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GROUP MANAGEMENT CORP

Form 8-K/A

January 13, 2003

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

FORM 8-K

CURRENT REPORT

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

Date of Report: January 13, 2002

GROUP MANAGEMENT CORP.  
(Exact name of registrant as specified in its Charter)

Delaware 0-32635  
59-2919648  
(State of Incorporation) (Commission file number) (IRS Employer ID #)

101 Marietta St., Suite 1070, Atlanta, GA 30303  
(Address of principal executive office) (Zip Code)

Registrant's telephone number (404) 522-1202

Item 4: Change in Registrant's Certifying Accountant

(a) Previous Independent Accountants:

(i) The certifying accountant for the Registrant, Wrinkle, Gardner & Company, P. C., Certified Public Accountant has resigned effective November 22, 2002, and the Registrant has not as of the filing of this report retained a new auditor.

Wrinkle, Gardner & Company, P. C., Certified Public Accountant, reports on Group Management Corp.'s financial statements for each of the years ended December 31, 2001 and December 31, 2000 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles. Pursuant to Item 304(a)(1)(ii) the registrant discloses that the auditor in the 2001 audit report included a going concern clause.

During the fiscal years ended December 31, 2001 and December 31, 2000, and through the date of resignation November 22, 2002, there have been no disagreements with Wrinkle, Gardner & Company, P. C., Certified Public Accountant on any matter

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of accounting principle or practice, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Wrinkle, Gardner & Company, P. C., Certified Public Accountant, would have caused him to make reference thereto in their report on the financial statements for such years.

During the fiscal years ended December 31, 2001 and December 31, 2000, and through November 22, 2002, there have been no reportable events (as defined in Regulation S-B Item 304(a)(1)(v)).

Item 6. Resignation of Directors

Elorian Landers appointed Thomas Ware as a director and resigned from the board of directors effectively January 10, 2003. Mr. Landers had no disagreements with management prior to his resignation. The board met and appointed Mr. Ware as acting Chief Executive Officer.

Item 9. Regulation FD Disclosure.

The registrant has changed its principal place of business effective December 13, 2002 to:

101 Marietta St.  
Suite 1070  
Atlanta, GA 30303

Its new telephone number is (404) 522-1202 attention Thomas Ware, Esq.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed by the Chief Executive Officer.

Incorporated Investment Technology,

/s/ Thomas Ware

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Thomas Ware, Chief Executive Officer