SECURITIES AND EXCHANGE COMMISSION

FORM 8-K/A

Current report filing [amend]

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FILER

VERSACOM INTERNATIONAL INC CIK:**729976**| IRS No.: **870396692** | State of Incorp.:**UT** | Fiscal Year End: **0331** Type: **8-K/A** | Act: **34** | File No.: **002-86724-D** | Film No.: **1697532** SIC: **6200** Security & commodity brokers, dealers, exchanges & services	Mailing Address *131 NW 13TH STREET* *-* *BOCA RATON FL 33432*	Business Address *131 NW 13TH STREET* *-* *BOCA RATON FL 33432* *5613620049*

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported) March 9, 2001

VERSACOM INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Utah	2-86724D	87-0396692
(State or other jurisdiction or incorporation)	(Commission File Number)	(IRS Employer Identification No.)

131 N.W. 13th Street, Boca Raton, Florida 33432

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code (561) 362-0049

(Former name or former address, if changed since last report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On March 9, 2001, Versacom International, Inc. f/k/a Encibar, Inc. (the "Company") consummated an Agreement and Plan of Reorganization and thereby acquired all of the outstanding capital stock of Versacom International, Inc., a Florida corporation. Completion of the transaction was previously disclosed in the Company's Current Report on Form 8-K, filed March 23, 2001. The purpose of this filing is to amend the March 23, 2001 Report on Form 8-K by filing certain financial statements required by Regulation S-X and identified in Item 7 below.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) The following financial statements of the business acquired, for the periods specified in Rule 3-05(b) of Regulation S-X, are filed herewith:

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2000 and 1999	7 - 8
Notes to financial statements	9 - 16

</TABLE>

(b) Pro forma financial information otherwise required by Article 11 of Regulation S-X is not being filed herewith because Encibar, Inc. was a non-operating shell company prior to its acquisition of Versacom International, Inc., a Florida corporation.

(c) Exhibits:

99.1 Agreement and Plan of Reorganization dated March 7, 2001(1)

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(1) Incorporated by reference to Exhibit 2 of the Company's Current Report on Form 8-K filed on March 23, 2001.

INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholders
VersaCOM International, Inc.
Boca Raton, Florida

We have audited the accompanying consolidated balance sheet of VersaCOM International, Inc. and Subsidiary as of December 31, 2000 and the related consolidated statements of operations, changes in deficiency in assets and cash flows for the year ended December 31, 2000 and the period from inception (January 27, 1999) through December 31, 1999. 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. 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of VersaCOM International, Inc. and Subsidiary at December 31, 2000, and the results of their operations and their cash flows for the year ended December 31, 2000 and the period from inception (January 27, 1999) through December 31, 1999, in conformity with accounting principles generally accepted in the United States.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2, the Company has negative working capital and has sustained operating losses and negative cash flows from operations since inception and has experienced difficulty in meeting its obligations as they become due. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are discussed in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

KAUFMAN, ROSSIN & CO.

Miami, Florida
July 16, 2001

VERSACOM INTERNATIONAL, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEET
DECEMBER 31, 2000

ASSETS

CURRENT ASSETS	
Cash	$ 17,914
Accounts receivable, net of allowance of $25,712	137,642
Inventory	49,372
Total current assets	204,928
PROPERTY AND EQUIPMENT (NOTES 3, 4 AND 5)	116,821
OTHER ASSETS	16,770
TOTAL ASSETS	$ 338,519

LIABILITIES AND DEFICIENCY IN ASSETS

CURRENT LIABILITIES	
Accounts payable	$ 642,997
Note payable (Note 4)	20,000
Convertible note payable (Note 4)	30,000
Current maturities of long-term debt (Note 4)	12,901
Current maturities of obligations under capital leases (Note 5)	14,063
Current maturities of stockholder loans (Note 6)	4,700
Note payable to former stockholder (Note 6)	162,189
Accrued wages and related taxes and benefits	202,048
Sales tax payable	97,887
Other accrued liabilities	182,807
Total current liabilities	1,369,592
LONG-TERM DEBT (NOTE 4)	35,778
OBLIGATIONS UNDER CAPITAL LEASES (NOTE 5)	9,269
STOCKHOLDER LOANS (NOTE 6)	139,307
TOTAL LIABILITIES	1,553,946
COMMITMENTS (NOTES 7 AND 9)	
DEFICIENCY IN ASSETS	(1,215,427)
TOTAL LIABILITIES AND DEFICIENCY IN ASSETS	$ 338,519

See acompanying notes.

VERSACOM INTERNATIONAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
YEAR ENDED DECEMBER 31, 2000 AND THE PERIOD FROM
INCEPTION (JANUARY 27, 1999) THROUGH DECEMBER 31, 1999

	2000	1999
NET SALES	$ 3,239,163	$ 1,966,563
COST OF GOODS SOLD	2,210,686	1,127,096
GROSS PROFIT	1,028,477	839,467
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	1,858,187	1,025,106
NET LOSS	$ (829,710)	$ (185,639)

See acompanying notes.

VERSACOM INTERNATIONAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIENCY IN ASSETS
YEAR ENDED DECEMBER 31, 2000 AND THE PERIOD FROM
INCEPTION (JANUARY 27, 1999) THROUGH DECEMBER 31, 1999

	Common Stock		Accumulated	
	Shares	Amount	Deficit	Total
Issuance of common stock for cash	12,300,000	$ 300	$ --	$ 300
Net loss	--	--	(185,639)	(185,639)
Balance at December 31, 1999	12,300,000	300	(185,639)	(185,339)
Issuance of common stock for cash	900,000	22	--	22
Redemption of common stock	(8,200,000)	(200)	(200,200)	(200,400)
Net loss	--	--	(829,710)	(829,710)
Balance at December 31, 2000	5,000,000	$ 122	($1,215,549)	($1,215,427)

Effective November 2000, the Company amended its articles of incorporation to authorize 100,000,000 shares of common stock at $0.0001 par value and 25,000,000 shares of preferred stock at $0.001 par value. The Company also declared a 41,000 for 1 stock split.

All stock information has been adjusted to give effect to the recapitalization and the stock split.

The common stock amounts reflected above are net of stock subscription receivables of $378 resulting from the recapitalization.

See acompanying notes.

VERSACOM INTERNATIONAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2000 AND THE PERIOD FROM
INCEPTION (JANUARY 27, 1999) THROUGH DECEMBER 31, 1999

	2000	1999
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$(829,710)	$(185,639)
Adjustments to reconcile net loss to net cash used in operating activities:		
Bad debts	224,534	74,246
Accrued interest on stockholder loans	10,189	--
Depreciation and amortization	26,240	8,004
Stock received for services rendered	--	(100,000)
Stock held for investment issued for services	49,600	--
Changes in operating assets and liabilities:		
Accounts receivable	(152,277)	(311,145)
Inventory	(19,372)	(30,000)
Accounts payable	371,482	271,516
Accrued wages and related taxes and benefits	171,077	30,971
Sales tax payable	80,313	17,574

Other accrued liabilities	(8,442)	81,249
Total adjustments	753,344	42,415
Net cash used in operating activities	(76,366)	(143,224)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(5,673)	(19,192)
Other assets	(12,801)	(3,969)
Net cash used in investing activities	(18,474)	(23,161)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from note payable	50,000	--
Repayments of long-term debt	(5,223)	--
Repayments on capital lease obligations	(4,713)	(4,108)
Proceeds from stockholder loans	152,086	186,711
Repayments on stockholder loans	(139,618)	(68,318)
Advances from former stockholder	25,000	52,000
Repayments on note from former stockholder	(25,000)	--
Proceeds from issuance of common stock	22	300
Redemption of common stock for cash	(50,000)	--
Deposit for common stock not issued	110,000	--
Net cash provided by financing activities	112,554	166,585
NET INCREASE IN CASH	17,714	200
CASH AT BEGINNING OF YEAR	200	--
CASH AT END OF YEAR	$ 17,914	$ 200

</TABLE>

See acompanying notes.

VERSACOM INTERNATIONAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
YEAR ENDED DECEMBER 31, 2000 AND THE PERIOD FROM
INCEPTION (JANUARY 27, 1999) THROUGH DECEMBER 31, 1999

	2000	1999
Supplemental Disclosures of Cash Flow Information:		
Interest paid	$ 27,250	$ 5,592

Supplemental Disclosure of Non-Cash Investing and Financing Activities:

During 1999, the Company acquired two telephone systems under capital lease obligations of $32,153 and a company vehicle in exchange for a stockholder loan of $13,146.

During 1999 and 2000, the Company acquired vehicles in exchange for notes payable of $33,631 and $20,271, respectively.

On August 18, 2000, the Company redeemed 100 shares of its common stock in exchange for cash of $50,000 and a note payable of $50,400. On November 1, 2000, the former stockholder agreed to accept 10,000 shares of stock of an unrelated entity owned by the Company, along with $5,650, as complete satisfaction of all obligations under the note payable.

In August 2000, the Company redeemed 100 shares of its common stock in exchange for a note payable of $100,000.

During 2000, the Company received $27,000 of computer equipment from a customer in exchange for payment on accounts receivable.

See acompanying notes.

VERSACOM INTERNATIONAL, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation and Organization

The consolidated financial statements include the accounts of VersaCOM International, Inc. (VersaCom) and its wholly owned subsidiary VersaCOM Holdings, Inc. (collectively, the Company). All significant intercompany balances and transactions have been eliminated in consolidation.

VersaCOM is headquartered in Boca Raton, Florida and was incorporated as a Florida Corporation in January 1999 under the name M & J Communications, Inc. In June 1999 the Company changed its name to VersaCOM International, Inc.

Business Activity

The Company is a provider of telecommunications systems, data networks and related products and services throughout the United States as well as an exclusive reseller of Telrad telephone equipment.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the balance sheet date and the reported amounts of revenues and expenses during the respective reporting period. Actual results could differ from those estimates.

Cash

From time to time, the Company maintains account balances in financial institutions in excess of federally insured limits.

Inventory

Inventory consists of telephone and computer equipment and is stated at the lower of cost or market. Cost is determined using the first-in, first-out method.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for major improvements and additions are charged to the asset accounts while replacement, maintenance and repairs which do not improve or extend the lives of the respective assets are charged to expense currently.

Depreciation and Amortization

Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets ranging from 3 to 5 years.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes

The Company, with the consent of its stockholders, has elected under the Internal Revenue Code to be taxed as an S Corporation. In lieu of corporate income taxes, the stockholders of an S Corporation report their proportionate share of the Company's taxable income or loss on their individual income tax returns. Therefore, no federal income tax provision or benefit has been included in the financial statements.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to credit risk consist principally of trade receivables. The Company performs services and extends credit based on an evaluation of the customers' financial condition without requiring collateral. Exposure to losses on receivables is expected to vary by customer due to the financial condition of each customer. The Company monitors exposure to credit losses and maintains allowances for anticipated losses considered necessary under the circumstances.

At December 31, 2000 one customer accounted for approximately 30% of accounts receivable.

Significant Customers

Sales for the year ended December 31, 2000 to two major customers represented approximately 28% and 17% of net sales, respectively.

Sales for the period from inception (January 27, 1999) to December 31, 1999 to one major customer represented approximately 24% of net sales.

Significant Vendors

During 2000, the Company purchased the majority of its telecommunications equipment from three vendors approximating 30%, 19% and 10% of total purchases, respectively.

During 1999, the Company purchased the majority of its telecommunications equipment from the two vendors approximating 22% and 34% of total purchases, respectively.

Management believes such goods are readily available from other sources.

Stock Compensation

Options granted to employees under the Company's Stock Option Plan are accounted for by using the intrinsic method under APB Opinion 25, Accounting for Stock Issued to Employees (APB 25). In October 1995, the Financial Accounting Standards Board issued Statement No. 123, Accounting for Stock-Based Compensation (SFAS 123), which defines a fair value based method of accounting for stock options. The accounting standards prescribed by SFAS 123 are optional and the Company has continued to account for stock options under the intrinsic value method specified in APB 25. Pro forma disclosure of net income has been made in accordance with SFAS 123.

NOTE 2. GOING CONCERN CONSIDERATIONS

The Company has negative working capital and has sustained operating losses and negative cash flows from operations since inception and has experienced difficulty in meeting its obligations as they become due. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management believes the risk of this uncertainty is mitigated by certain events that have occurred subsequent to December 31, 2000, including the merger of the Company as described in Note 9, the Company raising approximately $535,000 in equity and a stockholder loaning the Company $214,000. In addition, in June 2001, the Company engaged the services of several investment banking firms to raise additional equity and was awarded a government contract along with several other companies to install DSL lines for government employees. The ability of the Company to continue as a going concern is dependent on generating operating profit and positive cash flows and/or generating additional debt or equity.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31, 2000:

Transportation equipment	$ 67,501
Equipment and computer software	63,952
Furniture and fixtures	12,901
Leasehold improvements	6,712
	151,066
Less accumulated depreciation and amortization	(34,244)
	$ 116,821

Depreciation and amortization expense amounted to $26,240 and $8,004 for the year ended December 31, 2000 and the period from inception (January 27, 1999) through December 31, 1999, respectively.

NOTE 4. NOTES PAYABLE AND LONG-TERM DEBT

Note Payable

Note payable consists of a $20,000 non-interest bearing note to a former director, which is due on demand.

Convertible Note Payable

Convertible note payable bears interest at 9% per annum, and is payable in monthly principal and interest installments of $6,000, starting April 30, 2001. In July 2001, prior to any payments, the note was converted to 60,000 shares of preferred stock of the Company.

NOTE 4. NOTES PAYABLE AND LONG-TERM DEBT (Continued)

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Long-term Debt

Long-term debt consisted of the following at December 31, 2000:

Bank note payable, interest at 8.75%, payable in monthly principal and interest installments of $706, collateralized by a vehicle, matures December 2, 2004	$ 30,812
Bank note payable, interest at 12.25%, payable in monthly principal and interest installments of $678, collateralized by two vehicles, matures January 31, 2003	17,867
	48,679
Current maturities	12,901
	$ 35,778

Aggregate maturities of long-term debt for the years subsequent to December 31, 2000 are as follows:

2001	$ 12,901
2002	14,333
2003	11,049
2004	10,396

$ 48,679

</TABLE>

On January 8, 2001, the bank demanded full payment of the above long-term debt as a result of the Company's default of the obligations as stipulated in the loan agreement. Since that time, the Company has cured the default and on March 20, 2001, the bank reinstated the original terms and conditions of the notes.

Total interest expense for the year ended December 31, 2000 and for the period from inception (January 27, 1999) through December 31, 1999 for all notes payable, capital leases, long-term debt and stockholder loans amounted to approximately $29,000 and $14,000, respectively.

NOTE 5. OBLIGATIONS UNDER CAPITAL LEASES

The Company leases it telephone equipment under two capital lease agreements. The following is a schedule of future annual minimum lease payments as of December 31, 2000:

2001	$ 16,748
2002	6,936
2003	5,868
	29,552
Less amount representing interest at approximately 17%	6,220
Present value of future minimum lease payments	23,332
Less current maturities	14,063
	$ 9,269

NOTE 5. OBLIGATIONS UNDER CAPITAL LEASES (Continued)

Assets recorded under capital leases at December 31, 2000 consisted of the following:

Equipment	$ 32,153
Less accumulated depreciation	(8,000)
	$ 24,153

NOTE 6. RELATED PARTY TRANSACTIONS

Stockholder Loans

Included in stockholder loans payable at December 31, 2000 are advances from a stockholder of $137,750 which accrue interest at 9% and are payable on demand. The stockholder has indicated that he will not demand payment prior to March 31, 2002.

Also included in stockholder loans payable is a loan of approximately $6,257 used to purchase a Company vehicle. The loan accrues interest at 9.25% and is payable in monthly principal and interest installments of $421, maturing March 9, 2002.

Aggregate maturities of stockholder loans for the years subsequent to December 31, 2000 are as follows:

2001	$ 4,700
2002	139,307
	$ 144,007

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Notes Payable to Former Stockholders

On August 18, 2000, the Company entered into a stock purchase agreement with one of the stockholders to repurchase 100 shares of its common stock in exchange for cash of $50,000 and a note payable of $50,400. On November 1, 2000, the former stockholder agreed to accept 10,000 shares of stock of an unrelated entity owned by the Company along with $5,650, as full and final satisfaction of all obligations under the note payable.

On August 18, 2000, the Company entered into a stock purchase agreement with another stockholder to redeem 100 shares of its common stock in exchange for a note payable of $100,000, which bears interest at 9% per annum. On March 2, 2001 the note was canceled in exchange for 750,000 shares of common stock of the Company and 250,000 shares of common stock of the Company to be issued by September 30, 2001.

Additionally, the Company owed this former stockholder approximately $62,000 as of December 31, 2000 for advances made to the Company. This amount bears interest at 9% per annum and is due on demand.

NOTE 7. COMMITMENTS

Operating Leases

The Company subleases its office space from a related party through September 2001. Rent expense approximated $47,000 and $43,000 for the year ended December 31, 2000 and the period from inception (January 27, 1999) through December 31, 1999, respectively.

Consulting Agreements

The Company has an agreement with an investment banking firm ("The Firm") to provide funding sources and financing as well as prepare the Company for an Initial Public Offering. Once the Firm secures $1,500,000 in funding for the Company, a three-year consulting agreement will become active. Fees under this agreement will be $10,000 per month. As of the date of this report, no fees have become due or have been paid to the Firm.

On October 4, 2000, the Company entered into a consulting agreement with a third party to retain business consulting services for $1,000 per week. The agreement is cancelable by either party with ten days prior written notification. Under the terms of the agreement, the consulting fees are accrued until such time when the Company obtains investment funding of at least $200,000 and then will become payable.

On October 23, 2000, the Company entered into a consulting agreement with a third party to retain marketing services for $2,000 per week. The agreement is cancelable by either party with ten days prior written notification.

Distributor Agreement

On August 25, 2000, the Company entered into a master distribution agreement with a third party to sell and service certain telephone systems and peripheral equipment throughout twenty-five states in the United States. The agreement expires on June 30, 2002 and contains five annual renewal options. In order to maintain its distributor rights, as defined, the Company must purchase a minimum of $3,000,000 of product from the third party through June 30, 2001. Although the Company has not met this commitment, the third party has not canceled the agreement. The agreement is cancelable by the third party with a sixty day notice given within thirty days after the end of the renewal term in the event of VersaCom's non-compliance.

NOTE 8. STOCK BASED COMPENSATION

During 2000, the Company granted options to acquire common stock to certain employees with various terms and conditions.

NOTE 8. STOCK BASED COMPENSATION (Continued)

The Company has elected to follow Accounting Principles Board Opinion No. 25 "Accounting for Stock Issued to Employees" (APB 25") in accounting for its employees stock options. Under APB 25, because the exercise price of the Company's employee stock options issued was not less than the market price of the underlying stock on the date of grant, no compensation expense was recognized.

Statement of Financial Accounting Standards No. 123 "Accounting for Stock-based Compensation," ("SFAS No. 123") requires the Company to provide pro forma information regarding net income as if compensation cost for the Company's Stock Option plan had been determined in accordance with the fair value based method prescribed in SFAS No. 123. The Company estimated the fair value of each stock option on the date of grant by using the minimum value calculation with the following assumptions: expected life of the options of approximately 5 years; no dividends; and a risk free interest rate of 5%.

Under the accounting provisions of SFAS No. 123, the Company's net loss for the year ended December 31, 2000 would have been approximately $836,000.

A summary of the Company's stock option activity, and related information for the year ended December 31, 2000 is as follows:

	# of Options	Weighted Average Exercise Price
Outstanding January 1, 2000	--	$ --
Granted	2,000,000	0.05
Exercised	--	--
Forfeited	--	--
Outstanding December 31, 2000	2,000,000	$ 0.05
Exercisable at December 31, 2000	500,000	$ 0.05

The weighted-average fair value of options granted during 2000, using the minimum value calculation was $0.01 per option.

The weighted average remaining contractual life of the options are approximately 10 years.

NOTE 9. SUBSEQUENT EVENTS

Merger

In March 2001, the Company entered into an agreement and plan of merger with Encibar, Inc. (Encibar), a non-operating public reporting company. The agreement provides for, among other things, that Encibar acquire all of the outstanding common stock of the Company in exchange for 10,460,000 shares of common stock of Encibar. The agreement also provides for the Company to pay $400,000 to an investment consultant for services provided related to the merger.

For accounting purposes this transaction was treated as an acquisition of assets of Encibar by the Company and as a recapitalization of the Company (reverse merger).

Acquisitions

In May 2001, the Company acquired all of the outstanding common stock of Northeast Technologies, Inc. (Northeast) a telecommunications company, located in Maine for a purchase price of 10,000 shares of common stock of the Company. Northeast specializes in the design, installation of copper and fiber optic cable systems for voice and data networks and serves the New England area.

In May 2001 the Company acquired substantially all of the assets of On Call Communications (On Call), a telecommunications networking company, located in Winter Garden, Florida for a purchase price of $15,000 cash and $35,000 of common stock of the Company. On Call specializes in the sales and support of business telephone systems, voice mail systems as well as the design, installation and repair of copper and fiber optic cable systems for both voice and data networks.

In May 2001, the Company entered into a letter of intent to acquire the assets of a voice and data networking company headquartered in Maine.

In July 2001 the Company entered into a Letter of Intent to acquire the assets of a telecommunications interconnect company in New Jersey.

Consulting Agreements

Subsequent to December 31, 2001, the Company entered into various consulting agreements granting a total of 3,050,000 shares of common stock in exchange for services.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Versacom International, Inc. has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERSACOM INTERNATIONAL, INC.

By: /s/ Fred Schwartz

Fred Schwartz
President and Chief Executive Officer

Dated: August 3, 2001