GOLF TWO INC
Form 10QSB
May 21, 2004

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

FORM 10-QSB

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2004

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from ____________ to __________

Commission File Number: 000-50283

Golf Two, Inc.
(Exact name of small business issuer as specified in its charter)

Delaware	04-3625550
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1521 West Orangewood Avenue, Orange, California 92868
(Address of principal executive offices)

(714) 633-1400
(Issuer's Telephone Number)

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date. As of May 21, 2004, there were 7,418,336 shares of the issuer's $.001 par value common stock issued and outstanding.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEET - MARCH 31, 2004
(UNAUDITED)

ASSETS

Current assets - cash and cash equivalents	$ 45,708

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities - accounts payable and accrued expenses	$ 12,940
Note payable, related party	50,000
Stockholders' deficit:	
Preferred stock, $0.001 par value, 5,000,000 shares authorized; no shares issued or outstanding	-
Common stock, $0.001 par value, 50,000,000 shares authorized; 7,418,336 issued and outstanding	7,418
Additional paid-in capital	152,907
Deficit accumulated during development stage	(177,557)
Total stockholders' deficit	(17,232)
	$ 45,708

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GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF OPERATIONS
(UNAUDITED)

For the three months

	ended March 31,	
	2004	2003
Net revenue	$ -	$ -
General and administrative expenses	9,112	2,360
Loss from operations	(9,612)	(2,360)
Other income (expense):		
Interest income	-	35
Interest expense	(500)	-
Loss before provision for income taxes	(9,612)	(2,325)
Provision for income taxes	-	-
Net loss	$ (9,612)	$ (2,325)
Net loss available to common stockholders per common share - basic and dilutive:		
Loss per common share	$ (0.00)	$ (0.00)
Weighted average common shares outstanding - basic and dilutive	7,418,336	7,418,336

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GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)

	Common stock		Additional paid-in capital	a d
	Shares	Amount		
Balance at March 15, 2001, date of incorporation	-	$ -	$ -	$

Issuance of Founders Shares for services at $0.01 per share (March 2001)	2,325,000	2,325	-	
Capital contribution for office space	-	-	1,500	
Net loss	-	-	-	
Balance at December 31, 2001	2,325,000	2,325	1,500	
Issuance of common stock for services at $0.03 per share (February 2002)	3,000,000	3,000	87,000	
Issuance of common stock for cash at $0.03 per share (April 2002)	2,093,336	2,093	60,707	
Capital contribution for office space and interest expense	-	-	1,400	
Net loss	-	-	-	
Balance at December 31, 2002	7,418,336	7,418	150,607	
Capital contribution for office space and interest expense	-	-	1,500	
Net loss	-	-	-	
Balance at December 31, 2003	7,418,336	7,418	152,107	
Capital contribution for office space and interest expense (unaudited)	-	-	800	
Net loss for the three months ended March 31, 2004 (unaudited)	-	-	-	
Balance at March 31, 2004 (unaudited)	7,418,336	$ 7,418	$ 152,907	$

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(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF CASH FLOWS
(UNAUDITED)

For the three months ended March 31,

	2004	2003
Cash flows provided by (used for) operating activities:		
Net loss	$ (9,612)	$
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Non-cash issuance of common stock for services	-	
Non-cash contribution to capital	800	
Increase (decrease) in liabilities - accounts payable	3,790	
Total adjustments	4,590	
Net cash used for operating activities	(5,022)	
Cash flows provided by (used for) financing activities:		
Proceeds from note payable-related party	-	
Payments on note payable-related party	-	
Proceeds from issuance of common stock	-	
Net cash provided by financing activities	-	
Net increase (decrease) in cash	(5,022)	
Cash, beginning of period	50,730	
Cash, end of period	$ 45,708	$
Supplemental disclosure of cash flow information:		
Income taxes paid	$ -	$
Interest paid	$ -	$

Supplemental disclosure of non-cash financing activities:

In April 2001, the Company entered into a $10,000 non-interest bearing note with a stockholder. The note was due upon demand and repaid in April 2002. The Company recorded $800 of interest expense on this note at 8% per annum as a contribution to capital for the period from March 15, 2001 (inception) to December 31, 2002.

An officer of the Company provides office space to the Company for $100 per month on a month-to-month basis, which was recorded as a contribution to capital. Total office expense for the three months ended March 31, 2004 and 2003 and for the period from March 15, 2001 (inception) to March 31, 2004, amounted to $300, $300 and $4,400, respectively.

In March 15, 2001, the Company issued 2,325,000 shares of its common stock in exchange for services to incorporate the Company, totaling $2,325. The Founder Shares were valued at the par value of the Company's common stock, which represented its fair market value on the date of issuance.

In February 2002, 3,000,000 shares of common stock were issued at $0.03 per share in exchange for prior services rendered for a total of $90,000, which represented its fair market value on the date of issuance.

On November 5, 2003, the Company was loaned $50,000 by a stockholder in exchange for a promissory note. For the three months ended March 31, 2004 and for the period from March 15, 2001 (inception) to March 31, 2004, the Company recorded interest expense of $300 and $800, respectively, related to this note as a contribution to capital.

GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

THREE MONTHS ENDED MARCH 31, 2004 AND 2003 AND THE
PERIOD FROM MARCH 15, 2001 (INCEPTION) TO MARCH 31, 2004

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

NATURE OF BUSINESS:

Golf Two, Inc. (the "Company") is currently a development stage company under the provisions of Statement of Financial Accounting Standards ("SFAS") No. 7 and was incorporated under the laws of the State of Delaware on March 15, 2001. The Company plans to operate retail golf stores that will feature indoor golf instruction and sell custom golf clubs throughout California. As of March 31, 2004, the Company has not produced revenues since inception (unaudited) and will continue to report as a development stage company until significant revenues are produced.

INTERIM FINANCIAL STATEMENTS:

The accompanying unaudited financial statements for the three months ended March 31, 2004 include all adjustments (consisting of only normal recurring accruals), which, in the opinion of management, are necessary for a fair presentation of the results of operations for the periods presented. Interim results are not necessarily indicative of the results to be expected for a full year. The unaudited financial statements should be read in conjunction with the audited financial statements included in the 10-KSB, as filed with the Securities and Exchange Commission on March 19, 2004 for the year ended December 31, 2003.

BASIS OF PRESENTATION:

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has no established source of revenue and, without realization of additional capital, it would be unlikely for the Company to continue as a going concern. This matter raises substantial doubt about the Company's ability to continue as a going concern.

Management recognizes that the Company must generate additional resources to enable it to continue operations. Management intends to continue to raise additional financing through debt financing and equity financing or other means and interests that it deems necessary, with a view to moving forward and sustaining a prolonged growth in its strategy phases. However, no assurance can be given that the Company will be successful in raising additional capital. Further, there can be no assurance, assuming the Company successfully raises additional equity, that the Company will achieve profitability or positive cash flow. If management is unable to raise additional capital and expected significant revenues do not result in positive cash flow, the Company will not be able to meet its obligations and may have to cease operations.

The Company's expenses will significantly increase as it begins to implement its business plan and currently has no source of revenue. Management hopes that the Company's initial source of revenue will be sales from its proposed website. On

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:

November 5, 2003, the Company entered into a promissory note for $50,000 with one of its shareholders, payable by November 5, 2008, at the rate of 4% per year calculated yearly, in order to engage a web developer. However, management estimates that its proposed website will not be operational until late 2004. Management hopes that once operational, the website will become a source of revenue to the Company.

Subsequently, the Company plans to locate and begin developing its first brick and mortar retail location, which management anticipates will not occur before 2005. To begin that step, management recognizes that the Company's funding needs will be significantly greater and it will require additional sources of funding since the Company is not yet able to generate revenues from operations. Because the Company does not currently have the funds it believes are needed to open its first retail location, and because revenues that may be generated from operation of the Company's proposed website are likely not to be sufficient, the Company hopes to raise an additional $475,000, the amount management estimates it needs need to open its first retail location. Management projects that such financing will need to be raised through borrowings and equity financing. Management hopes to begin raising this amount during 2004. If the Company fails to raise this amount by the end of 2004, management will focus the Company's efforts on its proposed internet operations and website.

USE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 reported periods.

(2) EQUITY:

PREFERRED STOCK

The Company is authorized to issue 5,000,000 shares of preferred stock, par value at $.001 per share. As of March 31, 3004, none of the shares were issued or outstanding (unaudited).

GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

THREE MONTHS ENDED MARCH 31, 2004 AND 2003 AND THE
PERIOD FROM MARCH 15, 2001 (INCEPTION) TO MARCH 31, 2004

(2) EQUITY, CONTINUED:

COMMON STOCK

In March 2001, the Company issued 5,650,000 shares of its common stock in exchange for services to incorporate the Company. In February 2002, the Board of Directors declared that the company had not received consideration for the issuance of 3,325,000 shares of the previously issued shares and canceled those shares leaving 2,325,000 shares totaling $2,325. The Founder Shares were valued at the par value of the Company's common stock, which represented its fair market value on the date of issuance. The Company has not recognized the issuance of the cancelled shares in the financial statements.

In February 2002, 3,000,000 shares of common stock were issued at $0.03 per share in exchange for prior services rendered for a total of $90,000, which represented its fair market value on the date of issuance.

In April 2002, the Company performed a private placement and issued 2,093,366 shares of its common stock at $0.03 per share for an aggregate total of $62,000.

(3) RELATED PARTY TRANSACTIONS:

OFFICE SPACE

A stockholder of the Company provided office space to the Company at $100 per month on a month-to-month basis, which was recorded as a contribution to capital. Total office expense for the three months ended March 31, 2004 and 2003 and for the period from March 15, 2001 (inception) to March 31, 2004 amounted to $300, $300, and $4,400, respectively (unaudited).

NOTES PAYABLE

In April 2001, the Company entered into a $10,000 non interest-bearing note with a stockholder. The note was due upon demand and repaid in April 2002. For the year ended December 31, 2002, the Company recorded interest expense of $200 on this note at 8% per annum as a contribution to capital.

On November 5, 2003, the Company was loaned $50,000 by a stockholder in exchange for a promissory note. The principal is due and payable on November 5, 2008 with interest payable on the unpaid balance at 4% per annum. For the three months ended March 31, 2004, the Company recorded interest expense of $500 as a contribution to capital (unaudited).

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ITEM 2. PLAN OF OPERATION

THIS FOLLOWING INFORMATION SPECIFIES CERTAIN FORWARD-LOOKING STATEMENTS OF MANAGEMENT OF THE COMPANY. FORWARD-LOOKING STATEMENTS ARE STATEMENTS THAT ESTIMATE THE HAPPENING OF FUTURE EVENTS AND ARE NOT BASED ON HISTORICAL FACT. FORWARD-LOOKING STATEMENTS MAY BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY, SUCH AS "MAY", "SHALL", "COULD", "EXPECT", "ESTIMATE",

"ANTICIPATE", "PREDICT", "PROBABLE", "POSSIBLE", "SHOULD", "CONTINUE", OR SIMILAR TERMS, VARIATIONS OF THOSE TERMS OR THE NEGATIVE OF THOSE TERMS. THE FORWARD-LOOKING STATEMENTS SPECIFIED IN THE FOLLOWING INFORMATION HAVE BEEN COMPILED BY OUR MANAGEMENT ON THE BASIS OF ASSUMPTIONS MADE BY MANAGEMENT AND CONSIDERED BY MANAGEMENT TO BE REASONABLE. OUR FUTURE OPERATING RESULTS, HOWEVER, ARE IMPOSSIBLE TO PREDICT AND NO REPRESENTATION, GUARANTY, OR WARRANTY IS TO BE INFERRED FROM THOSE FORWARD-LOOKING STATEMENTS.

THE ASSUMPTIONS USED FOR PURPOSES OF THE FORWARD-LOOKING STATEMENTS SPECIFIED IN THE FOLLOWING INFORMATION REPRESENT ESTIMATES OF FUTURE EVENTS AND ARE SUBJECT TO UNCERTAINTY AS TO POSSIBLE CHANGES IN ECONOMIC, LEGISLATIVE, INDUSTRY, AND OTHER CIRCUMSTANCES. AS A RESULT, THE IDENTIFICATION AND INTERPRETATION OF DATA AND OTHER INFORMATION AND THEIR USE IN DEVELOPING AND SELECTING ASSUMPTIONS FROM AND AMONG REASONABLE ALTERNATIVES REQUIRE THE EXERCISE OF JUDGMENT. TO THE EXTENT THAT THE ASSUMED EVENTS DO NOT OCCUR, THE OUTCOME MAY VARY SUBSTANTIALLY FROM ANTICIPATED OR PROJECTED RESULTS, AND, ACCORDINGLY, NO OPINION IS EXPRESSED ON THE ACHIEVABILITY OF THOSE FORWARD-LOOKING STATEMENTS. WE CANNOT GUARANTY THAT ANY OF THE ASSUMPTIONS RELATING TO THE FORWARD-LOOKING STATEMENTS SPECIFIED IN THE FOLLOWING INFORMATION ARE ACCURATE, AND WE ASSUME NO OBLIGATION TO UPDATE ANY SUCH FORWARD-LOOKING STATEMENTS.

CRITICAL ACCOUNTING POLICY AND ESTIMATES. Our Management's Discussion and Analysis of Financial Condition and Results of Operations section discusses our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued expenses, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources. These accounting policies are described at relevant sections in this discussion and analysis and in the notes to the consolidated financial statements included in our Quarterly Report on Form 10-QSB for the three months ended March 31, 2004.

We incorporated in Delaware on March 15, 2001. We are a development stage company and we plan to market and sell our goods and services by means of our proposed website, www.golftwo.com. As of November 2003 we have engaged Pacific Coast Consulting to develop our website. We anticipate that the cost for developing our website will be approximately $17,500, and that our website will be completed by the third quarter of 2004. We have not taken any other steps to implement our business plan except for engaging this website consultant and obtaining $50,000 in funding as described herein.

Once we have sufficient funds, as discussed below, we hope to initiate, establish and operate retail golf stores which will feature indoor golf instruction and custom golf clubs. Each retail location will offer custom-fitted golf clubs, individualized to our customers' needs and marketed under the Golf

Two brand name. Golf instruction and training will be conducted on-site by in-store staff under the direction of a professional at each store.

We anticipate that our future retail stores will be approximately 5,000 square feet and will include two virtual reality golf simulators, two computer swing analysis systems and a club fitting analysis system. Private label and brand name golf merchandise and related products will also be available for sale at each retail store. We seek to promote the enjoyment of the game of golf by helping golfing enthusiasts of all levels play better. Accordingly, we intend to offer indoor golf training available and individualized, quality golf clubs and related products to our clientele.

LIQUIDITY AND CAPITAL RESOURCES. As of March 31, 2004, we have cash and cash equivalents of $45,708. We believe that our available cash is sufficient to pay our day-to-day expenditures and move forward with the development of our website. One of our shareholders loaned us $50,000 in November 2003. As of March 31, 2004, our total liabilities were $62,940, which was represented by $12,940 of accounts payable and accrued expenses, and $50,000 in a note payable to a related party, who is a stockholder.

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND COMPARED TO THE THREE MONTH PERIOD ENDED MARCH 31, 2003.

RESULTS OF OPERATIONS.

REVENUES. We have realized no revenues from our inception on March 15, 2001 to March 31, 2004.

OPERATING EXPENSES. For the three months ended March 31, 2004, our general and administrative expenses amounted to $9112. We also had $500 in interest expense. Therefore, for the three months ended March 31, 2004, we experienced a net loss of $9,612. This is in comparison to the three months ended March 31, 2003, where our general and administrative expenses amounted to $2,360. For the three months ended March 31, 2003, we also had $35 in interest income, making our net loss $2,325.

OUR PLAN OF OPERATION FOR THE NEXT TWELVE MONTHS. To effectuate our business plan during the next twelve months, we plan to begin marketing our products and services by means of our website and develop our brand image. We have been focused on developing our brand name and have reserved the domain name www.golftwo.com; our website is currently under development and is not yet operational. Our operations to date have been focused on engaging a website contractor, which we were able to do by borrowing funds from one of our shareholders, and locating sources of additional funding needed to further implement our business plan. We have not taken any other steps to implement our business plan to date. We anticipate that our website will be operational by the third quarter of 2004. Our next step will be to attempt to establish strategic relationships with providers of golf products. In the next twelve months, we hope to accomplish the steps listed below to implement our business plan:

- Complete development of our website to promote our brand name and services and take product orders;
- Begin advertising by means of direct mail, flyers and magazine inserts to develop brand name recognition;
- Engage golf pro / instructor staff;
- Explore possible suitable retail locations for our initial store ; and
- Explore debt financing options

As of November 2003 we have engaged Pacific Coast Consulting to develop our proposed website, located at www.golftwo.com. We have already reserved the domain name. We anticipate that the cost for developing our website will be approximately $17,500, and that our website will be completed by the third quarter of 2004. We hope to use our website to market our proposed selection of customized golf clubs which we hope to obtain from local independent golf retailers, such as golf pro shops located at golf courses.

During the time our web site is being developed, we plan to review the website templates for each page of our website as they become available from our website contractor. We also plan to begin marketing space on our website to potential suppliers of golf equipment, which we hope to engage as "Community Members" on our site. We propose to use mailers, telemarketing, search engines and other media to promote our brand name among potential suppliers.
Before our website goes "live", we will allow potential suppliers or "Community Members" to view these templates after they are uploaded to the privately viewable version of our website as it is being constructed. During this phase, we hope to conclude agreements with these potential suppliers for us to sell their products on our website.

Also during the time our site is under construction, we also plan to locate the specific golf shops, course pro shops and other potential suppliers whom we hope to engage as part of our supplier base. Each potential supplier will be notified of the terms and conditions of being one of our "Community Members" and how and when they will be able to begin uploading their inventory to our site. We will not go live with our site until we have engaged a minimum number of Community Members. We believe that some of the marketing tools that we will be using to attract "Community Members" are available at a nominal cost.

In addition to our proposed online "Community" we hope to utilize two fulfillment companies to help us fulfill our internet orders. One of our officers and directors personally knows the owners of two independent fulfillment companies, and they have verbally agreed to provide us with a net discount once a volume of orders is established. We envision that these companies will purchase, stock and finance all orders and a complete inventory product line that will be available to customers online. We believe that this will give us a very large product line with minimal capital outlay. We plan to generate revenues from the commissions of everything sold from our site.

As our website is being launched, we intend to take steps to acquire and operate from our first retail location, which we believe will require approximately $475,000 in funding to lease a site and prepare it for retail operations. We are continuing to locate additional funds sufficient to finance this proposed retail location, though we have not yet been able to do so to date. Once we have secured financing, we plan to enter into a lease for the premises we will use for our retail location. Once the lease has been secured, we will arrange to begin tenant improvements, begin vendor procurement for inventory, install fixtures and equipment, hire and train employees, and undertake other necessary efforts to begin operations. As of November 2003, we have identified two potential locations and have begun discussions with the owners of these properties, though we have not yet begun discussions regarding possible lease terms. As of November 2003, we have also begun discussions with one of our officers and directors, who is an architect, who we believe will assist us with quantifying the costs of the tenant improvements that we would require, depending on which of the two proposed premises are leased. In addition, we have spoken with a tenant improvement specialist at Bickel Underwood Architect located in Newport Beach, California as to the scope of this type of project.

We have cash of $45,708 as of March 31, 2004. In the opinion of management, available funds will satisfy our working capital requirements through the next twelve months if we are to take additional steps to implement our business plan. We believe that our expenses will significantly increase as we begin to implement our business plan. In November 2003, we have entered into a promissory note for $50,000 with one of our shareholders, which is payable by November 5, 2008, at the rate of 4% per year calculated yearly. These funds have allowed us to engage a web developer, as we have no other source of revenues. We estimate that our proposed website, our only potential source of revenue, will not be operational until late 2004. Once we locate and begin developing our first brick and mortar retail location, which we anticipate will not occur before 2005, our funding needs will be significantly greater and we will require additional sources of funding since we are not yet able to generate revenues from operations. We do not currently have the funds we believe we need to open our first retail location, but hope to raise an additional $475,000, the amount we estimate we need to open our first retail location, within the next 12 to 18 months. We will need to raise this amount through borrowings and equity financing since we have no other source of revenue. If we fail to raise this amount by the end of 2004, we will focus our efforts on our internet operations and website. Our forecast for the period for which our financial resources will be adequate to support our operations involves risks and uncertainties and actual results could fail as a result of a number of factors.

We are not currently conducting any research and development activities other than the development of our website and do not anticipate conducting such activities in the near future. Unless we raise funds to accommodate additional expenditures, we do not anticipate that we will purchase any significant equipment. In the event that we generate significant revenues and expand our operations, then we may need to hire additional employees or independent contractors as well as purchase or lease additional equipment. We do not anticipate incurring expenses to hire a golf pro or instructor staff, at least initially, in that we hope to engage such individuals on a fee-splitting or commission basis.

ITEM 3. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures. We maintain controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, our chief executive officer and the principal financial officer concluded that our disclosure controls and procedures were adequate.

(b) Changes in internal controls. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the chief executive officer and principal financial officer.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

None.

ITEM 2. CHANGES IN SECURITIES.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

31. Rule 13a-14(a)/15d-14(a) Certifications.

32. Section 1350 Certifications.

(b) Reports on Form 8-K

None.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Golf Two, Inc.,
a Delaware corporation

May 21, 2004 By: /s/ David Bennett

David Bennett
principal executive, accounting and financial officer, president, treasurer, and a director