

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10QSB/A

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d) [amend]

Filing Date: **2004-08-12** | Period of Report: **2004-03-31**  
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### FILER

#### **BIDGIVE INTERNATIONAL INC**

CIK: **1111473** | IRS No.: **134025362** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **10QSB/A** | Act: **34** | File No.: **000-49999** | Film No.: **04970136**  
SIC: **9995** Non-operating establishments

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SUITE 200  
DALLAS TX 75225

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB/A  
(Amendment No. 1)

Quarterly report under section 13 or 15(d) of  
the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2004

Commission File Number: 0-49999

**BIDGIVE INTERNATIONAL, INC.**

(Exact name of small business as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**42-1617630**  
(IRS Employer Identification No.)

**3229 Wentwood Dr., Suite 200**  
**Dallas, Texas 75225**  
(Address of principal executive offices)

**(972) 943-4185**  
(Issuer's telephone number, including area code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities 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

The number of shares outstanding of the registrant's common stock on May 17, 2004: 6,268,810

Transitional Small Business Disclosure Format (Check one): Yes  No

**BIDGIVE INTERNATIONAL, INC.**  
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**BIDGIVE INTERNATIONAL, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	March 31, 2004 (Restated)	December 31, 2003 (Restated)
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 11,378	\$ 846
TOTAL CURRENT ASSETS	11,378	846
TOTAL ASSETS	<u>11,378</u>	<u>846</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 55,508	\$ 43,851
TOTAL CURRENT LIABILITIES	55,508	43,851
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Common stock, \$.001 par value		
20,000,000 shares authorized, 6,268,810 and		
6,225,380 shares issued and outstanding, respectively		
Additional paid-in capital	6,258	6,225
Accumulated Deficit	62,113	16,636
	<u>(112,491)</u>	<u>(65,866)</u>
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	<u>(44,130)</u>	<u>(43,005)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 11,378</u>	<u>\$ 846</u>

See Notes to Condensed Consolidated Financial Statements

**BIDGIVE INTERNATIONAL, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

For the three months ended March 31, 2004 For the three months ended March 31, 2003  
(Restated)

REVENUES

Sales	\$	846	-
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EXPENSES

Selling, general, and administrative expenses		47,471	714
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NET LOSS BEFORE TAXES		(46,625)	(714)
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Income tax expense		-	-
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TOTAL INCOME (LOSS)	\$	(46,625)	\$ (714)
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Loss per common share	\$	(0.01)	\$ (0.00)
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Weighted average common shares outstanding		6,246,357	[465,780]
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See Notes to Condensed Consolidated Financial Statements

**BIDGIVE INTERNATIONAL, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

For the three months ended March 31, 2004   For the three months ended March 31, 2003

OPERATING ACTIVITIES

Net loss	\$	(46,625)	\$	(714)
Adjustments to reconcile net loss to cash used by operating activities:				

Changes in operating liabilities and assets

Shareholder receivable		-		465
Accounts payable and accrued expenses		11,657		250

NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES		(34,968)		1
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FINANCING ACTIVITIES

Issuance of common stock		45,500		-
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NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES		45,500		-
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INCREASE (DECREASE) IN CASH		10,532		1
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Cash at beginning of period		846		35
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CASH AT END OF PERIOD	\$	11,378	\$	36
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See Notes to Condensed Consolidated Financial Statements

**BIDGIVE INTERNATIONAL, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Quarterly Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-QSB but do not include all of the information and footnotes required by generally accepted accounting principles and should, therefore, be read in conjunction with our 2003 financial statements in Form 10-KSB. These statements do include all normal recurring adjustments which we believe are necessary for a fair presentation of the statements. The interim operating results are not necessarily indicative of the results for a full year.

Nature of Business

The financial statements presented are those of BidGive International, Inc. as of March 31, 2004. Principal operations as an e-commerce marketing and retail organization, operating the [www.BidGive.com](http://www.BidGive.com) website where customers can purchase discount retail, dining, travel and telecom offerings, began during the first quarter of 2004, so we are no longer in the development stage. We were originally incorporated as Rolfe Enterprises, Inc. under the laws of the state of Florida on May 6, 1996. We were reincorporated on April 12, 2004 in the state of Delaware as BidGive International, Inc. The purpose of the re-incorporation was to change our name and state of domicile.

Business Combination

On October 10, 2003, we entered into a Merger Agreement and Plan of Reorganization (the "Merger Agreement") with BBG Acquisition Subsidiary, Inc., a Texas corporation and our wholly-owned subsidiary (the "Merger Sub"), and BidGive Group, LLC, a Texas limited liability company. Pursuant to the Merger Agreement, effective as of December 4, 2003, BidGive Group, LLC was merged with and into the Merger Sub with the Merger Sub surviving the merger, and each 1% of membership interest in BidGive Group, LLC immediately prior to the effective time of the merger was converted into 57,446 shares of our \$.001 par value common stock. The merger was accounted for as a reverse acquisition. At the effective date of the merger, BidGive Group, LLC had no assets or liabilities.

In October 2003, our Board of Directors, and stockholders representing a majority of our outstanding common stock, approved a 1:2 stock split and a 25:1 reverse split of our issued and outstanding common stock. All per share data in the accompanying financial statements have been adjusted to reflect the stock split and reverse stock split.

Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the periods presented. Diluted earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares and common share equivalents during the periods presented, as long as such equivalents are not antidilutive.

Restatement of Previously Issued Unaudited Financial Statements

Subsequent to issuance of the unaudited financial statements in our 10-QSB for the three months ended March 31, 2004, our management reclassified amounts of additional paid in capital, expenses and accumulated deficit for shares issued relative to the merger. As a result, it has restated the unaudited financial statements for the three months ended March 31, 2004.

The following tables set forth the effects of the restatement adjustments:

	<u>Stated Previously</u>	<u>Period Ended March 31, 2004</u>		<u>Change</u>
		<u>Restated</u>		
Balance Sheet				
STOCKHOLDERS' EQUITY (DEFICIT)				
Common stock, \$.001 par value 20,000,000 shares authorized, 6,268,810 shares issued and outstanding	6,258	6,258		-
Additional paid-in capital	145,353	62,113	83,240	
Accumulated Deficit	(195,741)	(112,491)	83,250	
<b>TOTAL STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>(44,130)</b>	<b>(44,130)</b>		<b>-</b>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$11,378	\$11,378		-

	<u>Period Ended December 31, 2003</u>			
	<u>Stated</u>	<u>Previously</u>	<u>Restated</u>	<u>Change</u>
Balance Sheet				
STOCKHOLDERS' EQUITY (DEFICIT)				
Common stock, \$.001 par value 20,000,000 shares authorized, 6,225,380 shares issued and outstanding	6,225	6,225		-
Additional paid-in capital	99,886	16,636	83,250	
Accumulated Deficit	(149,116)	(65,866)	83,250	
<b>TOTAL STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>(43,005)</b>	<b>(43,005)</b>		<b>-</b>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$846	\$846		-

	<u>Period Ended March 31, 2003</u>			
	<u>Stated</u>	<u>Previously</u>	<u>Restated</u>	<u>Change</u>
Statements of Operations				
Weighted average common shares outstanding	6,246,357	465,780	5,780,577	

## Item 2. Management's Discussion and Analysis or Plan of Operation.

The following discussion of our financial condition and results of operations should be read in conjunction with our Condensed Consolidated Financial Statements and related Notes.

### SAFE HARBOR REGARDING FORWARD LOOKING STATEMENTS

This Form 10-QSB contains forward-looking statements. These statements relate to future events or our future financial performance. You should exercise extreme caution with respect to all forward-looking statements contained in this Form 10-QSB. Specifically, the following statements are forward-looking:

- statements regarding our overall strategy including, without limitation, our intended markets, service offerings and our expected liquidity and capital resources;
- statements regarding the plans and objectives of our management for future operations, expectations for sales and marketing and the size and nature of the costs we expect to incur and the people and services we may employ;
- statements regarding anticipated trends in our business;
- statements regarding regulations that may affect us;
- statements regarding our competition and our ability to compete with third parties;
- any statements using the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “should,” “would,” “expect,” “plan,” “predict,” “potential,” “continue” and similar words; and
- any statements other than historical fact.

Forward-looking statements reflect the current view of management with respect to future events and are subject to numerous risks, uncertainties and assumptions. We can give no assurance that such expectations will prove to be correct. Should any one or more of such risks or uncertainties materialize or should any underlying assumptions prove incorrect, actual results are likely to vary materially from those described in this Form 10-QSB. There can be no assurance that the projected results will occur, that these judgments or assumptions will prove correct or that unforeseen developments will not occur. We are under no duty to update any of the forward-looking statements after the date of this Form 10-QSB.

### Background

BidGive International, Inc. (formerly known as Rolfe Enterprises, Inc.) (“we,” “us,” “our,” or “BidGive International”), was originally incorporated as Rolfe Enterprises, Inc. under the laws of the State of Florida on May 6, 1996. We were formed as a “blind pool” or “blank check” company whose business plan was to seek to acquire a business opportunity through completion of a merger, exchange of stock, or other similar type of transaction. On April 12, 2004, Rolfe Enterprises, Inc. was merged with and into BidGive International, a Delaware corporation formed on such date and prior to the merger a wholly-owned subsidiary of Rolfe Enterprises, Inc., with BidGive International surviving the reincorporation merger. The purpose of the reincorporation merger was to convert Rolfe Enterprises, Inc. from a Florida corporation to a Delaware corporation and to change its name to “BidGive International, Inc.”

On December 4, 2003, we acquired all of the assets of BidGive Group, LLC through the merger of BidGive Group, LLC with and into a wholly-owned subsidiary of Rolfe Enterprises, Inc., with the subsidiary as the surviving corporation. BidGive Group, LLC was a start-up transitional company formed on May 28, 2003 to acquire certain assets from a developmental, non-operating company named BidGive, Inc. The assets which we acquired in the merger consisted of a development stage discount certificate business, the related website, and related proprietary technology. We are currently further developing the assets we acquired in the merger and have commenced operations of an e-commerce website through which we will offer and sell discount certificates, and other products and services as opportunities arise. Neither Rolfe Enterprises, Inc. nor BidGive Group, LLC, BidGive International’s two predecessors, has ever been subject to any bankruptcy, receivership or similar proceedings.

Our revenues were \$846 for the three months ended March 31, 2004 (unaudited). We derive our revenues from the sale of discount retail, dining and travel certificates and discount local and long distance services.

### **Three Months Ended March 31, 2004 Compared to Three Months Ended March 31, 2003**

Revenues. Our revenues increased to \$846 during the three months ended March 31, 2004 from \$0 during the three months ended March 31, 2003. The increase in revenue from 2003 was due to the commencement of our operations.

Selling, general and administrative expenses. Our selling, general and administrative expenses increased \$46,757 or 6,548.6% to \$47,471 during the three months ended March 31, 2004 from \$714 during the three months ended March 31, 2003. The increase was primarily due to costs associated with the reincorporation merger, legal and accounting fees, and independent contractor fees.

Net loss. The net loss was \$46,625 during the three months ended March 31, 2004 compared to a net loss of \$714 during the three months ended March 31, 2003. The increase was primarily due to costs associated with the reincorporation merger, legal and accounting fees, and independent contractor fees.

Accounts Payable and Accrued Expenses. Our accounts payable and accrued expenses increased \$11,407 or 4,562.8% to \$11,657 during the three months ended March 31, 2004 from \$250 during the three months ended March 31, 2003. The increase consisted almost entirely of professional fees, primarily to attorneys, related to the merger and registration processes. We intend to settle these liabilities with proceeds from our proposed public offering.

### **Liquidity and Capital Resources**

For the three months ended March 31, 2004, our consolidated balance sheet reflects current and total assets of \$11,378 in comparison to \$846 for the twelve months ended December 31, 2003, and current liabilities of \$55,508 in comparison to \$43,851 for the twelve months ended December 31, 2003. This sum is anticipated to satisfy our cash requirements until June 2004. On February 2, 2004, we commenced revenue generating business and marketing operations by opening our first market in the Palm Beach/Boca Raton, Florida area.

We do not presently have adequate cash or sources of financing to meet either our short-term or long-term capital needs. We have not currently identified any sources of available working capital, other than the possible receipt of proceeds from our proposed public offering and revenues generated by ongoing operations. We may not receive any significant amount of proceeds from either the proposed public offering or cash flow from operations. We may also be unable to locate other sources of capital or may find that capital is not available on terms that are acceptable to us. If we do not receive significant proceeds from the proposed public offering and are unable to raise additional capital from other sources, we will be required to limit our operations to those which can be financed with the modest capital which is currently available and will be required to significantly curtail our expansion plans to the extent they can be financed with ongoing operations, proceeds provided by joint venture partners, and debt financing.

### **Plan of Operations**

In addition to the Palm Beach/ Boca Raton, Florida market, we are in the process of establishing additional markets in Newark, New Jersey and Toronto, Canada through joint venture partners and independent sales contractors. Upon completion of the proposed public offering, we intend to expand our programs into several other major markets.

We currently plan to open two new markets (cities/geographic areas) in the second and third quarters of fiscal year 2004 funded by our joint venture partners. These two markets are expected to be in Newark, New Jersey and Toronto, Canada (BidGive Canada). Each of our present programs (Dining, Retail, Travel and Telecom) will be launched and operated in each market. The steps and estimated costs (if material) required to open a market include, obtaining the advertising rate from the participating media, hiring and training sales representatives (\$2,500), acquiring not-for-profit entity participation to assist in acquiring vendor and merchant participation and signed marketing participation agreements (\$5,000), receiving the print and artwork for the ads from the vendors, inputting the information into our advertising space templates (\$5,000), obtaining ad approval from the media, adding the merchants to the BidGive website (\$1,500), selling and issuing BidGive or co-branded debit cards (\$3,500), and then marketing the program in the area when the advertisement appears and the merchants supporting the debit cards are located (\$5,000). We currently anticipate that approximately 75-90 days will be required to complete all of the indicated steps required to reach the stage at which the first advertisement appears in local media and we are able to begin marketing the program to the public in a market.

We are presently establishing the above listed markets, and currently plan to establish up to nine additional markets during the remainder of fiscal year 2004 to the extent we have the capital available to do so. The additional markets are currently expected to include Dallas, Long Island, Philadelphia, Boston, Los Angeles, Connecticut, Chicago, Atlanta, and Houston. We are currently in the process of preparing to commence establishing markets in Long Island, New York and Philadelphia, Pennsylvania through joint venture partners and independent sales contractors and in Dallas, Texas through our employees. The expected source of financing for these additional markets include joint venture partners, cash flow from operations, and proceeds from the proposed public offering.



Prior to the date of this Form 10-QSB, we have used funds provided by management and by private investors to pay for operations. If no significant amount of capital is raised in the proposed public offering, we will curtail our opening/launching of new markets until each city we have previously opened is self-sustaining. The initial cities of Palm Beach/Boca Raton, Newark, Toronto, Long Island, Philadelphia and Dallas are being opened at nominal out-of-pocket cost to us by using joint venture partners who are funding these initial launches in return for a minority share of the revenues and profits and/or shares of our common stock. We continue to expect to utilize venture partners for our initial funding and operations of the next four or more markets. There are no pre-determined payments of cash that we are obligated to pay to any of our joint venture partners. We intend to allocate a portion of the net proceeds of the proposed public offering to launching operations in additional cities. We currently anticipate hiring two additional full time employees in 2004 in the areas of marketing and operations to the extent necessary to support expanded business operations.

#### **Events Subsequent to March 31, 2004**

On April 12, 2004, Rolfe Enterprises, Inc. was merged with and into BidGive International, a Delaware corporation and prior to such date a wholly-owned subsidiary of Rolfe Enterprises, Inc., with BidGive International surviving the reincorporation merger. The purpose of the reincorporation merger was to convert Rolfe Enterprises, Inc. from a Florida corporation to a Delaware corporation and to change its name to "BidGive International, Inc." Each outstanding share of Rolfe Enterprises, Inc.' s common stock as of the effective time of the reincorporation merger was converted into one share of our common stock, and we agreed to assume the payment of all liabilities of Rolfe Enterprises, Inc. Holders of a majority of the issued and outstanding Rolfe Enterprises, Inc. common stock approved the reincorporation merger through action taken by consent and without a meeting, as authorized by Section 607.0704 of the Florida Business Corporation Act. A copy of the merger agreement and plan of reorganization is incorporated by reference into this report as Exhibit 2.2.

#### **Off-Balance Sheet Arrangements**

During the three months ended March 31, 2004, we had no off balance sheet arrangements.

### **Item 3. Controls and Procedures**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and the Chief Financial Officer, of the design and operation of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective for gathering, analyzing and disclosing the information that we are required to disclose in the reports we file under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms. Our Chief Executive Officer and Chief Financial Officer also concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to our company required to be included in our periodic SEC filings. In connection with the new rules, we are in the process of further reviewing and documenting our disclosure controls and procedures, including our internal controls and procedures for financial reporting, and may from time to time make changes designed to enhance their effectiveness and to ensure that our systems evolve with our business.

During the three months ended March 31, 2004, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Part II - Other Information**

### **Item 1. Legal Proceedings**

None.

### **Item 2. Changes in Securities and Company Purchases of Equity Securities**

During the three months ended March 31, 2004, we issued 32,400 shares of our common stock for a total of \$40,500. All of the securities were offered and sold through our officers and directors in reliance upon exemptions from registration either under Section 4(2) of the Securities Act or under Section 3(b) of the Securities Act and Rule 505 of Regulation D promulgated thereunder. All such transactions were private offerings made without advertising or public solicitation. Purchasers signed a subscription agreement acknowledging that they were purchasing shares for their own account and acknowledging that the securities were not registered under the Securities Act and cannot be sold unless they are registered or unless an exemption is available. In addition, a restrictive legend was placed on all share certificates representing the shares.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Submission of Matters to a Vote of Security Holders**

None.

### **Item 5. Other Information**

None.

### **Item 6. Exhibits and Reports on Form 8-K**

(a) Exhibits.

2.1 Merger Agreement and Plan of Reorganization, dated October 10, 2003, entered by and among Rolfe Enterprises, Inc., BGG Acquisition Subsidiary, Inc., Mid-Continental Securities Corp., and BidGive Group, LLC (filed as Exhibit 2.1 to our Form 10-QSB filed on November 10, 2003, and incorporated herein by reference).

2.2. Merger Agreement and Plan of Reorganization, dated March 10, 2004, entered by and between Rolfe Enterprises, Inc. and BidGive International, Inc. (filed as Exhibit 10 to our Preliminary Information Statement on Schedule 14C filed on March 12, 2004, and incorporated herein by reference).

3.1 Certificate of Incorporation of BidGive International, Inc. (filed as Exhibit 3 to our Preliminary Information Statement on Schedule 14C filed on March 12, 2004, and incorporated herein by reference).

3.2 Bylaws of BidGive International, Inc. (filed as Exhibit 3 to our Preliminary Information Statement on Schedule 14C filed on March 12, 2004, and incorporated herein by reference).

- 10.1 Joint venture/revenue sharing letter agreement between BidGive International, Inc. and Professional Greetings, Inc., dated February 15, 2004 (filed as Exhibit 10.6 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on April 28, 2004, and incorporated herein by reference).
- 10.2 Joint venture/revenue sharing letter agreement between BidGive International, Inc. and Leonard Pearl, dated February 15, 2004 (filed as Exhibit 10.5 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on April 28, 2004, and incorporated herein by reference).
- 10.3 Joint venture/revenue sharing letter agreement between BidGive International, Inc. and Terry Byer, dated February 15, 2004 (filed as Exhibit 10.4 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on April 28, 2004, and incorporated herein by reference).
- 10.4 Form of BidGive International, Inc. dining agreement (filed as Exhibit 10.4 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.5 Form of BidGive International, Inc. retail agreement (filed as Exhibit 10.5 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.6 Agreement between BidGive and Coventry Travel, dated January 5, 2004 (filed as Exhibit 10.6 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.7 Agreement between BidGive and VarTec Telecom/Excel Communications, dated January 27, 2003 (filed as Exhibit 10.7 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.8 Agreement between BidGive and Data Mountain Solutions, dated December 2, 2003 (filed as Exhibit 10.8 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).

10.9 Form of BidGive International, Inc. confidentiality agreement for Independent Sales Consultants (filed as Exhibit 10.9 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).

16.1 Responsive letter from Tim Palmieri, C.P.A. (filed as Exhibit 16.1 to our current report on Form 8-K filed on March 26, 2004, and incorporated herein by reference).

21.1 Subsidiaries of BidGive International, Inc. (filed as Exhibit 21.1 to our annual report on Form 10-KSB filed on April 14, 2004, and incorporated herein by reference).

31.1 Certification of Chief Executive Officer of BidGive International, Inc. Pursuant to Rule 13a-14(a)/15d-14(a).\*

31.2 Certification of Chief Financial Officer of BidGive International, Inc. Pursuant to Rule 13a-14(a)/15d-14(a).\*

32.1 Certification of Chief Executive Officer of BidGive International, Inc. Pursuant to 18 U.S.C. Section 1350.\*

32.2 Certification of Chief Financial Officer of BidGive International, Inc. Pursuant to 18 U.S.C. Section 1350.\*

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(\*) Filed herewith.

(b) Reports on Form 8-K.

On March 26, 2004, we filed a current report on Form 8-K to report the dismissal of Tim B. Palmieri, C.P.A. as our independent auditor and the appointment of Child, Sullivan & Company as our independent auditors for the period ending December 31, 2003.

## SIGNATURES

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

### **BIDGIVE INTERNATIONAL, INC.**

Dated: August 6, 2004

By: /s/ James P. Walker, Jr.  
James P. Walker, Jr., President and  
Chief Executive Officer

Dated: August 6, 2004

By: /s/ Thomas W. Richardson  
Thomas W. Richardson, Chief Financial Officer

## INDEX TO EXHIBITS

- 2.1 Merger Agreement and Plan of Reorganization, dated October 10, 2003, entered by and among Rolfe Enterprises, Inc., BGG Acquisition Subsidiary, Inc., Mid-Continental Securities Corp., and BidGive Group, LLC (filed as Exhibit 2.1 to our Form 10-QSB filed on November 10, 2003, and incorporated herein by reference).
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- 10.4 Form of BidGive International, Inc. dining agreement (filed as Exhibit 10.4 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.5 Form of BidGive International, Inc. retail agreement (filed as Exhibit 10.5 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.6 Agreement between BidGive and Coventry Travel, dated January 5, 2004 (filed as Exhibit 10.6 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.7 Agreement between BidGive and VarTec Telecom/Excel Communications, dated January 27, 2003 (filed as Exhibit 10.7 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.8 Agreement between BidGive and Data Mountain Solutions, dated December 2, 2003 (filed as Exhibit 10.8 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 10.9 Form of BidGive International, Inc. confidentiality agreement for Independent Sales Consultants (filed as Exhibit 10.9 to BidGive International' s Preliminary Registration Statement on Form SB-2 filed on July 28, 2004, and incorporated herein by reference).
- 16.1 Responsive letter from Tim Palmieri, C.P.A. (filed as Exhibit 16.1 to our current report on Form 8-K filed on March 26, 2004, and incorporated herein by reference).
- 21.1 Subsidiaries of BidGive International, Inc. (filed as Exhibit 21.1 to our annual report on Form 10-KSB filed on April 14, 2004, and incorporated herein by reference).
- 31.1 Certification of Chief Executive Officer of BidGive International, Inc. Pursuant to Rule 13a-14(a)/15d-14(a).\*
- 31.2 Certification of Chief Financial Officer of BidGive International, Inc. Pursuant to Rule 13a-14(a)/15d-14(a).\*
- 32.1 Certification of Chief Executive Officer of BidGive International, Inc. Pursuant to 18 U.S.C. Section 1350.\*
- 32.2 Certification of Chief Financial Officer of BidGive International, Inc. Pursuant to 18 U.S.C. Section 1350.\*

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(\*) Filed herewith.





## CERTIFICATION

I, James P. Walker, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of BidGive International, Inc.;
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 report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report 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 most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) 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 officer(s) 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 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
  - (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: August 6, 2004

/s/ James P. Walker, Jr.  
James P. Walker, Jr.  
Chief Executive Officer

Certification of the Chief Executive Officer  
Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of BidGive International, Inc. (the "Company") on Form 10-QSB for the three months ended March 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), James P. Walker, Jr., the Chief Executive Officer of the Company, hereby certifies, pursuant to Exchange Act Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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/ James P. Walker, Jr.  
James P. Walker, Jr.  
Chief Executive Officer  
Date: August 6, 2004

## CERTIFICATION

I, Thomas W. Richardson, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of BidGive International, Inc.;
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 report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report 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 most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) 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 officer(s) 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 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
  - (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: August 6, 2004

/s/ Thomas W. Richardson  
Thomas W. Richardson  
Chief Financial Officer

Certification of the Chief Financial Officer  
Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of BidGive International, Inc. (the "Company") on Form 10-QSB for the three months ended March 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Thomas W. Richardson, the Chief Financial Officer of the Company, hereby certifies, pursuant to Exchange Act Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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/ Thomas W. Richardson  
Thomas W. Richardson  
Chief Financial Officer  
Date: August 6, 2004