

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

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

For the quarterly period ended March 31, 2002

or

TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE EXCHANGE ACT OF 1934
For the transition period from to

Commission file number: 0001058307

YSEEK, INC.
(Exact Name of Small Business Issuer in Its Charter)

Florida 65-0783722
(State or other jurisdiction of (I.R.S. Employer Identifi-
incorporation or organization) cation No.)

412 East Madison Street, Suite 1000, Tampa, Florida 33602
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (813) 221-4429

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 X No

The number of shares of the registrant's common stock, par value \$.0001 per
share, outstanding as of May 13, 2002 was 22,315,100.

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Part I - Financial Information

Item 1. Financial Statements

YSEEK, INC.

FINANCIAL STATEMENTS

MARCH 31, 2002

YSEEK, INC.
BALANCE SHEET

<TABLE>

<i><S></i>	<i><C></i>
	March 31, 2002 (unaudited)
ASSETS	
Current assets	
Cash	\$ 308
Other receivables	741
Total current assets	1,049
Software license, net	566,804
Other assets	
Shareholder loan receivable, net	9,598
Total Assets	\$ 577,451
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities	
Accounts payable and accrued expenses	\$ 37,860
Current maturities of long-term debt	119,197
Total current liabilities	157,057
Long-term debt, less current maturities	5,117
Commitments and contingencies	
Stockholders' equity	
Common stock; \$.0001 par value; 50,000,000 shares authorized; 22,315,100 shares issued and outstanding	2,231
Paid in capital	8,152,562
Accumulated deficit	(7,739,516)
Total stockholders' equity	415,277
Total Liabilities and Stockholders' Equity	\$ 577,451

</TABLE>

The accompany notes are an integral part of the financial statements.
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YSEEK, INC.
STATEMENTS OF OPERATIONS

<TABLE>

<i><S></i>	<i><C></i>	
	Three Months Ended March 31, 2002 2001 (unaudited) (unaudited)	
	\$ 219	\$ --
Revenues		
Expenses		
Selling, general and administrative	36,188	816,050
Total expenses	36,188	816,050
Other income (expense)		
Interest income	---	3,215
Interest expense	(4,274)	(562)
Total other income (expense)	(4,274)	2,653
Net loss	\$ (40,243)	\$ (813,397)
Net loss per common share	\$ ---	\$ (.03)
Weighted average common shares outstanding	22,315,100	25,077,490

</TABLE>

The accompany notes are an integral part of the financial statements.
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YSEEK, INC.
STATEMENTS OF CASH FLOWS

<TABLE>

<S>	<C>	<C>
	Three Months Ended March 31,	
	2002	2001
	(unaudited)	(unaudited)
Cash flows from operating activities		
Net loss	\$ (40,243)	\$ (813,397)
Adjustments to reconcile net loss to		
net cash used in operating activities:		
Contributed services	----	8,750
Stock issued to consultants	----	104,688
Depreciation and amortization	16,350	33,991
Write down of property and equipment		
due to impairment	----	129,773
Recovery of amortization expense due to stock		
recision	----	(324,069)
Decrease in other receivables	1,284	-----
Increase in interest receivable	----	(3,190)
Decrease in prepaid expenses	----	791,069
Increase in accounts payable and accrued expenses	2,963	44,627
	-----	-----
Total adjustments	20,597	785,639
	-----	-----
Net cash used in operating activities	(19,646)	(27,758)
	-----	-----
Cash flows from financing activities		
Payments on notes payable	(1,165)	(1,005)
Proceeds from issuance of loans payable	19,314	-----
Net advances from a stockholder	1,567	28,639
	-----	-----
Net cash provided by financing activities	19,716	27,634
	-----	-----
Net increase (decrease) in cash	70	(124)
Cash, beginning of period	238	1,050
	-----	-----
Cash, end of period	\$ 308	\$ 926
	-----	-----

</TABLE>

The accompanying notes are an integral part of the financial statements.

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YSEEK, INC.
STATEMENTS OF CASH FLOWS

(Continued)

Supplemental disclosures of noncash investing and financing activities:

None

Supplemental disclosure of cash flow information:

The Company paid approximately \$402 and \$562 in interest for the three months ended March 31, 2002 and 2001, respectively.

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YSEEK, INC.
NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2002

The information presented herein as of March 31, 2002, and for the three-months ended March 31, 2002 and 2001, is unaudited.

(1) Basis of Presentation:

The accompanying financial statements of Yseek, Inc. (the Company) have been prepared in accordance with generally accepted accounting principles for

interim financial information and with the instructions to Form 10-QSB and item 310(b) of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal required adjustments) considered necessary for a fair presentation have been included.

Operating results for the three-month period ended March 31, 2002, are not necessarily indicative of the results that may be expected for the year ending December 31, 2002. For further information, refer to the financial statements and footnotes included in the Company's annual report of Form 10-KSB for the year ended December 31, 2001.

Net loss per common share is computed in accordance with the requirements of Statement of Financial Accounting Standards No. 128 (SFAS 128). SFAS 128 requires net loss per share information to be computed using a simple weighted average of common shares outstanding during the periods presented. In computing diluted loss per share, warrants exercisable into common shares were excluded because the effect is antidilutive.

(2) Reformation Agreement and Loss From Impairment of Assets:

In December 1999, the Company purchased all the outstanding stock of Rankstreet.com, Inc. In the transaction accounted for as a purchase, the total purchase price of \$2,763,510 (including the value of contingent shares issued in May 2000 and February 2001) was classified as goodwill. The goodwill was being amortized over five years and as of December 31, 2000, accumulated amortization totaled \$525,082.

Additionally, during 2000 the Company contracted with consultants to develop a web site for Rankstreet. The website was capitalized with a value of \$206,250 and was being amortized over three years. Accumulated amortization as of December 31, 2000 was \$59,289.

In April 2001, the existing management and Board of Directors of the Company resigned and were replaced by individuals with experience with internet based business. The new Board of Directors evaluated the website and the goodwill that was acquired in the purchase of Rankstreet.com, Inc. and deemed it to be impaired and of no future value to the Company.

Upon further investigation by the Company's new management it was determined that certain contingencies in the original acquisition agreement had not been met. In June 2001, the original stockholders of Rankstreet.com, Inc. entered into a reformation agreement with the Company. This agreement concluded that the 3,000,000 shares issued in December 1999 and May 2000 would be returned since the contingencies related to these shares had not been met. Those shares were returned to the Company in June 2001. This reformation results in a reduction in goodwill related to the Rankstreet acquisition of \$2,562,500, the original value of the shares issued. This resulted in the recovery of amortization in the amount of \$324,069. The Company recognized an impairment loss due to the Rankstreet website of \$129,773. The March 31, 2001 financial statements have been restated to reflect this agreement.

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

PLAN OF OPERATION

In the fourth quarter of 2000 and the first quarter of 2001, the Company entered into strategic alliances with companies and individuals with substantial experience in the Internet industry. The alliances allowed the Company to acquire management and marketing expertise through consulting agreements. Although these agreements expired near the end of 2001, certain individuals are continuing to provide very limited management and marketing experience in their roles as officers of the Company. Those individuals are expected to resume providing additional services in the future, most likely in exchange for stock. This will allow the company to continue to move forward without the use of its limited funds.

Additionally, the Company acquired a ten-year software license for the use of a keyword biddable search engine and related domain names. The Company entered into two traffic promotion agreements whereby each promoter provided hits to the Company web site. The Company issued stock in exchange for these agreements enabling the Company to move forward on its plans without the use of any funds.

In April 2001, the Company's officers resigned. Individuals affiliated with the consultants noted above were elected to the Board of Directors. These individuals have substantial experience with profitable Internet companies and web sites.

The Company's plans for the next twelve months include the continued promotion of its Web search portal, Yseek.com. The search portal was launched in mid 2001 and the company has entered into several agreements with search engines during the 3rd and 4th quarters of 2001. Other companies owned by officers of the Company have continued to provide traffic to the Yseek site and the Company is providing other options for traffic generation alliances. The Company believes there will be sufficient traffic to make the site a profitable internet portal. The Company's officers and consultants are involved with the internet industry

on a full time basis and are proceeding cautiously to attempt to learn from the success and failures of other internet companies.

Additionally the Company's expansion plans include acquiring and developing other profitable business ventures. The Company is currently actively exploring several possible acquisitions however there are no pending letters of intent, active negotiations or other plans.

In conjunction with planning the course of action for the next twelve months, the new Board of Directors investigated the viability of Rankstreet.com. Rankstreet was to be an all-in-one Web site including a directory, web counter and business to business Internet advertising agency. The Board determined that there was no value in pursuing the marketing and enhancement of the Rankstreet web site and has abandoned any such plans. Additionally, management determined that the contingencies stated in the acquisition agreement had not been met. In June, 2001, the former stockholders of Rankstreet.com, Inc. entered into a reformation agreement and returned 3,000,000 shares for which the contingencies were not met.

The Companies plans to market the Yseek.com search engine and to acquire and develop other profitable business ventures that will require additional funds. During 2001, the Company received \$95,000 in loans from a relative of a Board member, from two officers of the Company and a company owned by officers. During the 1st quarter of 2002, the Company received \$19,314 from a company owned by officers. These loans all bear interest at 14% and are currently due on demand.

As of March 31, 2002 the Company had minimal available funds. However, most of the Company's operations are being conducted within the consulting agreements entered into in the fourth quarter of 2000 and the cash outflows have been substantially reduced. Additionally two of the Company's officers and board members have agreed to fund the Company's operations as they currently exist.

There is currently no expected purchase or sale of plant and equipment or expected significant changes in the number of employees.

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Item 6. Exhibits and Reports on Form 8-K

Exhibits

Exhibit	Description	Number
(2)	Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession.....	None
(4)	Instruments defining the rights of holders, including Indentures	None
(10)	Material contracts	None
(11)	Statement re: computation of per share earnings.....	Note 1 to Financial Statements
(15)	Letter re: Unaudited Interim Financial Information.....	None
(18)	Letter on change in accounting principles.....	None
(19)	Report Furnished to Security Holders	None
(22)	Published report regarding matters submitted to vote.....	None
(23)	Consents of Experts and Counsel.....	None
(24)	Power of Attorney.....	None
(99)	Additional Exhibits.....	None

(b) REPORTS ON FORM 8-K:

NONE

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.

YSEEK, INC.

Dated: May 15, 2002

By: /s/ Bruce Hammil

Bruce Hammil, President

*Chief Executive Officer,
Chief Financial Officer and
Chief Operating Officer*