

SECURITIES AND EXCHANGE COMMISSION

FORM 10KSB

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]

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FILER

LEXINGTON BARRON TECHNOLOGIES INC

CIK: **1168932** | IRS No.: **841557072** | State of Incorporation: **CO** | Fiscal Year End: **1231**
Type: **10KSB** | Act: **34** | File No.: **333-86244** | Film No.: **04816024**
SIC: **7380** Miscellaneous business services

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-KSB

(Mark one)

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

For the fiscal year ended DECEMBER 31, 2003

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

For the transition period from _____ to _____

COMMISSION FILE NUMBER: 005-79752

AGU ENTERTAINMENT CORP.

(NAME OF SMALL BUSINESS ISSUER IN ITS CHARTER)

COLORADO

84-1557072

(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

(IRS EMPLOYER IDENTIFICATION NO.)

11077 BISCAYNE BLVD., SUITE 100
MIAMI, FL 33161

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(305) 899-6100

(ISSUER'S TELEPHONE NUMBER)

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, par value \$0.00 per share

(Title of class)

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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

The Company's revenues for the year ended December 31, 2003 were \$1,955.

The number of shares of the registrant's common stock, par value \$0.00 per share, outstanding as of April 21, 2004 was 21,153,075.

Transitional Small Business Disclosure Format (check one): Yes ; No

FORWARD-LOOKING STATEMENTS

This report includes a number of "forward-looking statements" as that term is defined in Section 27A of the Securities Act and Section 21E of the Exchange Act. Those statements reflect management's current views with respect to future events and financial performance and include statements regarding the intent, belief or current expectations of us and members of our management team, as well

as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. Important factors currently known to management could cause actual results to differ materially from those in forward-looking statements. See "Risk Factors" for a discussion of such factors. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions.

PART I.

ITEM 1. DESCRIPTION OF THE BUSINESS

BACKGROUND

Lexington Barron Technologies, Inc. ("we" or the "Company") was founded to address the specific needs of smaller companies and startup organizations by providing a broad range of consulting and advisory services, ranging from market research and analysis to business plan and systems development to financial consulting.

We were incorporated in Colorado on August 23, 2000 and in September 2000 we attended a venture capital conference in Denver, Colorado where we met several consultants that shared our vision of working with start-up companies and small businesses. By January 2001, our management team had put in place a network of business consulting professionals that ranged in expertise from technical consulting to financial consulting to legal and accounting services.

Our market research and analysis services for start-up firms serve as an entry point for clients, where we can deliver an easy to understand view of the marketplace as well as key customer segments specific to the client's desired characteristics. Additionally, this point of entry enables us to have a

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screening process whereby we can thoroughly analyze the client to determine if it is a viable candidate that warrants further involvement. We generate revenues from our services even in cases that we determine do not merit further participation.

Upon analysis, we provide feedback to the client in the form of a report, a formal presentation, and/or a one-to-one consultation, depending on the client's needs. We are able to provide our clients with quality data, useful interpretations of that data, and focused strategies, including development of an overall business plan, based upon the results of that data. Our expertise enables clients to outsource this critical business function and receive results in a timely manner, saving the client time and money.

EMPLOYEES

As of the date of this report we have 3 full-time employees. We presently have no labor union contract between us and any union and we do not anticipate unionization of our personnel in the foreseeable future. We currently have twenty-two consultants encompassing a variety of business-related disciplines, all working as independent contractors paid by the hour.

RECENT EVENTS

Recently, the Company's management determined that their business model was not progressing as they wished and that the Company should either merge with or acquire an operating company with an operating history and assets. On March 15, 2004, the Company entered into a Stock Exchange Agreement with Pyramid Music Corp., a Florida corporation ("PMC"). Under the terms of the Stock Exchange Agreement, the Company acquired 100% of the stock of PMC in exchange 16,922,464 shares of common stock of the Company (the "Stock Exchange"). As a result of the Stock Exchange, which was consummated on April 1, 2004, the former shareholders of PMC owned, on a fully diluted basis, approximately 80% of the then issued and

outstanding shares of common stock of the Company. On March 26, 2004, the Company changed its name to AGU Entertainment Corp.

Following the completion of the Stock Exchange, the Company had issued and outstanding 21,053,076 shares of common stock. See "Security Ownership of Certain Beneficial Owners and Management." As of April 1, 2004, the former principal owners of Lexington Barron Technologies, Inc.'s common stock owned 4,130,612 shares, or approximately 20% of the outstanding common stock of the Company.

In connection with the Stock Exchange, the Company's directors appointed the nominees of the former shareholders of PMC to fill the existing vacancies on the board of directors and then resigned as members of the board.

As a result of the Stock Exchange, the Company has a wholly owned subsidiary, Pyramid Music Corp, a Florida corporation, which in turn wholly owns the following subsidiaries:

- o The Tube Music Network, Inc., a Florida corporation, ("The Tube") and
- o Pyramid Records International, Inc., a Florida corporation ("Pyramid Records").

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Our goal is to deliver pure music and entertainment content to the 35 and over age group, which we believe currently accounts for two-thirds of all consumer spending.

The Tube will operate as a 24-hour a day television network and cross all platforms in the digital universe to deliver high quality music video, audio, pay-per-view options and commerce. The Tube will focus solely on music, music consumers and the artists that have shaped the music industry. Les Garland, who co-founded music television stations MTV, VH1 and The Box, serves as President of The Tube and will oversee programming content, distribution, branding, marketing, promotions, public relations and advertising. He also serves as a Senior Executive Vice President and Director of AGU Entertainment Corp.

Pyramid Records expects to sign artists of legendary status along with new talent and produce both studio albums and DVD concerts. These recordings will be sold in record stores across the country and abroad through UMVD, which is the #1 distributor of recorded music in the world. Artists that fit The Tube music format will benefit from the network's direct sales and promotional efforts.

We aim to broaden the scope of our impact in the music and entertainment industry through additional distribution platforms and by acquiring a portfolio of top tier media companies that have demonstrated synergies with our core businesses. Our business strategy includes the internal development and operation of these companies as well as the promotion of cross branding opportunities, ultimately seeking to realize the production and marketing of music DVDs, CDs, television programming, and audio/visual Internet content under a single corporate entity.

Pursuant to Rule 12g-3(a) of the General Rules and Regulations of the Securities and Exchange Commission (the "SEC"), AGU Entertainment Corp. is the successor issuer to Lexington Barron Technologies, Inc. for reporting purposes under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

RISK FACTORS

The following is a summary of the principal risks associated with the ownership of our common stock. You should consider carefully these risk factors, together with all of the other information in this report.

Risks Inherent to this Company:

WE HAVE A LIMITED OPERATING HISTORY AND WE ANTICIPATE THAT WE WILL HAVE OPERATING LOSSES IN THE FORESEEABLE FUTURE.

As a development stage company we have no existing income and a very limited operating history from which to evaluate our business prospects. We cannot assure you that we will ever achieve profitable operations or generate

significant revenues. Our future operating results depend on many factors, including demand for our products, the level of competition, and the ability of our officers to manage our business and growth. As a result of our limited operating history and the emerging nature of the market in which we will compete, we anticipate that we will have operating losses until such time as we can develop a substantial and stable revenue base.

WE WILL NEED ADDITIONAL CAPITAL, WHICH MAY NOT BE AVAILABLE ON COMMERCIALY ACCEPTABLE TERMS, IF AT ALL.

We have very limited financial resources. We anticipate that we will need to seek external debt or equity financing to fund our operations. Although we anticipate that we will have limited lines of credit available to us, these sources of funds or other financing may not be available for us in light of our financial condition or may not be available in amounts we require to operate our business. Our failure to obtain additional capital to finance our working capital needs on acceptable terms will negatively impact our business, financial condition and liquidity.

OUR SUCCESS IS DEPENDENT UPON OUR SENIOR MANAGEMENT TEAM AND OUR ABILITY TO HIRE AND RETAIN QUALIFIED EMPLOYEES.

We believe that our success is substantially dependent upon: (1) our ability to retain and motivate our senior management team and other key employees; and (2) our ability to identify, attract, hire, train, retain and motivate other qualified personnel. The development of our business and operations is dependent upon the efforts and talents of our executive officers. We cannot assure you that we will be successful in retaining the services of any of the members of our senior management team or other key personnel, or in hiring qualified technical, managerial, marketing and customer service personnel. We do not have "key person" life insurance policies on any of our key personnel, so in the event of a tragic incident during the development phase of the Company, we would find ourselves in a very precarious position without the financial ability or management skill to overcome it. If we do not succeed in retaining our employees and in attracting new employees, our business could suffer significantly.

EXISTING SHAREHOLDERS MAY SUFFER SUBSTANTIAL DILUTION WITH FUTURE ISSUANCES OF OUR COMMON STOCK.

We anticipate issuing a substantial amount of common stock within the next several years, either in connection with an equity incentive plan for directors, officers, key employees and consultants, or in private or public offerings to meet our working capital requirements. Any grants or sales of additional shares of our common stock will have a dilutive effect on the existing shareholders, which could adversely affect the value of our common stock.

THERE ARE POTENTIAL CONFLICTS OF INTERESTS AND AGREEMENTS THAT ARE NOT SUBJECT TO ARM'S LENGTH NEGOTIATIONS.

Several shareholders of the Company have provided bridge financing for start-up costs. These bridge loans totaled approximately \$300,000 at April 1, 2004. We intend to repay these bridge loans out of the proceeds raised from future offerings of our securities or any operating revenues. Additionally, several of the shareholders are affiliated with entities that may receive brokerage fees, consulting fees and other compensation related to the performance of services for the Company. The Company is also responsible for a payment of approximately \$350,000 on behalf of Pyramid Media Group, Inc., of which Allen Jacobi, president of Pyramid Records, is an owner and shareholder. See "Certain Relationships and Related Transactions."

WE ADOPTED PROVISIONS LIMITING THE LIABILITY OF MANAGEMENT TO SHAREHOLDERS.

We have adopted provisions, and will maintain provisions, to our articles of incorporation and by-laws that limit the liability of officers, directors, and employees, and provide for indemnification by the Company of officers, directors, and employees to the full extent permitted by Colorado law. Colorado law provides that officers and directors have no personal liability to a Company

or its shareholders for monetary damages for breach of fiduciary duties as officers or directors, except for a breach of their duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, unlawful payment of dividends or unlawful stock purchases or redemptions, or any transaction from which a director or officer derives an improper personal benefit. Such provisions substantially limit the shareholders' ability to hold officers and directors liable for breaches of fiduciary duty, and may require us to indemnify our officers and directors.

WE MAY NOT BE ABLE TO ADEQUATELY MANAGE FUTURE GROWTH.

If we are successful in developing our business plan, the anticipated future growth of the business could place a significant strain on our managerial, operational and financial resources. We cannot assure you that management would effectively manage a significant growth in our business. The failure to adequately manage any growth would adversely effect our business operations and financial results.

WE DO NOT HAVE AN ESTABLISHED TRADING MARKET FOR OUR COMMON STOCK.

There is currently no established trading market for the common stock of the Company. Accordingly, an investment in the Company should presently be regarded as illiquid as well as highly speculative, and is suitable only for persons who can hold their investment in the Company indefinitely. We may seek to apply to have our common stock listed, but we cannot assure you that we will undertake to

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have our common stock trade on a regulated market, or if we do apply that we will be successful in our attempt.

OUR MANAGEMENT, THROUGH ITS SIGNIFICANT OWNERSHIP OF OUR COMMON STOCK, HAS ULTIMATE CONTROL OVER OUR OPERATIONS.

Our management owns a majority of the total outstanding shares of our common stock and therefore has ultimate control over the operations of the Company. These officers and employees will be able to control or otherwise significantly influence all matters requiring approval by our shareholders, including the election of directors and the approval of mergers or other business combination transactions.

WE HAVE NEVER PAID DIVIDENDS AND DO NOT ANTICIPATE PAYING ANY IN THE FORESEEABLE FUTURE.

We have never declared or paid a cash dividend and we do not expect to have any cash with which to pay cash dividends in the foreseeable future. If we do have available cash, we intend to use it to grow our business.

Risks Related to the Nature of the Proposed Business:

WE MAY BE UNABLE TO IMPLEMENT OUR BUSINESS AND GROWTH STRATEGY.

Our growth strategy is dependent upon our ability to generate sales and profits. This includes, but is not limited to, (i) the integration of new products; (ii) establishing and maintaining sales and distribution channels, including the launch of our television network, (iii) developing new business opportunities; (iv) maintaining our existing clients and developing the organization and systems to support these clients; (v) the establishment of financial and management systems; (vi) the ability to attract, retain and hire highly skilled management and consultants (vii) obtaining adequate financing on acceptable terms to fund our growth strategy; (viii) developing and expanding our client and customer bases; (ix) negotiating agreements on terms that increase or maintain the Company's current profit margins. Our failure with respect to any or all of these factors could impair our ability to successfully implement our growth strategy, which could have a material adverse effect on our results of operations and financial condition.

WE INTEND TO LAUNCH NEW PRODUCTS IN A VOLATILE MARKET AND WE MAY BE UNSUCCESSFUL.

We intend to launch new products, which include a television network featuring classic rock music and video focused on the adult market, and an international distribution of the Havana Bridge project, an album and DVD featuring internationally renowned artists performing with Cuban artists. The consumer

retail market and the television industry are volatile marketplaces and we may not be able to successfully penetrate and develop either sector. We cannot assure you that we will be able to find, purchase and maintain the airwave space necessary to carry and successfully launch a new television network. Even if we are able to find such airwave space, we will be successful only if consumers establish a loyalty to our network and purchase the products advertised on the network, including those products offered by our subsidiary, Pyramid Records. We will have no control over consumer reaction to our network or product offerings. If we are not successful in building a strong and loyal consumer following, we may not be able to generate sufficient sales to achieve profitability.

WE DO NOT HAVE THE ABILITY TO CONTROL THE VOLATILITY OF SALES.

Our business is dependent on selling our products in a volatile consumer oriented marketplace. The retail consumer industry, by its nature, is very volatile and sensitive to numerous economic factors, including competition, market conditions, and general economic conditions. None of these conditions are within our control. There can be no assurance that we will have stable or growing sales of our record company products and advertising space of our television network, and maintain profitability in the volatile consumer marketplace.

WE MAY NOT BE ABLE TO PURCHASE AND/OR LICENSE ASSETS THAT ARE CRITICAL TO OUR BUSINESS.

We intend to purchase and/or license archived video and music collection libraries to fulfill the programming needs of The Tube. The acquisition or licensure of these assets is critical to accomplishing the business plan of the Company. We cannot assure you that we will be successful in obtaining these assets or that if we do acquire them, that we will be able to do so at a reasonable cost. Our failure to purchase and/or license these libraries at a reasonable cost would have a material adverse effect on our business, results of operations and financial condition.

WE MAY NOT BE ABLE TO MAINTAIN OUR CLIENT RELATIONSHIPS THAT WE HAVE DEVELOPED.

Pyramid Records' clients are comprised primarily of artists and celebrities. This clientele is fragmented and requires a great deal of servicing to maintain strong relationships. Our ability to maintain client loyalty will be dependent upon our ability to successfully market and distribute their products, as well as our ability to service their needs. We cannot assure you that we will be successful in maintaining relationships with our artists. Our inability to maintain these relationships could have a material adverse effect on our business, results of operations and financial condition.

OUR FAILURE TO DEVELOP ADVERTISING REVENUES COULD ADVERSELY IMPACT OUR BUSINESS.

We intend to generate a significant portion of our revenue from our television network, The Tube, through advertising. It is unlikely that we will be able to obtain long-term commitments from advertisers due to the start-up nature of our business. Advertisers generally may cancel, reduce or postpone orders without penalty. Cancellations, reductions or delays in purchases of advertising could occur as a result of a strike, or a general economic downturn in one or more industries or in one or more geographic areas. If we are unable to generate significant revenue from advertising, it will have a material adverse effect on our financial condition and results of operations.

WE MAY ENCOUNTER INTENSE COMPETITION FROM SUBSTANTIALLY LARGER AND BETTER-FINANCED COMPANIES.

Our success will depend upon our ability to penetrate the consumer market for media oriented products and establish a television network with sufficient ratings to cover the costs associated with operating the network and provide a return to our investors. Our television network and record company will compete with more established entities with greater financial resources, longer operating histories and more recognition in the market place than we do. It is

also possible that previously unidentified competitors may enter the market place and decrease our chance of acquiring the requisite market share. Our future success will depend upon our ability to penetrate the market quickly and efficiently. Our ability to respond to competitive product offerings and the evolving demands of the marketplace will play a key role in our success. Our failure to develop, maintain and continually improve our distribution process could prevent us from attaining sufficient market share. If we are unable to respond and compete in these markets, it will have a material adverse effect on our business, results of operations and financial condition.

WE MAY BE UNABLE TO ADEQUATELY REACT TO MARKET CHANGES.

Our success is partially dependent upon our ability to develop our market and change our business model as may be necessary to react to changing market conditions. Our ability to modify or change our business model to fit the needs of a changing market place is critical to our success, and an inability to do so could have a material adverse affect on our business, liquidity and financial condition.

COPYRIGHT LAWS MAY NEGATIVELY AFFECT THE VALUE OF CERTAIN OF OUR ASSETS.

Under existing United States copyright law, sound recordings may be protected. United States copyright law, however, also gives individual authors the inalienable right to recapture the rights to their copyrighted material by

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terminating any transfer of interest in his or her copyright. For example, for transfers given on or after January 1, 1978, the author may terminate the transfer after 35 years, or perhaps earlier if the performer has shorter reversion provisions within their agreements. A more complex timeline applies to termination of transfers conveyed on or before December 31, 1977. Strict rules of notice (i.e., a notice of intent to terminate given from the author to the publisher) must be followed by the author to validate the termination. As a result, certain of our assets may be lost if challenged by authors seeking to recapture their copyrighted material, thereby potentially negatively affecting the results of operations and financial condition of the Company and its future prospects.

ITEM 2. DESCRIPTION OF PROPERTIES

We do not own any real estate and we lease all of our operating space. As of April 1, 2004, we leased the following office locations:

- o approximately 1,500 square feet of office space located at 11077 Biscayne Boulevard, Suite 100, Miami, Florida 33161; this office space was leased for a term of one year expiring on September 20, 2004 at an annual rental of \$21,600;
- o approximately 3,000 square feet of office space located at 11077 Biscayne Boulevard, Suite 200, Miami, Florida; this office space was leased for a term of two years expiring on September 30, 2005 at an annual rental of \$46,110;
- o approximately 8,900 square feet of recording studio space located at 12390 NE 13th Place, North Miami, Florida 33181 for a term of 36 months expiring on September 30, 2006, at a current annual rental of \$35,967.36; and
- o approximately 532 square feet of office space located at 2040 Sherman Street, Suite 16, Hollywood, Florida 33020; this office space was leased month to month at a monthly rental of \$1,749.

Management considers our office space adequate for our present requirements. In the event that expansion of our business requires that we obtain additional space, management believes that such space would be available on commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are involved as a plaintiff or defendant in various legal proceedings arising in the usual course of our business. At the current time, there is no pending litigation or legal action against the Company.

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

None.

PART II.

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

There is currently no public trading market for our common stock.

As of April 4, 2004, there were 102 holders of record of Common Stock inclusive of those brokerage firms and/or clearinghouses holding the Company's Common Stock in street name for their clientele (with each such brokerage house and/or clearing house being considered as one holder).

The Company has never paid a dividend on its common stock. It is the Company's present policy to retain all earnings to provide funds for the future growth of the Company.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The deficit we have accumulated during our development stage from inception to December 31, 2003 is \$746,012, and our working capital deficit as of December 31, 2003 was approximately \$56,000. We incurred expenses of \$318,826 and \$208,940 during the years ended December 31, 2003 and 2002 respectively. Revenues in 2003 and 2002 were not significant. Our losses since inception have been financed exclusively through receipts from equity subscriptions and through the issuance of restricted shares of our common stock and contributed services by our offices. Our loss per share was \$0.04 and \$0.03 for the years ended December 31, 2003 and 2002 respectively.

Recently, the Company's management determined that their business model was not progressing as they wished and that the Company should either merge with or acquire an operating company with an operating history and assets. On March 15, 2004, the Company entered into a Stock Exchange Agreement with Pyramid Music Corp., a Florida corporation ("PMC"). Under the terms of the Stock Exchange Agreement, the Company acquired 100% of the stock of PMC in exchange 16,922,464 shares of common stock of the Company (the "Stock Exchange"). As a result of the Stock Exchange, which was consummated on April 1, 2004, the former shareholders of PMC, owned on a fully diluted basis, approximately 80% of the then issued and outstanding shares of common stock of the Company. On March 26, 2004 we changed our name to AGU Entertainment, Inc.

The financial statements included in this 10-KSB represent the results of operations for Lexington Barron Technologies, Inc. for 2003 and 2002. Future filings will reflect the operating results and financial position of PMC, the operating company acquired April 1, 2004, under the name of AGU Entertainment, Inc. The company we acquired was formed as a development stage enterprise with no operating history, and is subject to all of the substantial risks inherent in the development of a new business enterprise within an extremely competitive

industry. No assurances can be given that the business will continue as a going concern or achieve profitability. Due to the absence of an operating history and the emerging nature of the market in which it competes, we anticipate operating losses until such time as it can develop a substantial and stable revenue base.

The growth and development of the business will require a significant amount of additional working capital. We currently have limited financial resources and based on our current operating plan, we will need to raise additional capital. We currently do not have adequate cash to meet our short or long term objectives.

We expect that an equity offering will be required in mid 2004 to provide for working capital, capital expenditures and business expansion for a limited period of time, not to exceed the next six to twelve months. There can be no assurances that we will be successful in completing such an offering, in executing the business plan or achieving profitability. If we are not successful in raising additional capital, our financial condition and business operations will be adversely affected. Additionally, if we are successful in implementing our initial business plan, we will need to raise additional funds in order to fund more rapid expansion, to develop new and enhanced services and products, and to respond to competitive pressures.

There are currently no commitments for additional financing, and there can be no assurances that we will be successful in raising additional capital to operate or grow the business. If adequate funds are not available on acceptable terms, we will not be able to fund expansion, develop or enhance products and services, and respond to competitive pressures, which would have a material adverse effect on our ability to continue as a going concern.

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ITEM 7. FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and shareholders

AGU Entertainment Corp. (formerly Lexington Barron Technologies, Inc.):

We have audited the accompanying balance sheet of AGU Entertainment Corp. (formerly Lexington Barron Technologies, Inc.) as of December 31, 2003, and the related statements of operations, changes in shareholders' deficit, and cash flows for the years ended December 31, 2003 and 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of AGU Entertainment Corp. as of December 31, 2003 and the results of its operations, changes in shareholders' equity, and cash flows for the years ended December 31, 2003 and 2002, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered significant operating losses since inception, which raises a substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Cordovano and Honeck, P.C.
Denver, Colorado

April 2, 2004

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AGU ENTERTAINMENT CORP.
(FORMERLY LEXINGTON BARRON TECHNOLOGIES, INC.)

CONSOLIDATED BALANCE SHEET

For the Year Ended December 31, 2003

<TABLE> <CAPTION> ASSETS	2003

Current Assets:	
<S>	<C>
Cash	\$ 34
Total current assets	34
Equipment, net of accumulated depreciation of \$7,123	1,296

Total Assets	\$ 1,330
	=====
LIABILITIES AND SHAREHOLDERS' DEFICIT	
Current Liabilities:	
Accounts payable and accrued expenses	\$ 56,365
Due to officer (Note 2)	100

Total liabilities	56,465

Shareholders' deficit (Note 3):	
Preferred stock, no par value; 5,000,000 shares authorized, -0- shares issued and outstanding	--
Common stock, no par value; 20,000,000 shares authorized, 7,051,025 shares issued and outstanding	96,602
Additional paid-in capital	594,275
Deficit accumulated during development stage	(746,012)

Total shareholders' deficit	(55,135)

Total liabilities and shareholders' deficit	\$ 1,330
	=====

</TABLE>

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AGU ENTERTAINMENT CORP.
(FORMERLY LEXINGTON BARRON TECHNOLOGIES, INC.)

CONSOLIDATED BALANCE SHEET

For the Year Ended December 31, 2003

<TABLE>
<CAPTION>

	2003	2002
	-----	-----
<S>	<C>	<C>
Consulting revenue	\$ 1,955	\$ 24,450
Professional services	4,687	31,909
Contributed services (Note 2)	229,025	160,450
Contributed rent (Note 2)	9,000	9,000
Depreciation	2,164	2,677
Offering costs (Note 1)	73,500	--
Other general and administrative costs	450	4,904
	-----	-----
Total operating expenses	318,826	208,940
	-----	-----
Loss before income taxes	(316,871)	(184,490)
	=====	=====
Income tax provision (Note 4)	--	--
Net loss	\$ (316,871)	\$ (184,490)
	=====	=====
Basic and diluted loss per share	\$ (0.04)	\$ (0.03)
	=====	=====
Weighted average common shares outstanding - Basic and diluted	7,051,025	6,916,410
	=====	=====

</TABLE>

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AGU ENTERTAINMENT CORP.
(FORMERLY LEXINGTON BARRON TECHNOLOGIES, INC.)

CONSOLIDATED BALANCE SHEET

For the Year Ended December 31, 2003

<TABLE>
<CAPTION>

	COMMON STOCK		ADDITIONAL	RETAINED	TOTAL
	SHARES	AMOUNT	PAID-IN CAPITAL	DEFICIT	-----
	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
Balance at December 31, 2001	6,176,025	69,102	183,800	(244,651)	8,251
January 2002, sale of common stock pursuant to a private placement offering, net of offering costs of \$7,500 (\$.04/share) (Note 3)	875,000	27,500	--	--	27,500
Value of services contributed by officers (Note 2)	--	--	160,450	--	160,450
Value of office rent contributed by an officer (Note 2)	--	--	9,000	--	9,000
Net loss	--	--	--	(184,490)	(184,490)
	-----	-----	-----	-----	-----
Balance at December 31, 2002	7,051,025	96,602	353,250	(429,141)	20,711
Capital contributed by officer (Note 2)	--	--	3,000	--	3,000
Value of services contributed by officers (Note 2)	--	--	229,025	--	229,025
Value of office rent contributed by an officer (Note 2)	--	--	9,000	--	9,000

Net loss	--	--	--	(316,871)	(316,871)
Balance at December 31, 2003	7,051,025	\$ 96,602	\$ 594,275	\$ (746,012)	\$ (55,135)

</TABLE>

AGU ENTERTAINMENT CORP.
(FORMERLY LEXINGTON BARRON TECHNOLOGIES, INC.)

CONSOLIDATED BALANCE SHEET

For the Year Ended December 31, 2003

<TABLE>
<CAPTION>

	2003	2002
	-----	-----
<S>	<C>	<C>
Cash flows from operating activities:		
Net loss	\$ (316,871)	\$ (184,490)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	2,164	2,677
Common stock issued in exchange for services and property (Notes 2 and 3)	--	--
Loss on write-off of deferred offering costs	73,500	--
Services contributed by officers (Note 2)	229,025	160,450
Rent contributed by an officer (Note 2)	9,000	9,000
Changes in operating assets and liabilities:		
Payables	66	56,299
Net cash (used in) provided by operating activities	(3,116)	43,936
Cash flows from investing activities:		
Capital expenditures	--	(3,500)
Net cash (used in) investing activities	--	(3,500)
Cash flows from financing activities:		
Working capital advances from an officer	3,000	--
Net proceeds from sale of common stock	--	27,500
Payments for offering costs	--	(67,786)
Net cash provided by (used in) financing activities	3,000	(40,286)
Net change in cash	(116)	150
Cash, beginning of period	150	--
Cash, end of period	\$ 34	\$ 150
Supplemental disclosure of cash flow information: Cash paid for:		
Income taxes	\$ --	\$ --
Interest	\$ --	\$ --

</TABLE>

AGU ENTERTAINMENT CORP.
(FORMERLY LEXINGTON BARRON TECHNOLOGIES, INC.)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION AND BASIS OF PRESENTATION

AGU Entertainment Corp. (formerly Lexington Barron Technologies, Inc.) (referenced as "we", "us", "our" in the accompanying footnotes) was incorporated on August 23, 2000 to engage in financial, operational and systems consulting to startup and small businesses. Our services have included market research, business plan development, strategy development, financial modeling and forecasting, and Pre-IPO and IPO consulting.

Effective April 1, 2004, we closed a Stock Exchange Agreement with Pyramid Music Corp., a Florida corporation, which resulted in a change in control of our company (see note 5).

Inherent in our business are various risks and uncertainties, including its limited operating history, historical operating losses, and dependence upon its officers and strategic alliances. Management plans to raise capital through the sale of securities to enable us to expand our operations. Our future success will be dependent upon our ability to create and provide effective and competitive entertainment products, and ultimately, to attain profitability. There is no assurance that we will be successful in raising the capital required to develop our operations or that we can attain profitability.

USE OF ESTIMATES

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

CASH AND CASH EQUIVALENTS

We consider all highly liquid securities with original maturities of three months or less when acquired, to be cash equivalents. We had no cash equivalents at December 31, 2003.

EQUIPMENT AND DEPRECIATION

Equipment is stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, which is estimated to be three years. Expenditures for repairs and maintenance are charged to expense when incurred. Expenditures for major

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renewals and betterments, which extend the useful lives of existing equipment, are capitalized and depreciated.

OFFERING COSTS

We incurred consulting fees related to the preparation of our private placement memorandum and legal and accounting fees for our Form SB-2 registration statement. Legal and accounting costs related to the Form SB-2 equity offering are initially deferred until the offering is completed, at which time they would be recorded as a reduction of gross proceeds from the offering. However, we closed the offering in February 2003 without selling any shares of our common stock. After the offering was closed, we charged \$73,500 in deferred offering costs to operations.

IMPAIRMENT OF LONG-LIVED ASSETS

We evaluate the carrying value of its long-lived assets under the provisions of SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. Statement No. 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted future cash flows estimated to be generated by those assets are less than the assets' carrying amount. If such assets are impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying value or fair value, less costs to sell.

INCOME TAXES

We account for income taxes under the provisions of SFAS No. 109, Accounting for

Income Taxes. SFAS 109 requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

REVENUE RECOGNITION

Revenue is recognized when earned. Our revenue recognition policies are in compliance with all applicable accounting regulations, including Securities and Exchange Commission Staff Accounting Bulletin No. 101, Revenue Recognition, and American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) 97-2, Software Revenue Recognition, and SOP 98-9, Modification of SOP 97-2, With Respect to Certain Transactions.

Revenue from consulting and other services is recognized as the consultation and other services are performed.

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FINANCIAL INSTRUMENTS

Our financial instruments consist of cash, accounts payable and accruals. At December 31, 2003, the carrying values of our financial instruments approximate fair value due to the short-term maturity of the instruments.

STOCK-BASED COMPENSATION

Stock-based compensation is valued by either the value of the services provided or the value of the stock issued based on contemporaneous stock sales.

(2) RELATED PARTY TRANSACTIONS

An officer contributed office space to us during all periods presented. The office space was valued at \$750 per month based on the market rate in the local area and is included in the accompanying financial statements as "contributed rent" expense with a corresponding credit to "additional paid-in capital".

Three officers contributed product and service development, business development and administrative services to us during all periods presented. The time and effort was recorded in the accompanying financial statements based on the prevailing rates for such services, which ranged from \$50 to \$100 per hour based on the level of services performed. The services are reported as "contributed services" with a corresponding credit to "additional paid-in capital".

During the year ended December 31, 2003, an officer contributed \$3,000 to us for the payment of professional fees. Contributed capital is reported as additional paid in capital in the accompanying financial statements.

We recognized consulting revenue from one customer in the amount of \$2,000, and recorded \$2,500 in consulting expense to an entity affiliated with this customer, during the year ended December 31, 2002.

(3) SHAREHOLDERS' EQUITY

PREFERRED STOCK

The Board of Directors is authorized to issue 5,000,000 shares of no voting power, no par value preferred stock. We had no preferred shares issued and outstanding at December 31, 2003.

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PRIVATE PLACEMENT OFFERING

During January 2002, we conducted a private placement offering whereby we sold 875,000 shares of our no par value common stock for \$.04 per share pursuant to an exemption from registration claimed under sections 3(b) and 4(2) of the Securities Act of 1933, as amended, and Rule 506 of Regulation D promulgated thereunder. The shares were sold through our officers and directors. We received

proceeds in the amount of \$35,000, and paid \$7,500 in related offering expenses.

SB-2 REGISTRATION

In April 2002, we filed a Registration Statement with the Securities and Exchange Commission ("SEC") on Form SB-2 to register to sell 6,816,191 shares of our no par common stock at \$.10 per share. 1,816,191 shares are registered for sale by selling shareholders and 5,000,000 are registered for sale by us. The SEC accepted the Form SB-2 during November 2002; however, we closed the offering in February 2003 without selling any shares of our common stock.

(4) INCOME TAXES

A reconciliation of the U.S. statutory federal income tax rate to the effective tax rate is as follows:

<TABLE>

<CAPTION>

	FOR THE YEARS ENDED DECEMBER 31,	
	2003	2002
<S>	<C>	<C>
U.S. federal statutory graduated rate	18.32%	15.00%
State income tax rate, net of federal benefit	3.78%	3.94%
Contributed rent and services	-16.62%	-17.47%
Net operating loss for which no tax benefit is currently available	-5.48%	-1.47%
	0.00%	0.00%

</TABLE>

At December 31, 2003, deferred tax assets consisted of a net tax asset of \$29,184, due to operating loss carryforwards of \$154,372, which was fully allowed for, in the valuation allowance of \$29,184. The valuation allowance offsets the net deferred tax asset for which there is no assurance of recovery. The change in the valuation allowance for the years ended December 31, 2003 and 2002 totaled \$17,346 and \$2,697, respectively. The current tax benefit totaled \$17,346 and \$2,697 for the years ended December 31, 2003 and 2002, respectively. The net operating loss carry-forward expires through the year 2023.

The valuation allowance will be evaluated at the end of each year, considering positive and negative evidence about whether the deferred tax asset will be realized. At that time, the allowance will either be increased or reduced; reduction could result in the complete elimination of the allowance if positive evidence indicates that the value of the deferred tax assets is no longer impaired and the allowance is no longer required.

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Should we undergo an ownership change as defined in Section 382 of the Internal Revenue Code, the Company's tax net operating loss carryforwards generated prior to the ownership change will be subject to an annual limitation, which could reduce or defer the utilization of these losses.

(5) SUBSEQUENT EVENTS

On March 15, 2004, we entered into a Stock Exchange Agreement with Pyramid Music Corp., a Florida corporation ("PMC"). Under the terms of the Stock Exchange Agreement, we acquired 100 percent of the stock of PMC in exchange 16,922,464 shares of our common stock. As a result of the Stock Exchange, which was consummated on April 1, 2004, the former shareholders of PMC, owned on a fully diluted basis, approximately 80 percent of the then issued and outstanding shares of our common stock, resulting in a change in control.

As a result of the Stock Exchange, our company, through our new subsidiary PMC, has two wholly-owned operating entities that are or will become engaged in the following services: (i) the formation and operation of a television network, The Tube Music Network, Inc., that plans to air traditional music video archives and live concert DVDs of contemporary music material that is derived from archived

video and music collection libraries, and (ii) a production, marketing and distribution record company, Pyramid Records International, Inc., that has merged audio, visual and Internet content into one corporate concept.

On March 26, 2004, we changed our name to AGU Entertainment Corp.

ITEM 8. CHANGES IN ACCOUNTANTS AND DISAGREEMENTS WITH
ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 8A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

As of December 31, 2003, the Company performed an evaluation, under the supervision and with the participation of its management, including the chief executive officer and chief financial officer, of the effectiveness of the design and operation of each company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) or 15d-15(e)). Based upon that evaluation, the Company's chief executive officer and chief financial officer concluded that the company's disclosure controls and procedures are effective in timely alerting them to material information relating to the company and its consolidated subsidiaries required to be included in the company's reports filed

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or submitted under the Exchange Act. Due to the inherent limitations of the effectiveness of any established disclosure controls and procedures, management cannot provide absolute assurance that the objectives of its disclosure controls and procedures will be met.

(b) Changes in Internal Controls

There has been no change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting

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PART III.

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

The members of the board of directors of the Company serve until the next annual meeting of stockholders, or until their successors have been elected. The officers serve at the pleasure of the board of directors.

From the Company's inception until the Stock Exchange, Phillip Kilgore served as Chairman, President, Chief Financial Officer and Secretary of the Company. Jeffrey Neal served as Vice President, and David Goller served as Executive Vice President. Upon the consummation of the Stock Exchange, Mr. Kilgore, Mr. Neale and Mr. Goller resigned.

The following table sets forth information regarding the Company's directors and executive officers as of April 1, 2004. There are no family relationships among any of our directors and officers.

<TABLE>

<CAPTION>

NAME	AGE	POSITIONS
----	---	-----
<S>	<C>	<C>
Michael Jay Solomon	67	Director
David M. Levy	52	Director and President of the Company
Les Garland.	51	Director and President of The Tube

Allen Jacobi	56	President of Pyramid Records
Gregory R. Catinella	53	Director
John W. Poling	58	Director

Michael Jay Solomon has an employment agreement to serve as Chairman of PMC upon the occurrence of certain financing conditions. Prior to joining PMC, Mr. Solomon was Chairman and Chief Executive Officer of El Camino Entertainment Group, Inc. from 2002 to April 2004. El Camino Entertainment Group, Inc. is a company dedicated to building a live family entertainment company on a national basis through the consolidation of family run companies that operate rides, games and food at state and county fairs and carnivals throughout the United States. Mr. Solomon became a director of the Company upon the consummation of the Stock Exchange.

David M. Levy has served as President of PMC since 2003 and will continue to serve as President of the Company. Prior to joining PMC, Mr. Levy was the vice president of business development of Northwestern Bell Phones, a manufacturing and marketing company of consumer electronics from 1995 to 2003. Mr. Levy became the president and a director of the Company upon the consummation of the Stock Exchange.

Les Garland has served as President of The Tube since 2003. Prior to joining The Tube, Mr. Garland was President of Afterplay Marketing, Inc., a Nevada company from 1998 to 2003. From 1998 to 2000, Mr. Garland was consultant to the College Television Network, a television network on college campuses across the United

States. Mr. Garland became a director of the company upon the consummation of the Stock Exchange.

Allen Jacobi founded Pyramid Media Group, Inc., a record label, in 1990. Mr. Jacobi joined PMC when certain assets of Pyramid Media Group were acquired by PMC in 2003.

Gregory R. Catinella has been the owner of Catinella Realty, a small boutique real estate company since January 2004. Prior to owning Catinella Realty, Mr. Catinella was Chairman and President of Catinella Consulting Inc., a provider of consulting, marketing and business development services to public and private companies, from 1986 to 2004. Mr. Catinella became a director of the Company upon the consummation of the Stock Exchange.

John W. Poling is a partner at Tatum Partners, LLP, which he joined in 2002. Tatum Partners, LLP provide financial services to emerging growth, middle market and multinational companies. Prior to joining Tatum Partners, LLP, Mr. Poling served as Chief Financial Officer of U.S. Plastic Lumber Corp. from 1999 to 2002. Mr. Poling serves on the board of directors of Kreisler Manufacturing Corporation, SystemOne Technology, Inc. and National Earth Services, Inc. Mr. Poling became a director of the Company upon the consummation of the Stock Exchange.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The Company is not aware of any director, officer or beneficial owner of more than ten percent of the Company's Common Stock that, during fiscal year 2003, failed to file on a timely basis reports required by Section 16(a) of the Securities Exchange Act of 1934.

ITEM 10. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table sets forth the total compensation paid to or accrued for the fiscal years ended December 31, 2003, 2002 and 2001 to the Chief Executive Officer and our other most highly compensated executive officers of Lexington Barron Technologies, Inc., all of whom were serving as executive officers at the end of our last fiscal year. To date, no officers have received any

compensation.

ANNUAL COMPENSATION

<TABLE>
<CAPTION>

Name and Principal Position	Fiscal Year	Salary	Bonus	Other Annual Compensation	Restricted Stock Awards	Securities Underlying Options	LTIP Payouts	All Other Compensation
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Phillip Kilgore, Chairman and Interim CEO	2003 2002 2001	\$0 \$0 \$0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
David A. Goller, Executive Vice President	2003 2002 2001	\$0 \$0 \$0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
Jeffrey A. Neal, Vice President	2003 2002 2001	\$0 \$0 \$0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0

</TABLE>

Executive Compensation.

Compensation of management is determined by the compensation committee of the board of directors. The stockholders of the Company will not have the opportunity to vote on or approve such compensation. Except as set forth in the table below, prior to December 31, 2003, no compensation was paid to any officer or director of the Company or its predecessor entities. No officer or director has received stock options or non-cash compensation.

The following table sets forth all cash compensation paid to the president of AGU Entertainment Corp's for the year ended December 31, 2003 and AGU Entertainment Corp's most highly compensated executive officer.

<TABLE>
<CAPTION>

Name and Principal Position	Year	Salary	Other Annual Compensation	All Other Compensation
<S>	<C>	<C>	<C>	<C>
David Levy President	2003	\$3,607	\$11,934 (1)	\$0
Les Garland President of The Tube	2003	\$64,421	\$0	\$0

</TABLE>

(1) Includes compensation for an automobile allowance.

Employment Agreements

David M. Levy. Under an employment agreement, dated as of April 1, 2004, David Levy serves as our President. The agreement terminates on March 23, 2009 and may be extended for subsequent one-year periods by both parties signing an extension prior to 30 days of the expiration date. Under the agreement, Mr. Levy is entitled to receive an annual salary of \$350,000 or such greater amount as the board of directors may determine. This annual salary increases 5% on March 23, 2005. Under the agreement, Mr. Levy deferred any salary in excess of \$2,500 per week until the Company raises a minimum of \$5,000,000 in equity or equity equivalents. If Mr. Levy is terminated without cause, the Company must pay him any of his annual salary that has accrued, and an amount equal to the lesser of his annual salary for the number of months remaining in the term of the agreement or his monthly salary multiplied by 24.

Michael Jay Solomon. Under an employment agreement, dated as of October 1, 2003 and amended as of December 1, 2003, Michael Jay Solomon will serve as our

Chairman beginning on the date of the closing of a debt and/or equity financing with gross proceeds to the Company of approximately \$6,000,000. The agreement terminates on the fifth anniversary of the commencement date and renews automatically for successive two-year periods, unless either party provides written notice 90 days prior to the termination of the agreement. Under the agreement, Mr. Solomon is entitled to an annual salary of \$400,000 or such greater amount as the board of directors may determine. This annual salary increases annually by an amount equal to the greater of 7.5% per year or by an amount equal to the consumer price index. If, during the term of the agreement or within 18 months after its termination, the Company undergoes a change of control, the Company must pay Mr. Solomon a bonus in amount equal to the greater of \$3,000,000 or 5% of the total consideration paid, received or contributed by or to the Company in the change of control. The maximum of such bonus is \$10,000,000, unless Mr. Solomon introduced the Company to the other party involved in the change of control. Mr. Solomon is entitled to a performance

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bonus at the end of each fiscal year based upon the Company attaining financial performance targets set by the board of directors. Mr. Solomon is also entitled to an expense allowance of \$4,000 per month. If the Company terminates Mr. Solomon without cause or Mr. Solomon resigns for good reason, then in addition to his annual salary, the Company must pay Mr. Solomon severance equal to two years annual salary.

Allen Jacobi. Under an employment agreement, dated as of April 1, 2004, Allen Jacobi serves as President of Pyramid Records International, Inc. The agreement terminates on March 23, 2009 and may be extended for subsequent one-year periods by both parties signing an extension prior to 30 days of the expiration date. Under the agreement, Mr. Jacobi is entitled to receive an annual salary of \$200,000 or such greater amount as the board of directors may determine. This annual salary increases 5% on March 23, 2005. If Mr. Jacobi is terminated without cause, the Company must pay him any of his annual salary that has accrued, and an amount equal to the lesser of his annual salary for the number of months remaining in the term of the agreement or his monthly salary multiplied by 18.

Les Garland. Under an employment agreement, dated July 2003, Les Garland serves as Chief Operating Officer of The Tube Music Network, Inc. Under the agreement, Mr. Garland is entitled to receive an annual salary of \$350,000. If Mr. Garland is terminated without cause or resigns for good reasons, the Company must pay him monthly installments during the severance period in amount equal to one-twelfth of his base salary. If the Company undergoes a change of control, the Company must pay Mr. Garland a fee equal to 3% of the aggregate market value of the business combination, with a minimum of \$3 million and a maximum of \$10 million. If Mr. Garland introduces the transaction to the Company, there is no maximum.

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ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of the Company's common stock as of April 1, 2004, adjusted to reflect the Stock Exchange, by: o each person known by the Company to own beneficially more than 5% of the Company's common stock;

- o each of the Company's named executive officers;
- o each director of the Company; and
- o all of the executive officers and directors as a group.

The amount and percentage of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to dispose of or to direct the disposition of the security. Unless otherwise indicated below, each beneficial owner named in the table below has sole voting and sole investment power with respect to all shares owned

beneficially. The percentage of beneficial ownership of common stock after the Stock Exchange is based on 21,153,075 shares outstanding.

NAME AND ADDRESS OF BENEFICIAL OWNER (1)	SHARES BENEFICIALLY OWNED AFTER THE STOCK EXCHANGE	PERCENTAGE OF OUTSTANDING SHARES
<S>	<C>	<C>
Michael Jay Solomon Director of the Company.....	444,444 (2)	2.1%
Les Garland President of The Tube and Director of the Company.....	1,542,000	7.3%
Allen Jacobi President of Pyramid Records.....	123,750 (3)	*
David M. Levy President of the Company and Director of the Company.....	2,752,353 (4) (5)	13.1%
Gregory Catinella Director of the Company.....	736,500	3.5%

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NAME AND ADDRESS OF BENEFICIAL OWNER (1)	SHARES BENEFICIALLY OWNED AFTER THE STOCK EXCHANGE	PERCENTAGE OF OUTSTANDING SHARES
<S>	<C>	<C>
John W. Poling Director of the Company	200,000	*
Rachel Levy 7014 DelCorso Lane Delray, FL 33446.....	1,300,784 (5) (6)	6.1%
Ned Siegel 500 T-Rex Ave., Suite 150 Boca Raton, FL 33431.....	1,655,691	7.9%
Neil Strum 3849 Rambla Pacifico Malibu, California 90265.....	1,655,691	7.9%
VLC Holdings, LLC 2455 E. Sunrise Blvd., Suite 502 Ft. Lauderdale, FL 33304.....	2,739,373 (5) (7)	13.1%
All executive officers and directors as a group.....	5,799,067	27.5%

* Less than 1%

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- (1) Unless otherwise indicated, the address of record for the owner is 11077 Biscayne Blvd., Suite 100, Miami, Florida 33161
 - (2) Held by Solomon Family Trust, dated December 21, 1989, 14 Beverly Park, Beverly Hills, CA 90210.
 - (3) Includes 23,750 shares owned by Cheri Jacobi, Allen Jacobi's wife.
 - (4) Includes 5,000 shares owned by David M. Levy and excludes 1,300,784 shares owned by Rachel Levy, David Levy's mother. Also includes shares owned by VLC Holdings and 8,000 shares owned by Victoria Levy, David Levy's daughter.
 - (5) The aggregate holdings of David M. Levy, Victoria Levy, Rachel Levy and

VLC Holdings total 4,053,157 and represent approximately 19.2% of the Company's outstanding common stock.

- (6) Excludes shares held by David M. Levy and Victoria Levy.
- (7) The principal owners of VLC Holdings, LLC are the wife and daughter of David M. Levy, the President and a director of the Company. Excludes shares held by David M. Levy, Victoria Levy and Rachel Levy.

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ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On March 3, 2004, we acquired an assignment for a Distribution Agreement, dated May 1, 2003, by and between Ark 21 Records, L.P. and Pyramid Media Group, Inc., a non-affiliated company owned and controlled by Allen Jacobi, the president of Pyramid Records, Inc.. In exchange for the assignment of this agreement, we provided the following consideration to Pyramid Media Group, Inc: (1) employment of Mr. Jacobi and (2) the assumption of a debt totaling approximately \$350,000.

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ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

List of Exhibits filed as part of this report. The following exhibits are incorporated by reference herein or filed herewith.

NUMBER	TITLE
-----	-----
2.1*	Share Exchange Agreement, dated March 15, 2004, between the shareholders of Pyramid Music Corp., Pyramid Music Corp. and Lexington Barron Technologies, Inc. (Incorporated by reference to the Registrants Form 8-K filed April 21, 2004, as amended)
3.1*	Articles of Incorporation of Lexington Barron Technologies, Inc. (incorporated herein by reference to the Registrant's Registration Statement on Form SB-2 (File No. 333-86244)).
3.2*	Article of Amendment to Articles of Incorporation of Lexington Barron Technologies, Inc. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
3.3*	Articles of Amendment to Articles of Incorporation of AGU Entertainment Corp. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
3.4*	Bylaws of Lexington Barron Technologies, Inc. (incorporated herein by reference to the Registrant's Registration Statement on Form SB-2 (File No. 333-86244)).
3.5*	Specimen certificate of the common stock of Lexington Barron Technologies, Inc. (incorporated herein by reference to the Registrant's Registration Statement on Form SB-2 (File No. 333-86244)).
10.1*	Employment agreement of David Levy, dated as of April 1, 2004. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
10.2*	Employment agreement of Michael Jay Solomon, dated as of October 1, 2003. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
10.3*	Amendment to Employment Agreement of Michael Jay Solomon, dated as of December 1, 2003. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)

- 10.4* Employment agreement of Allen Jacobi, dated as of April 1, 2004. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
- 10.5* Assignment and Assumption Agreement, dated as of March 3, 2004, among Pyramid Media Group, Inc., Allen Jacobi and Pyramid Records International, Inc. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
- 10.6* Amendment to Assignment and Assumption Agreement, dated March 8, 2004, by and among Pyramid Media Group, Inc., Allen Jacobi and Pyramid Records International, Inc. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
- 10.7* Corporate Guaranty, dated March 5, 2004. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
- 10.8* Employment Agreement of Les Garland, dated July 2003.. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
- 14.1 Code of Ethics
- 21.1* List of Subsidiaries. (incorporated herein by reference to the Registrant's Form 8-K filed April 21, 2004, as amended)
- 31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
- 31.2 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act.

* Previously filed.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Company paid audit fees to its independent certified public accountants, Cordovano and Honeck, P.C, in the amount of \$3,500 and \$6,713 for the years ended December 31, 2003 and 2002 respectively. Tax and other professional fees paid to the independent certified public accountants in 2003 and 2002 were not significant.

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, on May 17, 2004.

AGU ENTERTAINMENT CORP.

By: /s/ David M. Levy

David M. Levy
President and Principal Executive Officer, and
Director

In accordance with the requirements of the Exchange Act, this report has been signed by the following persons on behalf of the registrant and in the

capacities indicated on May 17, 2004.

By: /s/ David M. Levy

David M. Levy
President and Principal Executive Officer, and
Director'
Principal Accounting Officer, Secretary and Chairman of the Board of
Directors

By: /s/Michael Jay Solomon

Michael Jay Solomon
Director

By: /s/ Les Garland

Les Garland
Director

By: /s/ Gregory R. Catinella

Gregory R. Catinella
Director

By: /s/ John W. Poling

John W. Poling
Director

EXHIBIT 14.1

AGU ENTERTAINMENT CORP.

BUSINESS

CODE OF CONDUCT

ISSUED: APRIL 2004

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I. GENERAL STATEMENT OF BUSINESS PHILOSOPHY

The commitment to excellence is fundamental to the philosophy of our Company. This commitment to excellence means that employees share a common set of objectives and benefit from the achievement of those objectives.

One essential objective is our conviction to uphold ethical standards in all our corporate activities. These standards apply to all the Company's activities in every market that it serves. The purpose of this Code of Conduct is to strengthen the Company's ethical climate and to provide basic guidelines for situations in which ethical issues arise. We strive to do business with customers and suppliers of sound business character and reputation. We do not knowingly support any public or private organization which espouses discriminatory policies or practices. We expect all our employees to perform their work with honesty, truthfulness and integrity. It is the policy of the Company to comply with all applicable laws, including, without limitation, employment, discrimination, health, safety, antitrust, securities and environmental laws. No director, officer, executive or manager of the Company has authority to violate any law or to direct another employee or any other person to violate any law on behalf of the Company.

Each employee and non-employee director of the Company is, and will be held, responsible for the observance of this Code of Conduct. If any employee has questions about any section of this Code of Conduct, he or she should direct all questions to his or her immediate supervisor, Human Resources, or the Legal Department. IF AN EMPLOYEE BECOMES AWARE THAT ANOTHER EMPLOYEE HAS VIOLATED THIS CODE OF CONDUCT, HE OR SHE IS OBLIGATED TO REPORT IT IN ACCORDANCE WITH PROCEDURES SET FORTH BELOW. No one has the authority to retaliate against an employee who reports a possible violation. Failure to comply with any of the provisions of this Code of Conduct subjects the employee to disciplinary measures up to and including termination.

II. POLICIES AND PRACTICES

A. CONFLICTS OF INTEREST

A conflict of interest may arise in any situation in which an employee's loyalties are divided between business interests that, to some degree, are incompatible with the interests of the Company. All such conflicts should be avoided. The Company demands absolute integrity from all its employees and will not tolerate any conduct that falls short of that standard. The Company expects that no employee will knowingly place himself or herself in a position that would have the appearance of being, or could be construed to be, in conflict with the interests of the Company. Some of the more sensitive areas of conflicts of interest and the Company's related guidelines are as follows:

1. ACCEPTING GIFTS AND ENTERTAINMENT

The Company's aim is to deter givers of gifts from seeking or receiving special favors from Company employees. (For guidelines concerning the giving of gifts to, or entertainment of, customers and others by Company employees, employees

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are referred to paragraph F., below) Accepting any gift of more than nominal value or entertainment that is more than a routine social amenity can appear to be an attempt to influence the recipient into favoring a particular customer, vendor, consultant or the like. To avoid the reality and the appearance of improper relations with current or prospective customers, vendors and consultants, employees should observe the following guidelines when deciding whether or not to accept gifts or entertainment:

a. Gifts

Gifts such as merchandise or products, as well as personal services or favors may not be accepted unless they have a value of less than \$50. This dollar limit is intended to serve as a guideline, and employees are urged to consult with the Legal Department before accepting any gifts of more than nominal value. Gifts of any amount may never be solicited. A gift of cash or securities may never be accepted.

In some international business transactions, it is customary and lawful for business leaders in a host country to give gifts to Company employees. These gifts may be of more than nominal value and under the circumstances returning the gifts or paying for them may be an affront to the giver. In such a situation, the gift must be reported to the employee's supervisor. In all other instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, supervisors must be notified. In some cases, the gift may be retained by the Company, at its sole discretion, and not the individual.

b. Entertainment

Normal business entertainment such as lunch, dinner, theater, a sporting event, and the like, is appropriate if of a reasonable nature and in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations. All such entertainment should be reported (in advance, if practical) by the employee to his or her supervisor. No employee may accept tickets or invitations to entertainment when the prospective host will not be present at the event with the employee.

2. OUTSIDE ACTIVITIES

It is the policy of the Company that no employee is to have a "free-lance" or "moonlighting" activity that will materially encroach on the time or attention which should be devoted to the employee's duties; adversely affect the quality of work performed; compete with the Company's activities; imply sponsorship or support by the Company of the outside employment or organization; or adversely affect the good name of the Company. All free-lance or moonlighting activities require the prior written approval of the employee's supervisor. Employees who free-lance or moonlight may not use Company time, facilities, resources, or supplies for such work.

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3. INTERESTS IN OTHER BUSINESSES

Unless approved in advance by an employee's supervisor, neither an employee nor his or her spouse, domestic partner, or any other member of the employee's immediate family may directly or indirectly have a financial interest (whether as an investor, lender, employee or other service provider) in a competitor, or in a customer or supplier if that employee or his or her subordinates deal directly or indirectly with that customer or supplier in the course of his or her job with the Company.

4. USE OF COMPANY PROPERTY AND INFORMATION

All employees are responsible for the proper use of the Company's physical resources and property, as well as its proprietary and other confidential information. Unless otherwise prohibited by an employee's supervisor, reasonable incidental use of a Company telephone, computer or other equipment is permitted.

a. Company Property and Facilities

Company property, facilities or physical resources may not be used for solicitation or distribution activities which are not related to an employee's services to the Company, except for charitable activities that have been approved in writing in advance by the Company. Employees may not solicit any

other employee during working time, nor may employees distribute literature in work areas at any time. Under no circumstances may an employee disturb the work of others to solicit or distribute literature to them during their working time. Persons not employed by the Company may not solicit Company employees for any purposes on Company premises.

Any employee found to be engaging in, or attempting, theft of any property of the Company, including documents, equipment, intellectual property, personal property of other employees, cash or any other items of value will be liable to immediate summary dismissal and possible criminal proceedings against them. All employees have a responsibility to report any theft or attempted theft to the Company's management.

b. Company Proprietary and Other Confidential Information

The Company operates in many different and extremely competitive markets. Every employee should be aware that in any competitive environment, proprietary information and trade secrets must be safeguarded in the same way that all other important Company assets are protected. Information concerning pricing, products and services that are being developed, and other such trade secrets, including information pertaining to any prospective Company acquisition or divestiture, must be held in the strictest confidence, and reasonable prudence and care should be exercised in dealing with such information in order to avoid inadvertent inappropriate disclosure. This information must not be used in any way other than as required in performing employment duties. All files, records and reports acquired or created in the course of employment are the property of the Company. Originals or copies of such documents may be removed from the Company's offices for the sole purpose of performing the employee's duties to the Company and must be returned at any time upon request. Employees must also abide by the provisions of the Company's Confidential and Proprietary Information Policy. ALL EMPLOYEES OF THE COMPANY MUST EXECUTE A CONFIDENTIALITY AGREEMENT AT THE TIME EMPLOYMENT COMMENCES.

c. Trademarks, Service Marks and Copyrights

Trademarks and service marks - words, slogans, symbols, logos or other devices used to identify a particular source of goods or services - are important business tools and valuable assets which require care in their use and treatment. No employee may negotiate or enter into any agreement respecting the Company's trademarks, service marks or logos without first consulting the Legal Department. The Company also respects the trademark rights of others and any proposed name of a new product, financial instrument or service intended to be sold or rendered to customers must be submitted to the Legal Department for clearance prior to its adoption and use. Similarly, using the trademark or service mark of another company, even one with whom our Company has a business relationship, always requires clearance or approval by our Legal Department, to

ensure that the use of that other Company's mark is proper.

Employees must avoid the unauthorized use of copyrighted materials of others and should confer with the Legal Department if they have any questions regarding the permissibility of photocopying, excerpting, electronically copying or otherwise using copyrighted materials. In addition, simply because material is available for copying, such as matter downloaded from the Internet, does not mean that it is automatically permissible to copy or recirculate (by, for example, email or posting to an intranet facility). All copies of work that is authorized to be made available for ultimate distribution to the public, including all machine readable works such as computer software, must bear the prescribed form of copyright notice.

The Company is legally entitled to all rights in ideas, inventions and works of authorship relating to its business that are made by employees during the scope of their employment with the Company or using the resources of the Company ("Employee Developments"). As a condition of employment, employees are required to promptly disclose all Employee Ideas to their supervisor, and to execute the necessary documentation to transfer all Employee Developments to our Company to evidence their ownership, or to obtain legal protection for them.

5. COMPANY POLITICAL INVOLVEMENT

Employees are free to exercise the right to make political contributions within legal limits, unless such a contribution is otherwise prohibited by other policies of the Company. The Company will not reimburse any employee for political contributions, and employees should not attempt to receive or facilitate such reimbursements. Generally, no contribution may be made with the expectation of favorable government treatment in return. In any event, all contributions, by whoever made, are subject to a series of complex and sometimes inconsistent sets of rules governing, among other things, the amount of, and manner in which, contributions may be made. Any questions about compliance should be directed to the Legal Department. In addition, any political activity or contribution by an employee which might appear to constitute an endorsement or contribution by the Company must be approved in advance by the Legal Department.

B. SECURITIES LAWS

Employees may not trade in (or even recommend) Company stock based on inside information. "Insider trading" is the purchase or sale of a publicly traded security while in possession of important non-public information about the issuer of the security. Such information includes, for example, non-public information on Company earnings, significant gains or losses of business, or the hiring, firing or resignation of a Director or Officer of the Company. Insider trading, as well as "tipping", which is communicating such information to anyone

who might use it to purchase or sell securities, are prohibited by the securities laws. When in doubt, information obtained as an employee of the Company should be presumed to be important and not public. Officers and directors of the Company are also prohibited from trading in Company stock during any period in which participants in the Company's retirement plans could not engage in a similar type of transaction. Employees who have questions pertaining to the sale or purchase of a security under circumstances that might involve confidential information or securities laws should consult with the Legal Department. The Legal Department may refer individuals to their personal attorneys.

C. ANTITRUST LAWS

The federal government, most state governments, the European Economic Community and many foreign governments have enacted antitrust or "competition" laws. These laws prohibit "restraints of trade", which is certain conduct involving competitors, customers or suppliers in the marketplace. Their purpose is to ensure that markets for goods and services operate competitively and efficiently, so that customers enjoy the benefit of open competition among their suppliers and sellers similarly benefit from competition among their purchasers. In the United States and some other jurisdictions, violations of the antitrust laws can lead to substantial civil liability -triple the actual economic damages to a plaintiff. Moreover, violations of the antitrust laws are often treated as criminal acts that can result in felony convictions of both corporations and individuals. Strict compliance with antitrust and competition laws around the world is essential. These laws are very complex. Some types of conduct are always illegal under the antitrust laws of the United States and many other countries. Employees and other representatives of the Company must be alert to avoid even the appearance of such conduct. These are:

1. AGREEMENTS WITH COMPETITORS:

- * to set prices or any other economic terms of the sale, purchase or license of goods or services, to use a common method of setting prices, or to set any conditions of sale or purchase;
- * on any terms of a bid or whether or not to bid;
- * to allocate or limit customers, geographic territories, products or services, or not to solicit business from each other in one or more ways;

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- * not to do business with (to "boycott") one or more customers, suppliers, licensors or licensees; and
- * to limit production volume or research and development, to refrain from certain types of selling or marketing of goods or services, or to limit or

standardize the features of products or services.

2. AGREEMENTS WITH CUSTOMERS OR LICENSEES ON THE MINIMUM RESALE PRICE OR PRICE LEVELS (E.G., DISCOUNTS) OF THE COMPANY'S GOODS OR SERVICES.

Other activities are not absolutely illegal, but will be legal in some market situations and illegal in others. Some of these types of conduct involve agreements with third parties such as competitors, customers, suppliers, licensees or licensors. Others involve unilateral actions that may result in claims that the Company has monopolized or attempted to monopolize a market. These types of conduct are described below:

- * "Predatory" pricing, or pricing below some level of cost, with the effect of driving at least some competition from the market;
- * Exclusive dealing arrangements that require customers or licensees not to deal in the goods or services of the Company's competitor;
- * Reciprocal purchase agreements that condition the purchase of a product on the seller's agreement to buy products from the other party;
- * "Tying" arrangements, in which a seller conditions its agreement to sell a product or service that the buyer wants on the buyer's agreement to purchase a second product that the buyer would prefer not to buy or to buy elsewhere on better terms;
- * "Bundling" or market share discounts in which the final price depends on the customer's purchase of multiple products or on allocating a specified percentage of its total purchases to the Company's products;
- * "Price discrimination," or selling to different purchasers of the Company's products at different prices or on other different economic terms of the purchase, or offering different promotional allowances or services in connection with the customer's resale of the products, without complying with the specific exceptions permitted under the law; and
- * Agreements with customers or licensees on the maximum resale price or price levels of the Company's goods or services.

This Code of Conduct is not intended as a comprehensive review of the antitrust laws, and is not a substitute for expert advice. If any employee has questions concerning a specific situation, he or she should contact the Legal Department before taking action.

D. INTERNATIONAL OPERATIONS

Laws and customs vary throughout the world, but all employees must uphold the integrity of the Company in other nations as diligently as they would do so in the United States. When conducting business in other countries, it is imperative that employees be sensitive to foreign legal requirements and United States laws that apply to foreign operations, including the Foreign Corrupt Practices Act.

The Foreign Corrupt Practices Act generally makes it unlawful to give anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office for the purposes of obtaining, or retaining, business for the Company. Employees should contact the Legal Department if they have any questions concerning a specific situation.

E. RELATIONSHIPS WITH PUBLIC OFFICIALS

Some employees do business with federal, state or local government agencies. All employees engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with public agencies. Such employees must also conduct themselves in a manner that avoids any dealings which might be perceived as attempts to influence public officials in the performance of their official duties.

F. BRIBERY, KICKBACK AND FRAUD

No funds or assets of the Company shall be paid, loaned or otherwise disbursed as bribes, "kickbacks", or other payments designed to influence or compromise the conduct of the recipient; and no employee of the Company shall accept any funds or other assets (including those provided as preferential treatment to the employee for fulfilling their responsibilities), for assisting in obtaining business or for securing special concessions from the Company. Company employees should conduct their business affairs in such a manner that the Company's reputation will not be impugned if the details of their dealings should become a matter of public discussion. Employees must not engage in any activity, which degrades the reputation or integrity of the Company.

To illustrate the strict ethical standard the Company expects every employee to maintain, the following conduct is expressly prohibited:

1. Payment or receipt of money, gifts, loans or other favors which may tend to influence business decisions or compromise independent judgment;
2. Payment or receipt of rebates or "kickbacks" for obtaining business for or from the Company;
3. Payment of bribes to government officials to obtain favorable rulings; and
4. Any other activity that would similarly degrade the reputation or integrity of the Company.

Any employee found to be receiving, accepting or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be liable to termination and possible criminal proceedings against them. Any

employee found to be attempting fraud or engaging in fraud will be liable to termination and possible criminal proceedings against them. All employees have a

responsibility to report any actual or attempted bribery, kickback or fraud to the Company.

G. SANCTIONS AND TRADE EMBARGOES

The United States government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. Employees must abide by all economic sanctions or trade embargoes that the United States has adopted, whether they apply to foreign countries, political organizations or particular foreign individuals and entities. Inquires regarding whether a transaction on behalf of the Company complies with applicable sanction and trade embargo programs should be referred to the Legal Department.

H. BOOKS AND RECORDS

All employees with supervisory duties should establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of the assets of the Company and the accuracy of its financial records and reports. The Company has adopted controls in accordance with internal needs and the requirements of applicable laws and regulations. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. All staff, within their areas of responsibility, are expected to adhere to these procedures, as directed by appropriate Company officers. Any accounting adjustments that materially depart from GAAP must be approved by the audit committee and reported to the Company's independent auditors. In addition, all material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of the Company with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the audit committee and the Company's independent auditors. No employee or non-employee director may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company's financial records. Violation of these provisions shall result in disciplinary action, up to and including termination, and may also subject the violator to substantial civil and criminal liability.

IF AN EMPLOYEE BECOMES AWARE OF ANY IMPROPER TRANSACTION OR ACCOUNTING PRACTICE CONCERNING THE RESOURCES OF THE COMPANY, HE OR SHE SHOULD REPORT THE MATTER IMMEDIATELY TO HIS OR HER SUPERVISOR OR TO A MEMBER OF THE AUDIT COMMITTEE. EMPLOYEES MAY ALSO FILE A CONFIDENTIAL, ANONYMOUS COMPLAINT WITH THE LEGAL DEPARTMENT IF THEY HAVE INFORMATION REGARDING QUESTIONABLE ACCOUNTING OR

AUDITING MATTERS. THERE WILL BE NO RETALIATION AGAINST EMPLOYEES WHO DISCLOSE QUESTIONABLE ACCOUNTING OR AUDITING MATTERS.

I. EMPLOYMENT POLICIES

The Company is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment

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opportunities and prohibits discriminatory practices, including harassment. Therefore, the Company expects that all relationships among persons in the workplace will be business-like and free of unlawful bias, prejudice and harassment. It is the Company's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, or any other status protected by law. The Company's Non-Discrimination Policy and Anti-Harassment Policy is contained in the employee handbook. It is the Company's policy to comply with all applicable wage and hour laws and other statutes regulating the employer-employee relationship and the workplace environment. To the extent the Company deals with labor unions, it is illegal under federal and state law for the Company or any of its employees or agents to pay to or receive anything of value from any labor organization. No Company employee may interfere with or retaliate against another employee who seeks to invoke his or her rights under the laws governing labor and employee relations. If any employee has any questions about the laws or Company policies governing labor and employee relations matters, he or she should consult the divisional intranet or employee handbook or contact the Human Resources Department or the Legal Department. The Company is committed to providing a safe workplace for all employees. In addition, several laws and regulations impose responsibility on the Company to safeguard against safety and health hazards. For that reason, and to protect the safety of themselves and others, employees and other persons who are present at Company facilities are required to follow carefully all safety instructions and procedures that the Company adopts. Questions about possible health and safety hazards at any Company facility should be directed immediately to the employee's supervisor.

J. COMPUTER, E-MAIL AND INTERNET POLICIES

Every employee is responsible for using the Company's computer system, including, without limitation, its electronic mail (E-mail) system and the Internet (collectively, the "Computer System"), properly and in accordance with Company policies. The Company's Computer System Policy is contained in the employee handbook. Any questions about these policies should be addressed to the employee's immediate supervisor or the Legal Department. Employees should be aware of, among other matters, the following:

1. THE COMPUTER SYSTEM IS COMPANY PROPERTY

The computers that employees are provided or have access to for work and the E-mail system are the property of the Company and have been provided for use in conducting Company business. All communications and information transmitted by, received from, created or stored in its Computer System (whether through word processing programs, E-Mail, the Internet or otherwise) are Company records and property of the Company.

2. NO EXPECTATION OF PRIVACY

The Company has the right, but not the duty, for any reason and without the permission of any employee, to monitor any and all of the aspects of its Computer System, including, without limitation, reviewing documents created and

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stored on its Computer System, deleting any matter stored in its system, monitoring sites visited by employees on the Internet, monitoring chat and news groups, reviewing material downloaded or uploaded by users from the Internet, and reviewing E-Mail sent and received by users. Employees should not have an expectation of privacy in anything they create, store, send or receive on the Computer System.

3. PROFESSIONAL USE OF COMPUTER SYSTEM REQUIRED; OTHER POLICIES APPLY

Employees are reminded to be courteous to other users of the system and always to conduct themselves in a professional manner. The Company's policies against discrimination and harassment (sexual or otherwise) apply fully to the Company's Computer System, and any violation of those policies is grounds for discipline up to and including discharge.

4. OFFENSIVE AND INAPPROPRIATE MATERIAL; ILLEGAL ACTIVITIES

Company policies prohibit using the Company's Computer System to send or receive messages or files that are illegal, sexually explicit, abusive, offensive or profane.

5. SOLICITATIONS

The Company's Computer System may not be used to solicit for religious or political causes, commercial enterprises, outside organizations, or other activities not related to an employee's services to the Company.

6. COPYRIGHTS AND TRADEMARKS

The Company's Computer System may not be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial

information, or similar materials.

K. DOCUMENT RETENTION

The space available for the storage of Company documents, both on paper and electronic, is limited and expensive. Therefore, periodic discarding of documents is necessary. On the other hand, there are legal requirements that certain records be retained for specific periods of time. Before disposing of documents, employees should consult the Company Records Retention Policy. Employees who are unsure about the need to keep particular documents should consult with their supervisor, so that a judgment can be made as to the likelihood that the documents will be needed.

Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If an employee is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should contact the Legal Department.

L. FORMER GOVERNMENT EMPLOYEES

Many laws restrict the hiring as an employee or retaining as a consultant of a government employee other than secretarial, clerical, or other low salary grade employees. These restrictions also cover informal arrangements for prospective employment under certain circumstances. Therefore, written clearance must be

obtained from the Legal Department before discussing proposed employment with any current government employee and before hiring or retaining any former government employee who left the government within the past two years.

III. COMPLIANCE WITH THE CODE OF CONDUCT

All employees have a responsibility to understand and follow the Code of Conduct. In addition, all employees are expected to perform their work with honesty and integrity in any areas not specifically addressed by the Code of Conduct. A violation of this Code of Conduct may result in appropriate disciplinary action including the possible termination from employment with the Company, without additional warning.

The Company strongly encourages dialogue among employees and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations. In addition, each officer and supervisory employee of the Company has an obligation to annually certify that he or she has read and reviewed this Code of Conduct with his or

her subordinates, and every employee must certify that he or she has read this Code of Conduct and to the best of his or her knowledge is in compliance with all its provisions.

The Code of Conduct reflects general principles to guide employees in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code of Conduct prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document. The Code of Conduct is not intended to create any expressed or implied contract with any employee or third party. In particular, nothing in this document creates any employment contract between the Company and any of its employees. The Board of Directors of our Company has the exclusive responsibility for the final interpretation of the Code of Conduct. The Code of Conduct may be revised, changed or amended at any time by the Board of Directors of our Company.

IV. REPORTING SUSPECTED NON-COMPLIANCE

A. GENERAL POLICY:

As part of its commitment to ethical and legal conduct, the Company expects its employees to bring to the attention of the Legal Department, or any of the people he or she designates, information about suspected violations of this Code of Conduct or of law by any Company employee or agent. Employees who have information about suspected improper accounting or auditing matters should bring it to the attention of their supervisors and/or a member of the audit committee, or submit an anonymous complaint. Employees are required to come forward with any such information, without regard to the identity or position of the suspected offender. The Company will treat the information in a confidential manner (consistent with appropriate evaluation and investigation) and will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a report. Because failure to report criminal activity can itself be understood to condone the crime, we emphasize the importance of reporting. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

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B. COMPLAINT PROCEDURE

Notification of Complaint - Information about known or suspected violations by any employee or agent should be reported promptly. Whenever practical an employee should do so in writing.

Investigation - Reports of violations will be investigated under the Legal Department's supervision, as he or she finds appropriate. Employees are expected to cooperate in the investigation of reported violations.

Confidentiality - The Legal Department will not, to the extent practical and appropriate under the circumstances to protect the privacy of the persons

involved, disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Employees should be aware that the Legal Department, and those assisting him or her are obligated to act in the best interests of the Company, and do not act as personal representatives or lawyers for employees. Protection Against Retaliation - Retaliation in any form against an individual who reports a violation of this Code of Conduct or of law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Acts of retaliation should be reported immediately and will be disciplined appropriately.

* * *

Please indicate that you have received, read and will abide by this statement of policy by signing your name and dating the attached acknowledgment and returning it promptly to your supervisor.

ACKNOWLEDGMENT

I certify that I have received and read and that I will abide by the Company's Code of Conduct distributed to me on _____, 2002.

(signature)

(print your name)

Date: _____

CERTIFICATIONS

I, David M. Levy, Chief Executive Officer and Chief Financial Officer of AGU Entertainment Corp., certify that:

1. I have reviewed this annual report on Form 10-KSB of AGU Entertainment Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

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

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Intentionally Omitted

c) evaluated the effectiveness of the small business issuer's disclosure controls and procedures presented in this report and our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

d) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably

likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

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b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 17, 2004

By: /s/ David M. Levy

David M. Levy
Principal Executive Officer, President, Principal
Financial Officer and Secretary and Chairman of
the Board of Directors

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is intended to accompany the Annual Report of AGU Entertainment Corp. (the "Company") on Form 10-KSB for the period ended December 31, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), and is given solely for the purpose of satisfying the requirements of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The undersigned, in my capacity as set forth below, hereby certifies that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, except for the filing date; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David M. Levy, Chief Executive Officer and

Chief Financial Officer

Date: May 17, 2004