NEW MILLENNIUM MEDIA INTERNATIONAL INC
Form 10KSB/A
April 15, 2003

As filed with the Securities and Exchange Commission on April 14, 2003

Registration No. ________

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

FORM 10-KSB
(2nd Amended)

[x] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended December 31, 2001.

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES AND EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

Commission File Number 0-29195

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.
(Name of Small Business Issuer in Its Charter)

Colorado	(7310)	84-1463284
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

200 9th Avenue North, Suite 210
Safety Harbor, Florida 34695
(727) 797-6664
(Address and Telephone Number of Principal Executive Offices and Principal Place of Business)

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.

John D. Thatch, President
New Millennium Media International, Inc.
200 9th Avenue North, Suite 210
Safety Harbor, Florida 34695
(Name, Address and Telephone Number of Agent for Service)

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Securities registered under Section 12(b) of the Exchange Act: None

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

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. [X] Yes [ ] No

Check if 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. [X]

The issuer's revenues for its most recent fiscal year ended December 31, 2001 were $363,802.

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which common equity was sold, or the average bid and asked price of such common equity, as of December 31, 2001 was $3,890,930 (calculated by excluding restricted shares, which includes shares owned beneficially by affiliates, directors and officers). See Item 11. The total number of shares of issuer's common equity outstanding as of December 31, 2001 was 7,610,047 shares.

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)
State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. As of December 31, 2001, the registrant had 7,610,047 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference into the following parts of this Form 10-KSB: certain information required in Part I of this Form 10-KSB is incorporated from the issuer's Registration Statement for Small Business Issuers filed September 13, 2000, as amended by Post Effective Amendment that was filed March 19, 2002, amended Form 10-KSB that was filed March 19, 2002, amended Form 10-QSB that was filed October 24, 2001, and certain information required in Parts I and II of this Form 10-KSB is incorporated from its Form S-8 filed June 4, 2001.

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

PART I

Item 1. Description of Business

Brief History
New Millennium Media International, Inc. is a Colorado corporation organized on April 21, 1998. NMMI's principal place of business is located at 200 9th Avenue North, Suite 210, Safety Harbor, Florida 34695. NMMI is the successor by merger to Progressive Mailer Corp. (hereafter "PMC"), a corporation organized in Florida on February 5, 1997. In March 1997 and April 1998, PMC conducted offerings of its common stock pursuant to the exemption from registration afforded by Rule 504 of Regulation D under the Securities Act of 1933, as amended. On November 3, 1997, PMC received clearance from the NASD to have its common stock listed on the OTC Bulletin Board.

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Effective April 8, 1998, pursuant to an Asset Purchase Agreement, PROGRESSIVE MAILER CORPORATION, a publicly traded Florida corporation, in consideration for six million four hundred thousand (6,400,000) shares of Progressive Mailer Corporation common stock, purchased certain designated assets of LUFAM TECHNOLOGIES, INC., a privately held California corporation. These acquired assets of Lufam Technologies were valued at the net fair market value that is not a business combination under SFAS 141 as no exchange of control occurred. On November 3, 1997 PMC received clearance from the NASD to have its common stock listed on the OTC Electronic Bulletin Board pursuant to PMC's application

submitted to the NASD pursuant to NASD Rule 6740 and Rule 15c2-11 under the securities Exchange Act of 1934.

Effective April 27, 1998, pursuant to a merger agreement, PROGRESSIVE MAILER CORPORATION, a publicly trading Florida corporation, merged with NEW MILLENNIUM MEDIA INTERNATIONAL, INC., a privately held Colorado corporation (NMMI). This merger qualified as a statutory merger and provided for all of the issued and outstanding shares of stock in Progressive Mailer Corporation to be converted on a one for one ratio for common stock of NMMI. It was further provided that NMMI would be the surviving entity. As a part of this merger the domicile of Progressive Mailer Corporation was authorized to be changed from Florida to Colorado.

Effective August 31, 1999 UNERGI, INC., a privately held Nevada corporation, merged into NEW MILLENNIUM MEDIA, INC., a wholly owned subsidiary of NMMI, which merger qualified as a tax free reorganization under section 368(a) of the Internal Revenue Code of 1986 as amended. The merger required that New Millennium Media, Inc. be the surviving entity and all of the issued and outstanding shares of stock in Unergi, Inc. be prorata converted to 16,566,667 shares of common stock of NMMI. For a more detailed analysis of this transaction please see Notes to the Financial Statements, December 31, 2000 and 2001, Note 10, Restatement.

Effective March 9, 2000 SCOVEL CORPORATION, a Delaware corporation, merged into NMMI in a transaction intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986 as amended. Prior to the merger Scovel Corporation had filed with the Securities and Exchange Commission a registration statement in form 10-SB which became effective pursuant to the Securities Exchange Act of 1934 on February 9, 2000 and was at the time of merger a reporting company pursuant to Section (g) hereunder. At the time of the merger Scovel Corporation had timely filed and was current on all reports required to be filed by it pursuant to Section 13 of the Securities Exchange Act of 1934. NMMI was the surviving entity resulting from the merger. All of the issued and outstanding shares of Scovel Corporation were converted into 500,000 shares of restricted common shares of NMMI. The transaction was treated as a recapitalization of NMMI.

NMMI is a fully reporting company which common stock is traded on the OTC Bulletin Board operated by NASDAQ under the symbol NMMG.

BUSINESS OVERVIEW

For years the billboard industry has seen several consolidations with large corporate owners acquiring smaller (fewer than 50 billboards) independent operators. The purpose of these consolidations is to provide a platform for the corporate owners to attract large regional and national advertisers. Billboard advertising has evolved from painted signs without lights, to lighted signs, to vinyl covered signs, to prism boards (three sided boards which rotate three ads), to LED (light emitting diode) signs. Presently the plasma signs are used indoors and

generally do not have a screen size larger than 60 inches. Advertisers soon learned that rotating signs attract the attention of viewers more effectively than static signs. The most prominent LED display sign is in Times Square in New York City. Despite the effectiveness of LED outdoor advertising, the billboard industry is moving slowly to the LED display sign because most large companies have a substantial investment in static signs. The cost to change a traditional static board to an LED display is approximately $1,000.000 to $2,000.000 depending on the size of the LED sign. This, of course, includes the electronics necessary to operate the sign from remote locations. In many instances, because

of the additional weight of the LED sign, it is necessary to erect an entire new foundation along with accompanying supports. Another reason is that LED signs may only be installed in certain traffic areas because many cities and states have regulations that prohibit LED and prism signs on the basis that the signs may be distracting to passing drivers and may lead to an increase in the number of traffic accidents. NMMI has targeted markets where this may not be an issue.

The LED display boards are generally placed out doors either freestanding or affixed onto the sides of buildings or located in athletic stadiums. The LED boards range in size from 8 feet by 10 feet to 20 feet by 30 feet and even larger in customized designs. They are capable of displaying a near infinite number of stationary or full motion images. Because the images need to be programmed into the LED boards, it is necessary that our graphic arts department be involved in both the design and set up of the intended displays.

There are two reasons for the changes in outdoor advertising. First, technological improvements have made the prism and LED boards affordable. Second, moving ads have a much greater impact on viewers than static ads. In a digital society there must be an effective way for advertisers to display their product in its true form. The competition in indoor advertising is limited. Most indoor companies sell single poster board advertisements of different sizes and place them in theaters, malls, airports and other similar venue locations.

NMMI provides several types of visual advertising: The Illumisign-Eyecatcher front-lit movable display boards, the "EyeCatcher Powered by Insight" back-lit scrolling movable display boards, plasma screens and LED display boards. In most cases we retain ownership of all types of the machines and sell the advertising space on a monthly basis.

NMMI distributes throughout the United States the IllumiSign-Eyecatcher front-lit movable display boards. This board is steel encased, front lighted, and displays poster type ads. These mechanical devises come in various sizes ranging from 11 inches by 17 inches to 4 feet by 6 feet. Each machine is capable of rotating up to 24 posters at preprogrammed intervals ranging from 3 seconds to one hour.

Additionally, NMMI has the exclusive U.S. rights to an indoor backlit advertising board designed and manufactured by AMS Controls, Inc. called the "EyeCatcher Powered by Insight". There are a few minor exceptions to this exclusivity that relate to accounts with which the manufacturer had an existing business relationship at the time of contracting with NMMI. We are marketing this new product as "EyeCatcher Powered by Insight". This is a patented product, which ranges in poster size from 18" X 24" to 40" X 60". These signs can display from 10 to 20 scrolling advertising images. Each rotation can be set to run from three seconds to one hour. Because the poster material in both of these machines is critical to the functionality as well as the longevity of the poster, it is necessary for the advertisers to rely on our graphic arts department to develop and supply the necessary posters. These motion displays are then placed in various sites in stores, shopping malls, movie theaters and anywhere else where indoor poster type advertising is feasible. NMMI is the owner of the registration

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of the trademark, "IllumiSign-Eyecatcher" for electric sign products in the United States Department of Commerce, Patent and Trademark Office.

NMMI has a strategic relationship with E-Vision LED, Inc., a U.S. based company whose affiliates manufacture these high quality LED units (See above heading Risk Factors, subheading Strategic Relationships). E-Vision will sell the LED boards to NMMI for a less than retail price and will share in the revenues that

the LED boards produce. This allows NMMI to procure the highest quality LED display boards at a greatly reduced cost. Because these LED boards can run any commercial format on any sized board, we feel that NMMI has a strong competitive advantage over other similar display boards for which the visual display must be reformatted. Formatting often takes weeks. E-Vision LED displays will run consistent color quality and clarity. These LED boards have the potential to display countless images in full color both static and full motion. Color quality and clarity are very important to national advertisers who want consistency of colors on all boards. E-Vision will assist NMMI with training and support from the first board and with ongoing assistance in all aspects of programming, technical and software support. Because of this strategic relationship, E-Vision and its affiliates will supply NMMI, free of charge, software upgrades as they become available.

In relation to these various types of display media, NMMI is capable of providing advertisers with visual communications and media services in both indoor and outdoor environments. We offer a comprehensive range of visual movable board solutions designed to improve clients' advertising needs and processes including professional services such as strategic site location, consulting and analysis as well as poster design and development. This enables us to locate boards and sell advertising on a national level that will benefit NMMI in placing boards throughout the United States.

OnScreen

On July 23, 2001, NMMI signed an exclusive licensing agreement with the inventor of a new technology that allows the manufacture of large-scale LED (light emitting diode) video displays with dramatic improvements in cost and performance (hereafter referred to as "OnScreen"). Under this agreement, NMMI will continue to participate in the research and development of this new technology and will have the exclusive worldwide marketing rights to sell or license the technology. A working prototype model for this technology has been completed and successful and the development team has decided to pursue fabrication of a larger, true-to-scale, prototype of the OnScreen display technology. In further support of ongoing research and development of this innovative technology, NMMI formed an OnScreen Scientific Advisory Board consisting of six nationally recognized scientific technologic individuals in the field of science and technology headed by David Pelka, all of whom have earned at least one Doctor of Philosophy degree in a scientific discipline relating to LED.

One of the main constraints in large-scale outdoor LED screens has been the excess heat generated by using enough power to drive the LED screens to make them visible in direct sunlight. Although boards exist today that provide full motion video in an outdoor environment, the spacing of LED's is fairly wide to reduce the heat buildup. This wide spacing results in lower resolution-especially when the display is viewed from close up. The "OnScreen" designs are expected to dramatically reduce the heat impact and as a result enable much closer spacing of LED's. In addition to reducing the heat factor, these displays will be lightweight and pliable compared to rigid LED displays being manufactured using current technology. The outcome is a vastly improved resolution with the brightness necessary for high visibility outdoors.

This new technology is expected to create a broad range of products with better resolution and brighter pictures that are visible in direct sunlight. In addition, the new LED technology produces an advantage that is not available in today's marketplace: a more lightweight, pliable display that can fit any application.

EMPLOYEES

NMMI has twelve full time employees. None of our employees is represented by a labor union. We consider our relations with our employees to be good. Because a major portion of our business involves nationwide site location and procurement as well as sales and marketing of advertising space, it is advantageous for us to outsource this segment of our business through strategic partnering and subcontracting distributors. We intend to utilize in-house employees and plan to add additional staff as needed to handle all other phases of our business including graphic arts, warehousing, distribution, purchasing, distribution, shipping, accounting and bookkeeping.

Item 2. Description of Property

NMMI owns no real estate. On March 29, 2001 the Company signed a lease with Safety Harbor Centre for five years with an option for five additional years. The lease became effective August 27, 2001, the date that the Company began occupancy of the new facility. This leased facility is slightly larger than the prior leased premises and will support a more efficient use of the floor space as well as additional space for expansion. Many of the machines will continue to be shipped directly to the site location and for those machines that require more detailed installation such as the LED boards, the machines will be shipped directly to the installer. Machines that are in need of repair will be repaired on-site whenever possible. Those machines that are not repairable on-site will be repaired in-house at the Safety Harbor, Florida facility.

Item 3. Legal Proceedings

None. The Company was a defendant in a lawsuit filed on November 5, 1999 in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, Case Number 99-26073 CA 10. The plaintiff, Joseph Maenza, was seeking to collect payment of a promissory note in the principal amount of $50,000 plus interest from February 1999 and attorney fees. This lawsuit has been settled and satisfied in full.

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

There were no matters submitted to security holders for a vote during the course of the fourth quarter of the last fiscal year. May 7, 2001 the shareholders voted to amend the Articles of Incorporation to decrease the number of authorized shares of common stock from 75,000,000 to 15,000,000, the 1:5 split. This amendment to the Articles of Incorporation became effective May 18, 2001 and the Company trading symbol was changed from NMMI to NMMG. See the Definitive Proxy Statement filed April 18, 2001 for additional information.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters

NMMI is a fully reporting company which common stock is traded on the OTC Bulletin Board operated by NASDAQ under the symbol NMMG. Prior to May 18, 2001 the Company's common stock traded under the symbol "NMMI". The shares have historically not been eligible

for listing on any securities exchange or under the NASDAQ system. As of December 31, 2001, we reported 8,610,047 outstanding shares of common stock, $.001 par value and no outstanding shares of preferred stock. There were in excess of 500 shareholders and reported beneficial owners of record of the Company's common stock listed by the Company's transfer agent as of December 31, 2001.

For additional information relating to Common Equity matters please see hereafter in this filing Notes to the Financial Statement, December 31, 2000 and 2001, Note 6, Equity Transactions and Note 7, Stock Options and Warrants.

We have not paid any dividends on our common stock since inception. We expect to continue to retain all earnings generated by our operations for the development and growth of our business and do not anticipate paying any cash dividends to our shareholders in the foreseeable future. The payment of future dividends on the common stock and the rate of such dividends, if any, will be determined by our Board of Directors in light of our earnings, financial condition, capital requirements and other factors.

The table below sets forth the high and low bid prices of our common stock for each quarter for the four quarters of 2000 and 2001. The quotations set forth below reflect inter-dealer prices, without retail mark-up, markdown or commission and may not represent actual transactions.

Year	High Bid	Low Bid
2000		
First Quarter	.875	.875
Second Quarter	1.000	1.000
Third Quarter	.650	.430
Fourth Quarter	.350	.220
2001		
First Quarter	.080	.080
Second Quarter*	1.700	1.350
Third Quarter	1.170	1.110
Fourth Quarter	.580	.470

*Note: On May 18,2001 the issuer shares split 5:1. The second quarter prices reflect the post split prices.

As of December 31, 2001, there are outstanding warrants to purchase 242,274 (post split number of shares) shares of our common stock at a price of $1.50 per share and may be reset every 6 months thereafter. These warrants were issued to Swartz Private Equity, LLC (hereafter "Swartz") on March 21, 2000 (200,000 shares), April 17, 2001 (16,796 shares) and July 17, 2001 (25,478 shares) in consideration of Swartz's commitment to enter into the Investment Agreement. The warrants expire on May 25, 2004, April 17, 2006 and July 17, 2006, respectively. By contract, the holders of the warrants have the right to have the common stock issuable upon exercise of the warrants included on any registration statement we file, other than a registration statement covering an employee stock plan or a registration statement filed in connection with a business combination or reclassification of our securities. The shares of common stock to support these warrants are included in the SB-2 registration statement filed September 13, 2000 and as amendment filed March 19, 2002. As of December 31, 2001 there were warrants outstanding to purchase 100,000 and 25,000 shares at $1.50 and $0.025 per share. The 25,000 were exercised on January 2002.

Item 6. Management's Discussion and Analysis or Plan of Operation

General

Management's discussion and analysis contains various "forward looking statements." Such statements consist of any statement other than a recitation of historical fact and can be identified by the use of forward-looking terminology such as "may," "expect," "anticipate," "estimate," or "continue" or use of

negative or other variations or comparable terminology.

We caution that these statements are further qualified by important factors that could cause actual results to differ materially from those contained in the forward-looking statements, that these forward-looking statements are necessarily speculative, and there are certain risks and uncertainties that could cause actual events or results to differ materially from those referred to in such forward-looking statements.

Overview

The Company is no longer a development stage company as defined in Statement of Financial Accounting Standards No. 7, "Accounting and Reporting by Development Stage Enterprises." We have generated our cash needs through equity financings and loans from officers and stockholders. As an operational company, we devote substantially all of our efforts to securing and establishing new business. We have engaged in limited activities in the advertising business, but no significant revenues have been generated to date. The primary activity of the Company currently involves several types of visual advertising: The Illumisign-Eyecatcher front-lit movable display board, "EyeCatcher Powered by Insight" back-lit movable display boards, plasma screens and LED display boards. We retain ownership of all types of the machines and sell the advertising space on a monthly basis. The Company is continuing to devote substantially all of its present efforts to implementing its operational and marketing plans designed to establish new business accounts for its mobile LED boards and the motion display boards. The Company presently conducts all marketing in-house and continues to use the EyeCatcherPlus logo, marketing material and website. Using this business model, management feels that there will be a net effect of "cutting out the middle man" and increasing Company revenues.

Liquidity and Capital Resources

Generally, the Company has thus far funded operations and investments in equipment through cash from equity financings and borrowing from private parties as well as related parties; however, there is no assurance that there will be proceeds from these sources in the future. For a further explanation of these loan transactions please see hereafter in this filing Notes to the Financial Statement, December 31, 2000 and 2001, Note 4, NOTES AND LOANS PAYABLE; Note 5, RELATED PARTY PAYABLES and Note 6, EQUITY TRANSACTIONS.

The attached Balance Sheets show that our Stockholders' Equity has decreased from $139,907 to ($348,957), a decrease of $488,864 from calendar year 2000 to year 2001. This is due in large part to the Restatement of the transactions as described in this filing Notes to the Financial Statement, December 31, 2000 and 2001, Note 10, RESTATEMENT. A major consideration in the Property and Equipment $537,676 increase is the LED truck presently under construction that is responsible for a $510,776 increase, see Notes to the Financial Statement, December 31, 2000 and 2001, Note 2, PROPERTY AND EQUIPMENT. Notes and Loans Payable account for an increase of $550,697 of the company liabilities, see Notes to the Financial Statement, December 31,

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2000 and 2001, Note 4, NOTES AND LOANS PAYABLE for a detailed discussion of these obligations and Note 5, RELATED PARTY PAYABLES for an accounting of the $151,444 increase in these obligations. As can be gleaned from these notes, the company continues to be funded through third party financing obligations. The number of shares issued in 2001 has been restated from 8,610,047 to 7,610,047 to reflect this 1,000,000 shares as not outstanding for balance sheet presentation purposes. The common stock warrants increased from $57,200 to $69,290, a 21% increase over 2000. This is the result of additional warrants issued to Swartz Private Equity, LLC., for a more detailed discussion of this transaction please see Notes to the Financial Statement, December 31, 2000 and 2001, Note 6, EQUITY

TRANSACTIONS, last paragraph.

Notably, the Current Assets has increase by $88,874 over 2000, an increase of 307% principally due to current cash and an increase of prepaid expenses for an aggregate increase of total assets of $640,536 over the $953,135 value for 2000, a 67% increase. These assets, however, are off set by the Current Liabilities for 2001 of $1,942,628, an increase of $1,129,400, 139% over 2000. The increase in current liabilities is principally due to the Company continuing to fund its operation through arm's length and related party borrowing as discussed above. The Accounts Payable and Accrued Expenses ($520,377 for 2001) increase from $93,118 is primarily the result of the Company now being fully operational; i. e., equipment purchased by the Company, but not yet paid and payment received by the Company for equipment purchases for which the equipment has not yet been delivered. Additionally, the day-to-day operation of the business incurs temporary liabilities in the Accounts Payable. For a further explanation of these property and equipment transactions please see hereafter in this filing Notes to the Financial Statement, December 31, 2000 and 2001, Note 2, PROPERTY AND EQUIPMENT.

The Company is intending to receive additional financing through the Swartz equity line; however, there can be no assurance that we will receive financing from Swartz. On May 19, 2000 the Company entered into an investment agreement with Swartz Private Equity, LLC to raise up to $25 million through a series of sales of common stock. The dollar amount of each sale is limited by the trading volume and a minimum period of time must occur between sales. In order to sell shares to Swartz, there must be an effective registration statement on file with the SEC covering the resale of the shares by Swartz and we must meet certain other conditions. The agreement is for a three-year period ending May 2003. We believe that our available equity financing arrangement with Swartz will be sufficient to meet our working capital and capital expenditure liquidity requirements for at least the next two years. However, there can be no assurance that we will receive financing from Swartz, that we will not require additional financing within this time frame or that such additional financing, if needed, will be available on terms acceptable to us, if at all. A detailed description of the Swartz equity line agreements can be found in the SB-2 Registration Statement filed September 13, 2000 and amendment thereof filed October 24, 2000.

Results of Operations

Income

The revenue for the calendar year 2000, $148,102, when compared to calendar year 2001, $363,802 shows an increase of approximately 146 percent. This increase is due primarily to receipt of additional revenues from the mobile LED truck unit that continues to increase event bookings. Also, as the Company installs additional EyeCatcher display boards, additional advertisements are sold. Generally, this is cumulative, i. e., as the display boards are placed, the advertisements are sold for a term of several months or yearly. Even though the advertisement contracts expire, many are renewed with a minimal amount of sales effort and the display board continues to produce revenue with no additional effort necessary to place the display board because it remains in place at the host venue so long as it continues to produce revenue for the host venue.

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General and Administrative Costs and Expenses

There was an increase in the General and Administrative Costs and Expenses of $693,936 (73%) for the 2000 calendar year compared to calendar 2001. This increase is due primarily to the Company continuing to grow after becoming fully operational in year 2000. This category in the Costs and Expenses includes all operational expenses other than interest and depreciation expenses. By the Company being fully operational this line item includes such items as rent, salaries, office expenses and sales expenses.

Depreciation and Amortization
Depreciation and Amortization increased from 2000 to 2001, an increase of $56,899 (59%). A major basis of this increase is because, starting in year 2000, the Company's policy changed from including the EyeCatcherPlus display machines in the Inventory line item to including them in the Property and Equipment line item. In this line item (Property and Equipment) the display machines can now be depreciated. For a further itemization of the property and equipment, please see hereafter in this filing, Notes to the Financial Statement, December 31, 2000 and 2001, Note 2, PROPERTY AND EQUIPMENT.

Impairment Loss
The issues of this Impairment Loss is discussed in detail in Notes to the Financial Statement, December 31, 2000 and 2001, Note 3, INTANGIBLE ASSETS. The fundamental contractual issues relating to this OnScreen product are described above in this filing under Item 1, Description of Business, the heading "Business Overview".

Loss from Operations
The Loss from Operations for the period from 2000 ($900,020) to 2001 ($1,535,155) shows an increase of 71% ($635,135). As noted above, the Income for the same period increased by $215,700, an increase of 146%. The major expense item for 2001 was General and Administrative, $1,646,370. Many of the expenses included within this line item are fixed expenses that are not expected to increase as the income of the company grows such as the lease payments included in the General and Administrative, see Notes to the Financial Statement, December 31, 2000 and 2001, Note 8, COMMITMENT AND CONTINGENCIES.

Gain on Debt Settlement
This issue is detailed in Notes to the Financial Statement, December 31, 2000 and 2001, Note 6, EQUITY TRANSACTIONS (fourth paragraph) and Note 10, RESTATEMENT (third paragraph). Principally this is a reclassification of this debt settlement.

Interest Expense
Interest Expense increased by $223,512 from 2000 to 2001 (352%). This expense increased primarily as a result of the Company financing its operational growth through borrowing, debt transactions and the value of options granted under default provisions of certain promissory notes as detailed in Notes to the Financial Statement, December 31, 2000 and 2001, Note 4, NOTES AND LOANS PAYABLE and Note 5, RELATED PARTY PAYABLES. Again, the reader needs to be reminded that the Company has thus far funded operations and investments in equipment through cash from equity financings and borrowing from private and related parties; however, there is no assurance that there will be proceeds from these sources in the future.

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Total Costs and Expenses
The Total Other Income/Expense has increased from $451,265 in 2000 to ($287,099) in 2001, a net increase of ($738,364), a net increase of 164%. The discussion immediately above, Gain on Debt Settlement and Interest Expense, describes management's analysis of the salient issues relating to this increase.

Basic and Fully Diluted Loss Per Common Share
The Basic and Fully Diluted Loss Per Common Share difference from 2000 to 2001 calendar years shows a 178% increase, from (0.09) to (0.25) for 2000 to 2001. The loss per common share is a function of the Costs and Expenses versus Income. In the opinion of management, this is a positive trend the basis of which is discussed item-by-item immediately above. We are now fully staffed and producing income. We are continuing to concentrate on establishing new business and

increasing sales relating to the IllumiSign-Eyecatcher, the "EyeCatcher Powered by Insight" backlit display board, the LED display sign truck and the innovative OnScreen LED potential.

TRENDS AND EVENTS

In May of 2001 we changed our operations model primarily in that we have regained the marketing role in-house. Management feels that this is a positive change in that the Company now has total control of all marketing activities. The Company continues to allocate geographical areas to distributors who, in turn, focus on their respective areas.

The Company outgrew its leased office and warehouse space and in August 2001 moved to new quarters that has sufficient space for growth. The new expanded warehouse area now has sufficient space to handily store the various type and size display boards as well as a work area for refurbishing and repairing. When the mobile LED screen truck is not in use, it is placed in a specially built truck bay within the new warehouse area.

Although there is no real assurance that this trend will continue, in the opinion of management, the cumulative effect of these events as described above is a positive trend because of the increase in income and the anticipation the company will reduce expenses. Several of the items in the Statement of Operations are anticipated to be nonrecurring in future years such as the Impairment Loss and Gain on Debt Settlement. By eliminating these two nonrecurring items the net loss can be reduced from 306% to 79%. Although there is no assurance what the future will hold for the company, management continues to use its best efforts to promote new business for it current product as well as development of the innovative OnScreen product.

Item 7. Financial Statements

Financial Statements are incorporated by reference herein and attached as an exhibit.

Item 8. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure

None.

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance With Section 16(a) of the Exchange Act

The following are officers and directors of the Company.

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Name	Age	Position
John Thatch	40	Chief Executive Officer, President and Director
Jennifer Freeman	28	Corporate Secretary

All directors hold office until the next annual meeting of shareholders of the Company and until their successors are elected and qualified. Officers hold office until the first meeting of directors following the annual meeting of shareholders and until their successors are elected and qualified, subject to earlier removal by the Board of Directors.

JOHN "JT" THATCH, PRESIDENT/CEO AND DIRECTOR

Mr. Thatch, age 40 years, has served as President, Chief Executive Officer and Director of New Millennium Media International since January 2000. During this time he has overseen all functions of the company, including day-to-day operations. Mr. Thatch has over 15 years of entrepreneurial business experience that includes over 7 years as the principal in Bay Area Auto Sales, an automotive dealership, that specialized in sales of reconditioned vehicles. He was the founder and General Partner for Last Chance Finance, Ltd. that owned and operated over 18 offices specializing in alternative vehicle financing. Over the past 10 years Mr. Thatch has been President and majority shareholder of Superior Management of Tampa, Inc., a privately owned company, that owns property and commercial leases. Other than for nominal time spent on corporate and personal real estate holdings that have no business relationship with NMMI, Mr. Thatch dedicates his full time to his current position. He brings leadership, marketing and strong management skills to the company.

JENNIFER H. FREEMAN-GOGGIN, CORPORATE SECRETARY

Jennifer H. Freeman-Goggin has served as Corporate Secretary since August 7, 2001. During this time she has prepared, managed and maintained as permanent records of the corporation, all official corporate minutes (shareholder and board of directors meetings), official corporate records and contracts as well as additional corporate secretarial duties customarily performed by corporate secretaries and as authorized by the corporate by-laws. As temporary corporate duties, she presently oversees all corporate office management. Ms. Freeman-Goggin has 6 years of corporate management experience and three years of college level business management education. Prior to being appointed corporate secretary by the Board of Directors, Ms. Freeman-Goggin managed a finance company that owned and operated over 18 offices specializing in alternative vehicle financing. Ms. Freeman-Goggin devotes full time to her corporate duties and brings a quality of innovative corporate ideas.

Item 10. Executive Compensation

The following table lists the cash remuneration paid or accrued during 1999, 2000 and 2001 to John Thatch, president and CEO. Except for John Thatch, none of our executive officers and directors received compensation of $100,000 or more in 1999, 2000 and 2001.

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SUMMARY COMPENSATION TABLE

					Long Term Compensation			
		Annual Compensation			Awards		Payouts	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
Name and Principle Position	Year	Salary ($)	Bonus ($)	Other Annual Compensation ($)	Restricted Stock Award(s) ($)	Securities Underlying Options/SARs (#)	LTIP Payouts ($)	All Comp
John Thatch, Pres./CEO	2001	140,000		10,000 expenses	10% of all issued common stock	Stock option to be determined by Board		Per 500 500 250

Director Compensation
No Director is specially compensated for the performance of duties in that capacity or for his/her attendance at Director meetings.

Employment Agreements
NMMI has one written employment agreement, John Thatch, President and CEO, see Item 12, below.

Item 11. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding beneficial ownership of our common stock as of December 31, 2001 by: (i) each shareholder known by us to be the beneficial owner of 5% or more of the outstanding common stock, (ii) each of our directors and (iii) all directors and executive officers as a group. Except as otherwise indicated, we believe that the beneficial owners of the common stock listed below, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Shares of common stock issuable upon exercise of options and warrants that are currently exercisable or exercisable within 60 days of filing this document have been included in the table.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
John Thatch President/CEO and Director	828,186	10%
Investment Management of America, Inc.(2)	1,576,416	21%

Based upon December 31, 2001 shareholder list, 7,610,047 outstanding shares of common stock.

Gerald Parker, Andrew Badolato and Antonio Gomes are officers, directors and majority shareholders in Investment Management of America, Inc. and were officers and directors of NMMI until January 2001.

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Item 12. Certain Relationships and Related Transactions

Except as set forth below, none of our directors or officers, nor any proposed nominee for election as one of our directors or officers, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to our outstanding shares, nor any relative or spouse of any of the foregoing persons has any material interest, direct or indirect, in any transaction in any presently proposed transaction which has or will materially affect the Company.

On November 2, 1999 NMMI signed an executive employment contract with John Thatch employing that individual as President and Chief Executive Officer for three years with a salary of $140,000 for the first year and $120,000 for the second and third years. As an inducement to encourage the executive to become employed with NMMI, it was in the best interest of NMMI to include in the employment package a provision in the executive employment contract giving John Thatch, as of the date of the contract, ten percent of the issued and

outstanding common stock of the company plus stock options as determined by the board of directors. As of December 31, 2001, John Thatch has been issued 828,186 shares of restricted common stock and no stock options have been determined by the board of directors.

Item 13. Exhibits and Reports

Indemnification of Directors and Officers
The Colorado General Corporation Act provides that each existing or former director and officer of a corporation may be indemnified in certain instances against certain liabilities which he or she may incur, inclusive of fees, costs and other expenses incurred in connection with such defense, by virtue of his or her relationship with the corporation or with another entity to the extent that such latter relationship shall have been undertaken at the request of the corporation; and may have advanced such expenses incurred in defending against such liabilities upon undertaking to repay the same in the event an ultimate determination is made denying entitlement to indemnification. The Company's bylaws incorporate the statutory form of indemnification by specific reference. The Company has never acquired or applied for any policy of directors' and officers' liability insurance as a means of offsetting its obligation for indemnity.

Reports to Shareholders
We intend to voluntarily send annual reports to our shareholders, which will include audited financial statements. We are a reporting company, and file reports with the Securities and Exchange Commission (SEC), including this Form 10-KSB as well as quarterly reports under Form 10-QSB. The public may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The company files its reports electronically and the SEC maintains an Internet site that contains reports, proxy and information statements and other information filed by the company with the SEC electronically. The address of that site is http://www.sec.gov.

The company also maintains an Internet site, which contains information about the company, news releases and summary financial data. The address of that site is http://www.nmmimedia.com.

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FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements of the Company, which are furnished herein as of the date of this filing, have been audited by Scott D. Salberg, CPA of Salberg & Company, P.A., Boca Raton, Florida, independent auditors, as described in its reports with respect thereto.

The following list sets forth a brief description of each of the Company's financial statements and exhibits being filed as a part of this Form 10 KSB, as well as the page number on which each statement or exhibit commences:

Audited Fiscal Year End December 31, 2001

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Statement of Shareholder's (Deficit) Equity from January 1, 2000 through December 31, 2001	F-6
Statement of Cash Flows for each of the years ended December 31, 2000 and 2001	F-7
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

April 14, 2003 New Millennium Media International, Inc.

By: /s/

John "JT" Thatch, President/CEO

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CERTIFICATIONS

I, John "JT" Thatch, as CEO/President/Director of New Millennium Media International, Inc., certify that:

1. I have reviewed this 2nd Amended report on Form 10-KSB of New Millennium Media 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 annual 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 annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

c) Presented in this annual report our conclusions about the effectiveness of

the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

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Date: April 14, 2003 New Millennium Media International, Inc.

By: /s/

John "JT" Thatch CEO/President/Director

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99.1 Certifying Statement 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

CERTIFICATION 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 Annual Report of New Millennium Media International, Inc. (the "Company") on Form 10-KSB for the period ended December 31, 2001 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John "JT" Thatch CEO/President of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 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 result of operations of the Company.

New Millennium Media International, Inc.

By: /s/ Dated this 14th day of April 2003

John "JT" Thatch CEO/President/Director

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.

FINANCIAL STATEMENTS

as of year end December 31, 2001

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors and Shareholders
New Millennium Media International, Inc.
Safety Harbor, Florida

We have audited the balance sheets of New Millennium Media International, Inc. as of December 31, 2000 and 2001, and the related statements of operations, stockholders' (deficit) equity and cash flows for the years then ended. 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 audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit 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 audit provides 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 New Millennium Media International, Inc. at December 31, 2000 and 2001 and the results of its operations and its cash flows for the years then ended, in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has incurred losses for the years ended December 31, 2000 and 2001. This condition raises substantial doubt about its

ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As more fully described in Note 10, subsequent to issuance of the Company's 2000 and 2001 financial statements and our report thereon dated March 31, 2002, we became aware that those financial statements (i) incorrectly accounted for the Unergi, Inc. acquisition in 1999 as a purchase rather than as a recapitalization, (ii) omitted certain expenses in 1999 which were paid for by Unergi, Inc. on behalf of the Company, (iii) incorrectly accounted for the Scovel Corporation. acquisition in 2000 as a purchase rather than a recapitalization, (iv) incorrectly recorded an equity for debt settlement in 2000 with a former officer as a related party transaction rather than as a third party transaction, (v) contained an error in the quantity of shares issued for certain debt in 2000 in the statement of changes in stockholders' equity, (vi) contained an error in the valuation of certain common stock warrants issued for services and under promissory note default provisions during 2001, (vii) undervalued certain stock issued for services in 2001, and (viii) should have recorded an impairment of a license intangible asset. In our original report, we expressed an unqualified opinion which included an explanatory paragraph describing conditions that raised substantial doubt about the Company's ability to continue as a going concern. Our opinion on the restated financial statements, as expressed herein, remains unqualified with an explanatory paragraph describing conditions that raise substantial doubt about the Company's ability to continue as a going concern.

Richard J. Fuller, CPA, PA
Clearwater, Florida
March 31, 2002 (except for Note 10 as to which the date is April 10, 2003)

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.
BALANCE SHEETS

December 31, 2000 and December 31, 2001

	2000 (RESTATED) (NOTE 10)	2001 (RESTATED) (NOTE 10)
ASSETS		
Current Assets		
Cash	$ --	$ 47,239
Accounts receivable	16,636	23,395
Prepaid expenses	12,351	47,227
Total Current Assets	28,987	117,861
Property and Equipment		
Property and Equipment - net	924,148	1,461,824
Other Asssets		
Intangible Assets-net	--	--
Other assets	--	13,986

	2000	2001
Total Other Assets	--	13,986
	$ 953,135	$ 1,593,671
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$ 93,118	$ 520,377
Notes and loans payable	62,000	612,697
Related party payables	658,110	809,554
Total Current Liabilities	813,228	1,942,628
Long-term Liabilities	--	--
Stockholders' (Deficit) Equity		
Common stock, par value $.001; 15,000,000 shares authorized, 5,824,121 and 7,610,047 shares issued and outstanding, 2000 and 2001, respectively)	5,824	7,610
Common stock warrants (200,000 and 242,274; exercisable at $1.50, 2000 and 2001, respectively)	57,200	280,990
Common stock options; 25,000 issued and outstanding; exercisable at $.005 per option	--	211,483
Preferred stock, par value $.001; 10,000,000 shares authorized, no shares issued and outstanding	--	--
Additional paid in capital	1,726,695	3,106,355
Accumulated deficit	(1,649,812)	(3,472,066
	139,907	134,372
Less deferred consulting expense	(149,954)	
Less common stock subscribed	--	(333,375
Total stockholders' (deficit) equity	139,907	(348,957
	$ 953,135	$ 1,593,671

See accompanying notes and accountant's report.

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NEW MILLENNIUM MEDIA INTERNATIONAL, INC.

STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2000 AND 2001

	2000 (RESTATED) (NOTE 10)	2001 (RESTATED) (NOTE 10)

Income	$ 148,102	$ 363,802
Costs and Expenses:		
General and administrative	$ 952,434	$ 1,646,370
Depreciation and amortization	95,688	152,587
Impairment loss	--	100,000
Total costs and expenses	1,048,122	1,898,957
Loss from Operations	(900,020)	(1,535,155
Other income (expense)		
Gain on debt settlement	514,852	--
Interest expense	(63,587)	(287,099
Total other income (expense)	451,265	(287,099
Net Loss	$ (448,755)	$ (1,822,254
Basic and Diluted Net Loss Per Common Share	$ (0.09)	$ (0.27
Weighted average common shares outstanding	5,255,049	6,650,084

See accompanying notes and accountant's report.

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' (DEFICIT) EQUITY

FOR THE PERIOD FROM JANUARY 1, 2000 THROUGH DECEMBER 31, 2001

	COMMON STOCK		CO S WA
	SHARES	AMOUNT	
Balance, January 1, 2000 - as originally reported	4,819,975	4,820	$
EFFECT OF RESTATEMENT			
BALANCE, JANUARY 1, 2000 - AS RESTATED (NOTE 10)	4,819,975	4,820	$
Common stock rescinded	(704,084)	(704)	
Common stock reissued to officer	331,334	331	
Common stock reissued to officer	268,666	269	
common stock issued to officer	500,000	500	
Fair value of 200,000 warrants issued to investment bankers	-	-	
Acquisition of Scovel Management, Inc. - Recapitalization	100,000	100	
Common stock issued for debt	128,230	128	
Common stock issued for debt-related party	134,000	134	
Common stock issued for equipment (LED truck $450,000) net of debt ($107,000)	40,000	40	
Common stock issued for cash	206,000	206	
Net loss for the year ended			

December 31, 2000, as restated	-	-	
BALANCE, DECEMBER 31, 2000 - AS RESTATED (NOTE 10)	5,824,121	5,824	
Fair value of 42,274 warrants issued to investment bankers			
Shares issued:			
Fair value of stock issued for services	500,926	501	
Common stock issued for cash and warrants exercise	1,100,000	1,100	
Exercise of common stock options for cash ($500) and other fair value of borrowing cost	150,000	150	
Fair value of stock issued in settlement of debt in accordance with FASB 123	35,000	35	
Fair value of warrants issued for services			
Fair value of options issued under promissory note default provisions			
Net loss for the year ended December 31, 2001, as restated			
BALANCE, DECEMBER 31, 2001, AS RESTATED (NOTE 10)	7,610,047	7,610	$

	ACCUMULATED DEFICIT	DEFERRED CONSULTING	C SU
Balance, January 1, 2000 - as originally reported	(1,073,314)		
EFFECT OF RESTATEMENT	(127,743)		
BALANCE, JANUARY 1, 2000 - AS RESTATED (NOTE 10)	(1,201,057)		
Common stock rescinded	--		
Common stock reissued to officer			
Common stock reissued to officer			
common stock issued to officer			
Fair value of 200,000 warrants issued to investment bankers	--		
Acquisition of Scovel Management, Inc. - Recapitalization			
Common stock issued for debt	--		
Common stock issued for debt-related party			
Common stock issued for equipment (LED truck $450,000) net of debt ($107,000)	--		
Common stock issued for cash	--		
Net loss for the year ended December 31, 2000, as restated	(448,755)		
BALANCE, DECEMBER 31, 2000 - AS RESTATED (NOTE 10)	(1,649,812)	--	
Fair value of 42,274 warrants issued to investment bankers			
Shares issued:			
Fair value of stock issued for services			
Common stock issued for cash and warrants exercise			(
Exercise of common stock options for cash ($500) and other fair value of borrowing cost			
Fair value of stock issued in settlement of debt in accordance with FASB 123			
Fair value of warrants issued for services		(149,954)	
Fair value of options issued under promissory note default provisions			
Net loss for the year ended December 31, 2001, as restated	(1,822,254)		
BALANCE, DECEMBER 31, 2001, AS RESTATED (NOTE 10)	(3,472,066)	(149,954)	(

See accompanying notes and accountant's report.

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.
STATEMENT OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2000 AND 2001

	2000 (Restated) (NOTE 10)
Cash Flows from Operating Activities:	
Net income (loss)	$ (448,755)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:	
Depreciation and amortization	95,688
Gain on debt settlement	(514,852)
Impairment loss	--
Fair value of shares issued for services	2,500
Fair value of warrants / options issued for services	57,200
(Increase) decrease in accounts receivable	(16,636)
(Increase) decrease in prepaid expenses	(9,220)
(Increase) decrease in intangible assets	--
(Increase) decrease in other assets	--
Increase (decrease) in accounts payable and accrued expenses	(41,934)
Net cash provided by (used in) operating activities	(876,009)
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of property and equipment	(19,972)
Net provided by (used in) investing activities	(19,972)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from notes payable	--
Reduction of debt	--
Proceeds from notes payable - related parties	428,918
Proceeds from common stock transactions	465,000
Proceeds from exercise of common stock options	--
Net cash provided by (used in) financing activities	893,918
Increase (Decrease) in cash and cash equivalents	$ (2,063)
Cash and cash equivalents at beginning of period	2,063
Cash and cash equivalents at end of period	$ --

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the year for interest		--
Cash paid during the year for income taxes		--
Supplemental schedule of noncash investing and financing activities:		
Fair value of common stock (500,000 shares) issued for acquisition of Scovel Management, Inc.	$	500
Fair value of equipment (LED truck, $450,000 net of debt assumed of $107,000; 200,000 common stock shares issued)		343,000
Fair value of common stock (3,641,152 shares)issued in settlement of related party debt based upon debt of $1,491,044		1,491,044
Fair value of shares issued (20,000 shares) for amounts previously owed to secretary / treasurer		

See accompanying notes and accountant's report.

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.

NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2000 AND 2001

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

New Millennium Media International, Inc. (the Company) is a developer and marketer of advertising space in special movable advertising display machinery and LED display boards. The Company is a provider of visual advertising through movable display boards and LED equipment.

BASIS OF PRESENTATION

The financial statements have been prepared using the accrual method of accounting. Revenues are recognized when earned and expenses when incurred. Revenues are earned when services have been performed and advertising equipment has been leased to customers during a period of time in which services have been rendered, the price for services is fixed and determinable and collectibility is reasonably assured.

USE OF ESTIMATES

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

GOING CONCERN UNCERTAINTY

The Company has incurred recurring operating losses and negative cash flows and has negative working capital. The Company has financed itself primarily through the sale of its stock and related party borrowings. These conditions raise substantial doubt about the Company's ability to continue

as a going concern. There can be no assurance that the Company will be successful in implementing its plans, or if such plans are implemented, that the Company will achieve its goals.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments to reflect the possible future effect on the recoverability and classification of assets or the amount and classification of liabilities that might result from the outcome of this uncertainty.

COMPREHENSIVE INCOME

Statement of Financial Accounting Standards (SFAS) No. 130, "Reporting Comprehensive Income," establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, SFAS No. 130 requires that all items that are required to be recognized under current accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. The Company does not have any items requiring disclosure of comprehensive income.

SEGMENTS OF BUSINESS REPORTING

Statement of Financial Accounting Standards (SFAS) No. 131, establishes standards for the way that public companies report information about operating segments in annual financial statements and requires reporting of selected information about operating segments in interim financial statements issued to the public. It also establishes standards for disclosures regarding products and services, geographic areas and major customer. SFAS 131 defines operating segments as components of a company about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to

allocate resources and in assessing performance. The Company has evaluated this SFAS and does not believe it is applicable at this time.

RECENT ACCOUNTING PRONOUNCEMENTS

In June 2001, the Financial Accounting Standards Board (FASB) finalized SFAS No. 141, "Business Combinations" (SFAS 141), and SFAS No. 142, "Goodwill and Other Intangible Assets" (SFAS 142). SFAS 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. It also requires that the Company recognize acquired intangible assets, apart from goodwill, if the intangible assets meet certain criteria. Upon adoption, the Company must reclassify the

carrying amounts of intangible assets and goodwill based on criteria in SFAS 141.

SFAS 142 establishes new guidelines for accounting for goodwill and other intangible assets. It requires that companies no longer amortize goodwill, but instead test goodwill for impairment at least annually. In addition, SFAS 142 requires that the Company (1) identify reporting units for the purpose of assessing potential future impairments of goodwill, (2) reassess the useful lives of other existing recognized intangible assets, and (3) cease amortization of intangible assets in accordance with the guidance in SFAS 142. SFAS 142 must be applied in fiscal years beginning after December 31, 2001 to all goodwill and other intangible assets recognized after that date, regardless of when those assets were initially recognized. In accordance with SFAS 142, the Company must complete a transitional goodwill impairment test six months after adoption and reassess the useful lives of other intangible assets within the first interim quarter after adoption.

INCOME TAXES

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109 (SFAS No. 109). Under SFAS No. 109, deferred income tax assets and liabilities are determined based upon differences between financial reporting and tax basis of assets and liabilities and are measured using currently enacted tax rates. SFAS No. 109 requires a valuation allowance to reduce the deferred tax assets reported if, based on the weight of the evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

BASIC AND DILUTED LOSS PER COMMON SHARE

Basic loss per common share is based on the weighted average number of shares outstanding during the period. The computation of diluted loss per common share is similar to basic earnings per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares had been issued. Diluted loss per common share is not presented since the result is antidilutive. At December 31, 2001 there were options and warrants to purchase 367,274 common shares outstanding which may dilute future earnings per share.

FAIR VALUE OF FINANCIAL INSTRUMENTS

All financial instruments are held for purposes other than trading. The following methods and assumptions were used to estimate the fair value of each financial instrument for which it is practicable to estimate that value:

For cash, cash equivalents and notes payable, the carrying amount is assumed to approximate fair value due to the short-term maturities of these instruments.

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.

NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2000 AND 2001

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments having an original maturity of three months or less as cash equivalents.

2. PROPERTY AND EQUIPMENT

Property and equipment is summarized as follows:

	2000	2001
Boards available for lease	$ 545,482	$ 670,482
Equipment	460,319	497,444
Graphic Equipment	8,412	22,229
Furniture & fixtures	5,490	9,034
	1,019,703	1,199,189
Less accumulated depreciation	(95,555)	(248,141)
Net	924,148	951,048
LED Truck (under construction)	--	510,776
	$ 924,148	$ 1,461,824

The company capitalizes the cost of property and equipment and uses the straight-line method of depreciation over estimated useful lives of five to seven years once available for use. Upon retirement or other disposal of property and equipment, the cost and related accumulated depreciation are eliminated from the asset and accumulated depreciation accounts, respectively. The difference, if any, between the net asset amount and proceeds is adjusted to Company earnings.

3. INTANGIBLE ASSETS

At the end of 2000 and 2001, the Company's gross and net amount of intangible assets were as follows:

	2000	2001
License	$ --	$ 100,000
Impairment reserve	--	(100,000)
	$ --	$ --

The License consists of costs of purchasing an exclusive license in the patent for the manufacture, sale and marketing of direct view video displays. At the purchase date of July 23, 2001 and as of December 31, 2001 the product was in its R&D stages and no product was available for marketing or sale. The license is valid for the entire patent term and was therefore to be amortized over a patent life of 17 years from the earlier of the date the patent is granted or the Company obtains a product ready for resale. Accordingly, there was no amortization in 2001. The Company evaluates such intangible for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable through the estimated undiscounted future cash flows resulting from the use of these assets. When any such impairment exists, the related

assets will be written down to fair value. At December 31, 2001 the Company determined that since a product had not yet been available for sale and would not be available for the foreseeable future, that the license was impaired. Accordingly, an impairment loss was recognized on December 31, 2001.

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4. CONVERTIBLE DEBT

Convertible debt consists of the following:

	2000	2001
$250,000 notes payable, with interest accrued @ 5% and certain rights to purchase 25,000 shares of common stock @ $.005 after 30 day maturity and 12,500 shares each and every month thereafter	$ --	$ 257,969
$60,000 convertible notes payable, with interest accrued @ 12% (convertible $.10 of debt into common stock)	--	65,839
$250,000 convertible note payable, with interest accrued @ 12% (convertible $1.00 of debt into common stock)	--	267,911
	$ --	$ 591,719

5. RELATED PARTY PAYABLES

Related party payables consists of the following:

	2000	2001
Payable to stockholders, non-interest bearing	$ 249,860	$ 249,860
$100,000 convertible note payable, with interest accrued @10%, (convertible $1.00 of debt into common stock)	102,500	112,750
$125,000 convertible note payable, with interest accrued @ 15%, secured by equipment (convertible $1.00 of debt into common stock)	143,750	165,312
$162,000 convertible notes payable, with interest accrued @ 8%, to officer/stockholder (convertible $.10 of debt into preferred stock)	162,000	281,632
	$ 658,110	$ 809,554

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The Company disputes a payable to a prior officer but has recognized the debt for financial statement purposes in the amount of $249,860.

In 2000 the Company settled certain debt through the issuance of 134,000 common shares. (see Note 6)

During 2000 the Company issued 500,000 to an officer (see Note 6)

6. EQUITY TRANSACTIONS

In March 2000, the Company was successful in a lawsuit against three prior officers of the Company to rescind 704,084 shares and reallocate 600,000 of those shares to two of the officers resulting in a net rescission of 104,084 shares. The par value of the 104,084 shares was recognized as contributed capital.

In March 2000 the Company issued 500,000 shares to its present officer/director. Fair value of the common stock was estimated at $0.005 per share as no trades in the Company's common stock were occurring during the period. The Company recognized a compensation expense of $2,500.

On March 9, 2000 the Company issued 100,000 common shares to acquire, through merger into the Company, 100% of Scovel, Inc., a 1934 Exchange Act reporting company, in order to obtain successor issuer status and comply with the new reporting requirements for OTCBB quoted companies. Scovel, Inc. was an inactive company with no assets or liabilities. Accordingly, the transaction has been recorded as a recapitalization of the Company. (see Note 10-Restatement)

In December 2000, the Company authorized the issuance of 128,230 common shares to a former officer to settle a loan of $641,152 and accrued interest of $154,204. The common stock issued to the former officer was treated as a third party transaction since that officer had no control or influence over the Company and the stock was valued at the $2.1875 quoted trading price on the settlement date resulting in a gain on settlement of $514,852.

In December 2000 the Company authorized the issuance of 134,000 common shares to a principal stockholder in settlement of loans of $670,000 and accrued interest of $25,688. The transaction was accounted for as a related party transaction with any difference between the value of the stock and value of the debt charged to additional paid-in capital.

During 2000 the Company issued 206,000 common shares for $465,000.

During 2000 the company issued 40,000 common shares in exchange for an LED truck with a fair value of $343,000. The Company valued the transaction at the fair value of the truck since that value was considered more reliable than the quoted stock price due to limited trading of the stock around the exchange date.

During June 2001 the Company sold 500,000, 500,000 and 100,000 common shares for $500,000 ($1.00 per share), $375,000 ($0.75 per share), and $50,000 ($0.50 per share), respectively, pursuant to a warrant grant and exercises and cash sales. The average sale price for the month was $0.84.

During 2001 the Company issued 328,186 common shares to an officer and 172,740 shares to others for services rendered. The shares were valued at the contemporaneous average sale price of $0.84 per share (see above) resulting in a compensation expense of $275,676 and a consulting expense of $145,101.

During 2001 the Comp any issued 35,000 common shares in exchange for debt of $28,000. The stock was valued at $0.80 per share which approximated the contemporaneous sale price of $0.84 per share on the settlement date resulting in no gain or loss on the exchange.

Under an agreement with Swartz Private Equity (Swartz) the Company entered into an agreement providing the Company an equity line of up to $25,000,000 during the three year period following the effective date of

September 28, 2000 of the registration statement covering the Swartz Agreement. The Company may sell stock to Swartz under a "put right". The Company is required to issue and deliver to Swartz "purchase warrants" to purchase a number of shares of common stock equal to 10% of the common shares issued to Swartz in each applicable put. Each "purchase warrant" will be exercisable at a price that will initially equal 110% of the market price for that put and thereafter may be reset every six months. The warrants are immediately exercisable and have a term expiring 5 years thereafter. Certain provisions of the Agreement provide that Swartz shall receive "additional warrants" so that the sum of "commitment warrants" and "additional warrants" may equal up to 4.0% of the fully diluted shares of the Company's common stock. During 2000, as part of this agreement, the Company issued 200,000 initial "commitment warrants", expiring March 21, 2005 to purchase 200,000 shares of the Company's common stock. During 2001, the Company issued 16,796 and 25,478 "additional warrants" expiring April 17, 2006 and July 17, 2006, respectively, to purchase 42,274 additional shares of the Company's common stock. The initial exercise price of these "commitment warrants" and "additional warrants" is $1.50. The accounting effect of the reset provision on the 16,796 warrants, which occurred in October 2001, was not material. Utilizing the Black Scholes formula, assuming a 5 year life, no expected dividends, volatility of 35% and interest rate of 6%, the Company determined that the fair value of "commitment warrants" issued to be $57,200 and the fair value of the "additional warrants" issued to be $12,090 which was charged to expense in 2000 and 2001, respectively. During 2001 the Company "put" and issued to Swartz 100,000 shares and issued another 900,000 shares certificate which were held by the Company. However, contemporaneously with the put, the Company's SB-2 became not effective pursuant to a post-effective amendment, and Swartz was not obligated to purchase the put shares under the Agreement. Management considers this a significant contingency on the put obligation and therefore has not reflected the 1,000,000 total shares as outstanding for balance sheet presentation purposes and for net loss per share purposes in accordance with Statement 128 "Earnings per Share".

7. STOCK OPTIONS AND WARRANTS

On June 26, 2000, the Company's Board of Directors adopted the New Millennium Media International, Inc. 2000 Stock Option Plan (the "Plan"). The Plan provides for the issuance of incentive stock options (ISO's) to any individual who has been employed by the Company for a continuous period of at least six months. The Plan also provides for the issuance of Non Statutory Options (NSO's) to any employee who has been employed by the Company for a continuous period of at least six months, any director or consultant to the Company. The total number of shares of common stock authorized and reserved for issuance under the Plan is 3,000,000 shares. The Board shall determine the exercise price per share in the case of an ISO at the time an option is granted and shall be not less than the fair market value or 110% of fair market value in the case of a ten percent or greater stockholder. In the case of an NSO, the exercise price shall not be less than the fair market value of one share of stock on the date the option is granted. Unless otherwise determined by the Board, ISO's and NSO's granted under the Plan have a maximum duration of 10 years. As of December 31, 2001, no options have been granted under the Plan.

Also, in February 2000, the Company issued options to purchase 500,000 shares at $1.00 expiring in two years and in March 2000, the Company issued options to purchase 100,000 shares at $1.50 expiring in two years. Utilizing the Black Scholes formula, the Company has determined that the fair value of these options granted has no effect on loss or loss per share.

In 2001 the Company granted 175,000 stock options pursuant to default provisions of certain promissory notes. The options were valued at $211,483, which was charged to interest expense, using the Black-Scholes options pricing model with a 0.08 expected life, 76% expected volatility, zero expected dividends and an interest rate of 2.59%.

In 2000 and 2001 the Company issued 200,000 commitment warrants and 42,274 additional warrants, as discussed in Note 6.

In May 2001 the Company granted 500,000 warrants at $0.75 exercise price and 500,000 warrants at $1.00 exercise price for services under two year consulting agreements. The consultants were fully vested on the

grant date thereby establishing a measurement date for the consulting expense. The expense was determined using the Black-Scholes model resulting in an expense of $211,700. During 2001, $61,746 of this value was expensed and $149,954 was reflected as deferred expense deducted from equity at December 31, 2001. The Black Scholes formula, assumed a 0.08 year life, no expected dividends, volatility of 76% and interest rate of 3.7%. These options were exercised in June 2001.

During July to December 2001, the Company granted options to purchase common stock at $.025 per share under the default provisions of certain promissory notes. The options were valued using a Black-Scholes model resulting in an interest expense of $211,483 in 2001. The Black Scholes

formula, assumed a 0.08 year life, no expected dividends, volatility of 76% and interest rate of 2.59%. These options have been typically exercised immediately or within one month.

8. COMMITMENTS AND CONTINGENCIES

The Company conducts its operations from facilities that are leased under a five-year non-cancelable operating lease expiring in April 30, 2006. There is an option to renew the lease for an additional five years and subject to rental escalation at the beginning of the second year, at the Consumers Price Index or 3% per annum, whichever is higher.

The following is a schedule of future minimum lease payments required under the above operating lease as of December 31, 2001:

Year Ending December 31,	2001
2002	$ 133,971
2003	137,990
2004	142,130
2005	146,394
2006	49,397
	$ 609,882

Rental expense amounted to $86,659 and $135,726 in 2000 and 2001 respectively. No long-term lease commitment existed at the end of 2000.

9. INCOME TAXES

There was no income tax expense in 2000 and 2001 due to the Company's net losses.

The Company's tax expense differs from the "expected" tax expense for the periods ended December 31, 2001 and 2000, (computed by applying the Federal Corporate tax rate of 34% to loss before taxes), as follows:

	2000	2001
Computed "expected" tax expense (benefit)	$ (152,577)	(619,566)
Change in valuation allowance	152,577	619,566
	$ --	$ --

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The tax effects of temporary differences that gave rise to significant portions of deferred tax assets and liabilities at December 31, 2001 and 2000 are as follows:

	2000	2001
Deferred tax assets:		
Net operating loss carry forwards	$ 560,936	$ 1,180,502
Valuation allowance for deferred tax asset	(560,936)	(1,180,502)
	$ --	$ --

After consideration of all the evidence, both positive and negative, management has determined that a full valuation allowance is necessary to reduce the deferred tax assets to the amount that will more likely than not be realized.

At December 31, 2000 the valuation allowance was $560,936. The increase during 2001 was $619,566.

At December 31, 2001, the Company has available net operating loss carry forwards of approximately $3,472,066, which expire through 2021.

10. RESTATEMENT

In August 1999, the Company acquired Unergi, Inc. (in a merger with the Company as the survivor) in exchange for 16,566,667 shares of the Company's common stock. The transaction was recorded using the purchase method and $677,594 was recorded as goodwill and subsequently amortized over a 15 year period. Since Unergi, Inc. was an inactive private company acquired only to facilitate a financing transaction, the acquisition should have been treated as a recapitalization of the Company, rather than as a business combination. In addition, $150,330 of the Company's expenses were paid by Unergi, Inc. prior to the recapitalization which were not recorded by the Company, but should have been recorded as contributed capital. The revised accounting for these items in the accompanying restated year 2000 financial statements has the effect of increasing the opening balance of the accumulated deficit by $127,743, decreasing net goodwill by $609,801, decreasing additional paid-in capital by $527,264 and decreasing amortization expense by $45,206. The revised accounting for these items in the accompanying restated year 2001 financial statements has the effect of increasing the opening balance of the accumulated deficit by $127,743, decreasing net goodwill by $564,095, decreasing additional paid-in capital by $527,264 and decreasing amortization expense by $45,706.

On March 9, 2000 the Company issued 100,000 (as restated for 1 for 5 reverse stock split) common shares to acquire, through merger into the Company, 100% of Scovel, Inc., a 1934 Exchange Act reporting company, in order to obtain successor issuer status and comply with the new reporting requirements for OTCBB quoted companies. Scovel, Inc. was an inactive company with no assets or liabilities. Accordingly, the transaction should have been recorded as a recapitalization of the Company. The Company recorded the $500 par value (pre-reverse split) of the 100,000 shares to goodwill. The Company should have recorded the value to common stock with an offsetting charge to additional paid-in capital. The revised accounting for this transaction in the accompanying restated financial statements has the effect of reducing goodwill in each of fiscal years 2001 and 2000 by $500 and reducing additional paid-in capital in each of fiscal years 2001 and 2000 by $500.

The Company recorded 641,152 shares issued to a former officer on December 12, 2000 (the "Settlement Date"), in exchange for debt, as a related party transaction at the value of the debt of $795,356 with no gain or loss on the transaction. The exchange should have been recorded as a third party transaction since the former officer had no control or influence at the settlement date. The revised value of the 641,152 common shares was recomputed as $280,504 based on

the $0.4875 trading price on the settlement date resulting in a gain on settlement of $514,852. The revision of this item in the accompanying restated year 2000 financial statements has the effect of increasing gain on settlement by $514,852, decreasing the additional paid-in capital by $514,852 and, decreasing net loss by $514,852. The revision of this item in the accompanying restated year 2001 financial statements has the effect of decreasing the opening balance of the accumulated deficit by $514,852.

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During 2001 the Company had issued 1,000,000 common stock warrants for services. The Company had not recorded the values of these issuances on operations. The effect of recording the value of these issuances in the accompanying restated year 2001 financial statements is to increase net loss by $61,746 and deferred consulting expense on the balance sheet by $149,954.

During 2001 the Company granted stock options under default provisions of certain promissory notes. The Company has recomputed the value of such options using an option pricing model and has restated the expense increasing interest expense by $210,308 in 2001.

The Company had previously reflected certain "put" shares as outstanding on the balance sheet and for net loss per share purposes. The Company has revised this presentation since it determined that a significant contingency existed which did not obligate the investor to purchase the "put' shares. There was no net effect on equity. The net effect on net loss per share was an increase.

The valuation of issuances of 500,926 shares of common stock for services by officer and non-employees were revised for fiscal 2001 based on contemporaneous transactions to increase the value charged to operations to $420,777 from $109,503, an increase of $311,274. In addition, 134,000 shares which were reflected as issued in 2001 should have been reflected as issued in 2000. The effect of the adjustments was to increase general and administrative expenses in 2001 by $311,274.

The aggregate net effect of the above restatements decreased net loss and net loss per share by $560,058 and $0.10, respectively, in 2000 and increased net loss and net loss per share by $638,222 and $0.08 respectively, in 2001.

The following tables present the impact of the adjustments and restatements on a condensed basis.

Description	Amount Previously Reported	As Adjusted
Yr. ended December 31, 2000		
Revenues	$ 148,102	$ 148,102
Net loss	1,008,813	448,755
Yr. ended December 31, 2001		
Revenues	$ 363,802	$ 363,802
Net loss	1,184,132	1,822,254

New changes to Net

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