

Edgar Filing: YSEEK INC - Form 10KSB

YSEEK INC  
Form 10KSB  
March 17, 2005

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

FORM 10-KSB

(Mark One)

Annual report under section 13 or 15 (D) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2004

Transition report under section 13 or 15 (d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

ADVANCED 3-D ULTRASOUND SERVICES, INC.

f/k/a YSEEK, INC.

(Name of small business issuer in its charter)

Florida 65-0783722

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

7732 N. Mobley Drive

Odessa, Florida 33556

(Address of principal executive offices) (Zip Code)

Issuer's telephone number, including area code: (813) 926-3298

Securities registered under Section 12(b) of the Exchange Act:

None

Name of exchange on which registered

OTC Bulletin Board

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

Common stock, \$.0001 par value

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No \_\_\_\_

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B 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.

The issuer's revenue for the most recent fiscal year ending December 31, 2004, was \$-0-.

State the aggregate market value of the voting and non-voting common stock held by non-affiliates computed by reference at the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within the past 60 days: \$714,324 based on the average high (\$4.00) and low (\$4.00) price as of March 4, 2005, of \$4.00 per share.

The number of shares of the Company's common stock, par value \$.0001 per

## Edgar Filing: YSEEK INC - Form 10KSB

share, outstanding as of March 4, 2005 was 198,063.

Transitional Small Business Disclosure Format (Check One) Yes  No

### Part I

#### Item 1. Description of Business

##### The Company

The Company had planned to operate 3-D ultrasound centers for elective, non-diagnostic purposes. As a result of recent concerns by the FDA related to non-diagnostic ultrasounds, the Company has decided not to enter this market. The Company is presently evaluating potential businesses, but as of the date of this report, has not determined in what type of business it will engage.

Late in 2000, the Company, formerly SwiftyNet.com, launched an Internet search portal called Yseek.com based on a ten-year software license it acquired in late 2000. In January 2001, the Company used the software to begin operating the Yseek.com web site. Yseek.com provided a free search engine and links by category to other World Wide Web sites. During 2001 and 2002, the Company entered into several short-term revenue sharing agreements with Internet host sites to generate traffic to the site and generate revenues. The Company's management with Internet related experience resigned from the Company in September 2002. New management elected in September 2002 decided not to pursue an Internet related business and therefore recognized an impairment loss for the unamortized value of the search engine in the fourth quarter of 2002.

On March 12, 2003, the board of directors voted to amend the Company's Articles of Incorporation changing the Company's name to Advanced 3-D Ultrasound Services, Inc. The purpose of the name change was to reflect the Company's emphasis on developing 3-D ultrasound centers.

#### Item 2. Description of Property

None.

#### Item 3. Legal Proceedings

The Company is not a party to any pending legal proceedings.

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

None

### Part II

#### Item 5. Market for Common Equity and Related Stockholder Matters

The Company's common stock are traded on the Over-the-Counter Bulletin Board under the symbol AVDU.OB. The high and low sales prices for each quarter of the calendar years 2003 and 2004 are as follows:

##### Common Stock

High\*

Low\*

## Edgar Filing: YSEEK INC - Form 10KSB

1st quarter 2003	14.78	13.97
2nd quarter 2003	14.22	13.84
3rd quarter 2003	18.56	17.81
4th quarter 2003	14.08	13.52
1st quarter 2004	9.46	9.43
2nd quarter 2004	10.53	10.34
3rd quarter 2004	9.97	9.90
4th quarter 2004	5.54	5.47

\*All share prices adjusted to reflect 1-for-400 reverse stock split effective December 29, 2003.

The approximate number of holders of record of common stock is 110. No dividends have been declared to date. The future dividend policy will depend upon the Company's earnings, capital requirements, financial condition and other factors considered relevant by the Company's Board of Directors.

### Recent Sales of the Company's Securities.

Name	Number Common Shares Purchased	Date	Price/Share
Barbara B. Reschly	1,000,000	09-09-02	\$.15 (1)
Timothy C. Minnehan	2,000,000	09-09-02	\$.15 (1)
Rachel L. Steele	2,300,000	09-10-02	\$.15 (1)
Alvin L. Ferrer	333,333	09-10-02	\$.15 (1)
Frances Best-Ferrer	266,666	09-18-02	\$.15 (1)
Jainarine Leonard	66,666	09-19-02	\$.15 (1)
Gary H. Anderson	1,000,000	09-25-02	\$.15 (1)
Douglas B. Odell	200,000	01-01-03	\$.15 (1)
Paul Welch	500,000	01-10-03	\$.15 (1)
Leonard Root	100,000	01-23-03	\$.15 (1)
William Kapner	500,000	01-27-03	\$.15 (1)
Denno Family Limited Partnership	1,000,000	02-03-03	\$.15 (1)
James C. Ottogalli.	200,000	02-14-03	\$.15 (1)
James C. Ottogalli	200,000	02-21-03	\$.15 (1)
Richard T. Fisher	1,000,000	03-11-03	\$.15 (1)
Denno Family Limited Partnership	1,000,000	04-28-03	\$.15 (1)
Douglas B. Odell	120,000	05-14-03	\$.15 (1)
Leonard Root	100,000	05-15-03	\$.15 (1)
Paul X. Welch	200,000	05-19-03	\$.15 (1)
Douglas W. Kile	100,000	05-21-03	\$.15 (1)
Theodore G. Grevas	350,000	06-27-03	\$.15 (1)
Mark R. Dolan	1,000,000	05-28-03	\$.15 (1)
Theodore Grevas	350,000	07-07-03	\$.15 (1)
Gurwitz Enterprises, Ltd.	500,000	07-08-03	\$.15 (1)
Timothy T. Berrong	500,000	08-14-03	\$.15 (1)
Douglas W. Kile	100,000	08-29-03	\$.15 (1)
Ian Stewart	200,000	09-04-03	\$.15 (1)
Craig Huber	100,000	09-11-03	\$.15 (1)
Glenn M. Noble	2,000	01-30-04	\$5.00 (2)
Elmer R./Maria Oma Orozco	2,000	02-02-04	\$5.00 (2)
Douglas W. Kile	1,000	02-11-04	\$5.00 (2)
Timothy Minnehan	10,000	03-04-04	\$5.00 (2)
W.L. Blakely	1,000	03-08-04	\$5.00 (2)
Edwardlyn Chrishom	1,000	04-01-04	\$5.00 (2)
Glenn M. Noble	2,000	06-30-04	\$5.00 (2)
Ian Stewart	5,000	04-23-04	\$5.00 (2)
Ronald R. Reschly and			

## Edgar Filing: YSEEK INC - Form 10KSB

Barbara Reschly	10,000	05-13-04	\$5.00 (2)
Evelyn Malone-Stephens and Connie Malone, JTWROS	2,000	06-30-04	\$5.00 (2)
Denno Family Limited Partnership	5,000	06-25-04	\$5.00 (2)
Richard T. Fisher	5,000	07-02-04	\$5.00 (2)
Ray Cibischino	5,850	08-06-04	\$5.00 (2)
Catherine Roberts	5,850	08-06-04	\$5.00 (2)
Martin White	5,850	08-06-04	\$5.00 (2)
Mark Dolan	5,850	08-04-04	\$5.00 (2)
Alvin Ferer	5,850	08-06-04	\$5.00 (2)
Dan Witherspoon	5,850	08-06-04	\$5.00 (2)

(1) Does not reflect 1 for 400 split effective December 29, 2003.

(2) Reflects 1 for 400 split effective December 29, 2003.

All sales were made pursuant to Section 4(2) of the 1933 Act. The proceeds of the sale of these securities is to provide operating capital and development costs.

### Special Note Regarding Forward Looking Statements.

This annual report on Form 10-KSB of Advanced 3-D Ultrasound Services, Inc., f/k/a Yseek, Inc. for the year ended December 31, 2004 contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. To the extent that such statements are not recitations of historical fact, such statements constitute forward-looking statements which, by definition, involve risks and uncertainties. In particular, statements under the Sections; Description of Business, Business Strategy and Management's Discussion and Analysis of Financial Condition and Results of Operations contain forward-looking statements. Where, in any forward-looking statement, the Company expresses an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished.

The following are factors that could cause actual results or events to differ materially from those anticipated, and include but are not limited to: general economic, financial and business conditions; changes in and compliance with governmental regulations; changes in tax laws; and the costs and effects of legal proceedings.

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

The following discussion and analysis should be read in conjunction with the Financial Statements and the related Notes thereto included elsewhere in this report. This report contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in "Special Note Regarding Forward-Looking Statements."

#### PLAN OF OPERATION

Currently the Company plans to engage in a profitable business. Company management is currently investigating potential business opportunities.

Previously, the Company's plans included developing a profitable business in 3-D fetal photography. On February 1, 2003, the Company entered into a consulting agreement with an individual to investigate this potential business opportunity

## Edgar Filing: YSEEK INC - Form 10KSB

for a period of ninety days. In exchange for these services, the consultant received \$10,000 and 2,500 common shares. 3-D fetal photography provides clear color photographs of an unborn child. The Company believes recent improvements make this technology practical and desired by parents. In response to the Company's decision to pursue this business venture, the Company received shareholder approval to pursue this venture and therefore changed its name to Advanced 3-D Ultrasound Services, Inc. at its shareholders meeting on May 2, 2003. The Company has decided not to enter this market and is no longer pursuing these plans.

The Company entered into a lease for its first 3-D fetal photography center in May 2004. However, due to problems with the landlord improvements and the space, this lease was cancelled during the 3rd quarter of 2004. The Company entered into a lease for its corporate offices. The lease was an operating lease for six months and it commenced March 18, 2004. The total rent for the six months was \$3,600. This lease was also cancelled during August 2004. The Company's officers are working out of home offices at this time.

In August 2004 the Company entered into consulting agreements with six individuals. These individuals will provide consulting services in the areas of marketing, business planning and legal services for a period of one year. The consultants each received 5,850 shares of common stock in exchange for their services.

The Company's plans to engage in a profitable business may require additional funds.

In 2002, the Company adopted a subscription agreement to raise \$300,000 of which \$200,000 was to be used for fetal photography development and \$100,000 for working capital. From September 2002 through December 2002, the Company received \$138,730 from sales of common stock, of which \$35,000 was from one of the new officers who is a major stockholder. This initial funding was used primarily to pay off debts and to fund minimal administrative costs. In 2003, the Company received \$164,300 from sales of common stock. This funding was used to fund administrative costs and to fund the consulting agreement noted in a preceding paragraph. The Company plans to fund its near-term operations through additional sales of common stock.

In 2004, the Company received \$230,000 from sales of common stock. The proceeds of this funding have been spent on development costs, salaries and other administrative costs.

### Item 7. Financial Statements

[LETTERHEAD OF FERLITA, WALSH, & GONZALEZ, P.A. -- CERTIFIED PUBLIC ACCOUNTANTS]

#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders  
Advanced 3-D Ultrasound Services, Inc.  
f/k/a YSEEK, Inc.

We have audited the accompanying balance sheet of Advanced 3-D Ultrasound Services, Inc. as of December 31, 2004, and the related statement of operations, stockholders' equity and cash flows for the years ended December 31, 2004 and 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public

Edgar Filing: YSEEK INC - Form 10KSB

Company Accounting Oversight Board (United States). 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 audits provide 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 Advanced 3-D Ultrasound Services, Inc. at December 31, 2004, and the results of its operations and its cash flows for the years ended December 31, 2004 and 2003, in conformity with accounting principles generally accepted in the United States of America.

Ferlita, Walsh & Gonzalez, P.A.

/s/ Ferlita, Walsh, & Gonzalez, P.A.

Tampa, Florida  
March 12, 2005

ADVANCED 3-D ULTRASOUND SERVICES, INC.  
FINANCIAL STATEMENTS  
DECEMBER 31, 2004

ADVANCED 3-D ULTRASOUND SERVICES, INC.

BALANCE SHEET

DECEMBER 31, 2004

ASSETS

Current assets

Cash

Property and equipment, net

Total Assets

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

Current liabilities

Accounts payable and accrued expenses

Commitments and contingencies

Stockholders' equity (deficit)

Common stock; \$.0001 par value; 50,000,000 shares  
authorized; 198,063 shares issued and outstanding

Edgar Filing: YSEEK INC - Form 10KSB

Paid-in capital  
Accumulated deficit

Total stockholders' equity

Total Liabilities and Stockholders' Equity

The accompanying notes are an integral part of this financial statement.

ADVANCED 3-D ULTRASOUND SERVICES, INC.

STATEMENT OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004
Revenues	\$
Expenses	
Selling, general and administrative	405,
Total expenses	405,
Other income (expense)	
Interest expense	(13)
Total other income (expense)	(13)
Net loss	\$ (405,6)
Loss per common share	\$ (2.
Weighted average common shares outstanding	161,

The accompanying notes are an integral part of this financial statement.

ADVANCED 3-D ULTRASOUND SERVICES, INC.

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)

FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

Common Stock                      Paid -in                      Accumula

Edgar Filing: YSEEK INC - Form 10KSB

	Shares	Amount	Capital	Defici
	-----	-----	-----	-----
Balance, December 31, 2002	87,078	\$ 9	\$ 8,383,514	\$ (8,415,
Common stock issued for services	2,500	-	15,000	
Common stock issued for cash	27,385	3	164,297	
Net loss	-	-	-	(181,
	-----	-----	-----	-----
Balance, December 31, 2003	116,963	12	8,562,811	(8,596,
Common stock issued for services	35,100	3	175,497	
Common stock issued for cash	46,000	5	229,995	
Net loss	-	-	-	(405,
	-----	-----	-----	-----
Balance, December 31, 2004	198,063	\$ 20	\$ 8,968,303	\$ (9,002,
	=====	=====	=====	=====

The accompanying notes are an integral part of this financial statement.

ADVANCED 3-D ULTRASOUND SERVICES, INC.  
STATEMENT OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004
	-----
Cash flows from operating activities	
Net loss	\$ (405,656)
Adjustments to reconcile net loss to net cash used in operating activities:	
Stock issued to consultants	175,500
Depreciation	521
Increase (decrease) in accounts payable and accrued expenses	4,505
	-----
Total adjustments	180,526
	-----
Net cash used in operating activities	(225,130)
	-----
Cash flows from investing activities	
Purchase of equipment	(4,760)
Cash flows from financing activities	
Proceeds from sale of common stock	230,000
	-----
Net increase (decrease) in cash	110
Cash, beginning of year	3
	-----
Cash, end of year	\$ 113
	=====
Supplemental disclosures of noncash investing and financing activities:	



## Edgar Filing: YSEEK INC - Form 10KSB

In 2004 and 2003, the Company issued stock amounting to \$175,500 and \$15,000 respectively, for consultant services.

### Cash flow information:

	2004
Cash paid for interest	\$ 137
Cash paid for income taxes	-

The accompanying notes are an integral part of this financial statement.

ADVANCED 3-D ULTRASOUND SERVICES, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

#### (1) Significant Accounting Policies:

-----  
The following is a summary of the more significant accounting policies and practices of Advanced 3-D Ultrasound Services, Inc. (the Company) which affect the accompanying financial statements.

(a) Organization--Advanced 3-D Ultrasound Services, Inc. was incorporated on September 23, 1997. The Company was formerly known as Yseek, Inc. On March 12, 2003, the board of directors voted to amend the Company's Articles of Incorporation changing the Company's name to Advanced 3-D Ultrasound Services, Inc. The purpose of the name change was to reflect the Company's emphasis on developing 3-D ultrasound centers.

(b) Operations--The Company intends to acquire a profitable business. Company management is currently investigating potential business acquisitions.

(c) Use of estimates--The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that effect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(d) Cash--For the purposes of reporting cash flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

(e) Loss per common share--Loss per share is based on the weighted average number of common shares outstanding during each period in accordance with Statement of Financial Accounting Standards No. 128, Earnings Per Share.

(f) Deferred income taxes--Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective income tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the

## Edgar Filing: YSEEK INC - Form 10KSB

period that included the enactment date.

(g) Long-lived assets--Property and equipment are carried at cost. Depreciation is computed on the straight-line method, based on the estimated useful lives of the related assets. At December 31, 2004, net property and equipment consisted of office equipment and furniture with a cost of \$4,760, less accumulated depreciation of \$521.

Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the related carrying amount may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the excess of the asset's carrying amount over fair value of the asset and long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

(2) Income Taxes:  
-----

No provision for income taxes has been recorded for 2004 or 2003 due to net losses incurred.

Temporary differences giving rise to the deferred tax assets consist primarily of donated services recognized for financial statement purposes. Management has established a valuation allowance equal to the amount of the deferred tax assets due to the uncertainty of realization of the benefit of the net operating losses against future taxable income. The components of deferred tax assets at December 31, 2004 and 2003, consist of the following:

	2004	2003
	-----	-----
Deferred tax assets:		
Net operating loss	\$ 2,198,000	\$ 2,094,000
Other temporary differences	27,000	27,000
Valuation allowance	(2,225,000)	(2,121,000)
	-----	-----
Net deferred tax asset	\$ -	\$ -
	=====	=====

The Company has operating losses of approximately \$8,455,400 which can be used to offset future taxable income. These losses begin to expire in the year 2018 and expire in full in the year 2024. The increase in the valuation allowance from December 31, 2003 to December 31, 2004 totaled \$104,000.

(3) Stock Transactions:  
-----

During 2004, the Company sold 46,000 shares of common stock for cash of \$230,000. During 2003, the Company sold 27,385 shares of common stock for cash of \$164,300.

In September, 2004, the Company issued 35,100 shares of common stock to six different individuals under consulting agreements. The Company recognized an expense of \$175,500 related to these agreements which represents the market value of the shares issued. Market value was determined based on the cost the consultants normally charge for those services.

On January 15, 2003, the Company issued 2,500 shares of common stock under a consulting agreement. The Company recognized an expense of \$15,000 related to this agreement which represents the market value of the shares issued. Market

Edgar Filing: YSEEK INC - Form 10KSB

value was determined based on the cost the consultants normally charge for those services.

(4) Commitments and Related Party Transactions:  
-----

During 2003, an officer and stockholder of the Company loaned the Company \$6,368. This amount was repaid in 2003 without interest.

(5) Warrants:  
-----

At December 31, 2002, the Company had outstanding exercisable warrants to purchase 249,000 shares of the Company's common stock at various prices based upon expiration dates. Warrants expiring in 2003 were exercisable at \$7.00. Prior to expiration, the warrants may be redeemed by the Company at a price of \$.01.

As of December 31, 2003, no warrants had been redeemed and all outstanding warrants expired.

(6) Stock Options:  
-----

The Company granted options to consultants under various consulting agreements. These agreements grant to the consultants the option to purchase shares of Company common stock at a fixed price of \$.50 per share. Management has determined these per share prices equal or exceed fair market value. These options expired on the third anniversary date of the execution date of the respective agreement and were immediately vested.

A summary of consultant option activity follows:

	Year Ended December 31,	
	2004	2003
	-----	-----
Outstanding, beginning of year	-	3,075,000
Issued	-	-
Expired	-	(3,075,000)
	-----	-----
Outstanding, end of year	-	-
	=====	=====

(7) Reverse Stock Split:  
-----

The Company authorized a reverse stock split of its common shares on a 1-for-400 basis effective December 29, 2003. All references in the accompanying financial statements to the number of common shares and per-share amounts for 2003 have been restated to reflect the reverse stock split.

(8) Subsequent Events:  
-----

Subsequent to December 31, 2004, an officer and stockholder of the Company loaned the Company \$7,980.

(9) Going Concern:  
-----

## Edgar Filing: YSEEK INC - Form 10KSB

As shown in the accompanying financial statements, the Company has incurred recurring losses from operations and at December 31, 2004, the Company's cash balance was \$113 and its current liabilities exceeded its total assets by \$34,099.

Management has taken several actions to ensure that the Company will continue as a going concern through December 31, 2005, including obtaining written commitments from certain officers of the Company to fund future operations as needed. Additionally, expenses have been curtailed and consultant services have been obtained through the issuance of stock allowing cash needs to be reduced. Management believes that these actions will enable the Company to continue as a going concern through December 31, 2005. At such time as the Company identifies a business to be acquired or are ready to begin operations the plan is to raise needed funds through the sale of common stock. There can be no assurance, however, that the Company will raise funds from the sale of its securities beyond those disclosed in these financial statements.

### Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Any disclosures required by Item 304(b) of Regulation S-B have been previously provided.

#### Item 8A. Controls and Procedures

##### (a) Evaluation of disclosure controls and procedures.

The Company's management, recognizes its responsibility for establishing and maintaining internal control over financial reporting for the Company. After evaluating the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of December 31, 2004 (the "Evaluation Date"), the Company's management has concluded, as of the Evaluation Date, the Company's disclosure controls and procedures were adequate and designed to ensure the information required to be disclosed in the reports filed or submitted by us under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported with in the requisite time periods.

##### (b) Effectiveness of Internal Control

The Company's management is reviewing the Company's internal controls over financial reporting to determine the most suitable recognized control framework. The Company will give great weight and deference to the product of the discussions of the SEC's Advisory Committee on Smaller Public Companies (the "Advisory Committee") and the Committee of Sponsoring Organizations' task force entitled Implementing the COSO Control Framework in Smaller Businesses (the "Task Force"). Both the Advisory Committee and the Task Force are expected to provide practical, needed guidance regarding the applicability of Section 404 of the Sarbanes-Oxley Act to small business issuers. The Company's management intends to perform the evaluation required by Section 404 of the Sarbanes-Oxley Act at such time as a framework is adopted by the Company. For the same reason, the Company's registered accounting firm has not issued an "attestation report" on the Company management's assessment of internal controls.

##### (c) Changes in internal controls.

After evaluation by the Company's management, the Company's management has determined there were no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's internal controls subsequent to the Evaluation Date.

## Edgar Filing: YSEEK INC - Form 10KSB

### Item 8B. Other Information

None.

### Part III

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

The following is a brief description of the educational and business experience of each director, executive officer and key employee of the Company:

Name of Director	Age	Principal Occupations During Past Five Years; Certain Directorships
David Weintraub	41	1998-2000: Vice President-Marketing - Swifty Car Wash & Quik-Lube, Inc. 2000-2001: Sales, Marketing - SwiftyNet.com, Inc. 2003-2003: CEO, Director - Yseek, Inc. 2003-Present: CEO, Director - Advanced 3-D Ultrasound Services, Inc.
Rachel Steele	38	1998-2000: President, Secretary - Swifty Car Wash & Quik-Lube, Inc. 2000-2002: President - SwiftyNet.com, Inc. 2000-2001: Director - SwiftyNet.com, Inc. 2002-2003: Vice President, Director - Yseek, Inc. 2003-Present: Vice President, Director - Advanced 3-D Ultrasound Services, Inc.
Glen Ostrowski	39	1998-2002: Vice President-Marketing - Animagic Animation 2002-2003: President - Yseek, Inc. 2003-Present: President - Advanced 3-D Ultrasound Services, Inc.
Tanya Ostrowski	28	1995-2002: Administrative Assistant, Processor - Compass Bank 2002-2003: Secretary, Treasurer, Director - Yseek, Inc. 2003-Present: Secretary, Treasurer, Director - Advanced 3-D Ultrasound Services, Inc.

No voting arrangements exist between the officers and directors. Mr. Weintraub and Ms. Steele live together. The above persons were selected pursuant to provisions in the Company's By-Laws, all holding office for a period of one year or until their successors are elected and qualified. None of the officers or directors of the Company have been involved in legal proceedings during the past five years which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, or executive officer of the issuer, including any state or Federal criminal and bankruptcy proceedings.

The Company's audit committee is comprised of its entire board of directors. The Company does not have an audit committee financial expert serving on its audit committee. The Company has not adopted a code of ethics.

### Item 10. Executive Compensation

#### SUMMARY COMPENSATION TABLE

Long-te

Edgar Filing: YSEEK INC - Form 10KSB

Name & principal	Year	Annual compensation			Awards	
		Salary (\$)	Bonus (\$)	Other annual compensation (\$)	Restricted stock awards (\$)	Securities under option (#)
David Weintraub Chief Executive Officer	2004	-0-	-0-	-0-	-0-	-
Glen Ostrowski President	2004	\$17,500	-0-	-0-	-0-	-
Tanya Ostrowski Secretary-Treasurer	2004	\$34,572	-0-	-0-	-0-	-
Rachel Steele Vice President	2004	\$24,700	-0-	-0-	-0-	-

Committees of the Board of Directors

The Company's bylaws provide that the board may designate an executive committee and other committees, each of which shall consist of one or more directors. The board does not have an audit committee.

Compensation of Directors

Directors serve without compensation. Some directors are also employees of the Company. During 2004, Mr. Ostrowski received compensation of \$17,500, Ms. Ostrowski received compensation of \$34,572 and Ms. Steele received compensation of \$24,700.

No other officer or directors have been compensated for their services in those capacities. At this time, the Company does not plan on paying its Board of Directors in return for their services as Directors.

Executive Compensation and Employment Arrangements

At present there are no written employment or consulting agreements with any officer or director. During 2003, Mr. Ostrowski received compensation of \$17,500, Ms. Ostrowski received compensation of \$34,572 and Ms. Steele received compensation of \$24,700.

Item 11. Security Ownership of Certain Beneficial Owners and Management

There are no officer or director groups. As a group, the officers and directors of the Company own 19,482 common shares or 9.836% of the outstanding shares of the Company. As of March 4, 2005, the stock ownership of the Officers and Directors and 10% Shareholders was as follows:

Title Of Class	Name and Address of Beneficial Owner	Amt and Nature of Beneficial Ownership	Percent of Class
Common	Glen Ostrowski	250	0.126%

## Edgar Filing: YSEEK INC - Form 10KSB

Stock	3645 Kings Road Bldg 6, #104 Palm Harbor, FL 34685		
Common Stock	Rachel Steele 7732 N. Mobley Road Odessa, FL 33556	12,782	6.454%
Common Stock	David Weintraub 7732 N. Mobley Road Odessa, FL 33556	0	0%
Common Stock	Tanya Ostrowski 3645 Kings Road Bldg 6, #104 Palm Harbor, FL 34685	6,450	3.257%
Common Stock	Total	19,482	9.836%

### Item 12. Certain Relationships and Related Transactions

### Item 13. Exhibits and Reports on Form 8-K

Exhibit Number	Description
(2)	Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession
(3)	Articles of Incorporation and By-Laws
* (3.1)	Articles of Incorporation
** (3.2)	By-Laws
++ (3.3)	Articles of Amendment Name Change
(4)	Instruments Defining the Rights of Security Holders
(a)	Subscription Agreement
* (b)	Warrant Agreement
++ (c)	Warrant Resolution dated March 2, 2000
(9)	Voting Trust Agreement
(10)	Material Contracts
* (10.1)	Equipment Purchase Contract
* (10.2)	Construction Contract
* (10.3)	Architect Contract
* (10.4)	Consulting Contract-Donald Hughes
* (10.5)	Employment Contract-Stanley Rabushka
* (10.6)	Promissory Note - Swifty
* (10.7)	Promissory Note - Steele
* (10.8)	Consulting Contract-John Oster
* (10.9)	Raymond Lipsch Contract
* (10.10)	Land Purchase Contract
** (10.11)	Stanley Rabushka Employment and Stock Agreement
** (10.12)	Tampa Bay Buccaneers Agreement
*** (10.13)	Edgar Arvelo Consulting Contract
*** (10.14)	Richard Kleinberg Employment Contract
*** (10.15)	Vladimir Rafalovich
*** (10.16)	Martinez Consulting Contract
**** (10.17)	Purchase and Sale Contract between Jim Malak and/or Assigns and SwiftyNet.com, Inc. dated April 6, 2000

## Edgar Filing: YSEEK INC - Form 10KSB

+(10.18)	Consulting Agreement with Netelligent Consulting dated October 11, 2000	
+(10.19)	Consulting Agreement with Frank Pinizzotto dated September 19, 2000	
+(10.20)	Consulting Agreement with Gigi Pinizzott dated September 19, 2000	
+(10.21)	Professional Services Agreement with Laurie Stern dated July 31, 2000	
+(10.22)	Consulting Agreement with Mark Daniel White dated September 19, 2000	
++(10.23)	Consulting Agreement with Nick Trupiano dated November 25, 2000	
++(10.24)	Consulting/Option Agreement with CandidHosting.com, Inc. dated December 1, 2000	
++(10.25)	Consulting/Option Agreement with David S. Goldman dated December 19, 2000	
++(10.26)	Consulting/Option Agreement with Voice Media, Inc. dated December 1, 2000	
++(10.27)	Public Relations Agreement with Shoreliner Capital Ltd. Partnership dated January 17, 2001	
++(10.28)	Traffic Promotion Agreement with Voice Media, Inc. dated November, 2000	
++(10.29)	Traffic Promotion Agreement with CandidHosting.com, Inc. dated December 1, 2000	
++(10.30)	Consulting Agreement with Paul Runyon dated November 25, 2000	
++(10.31)	Non-Exclusive License Agreement with Norman J. Jester, III dated November, 2000	
++(10.31)	Client Services Agreement with Markham/Novell Communications, Ltd. dated January 9, 2001	
++(10.32)	Client Services Agreement with Novell Markham Communications, Ltd. dated January 9, 2001	
++(10.33)	Stock Option Agreement with Mark P. Dolan dated January 10, 2001	
++(10.34)	Assignment of Contract with Netelligent dated December 7, 2000	
++(10.35)	Consulting Agreement with Marlene Trupiano dated January 3, 2000	
++(10.36)	Consulting Agreement with Marlene Trupiano dated November 25, 2000	
+++ (10.37)	Promissory Note to 2D&H, Inc.	
+++ (10.38)	Guaranty Agreement	
+++ (10.39)	Termination Agreement Reformation Agreement with NeuTelligent, Inc., f/k/a CandidHosting.com, Inc.*	
+++ (10.40)	Termination Agreement Reformation Agreement with Voice Media, Inc.	
++++ (10.41)	Employment Agreement with Rachel L. Steele dated October 1, 2002	
++++ (10.42)	Employment Agreement with Tanya Ostrowski dated October 1, 2002	
(11)	Statement re: computation of per share earnings	Note 1 to Financial Statements
(13)	Annual or Quarterly Reports, Form 10Q	None
(16)	Letter regarding Changes in Certifying Accountant	None
(18)	Letter on change in accounting principles	None
(21)	Subsidiaries of the registrant	None
(22)	Published report regarding matters submitted to vote	None
(23)	Consents of Experts and Counsel	None
(24)	Power of Attorney	None
(31)	Certification of Chief Executive Officer and Chief Financial Officer	



## Edgar Filing: YSEEK INC - Form 10KSB

(32)	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	
(99)	Additional Exhibits	None

\* Previously filed with Form 10-SB on November 23, 1998.  
\*\* Previously filed with Form 10-SBA No. 1 on February 2, 1999.  
\*\*\* Previously filed with Form 10-KSB filed on March 30, 2000.  
\*\*\*\* Previously filed with Form 10-QSB filed May 15, 2000.  
+ Previously filed with Form 10QSB filed 11-17-00.  
++ Previously filed with Form 10KSB filed March 29, 2001.  
+++ Previously filed with Form 8-K filed September 16, 2002.  
++++ Previously filed with Form 10-QSB filed November 14, 2002.  
+++++ Filed herewith.

Reports on Form 8-K

Item 14. Principal Accountant Fees and Services

### Audit Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant, Ferlita, Walsh & Gonzalez, P.A. for the audit of the registrant's annual financial statements and review of financial statements included in the registrant's Form 10-QSB or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was \$16,397.

### Audit-Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by Ferlita, Walsh & Gonzalez, P.A. that are reasonably related to the performance of the audit or review of the registrant's financial statements and are not reported under the caption "Audit Fees" was \$-0-. The nature of the services comprising the fees disclosed under this category was: N/A.

### Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by Ferlita, Walsh & Gonzalez, P.A. for tax compliance, tax advice, and tax planning was \$-0-.

### All Other Fees,

The aggregate fees billed in each of the last two fiscal years for products and services provided by Ferlita, Walsh & Gonzalez, P.A., other than the services reported above were \$-0- in paragraphs (e)(1) through (e)(3) of this section. The nature of the services comprising the fees disclosed under this category was: N/A.

## SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Company caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on March 17, 2005.

ADVANCED 3-D ULTRASOUND SERVICES, INC.  
f/k/a Yseek, Inc.

Edgar Filing: YSEEK INC - Form 10KSB

By: /s/ David Weintraub

-----  
DAVID WEINTRAUB,  
Chief Executive Officer

In accordance with the requirements of the Exchange Act, this report has been signed by the following persons in the capacities indicated on March 17, 2005.

SIGNATURE	TITLE
_____/s/_____ DAVID WEINTRAUB	Chief Executive Officer, Director
_____/s/_____ GLEN OSTROWSKI	President, Director
_____/s/_____ RACHEL STEELE	Vice President, Director
_____/s/_____ TANYA OSTROWSKI	Secretary, Treasurer, Director