net unrealized gain	$ 267,595	$ 73,110
Decrease in deferred tax asset	100,700	27,400
Allowance deferred taxes	(100,700)	(27,400)
	---------	--------
Accumulated other comprehensive income	$ 267,595	$ 73,110
	=========	========

The Company's investment in available-for-sale securities includes 10,000,000 shares 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 $58,854 and a closing value on March 31, 2004 of $350,000 ($.035 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. There can be no assurance that the company will realize the calculated carrying value of the securities. The Company classifies 6,159,000 shares of SGD as non-current and 3,841,000 shares of SGD as current, which is approximately the maximum number of shares it could sell within the next twelve months.

During the latter part of 2002 the Company became aware, based upon Securities and Exchange Commission (SEC) filings by SGD, that SGD had taken the position that the Company was the holder of pre-split shares (SGD had a 6 for 1 reverse split) and rather than the Company owning 10 Million shares of SGD the Company was the holder of only 1,666,666 shares of SGD. It is the Company's position that the number of shares that the Company held of SGD as of March 31, 2004 and 2003 is 10 Million. This is based upon purchase and sale arrangements between the Company and SGD wherein the Company was sold, issued and receive 10 Million post split shares of SGD from SGD (formerly known as GoldOnline.com, Inc.). The shares issued and delivered to the Company by SGD reflected the split and the new split CUSIP change. On November 11, 2000, following the Company's receipt of these shares, the Company filed a Form 13D, with the SEC, reflecting the ownership of these shares. The Form 13D had been prepared by SGD's Counsel. SGD filed quarterly and annual financial reports with the SEC reflecting the ownership of 10 Million shares by the Company. Should it ultimately be determined that the shares should be pre-split shares then our investment in SGD, as of March 31, 2004, rather then being included in the accompanying balance sheet as $350,000 (current $134,435; long-term $215,565) might be reduced depending upon the impact of the share price differential on the market price of the SGD shares and the reduced number of shares that the Company would be considered as holding.

NOTE C. OTHER COMPREHENSIVE INCOME (LOSS)

The following represents a reconciliation of other comprehensive income (loss) for the three months ended March 31, 2004:

Accumulated other comprehensive income (loss) at 12/31/03:		$(262,439)
Unrealized gain from marketable equity securities	$ 219,095	
Reclassification adjustment	48,500	
Net unrealized gain from marketable equity securities		267,595
Net accumulated other comprehensive income		$ 5,156

NOTE D. INCOME TAXES

The Company recorded no income tax expense for the three months ended March 31, 2004 and 2003.

Total income tax expense (benefit) applicable to earnings (loss) before income taxes is reconciled with the "normally expected" federal income tax expense (benefit) as follows for the three months ended March 31, 2004 and 2003:

	2004	2003
"Normally expected" income tax expense (benefit)	$(108,400)	$(79,100)
Increase (decrease) in taxes resulting from:		
State income taxes, net of Federal income tax benefit	(11,500)	(8,400)
Other	102,800	28,200
Change in valuation allowance	17,100	59,300
	$ -	$ -

The deferred income tax liabilities (assets) at March 31, 2004 are comprised of the following:

	CURRENT	NONCURRENT
Unrealized loss on trading securities	$ (2,800)	$ -
Unrealized gain on available-for-sale securities ...	800	1,200
Officers Salaries	(108,700)	-
Net operating loss	(2,035,300)	-
Asset basis	-	1,000
Total deferred income tax (assets)	(2,146,000)	2,200
Valuation allowance	2,146,000	(2,200)
Net deferred income tax (assets)	$ -	$ -

* Included in Other Comprehensive Income

12

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 ended March 31, 2004 and 2003 was $17,100 and $59,300, respectively. Management utilizes tax planning strategies and projected future taxable income in assessing these assets.

NOTE E. LOAN RECEIVABLE

The Company issued a demand line of credit with Onspan Networking, Inc a related party where certain officers and directors of the Company are also officers and directors of Onspan Networking Inc., totaling $1,000,000, under which Onspan Networking, Inc. may borrow on an unsecured basis at 5% annually. On June 19, 2003, Onspan Networking, Inc. borrowed $675,000 under this line of credit. On March 30, 2004, Onspan Networking, Inc. borrowed an additional $6,000 under this line of credit, for a total of $681,000. The Company has accrued $26,331 in interest on the note for a total of $707,331.

The terms of the demand line of credit state that Onspan Networking, Inc. must issue options to the Company to purchase common stock equal to 10% of the dollar amount of the loan advance at an exercise price of $0.10 per share, and options to purchase common stock equal to 90% of the dollar amount of the loan advance at the ten trading day average at the time of the draw ($0.30 at June 30, 2003). On June 19, 2003, Onspan Networking, Inc. granted 67,500 stock options to Evolve One, Inc. under the revolving note agreement. The options have an exercise price of $.10 per share. Onspan Networking , Inc also granted on June 19, 2003, 607,500 stock options to Evolve One, Inc. in the same note agreement. These options have an exercise price of $.30 per share. The Company currently has excluded these "options" on common stock from assets of the company as the underlying stock due to market conditions, are not readily convertible to cash. If conditions are satisfied and the underlying stock becomes marketable, the "options" would be reclassified as a derivative and recorded at fair value as an adjustment through current period results of operations.

On May 27, 2004, Onspan Networking, Inc. repaid the entire original balance outstanding under the line of credit, including accrued interest. On April 5, 2004, Onspan Networking, Inc. repaid the additional $6,000 balance.

NOTE F. STOCK OPTIONS

In November 1999, the Board of Directors approved the establishment of Evolve One, Inc. Stock Option Plan (the "Plan") to provide incentives to attract future employees and retain existing key employees with the Company. The Company has reserved 100,000 shares of common stock for the grant of qualified incentive options or non-qualified options to employees and directors of the Company or its parents or subsidiaries, and to non-employee directors, consultants and advisors and other persons who may perform significant services for or on behalf of the Company under the Plan. These options were granted in accordance with the employment agreements. Prices for incentive stock options must provide for an exercise price of not less than 100% of the fair market value of the common stock on the date the options are granted unless the eligible employee owns more than 10% of the Company's common stock for which the exercise price must be at least 110% of such fair market value. Non-statutory options must provide for an exercise price of not less than 85% of the fair market value. The Plan was approved by the shareholders at a meeting on November 11, 1999.

The Company applied Accounting Principles Board Opinion No. 25 and related interpretations in accounting for its plans. Accordingly, no compensation cost has been recognized for the incentive stock options granted to employees under its stock option plan in its statements of operations. On January 3, 2003, the Company granted nonqualified options to purchase an additional 8,000 shares of common stock to directors outside of the Plan. The additional stock options, expiring January 3, 2008, have en exercise price of $.001 per share and vest immediately. On January 3, 2004 the Company granted nonqualified options to purchase an additional 8,000 shares of common stock to directors outside of the

Plan. The additional stock options, expiring January 3, 2009, have en exercise price of $.131 per share and vest immediately.

A summary of the status of the Company's stock options as of March 31, 2004 and the changes during the quarter ended March 31, 2004 and the year ended December 31, 2003 is presented below:

	SHARES	WEIGHTED AVERAGE PRICE
Beginning Balance, January 1, 2003	8,000	$.007
Options granted	8,000	.001
Options exercised	-	-
Options cancelled	-	-
Ending Balance, December 31, 2003	16,000	$.004
Options granted	8,000	$.131
Options exercised	-	-
Options cancelled	-	-
Ending Balance, March 31, 2004	24,000	$.046

The pro forma compensation expense of the stock options would not be material to the accompanying financial statements for the current period, if the Company would have elected SFAS No. 123. The Company used the Black-Scholes option pricing model to determine the fair value of the grants. The assumptions were applied as follows:

Risk Free Interest Rate	3.81%
Expected Dividend Yield	0%
Expected Option Life	5 years
Expected Stock Price Volatility	138%

NOTE 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, 2004, the Company operated in the following segments, none of which have intersegment revenues:

	Ventures	Stogies	Corporate	A1Discount Perfume	Consolidated
Revenue	$ -	$241,493	$ -	$ 8,306	$ 249,799
Operating Loss	(143)	(58,117)	(216,192)	(5,358)	(279,810)
Other income					

(expense) ..	(47,398)	-	8,392	-	(39,006)
Net (Loss) .	(47,541)	(58,117)	(207,800)	(5,358)	(318,816)
Assets	377,508	470,310	721,224	39,148	1,608,190

For the three months ended March 31, 2003, the Company operated in the following segments, none of which have intersegment revenues:

	Ventures	Stogies	Corporate	A1Discount Perfume	Consolidated
Revenue	$ -	$339,137	$ -	$ 13,940	$ 353,077
Operating Loss	-	(44,231)	(181,028)	(7,207)	(232,466)
Other income (expense) ..	(1,137)	-	948	-	(189)
Net (Loss) .	(1,137)	(44,231)	(180,080)	(7,207)	(232,655)
Assets	756,812	827,203	913,581	63,042	2,560,638

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.

15

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 primarily of cash and a loan receivable from Onspan Networking, Inc., a related party. Interest expense will be allocated to the other segments to the extent it exceeds interest income.

NOTE H. LEGAL PRECEEDINGS

SECURITIES ACTIONS:

Lakewood Development(s) Corporation v. Gary Schultheis and Herbert Tabin and Evolve One, Inc., Civil Action No. 4-03-CV-1224-A, in the United States District Court of the Northern District of Texas, Ft. Worth Division (Complaint filed on August 6, 2003). This action asserts claims for violation of Texas securities law, fraud, breach of contract, and breach of fiduciary duties. The action sought damages in the amount of $4,125,000, for the plaintiff, the plaintiffs' attorneys' fees and costs, and certain other relief.

On April 6, 2004, United States District Court Judge John McBryde of the United States District Court of the Northern District of Texas, Ft. Worth Division, entered a final judgment in favor of Evolve One, Inc. and its officers Gary

Schultheis and Herbert Tabin dismissing the case with prejudice. The court also ordered Lakewood to pay defendants' court costs.

NOTE I. SUBSEQUENT EVENTS

On June 25, 2004, the company purchased the URL named (www.Auctionstore.com) for $6,500. On July 22, 2004, the Company created a new wholly owned subsidiary, Auctionstore.com a Florida Corporation. The Company is in the preliminary stages of forming a business plan relating to internet sales.

On August 6, 2004, the Company received a late filers notice from the Securities and Exchange Commission. The letter dated July 29, 2004, stated: "IT APPEARS THAT THE REGISTRANT ("EVOLVE ONE, INC."), IS NOT IN COMPLIANCE WITH ITS REPORTING REQUIREMENTS UNDER SECTION 13(A) OF THE SECURITIES EXCHANGE ACT OF 1934. IF THE REGISTRANT IS IN COMPLIANCE WITH ITS REPORTING REQUIREMENTS, PLEASE CONTACT US WITHIN FIFTEEN DAYS FROM THE DATE OF THIS LETTER SO WE CAN DISCUSS THE REASONS WHY OUR RECORDS DO NOT INDICATE THAT COMPLIANCE. IF THE REGISTRANT IS NOT IN COMPLIANCE WITH ITS REPORTING REQUIREMENTS, IT SHOULD FILE ALL REQUIRED REPORTS WITHIN FIFTEEN DAYS FROM THE DATE OF THIS LETTER. IF THE REGISTRANT HAS NOT FILED ALL REQUIRED REPORTS WITHIN FIFTEEN DAYS FROM THE DATE OF THIS LETTER, PLEASE BE AWARE THAT THE REGISTRANT MAY BE SUBJECT, WITHOUT FURTHER NOTICE, TO AN ADMINISTRATIVE PROCEEDING TO REVOKE ITS REGISTRATION UNDER THE SECURITIES EXCHANGE ACT OF 1934. THIS ADMINISTRATIVE PROCEEDING WOULD BE BROUGHT BY THE COMMISSION'S DIVISION OF ENFORCEMENT PURSUANT TO SECTION 12(J) OF THE SECURITIES EXCHANGE ACT OF 1934. IF THE REGISTRANT'S STOCK IS TRADING, IT ALSO MAY BE SUBJECT TO A TRADING SUSPENSION BY THE COMMISSION PURSUANT TO SECTION 12(K) OF THE SECURITIES EXCHANGE ACT OF 1934. FINALLY, PLEASE CONSIDER WHETHER THE REGISTRANT IS ELIGIBLE TO TERMINATE ITS REGISTRATION UNDER THE

SECURITIES EXCHANGE ACT OF 1934. IF THE REGISTRANT IS ELIGIBLE TO TERMINATE ITS REGISTRATION, IT WOULD DO SO BY FILING A FORM 15 WITH THE COMMISSION. WHILE THE FILING OF A FORM 15 MAY CEASE THE REGISTRANT'S ON-GOING REQUIREMENT TO FILE PERIODIC AND CURRENT REPORTS, IT WOULD NOT REMOVE THE REGISTRANT'S OBLIGATION TO FILE ALL REPORTS REQUIRED UNDER SECTION 13(A) OF THE SECURITIES EXCHANGES ACT OF 1934 THAT WERE DUE ON OR BEFORE THE DATE THE REGISTRANT FILED ITS FORM 15. AGAIN, IF THE REGISTRANT IS ELIGIBLE TO TERMINATE ITS REGISTRATION UNDER THE SECURITIES EXCHANGE ACT OF 1934, PLEASE NOTE THAT THE FILING OF A FORM 15 WOULD NOT REMOVE THE REGISTRANT'S REQUIREMENT TO FILE DELINQUENT SECURITIES EXCHANGE ACT OF 1934 REPORTS - THE REGISTRANT WOULD STILL BE REQUIRED TO FILE WITH THE COMMISSION ALL PERIODIC REPORTS DUE ON OR BEFORE THE DATE ON WHICH THE REGISTRANT FILED A FORM 15."

On August 20, 2004, the Company signed a new five year lease for 5,325 sq feet of office and warehouse space at 1000 Clint Moore Road, Suites 101 and 102, Boca Raton Fl 33487. The initial monthly base rent is approximately $6,500 plus sales tax and other charges.

Minimum future obligations over the term of the leases are as follows:

YEAR ENDED MARCH 31,	
2005	32,726
2006	79,697
2007	82,489
2008	85,355
2009	88,351
2010	52,589

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 Condensed 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 and equipment are stated at cost and depreciated on an accelerated basis over the assets' estimated useful lives. 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, 2004, investments consisted of common stock and options to acquire common stock held for resale. Trading account assets, consisting of marketable equity securities, are stated at fair value. Unrealized gains or losses on trading securities are recognized in the statement of operations based on changes in the fair value of the security as quoted on national or inter-dealer stock exchanges. 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).

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

LIQUIDITY AND CAPITAL RESOURCES

The Company decreased its working capital from $946,932 at December 31, 2003 to $795,001 at March 31, 2004. The working capital decrease in the amount of $151,931 consists primarily of decreases in cash in the amount of $76,395, and inventory $98,580, less an increase in accrued liabilities of $57,125 and accounts payable of $22,648.

During the three months ended March 31, 2004 stockholders' equity decreased $51,221, which includes an increase in other comprehensive income in the amount of $267,595, and the net loss for the year of $318,816. (See Other Comprehensive Income below)

RESULTS OF OPERATIONS

SALES AND COST OF SALES

During the three months ended March 31, 2004, consolidated sales decreased 29% from $353,077 for 2003 to $249,799 for the current period. The decrease in sales is attributed to a number of factors, including the company's plan to reduce inventory due to a refocus of its business effort to concentrate more on cigar accessories (including Cigar Ashtrays, Cigar Books, Cigar Cutters, Cigar Humidors and Cigar Lighters) which earn a greater gross profit percentage than cigars and a planned move out of the Company's warehouse space. Stogies improved its gross profit percentage of approximately 32.8% during the three months ended March 31, 2003 to 38.7% during the three months ended March 31, 2004. A1DiscountPerfume Inc.'s sales during the three months ended March 31, 2003 as compared to the current period decreased 184% from $13,940 to $8,306. This decrease is due to decreased spending on advertising and inventory reduction due to upcoming move.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses increased $29,413 to $377,515 in the three month period ended March 31, 2004 as compared to the same period of the prior year. This increase in selling, general and administrative expense consists primarily of increases in: salaries and wages - $27,071; due to a $30,000 payment to a temporary employee for services completed offset by less employees; advertising - $5,959; due to increased usage of internet search

engine; legal - $52,842; due to lawsuit with Lakewood Development (Note H); offset by decreases to insurance - ($35,315); due to the cancellation of the D & O policy in 2003; and rent - ($8,310); due to the Company not renewing the lease of its former corporate headquarters at Suite 240.

MARKETABLE EQUITY SECURITIES

The Company sold marketable equity securities and realized a loss of ($49,050) during the period ended March 31, 2004, and during the three months ended March 31, 2003 the company did not sell any marketable equity securities.

The Company recorded unrealized gains in the amount of $1,652 during the three month period ended March 31, 2004 and unrealized losses in the amount of $(1,156) during the same period of the prior year. Available-for-sale securities are described in Other Comprehensive Income (below).

INVESTMENT INCOME

The Company had income of $8,392 and $967 from interest and dividends in the three month periods ended March 31, 2004 and 2003, respectively. The interest income for 2004 was mainly earned on the outstanding loan balance from Onspan Networking, Inc., a related party (Note E).

INCOME TAXES

The Company recorded no income tax expense for 2004 and 2003.

OTHER COMPREHENSIVE INCOME (LOSS)

During the three months ended March 31, 2004, the Company recorded an increase in its net unrealized gain from available-for-sale securities in the amount of $267,595, due to an increase in market value . 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 10,000,000 shares held by the Company 3,841,000 shares valued at $134,435 have been classified as current. 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.

During the latter part of 2002 the Company became aware, based upon Securities and Exchange Commission (SEC) filings by SGD, that SGD had taken the position that the Company was the holder of pre-split shares (SGD had a 6 for 1 reverse split) and rather than the Company owning 10 Million shares of SGD the Company was the holder of only 1,666,666 shares of SGD. It is the Company's position that the number of shares that the Company held of SGD as of March 31, 2004 and 2003 is 10 Million. This is based upon purchase and sale arrangements between the Company and SGD wherein the Company was sold, issued and receive 10 Million post split shares of SGD from SGD (formerly known as GoldOnline.com, Inc.). The shares issued and delivered to the Company by SGD reflected the split and the new split CUSIP change. On November 11, 2000, following the Company's receipt of

these shares, the Company filed a Form 13D, with the SEC, reflecting the ownership of these shares. The Form 13D had been prepared by SGD's Counsel. SGD filed quarterly and annual financial reports with the SEC reflecting the ownership of 10 Million shares by the Company. Should it ultimately be determined that the shares should be pre-split shares then our investment in SGD, as of March 31, 2004, rather then being included in the accompanying balance sheet as $350,000 (current $134,435; long-term $215,565) might be reduced depending upon the impact of the share price differential on the market price of the SGD shares and the reduced number of shares that the Company would be considered as holding.

ITEM 3. CONTROLS AND PROCEDURES

The Company's President and Principal Financial and Accounting Officer and Controller have concluded, based on their evaluation within 90 days of the filing date of this report, that the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a -14(c) and 15d-14(c)) were adequate and designed to ensure that material information relating to the Company and its consolidated subsidiaries would be made known to them by others within those entities. There have been no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the previously mentioned evaluation.

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.

PART II - ITEM 1 LEGAL PROCEEDINGS

Lakewood Development(s) Corporation v. Gary Schultheis and Herbert Tabin and Evolve One, Inc., Civil Action No. 4-03-CV-1224-A, in the United States District Court of the Northern District of Texas, Ft. Worth Division (Complaint filed on August 6, 2003). This action asserts claims for violation of Texas securities law, fraud, breach of contract, and breach of fiduciary duties. The action sought damages in the amount of $4,125,000, for the plaintiff, the plaintiffs' attorneys' fees and costs, and certain other relief.

On April 6, 2004, United States District Court Judge John McBryde of the United States District Court of the Northern District of Texas, Ft. Worth Division, entered a final judgment in favor of Evolve One, Inc. and its officers Gary Schultheis and Herbert Tabin dismissing the case with prejudice. The court also ordered Lakewood to pay defendants' court costs.

PART II - ITEM 2 CHANGES IN SECURITIES AND USE OF PROCEEDS

NONE

PART II - ITEM 3 DEFAULTS UPON SENIOR SECURITIES

NONE

PART II - ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NONE

PART II - ITEM 5 OTHER INFORMATION

NONE

PART II - ITEM 6 EXHIBITS

(a) EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
14	Evolve One, Inc. Code of Business Conduct and Ethics Adopted by the Board of Directors On November 18, 2002, (Filed as Exhibit 14 to registrant's December 2002, Form 10-KSB)
21	Subsidiaries of Evolve One, Inc. (Filed as Exhibit 21 to registrant's December 2002, Form 10-KSB)
31.1	Certification of President and Principal Financial and Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of President and Principal Financial and Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) REPORTS ON FORM 8-K

Employment Agreement with President and Principal Financial and Accounting Officer and Director of Marketing

22

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: October 6, 2004

By: /s/ Gary Schultheis

Gary Schultheis,
President and Principal
Financial and Accounting Officer

23