

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10SB

GENERAL FORM FOR REGISTRATION OF SECURITIES
PURSUANT TO SECTION 12 (B) OR 12 (G)
OF THE SECURITIES EXCHANGE ACT OF 1934

WESTERN GLORY HOLE, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEVADA 87-0632495
(STATE OF INCORPORATION) (I.R.S. EMPLOYER ID NO.)

1981 E. MURRAY-HOLLADAY Rd. Suite 100, SALT LAKE CITY, UTAH 84117
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(801)272-9294
(REGISTRANT'S TELEPHONE NUMBER)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12 (G) OF THE ACT: 742,500

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12 (B) OF THE ACT: NONE

Title of each class To be so registered	Name of each exchange on which Each class is to be registered
Common stock: \$0.001 Par value	N/A

THE AGGREGATE MARKET VALUE OF THE VOTING STOCK HELD BY NON-AFFILIATES OF THE
REGISTRATION WAS \$0.001 AS OF MARCH 31, 2000.

SHARES OF COMMON STOCK OUTSTANDING AS OF MARCH 31, 2000: 742,500

PART I
ITEM 1

DESCRIPTION OF BUSINESS

Western Glory Hole, Inc., (hereinafter "The Company") was originally incorporated on March 28, 1983 as L. Peck Enterprises, Inc., pursuant to the Nevada Business Corporation Act. Its original Articles of Incorporation provided for authorized capital of Twenty five hundred (2,500) shares of common stock with No par value. On March 3, 1999, the shareholders of the Company approved a change of name to Western Glory Hole, Inc., an amendment to the Articles of Incorporation changing the authorized capital to one hundred million (100,000,000) shares of common stock with a par value of \$0.001 (1 mill) per share, and a 225 to One forward split of the outstanding shares. The amended Articles were filed with the State of Nevada on May 27, 1999. The Company was formed with the stated purpose of conducting any lawful business activity. However, the contemplated purpose was to engage in investment and business development operations related to mineral research and exploration. The Company's attempts to enter this field were not successful and all attempts to engage in business ended before 1991, and the Company became dormant.

The Company never engaged in an active trade or business throughout the period from inception through 1998. In December of 1998, the directors determined that the Company should become active and reinstated the Company with the State of Nevada, and began seeking potential operating businesses and business opportunities with the intent to acquire or merge with such businesses. The Company is considered a development stage company and, due to its status as a "shell" corporation, its principal business purpose IS to locate and consummate a merger or acquisition with a private entity. Because of the Company's current status having no assets and no recent operating history, in the event the Company does successfully acquire or merge with an operating business opportunity, it is likely that the Company's present shareholders will experience substantial dilution and there will be a probable change in control of the Company.

The Company is voluntarily filing its registration statement on Form 10-SB in order to make information concerning itself more readily available to the public. Management believes that being a reporting company under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), could provide a prospective merger or acquisition candidate with additional information concerning the Company. In addition, management believes that this might make the Company more attractive to an operating business opportunity as a potential business combination candidate. As a result of filing its registration statement, the Company is obligated to file with the Commission certain interim and periodic reports including an annual report containing audited financial statements. The Company intends to continue to voluntarily file these periodic reports under the Exchange Act even if its obligation to file such reports is suspended under applicable provisions of the Exchange Act.

Any target acquisition or merger candidate of the Company will become subject to the same reporting requirements as the Company upon consummation of any such business combination. Thus, in the event that the Company successfully completes an acquisition or merger with another operating business, the resulting combined business must provide audited financial statements for at least the two most recent fiscal years or, in the event that the combined operating business has been in business less than two years, audited financial statements will be required from the period of inception of the target acquisition or merger candidate.

The Company's principal executive offices are located at: 1981 E. Murray-Holladay Rd., Salt Lake City, Utah 84117.

Business of Issuer

The Company has no recent operating history and no representation is made, nor is any intended, that the Company will be able to carry on future business activities successfully. Further, there can be no assurance that the Company will have the ability to acquire or merge with an operating business, business opportunity or property that will be of material value to the Company. Management plans to investigate, research and, if justified, potentially acquire or merge with one or more businesses or business opportunities. The Company currently has no commitment or arrangement, written or oral, to participate in any business opportunity and management cannot predict the nature of any potential business opportunity it may ultimately consider. Management will have broad discretion in its search for and negotiations with any potential business or business opportunity.

Sources of Business Opportunities

The Company intends to use various sources in its search for potential business opportunities including its officers and directors, consultants, special advisors, securities broker-dealers, venture capitalists, members of the financial community and others who may present management with unsolicited proposals. Because of the Company's lack of capital, it may not be able to retain a fee based professional firm specializing in business acquisitions and reorganizations. Rather, the Company will most likely have to rely on outside sources, not otherwise associated with the Company, that will accept their compensation only after the Company has finalized a successful acquisition or merger. To date, the Company has not engaged nor any prospective consultants for these purposes. The Company does not intend to restrict its search to any specific entered into any definitive agreements nor understandings regarding retention of any consultant to assist the Company in its search for business opportunities, nor is management presently in a position to actively seek or retain kind of industry or business. The Company may investigate and ultimately acquire a venture that is in its preliminary or development stage, is already in operation, or in various stages of its corporate existence and development. Management cannot predict at this time the status or nature of any venture in which the Company may participate. A potential venture might need additional capital or merely desire to have its shares publicly traded. The most likely scenario for a possible business arrangement would involve the acquisition of, or merger with, an operating business that does not need additional capital, but which merely desires to establish a public trading market for its shares. Management believes that the Company could provide a potential public vehicle for a private entity interested in becoming a publicly held corporation without the time and expense typically associated with an initial public offering.

Evaluation

Once the Company has identified a particular entity as a potential acquisition or merger candidate, management will seek to determine whether acquisition or merger is warranted or whether further investigation is necessary. Such determination will generally be based on management's knowledge and experience, or with the assistance of outside advisors and consultants evaluating the preliminary information available to them. Management may elect to engage outside independent consultants to perform preliminary analysis of potential business opportunities. However, because of the Company's lack of capital it may not have the necessary funds for a complete and exhaustive investigation of any particular opportunity. In evaluating such potential business opportunities, the Company will consider, to the extent relevant to the specific opportunity, several factors including potential benefits to the Company and its shareholders; working capital, financial requirements and availability of additional financing; history of operation, if any; nature of present and expected competition; quality and experience of management; need for further research, development or exploration; potential for growth and expansion; potential for profits; and other factors deemed relevant to the specific opportunity. Because the Company has not located or identified any specific business opportunity as of the date hereof, there are certain unidentified risks that cannot be adequately expressed prior to the identification of a specific business opportunity. There can be no assurance following consummation of any acquisition or merger that the business venture will develop into a going concern or, if the business is already operating, that it will continue to operate successfully. Many of the potential business opportunities available to the Company may involve new and untested products, processes or market strategies which may not ultimately prove successful.

Form of Potential Acquisition or Merger

Presently, the Company cannot predict the manner in which it might participate in a prospective business opportunity. Each separate potential opportunity will be reviewed and, upon the basis of that review, a suitable legal structure or method of participation will be chosen. The particular manner in which the Company participates in a specific business opportunity will depend upon the nature of that opportunity, the respective needs and desires of the Company and management of the opportunity, and the relative negotiating strength of the parties involved. Actual participation in a business venture may take the form of an asset purchase, lease, joint venture, license, partnership, stock purchase, reorganization, merger OR consolidation. The Company may act directly or indirectly through an interest in a partnership, corporation, or other form of organization, however, the Company does not intend to participate in opportunities through the purchase of minority stock positions.

Because of the Company's current status and recent inactive status for the prior eight years, and its concomitant lack of assets or relevant operating history, it is likely that any potential merger or acquisition with another operating business will require substantial dilution of the Company's existing shareholders. There will probably be a change in control of the Company, with the incoming owners of the targeted merger or acquisition candidate taking over control of the Company. Management has not established any guidelines as to the amount of control it will offer to prospective business opportunity candidates, since this issue will depend to a large degree on the economic strength and desirability of each candidate, and correspondent ending relative bargaining power of the parties. However, management will endeavor to negotiate the best possible terms for the benefit of the Company's shareholders as the case arises.

Management does not have any plans to borrow funds to compensate any persons, consultants, promoters, or affiliates in conjunction with its efforts to find and acquire or merge with another business opportunity. Management does not have any plans to borrow funds to pay compensation to any prospective business opportunity, or shareholders, management, creditors, or other potential parties to the acquisition or merger. In either case, it is unlikely that the Company would be able to borrow significant funds for such purposes from any conventional lending sources. In all probability, a public sale of the Company's securities would also be unfeasible, and management does not contemplate any form of new public offering at this time. In the event that the Company does need to raise capital, it would most likely have to rely on the private sale of its securities. Such a private sale would to available exemptions, if any applies. However, no private sales are contemplated by the

Company's management at this time. If a private sale of the Company's securities is deemed appropriate in the future, management will endeavor to acquire funds on the best terms available to the Company. However, there can be no assurance that the Company will be able to obtain funding when and if needed, or that such funding, if available, can be obtained on terms reasonable or acceptable to the Company. Although not presently anticipated by management, there is a remote possibility that the Company might sell its securities to its management or affiliates.

In the event of a successful acquisition or merger, a finder's fee, in the form of cash or securities of the Company, may be paid to persons instrumental in facilitating the transaction. The Company has not established any criteria or limits for the determination of a finder's fee, although most likely an appropriate finder's fee will be negotiated between the parties, including the potential business opportunity candidate, based upon economic considerations and reasonable value as estimated and mutually agreed at that time. A finder's fee would only be payable upon completion of the proposed acquisition or merger in the normal case, and management does not contemplate any other arrangement at this time. Management has not actively undertaken a search for, nor retention of, any finder's fee arrangement with any person. It is possible that a potential merger or acquisition candidate would have its own finder's fee arrangement, or other similar business brokerage or investment banking arrangement, whereupon the terms may be governed by a pre-existing contract; in such case, the Company may be limited in its ability to affect the terms of compensation, but most likely the terms would be disclosed and subject to approval pursuant to submission of the proposed transaction to a vote of the Company's shareholders. Management cannot predict any other terms of a finder's fee arrangement at this time. It would be unlikely that a finder's fee payable to an affiliate of the Company would be proposed because of the potential conflict of interest issues. If such a fee arrangement was proposed, independent management and directors would negotiate the best terms available to the Company so as not to compromise the fiduciary duties of the affiliate in the proposed transaction, and the Company would require that the proposed arrangement would be submitted to the shareholders for prior ratification in an appropriate manner.

Management does not contemplate that the Company would acquire or merge with a business entity in which any affiliates of the Company have an interest. Any such related party transaction, however remote, would be submitted for approval by an independent quorum of the Board of Directors and the proposed transaction would be submitted to the shareholders for prior ratification in an appropriate manner. None of the Company's managers, directors, or other affiliated parties have had any contact, discussions, or other understandings regarding any particular business opportunity at this time, regardless of any potential conflict of interest issues. Accordingly, the potential conflict of interest is merely a remote theoretical possibility at this time.

Rights of Shareholders

It is presently anticipated by management that prior to consummating a possible acquisition or merger, the Company will seek to have the transaction ratified by shareholders in the appropriate manner. Most likely, this would require a general or special shareholder's meeting called for such purpose, wherein all shareholder's would be entitled to vote in person or by proxy. In the notice of such a shareholder's meeting and proxy statement, the Company will provide shareholders complete disclosure documentation concerning a potential acquisition of merger candidate, including financial information about the target and all material terms of the acquisition or merger transaction.

Competition

Because the Company has not identified any potential acquisition or merger candidate, it is unable to evaluate the type and extent of its likely competition. The Company is aware that there are several other public companies with only nominal assets that are also searching for operating businesses and other business opportunities as potential acquisition or merger candidates. The Company will be in direct competition with these other public companies in its search for business opportunities and, due to the Company's lack of funds, it may be difficult to successfully compete with these other companies.

As of the date hereof, the Company does not have any employees and has no

plans for retaining employees until such time as the Company's business warrants the expense, or until the Company successfully acquires or merges with an operating business. The Company may find it necessary to periodically hire part-time clerical help on an as-needed basis.

Facilities

The Company is currently using as its principal place of business the offices of its transfer agent located in Salt Lake City, Utah. Although the Company has no written agreement and pays no rent for the use of this facility, it is contemplated that at such future time as an acquisition or merger transaction may be completed, the Company will secure commercial office space from which it will conduct its business. Until such an acquisition or merger, the Company lacks any basis for determining the kinds of office space or other facilities necessary for its future business. The Company has no current plans to secure such commercial office space. It is also possible that a merger or acquisition candidate would have adequate existing facilities upon completion of such a transaction, and the Company's principal offices may be transferred to such existing facilities.

Industry Segments

No information is presented regarding industry segments. The Company is presently a development stage company seeking a potential acquisition of or merger with a yet to be identified business opportunity. Reference is made to the statements of income included herein in response to Part F/S of this Form 10-SB, for a report of the Company's operating history for the past two fiscal years.

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

The Company is considered a development stage company with no assets or capital and with no operations or income since inception. The costs and expenses associated with the preparation and filing of this registration statement and other operations of the Company have been paid for by a shareholder and officer of the Company, specifically John Riche (see Part I Item 4, "Security Ownership of Certain Beneficial Owners and Management" and Part II Item 4, "Recent Sales of Unregistered Securities"). It is anticipated that the Company will require only nominal capital to maintain the corporate viability of the Company and necessary funds will most likely be provided by the Company's existing shareholders or its officers and directors in the immediate future. However, unless the Company is able to facilitate an acquisition of or merger with an operating business or is able to obtain significant outside financing, there is substantial doubt about its ability to continue as a viable corporation.

In the opinion of management, inflation has not and will not have a material effect on the operations of the Company until such time as the Company successfully completes an acquisition or merger. At that time, management will evaluate the possible effects of inflation on the Company as it relates to its business and operations following a successful acquisition or merger.

Plan of Operation

During the next twelve months, the Company will actively seek out and investigate possible business opportunities with the intent to acquire or merge with one or more business ventures. In its search for business opportunities, management will follow the procedures outlined in Item I above. Because the Company lacks funds, it may be necessary for the officers and directors to either advance funds to the Company or to accrue expenses until such time as a successful business consolidation can be made. Management intends to hold expenses to a minimum and to obtain services on a contingency basis when possible. Further, the Company's directors will defer any compensation until such time as an acquisition or merger can be accomplished and will strive to have the business opportunity provide their remuneration. However, if the Company engages outside advisors or consultants in its search for business opportunities, it may be necessary for the Company to attempt to raise additional funds.

As of the date hereof, the Company has not made any arrangements or definitive agreements to use outside advisors or consultants or to raise any capital. In

the event the Company does need to raise capital most likely the only method available to the Company would be the private sale of its securities. Because of the nature of the Company as a development stage company, it is unlikely that it could make a public sale of securities or be able to borrow any significant sum, from either a commercial or private lender. There can be no assurance that the Company will be able to obtain additional funding when and if needed, or that such funding, if available, can be obtained on terms acceptable to the Company.

The Company does not intend to use any employees, with the possible exception of part-time clerical assistance on an as-needed basis. Outside advisors or consultants will be used only if they can be obtained for minimal cost or on a deferred payment basis. Management is confident that it will be able to operate in this manner and to continue its search for business opportunities during the next twelve months.

Item 3. Description of Property

The information required by this Item 3 is not applicable to this Form 10-SB due to the fact that the Company does not own or control any material property.

Item 4. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information, to the best knowledge of the Company as of MARCH 31, 2000, with respect to each person known by the Company to own beneficially more than 5% of the Company's outstanding common stock, each director of the Company and all directors and officers of the Company as a group.

<TABLE>

<CAPTION>

Name and Address Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
--------------------------------------	----------------------------------------------	---------------------

----- <S>	----- <C>	----- <C>
Fred Heferon 1981 E. Murray-Holladay Rd. Salt lake City, Utah 84117	12,500	1.68%
John Riche 6595 S. W. Cherry Hill Dr. Beaverton, Oregon 97008	212,500	28.62%
Russell Noerring 5821 Emigration Canyon Salt Lake City, Utah 84108	56,250	7.58%
Christine Blakely 5621 South Magic Island Lane Murray, Utah 84107	56,250	7.58%
Margaret E. Miller (1) 91 Wells Fargo Dayton, Nevada 89403	34,875	4.70%
Ricky Miller (1) 91 Wells Fargo Dayton, Nevada 89403	36,000	4.85%
William Kurtzweg (1) 11383 N. 78th St. Scottsdale, Arizona 85008	33,750	4.55%
Mary S. Kurtzweg (1) 11383 N. 78th St. Scottsdale, Arizona 85008	24,750	3.33%
Jane Gore PO BOX 6432 Scottsdale, AZ 85261	45,000	6.06%

All Officers and Directors as a Group 225,000 30.30%

<FN>

(1) Margaret E. Miller and Ricky Miller are husband and wife as are William N. Kurtzweg and Mary A. Kurtzweg and, as such, their combined holdings, as husband and wife, have been used to determine whether they are the beneficial owner of five per cent or more of the outstanding shares.

NOTE: The Company has been advised that each of the other persons listed above has sole voting power over the shares indicated above.

</TABLE>

ITEM 5

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The Directors and Executive Officers of the Company are as follows:

NAME	AGE	POSITION	
		TITLE	HELD SINCE
FRED HEFFERON	48	PRESIDENT AND DIRECTOR	JANUARY 1999
JOHN RICHE	41	SECRETARY/TREASURER AND DIRECTOR	JANUARY 1999

All directors hold office until the next annual meeting of stockholders and until their successors have been duly elected and qualified. There are no agreements with respect to the election of directors. The Company has not compensated its directors for service on the Board of Directors or any committee thereof. As of the date hereof, no director has accrued any expenses or compensation. Officers are appointed annually by the Board of Directors and each executive officer serves at the discretion of the Board of Directors. The Company does not have any standing committees at this time.

No director, Officer, affiliate or promoter of the Company has, within the past five years, filed any bankruptcy petition, been convicted in or been the subject of any pending criminal proceedings, or is any such person the subject or any order, judgment or decree involving the violation of any state or federal securities laws.

The business experience of each of the persons listed above during the past five years is as follows:

FRED HEFFERON: DIRECTOR AND PRESIDENT

Mr. Hefferon has been employed since 1994 by Rite Aid Pharmacies as a store manager. Prior to that he was employed by Payless Drug Stores for many years in various positions, including store manager. Mr. Hefferon holds a Bachelor of Science Degree in Philosophy and Political Science which he received from the University of Utah in 1974

JOHN RICHE: DIRECTOR, TREASURER/SECRETARY

Since 1997 Mr. Riche has been employed by Pitney Bowes Corporation as a sales representative for the North West region. From 1995 to 1997 he worked for Flying J Corporation as general manager for Hotels. Prior to that he was involved in the hotel and motel industry in various positions, including five years as the general manager for the Sea Gypsy Hotel.

Item 6. Executive Compensation

The Company has not had a bonus, profit sharing, or deferred compensation plan for the benefit of its employees, officers or directors. The Company has not paid any salaries or other compensation to its officers, directors or employees for the years ended December 31, 1997 and 1998, nor at any time during 1999. Further, the Company has not entered into an employment agreement with any of its officers, directors or any other persons and no such agreements are anticipated in the immediate future. It is intended that the Company's

directors will defer any compensation until such time as an acquisition or merger can be accomplished and will strive to have the business opportunity provide their remuneration. As of the date hereof, no person has accrued any compensation from the Company.

Item 7. Certain Relationships and Related Transactions

In May of 1999, in a private transaction, the Company sold 12,500 shares each to Fred Heferon and John Riche to cover in order to fund certain expenses of the Company. In December of 1999, the Company sold 200,000 shares to John Riche to cover the costs of preparing and filing this registration. Aside from those transactions, during the Company's last two fiscal years, there have not been any transactions between the Company and any officer, director, nominee for election as director, or any shareholder owning greater than five percent (5%) of the Company's outstanding shares, nor any member of the above referenced individuals' immediate family.

Item 8. Description of Securities

Common Stock

The Company is authorized to issue 100,000,000 shares of common stock, Par Value \$0.001, of which 742,500 shares are issued and outstanding as of the date hereof. All shares of common stock have equal rights and privileges with respect to voting, liquidation and dividend rights. Each share of common stock entitles the holder thereof to (i) one non-cumulative vote for each share held of record on all matters submitted to a vote of the stockholders; (ii) to participate equally and to receive any and all such dividends as may be declared by the Board of Directors out of funds legally available therefor; and (iii) to participate pro rata in any distribution of assets available for distribution upon liquidation of the Company. Stockholders of the Company have no pre-emptive rights to acquire additional shares of common stock or any other securities. The common stock is not subject to redemption and carries no subscription or conversion rights. All outstanding shares of common stock are fully paid and non-assessable.

Preferred Stock

The Company does not have any preferred stock, authorized or issued.

PART II

Item 1. Market Price of and Dividends on the Registrant's Common Equity and Other Shareholder Matters

No shares of the Company's common stock have previously been registered with the Securities and Exchange Commission (the "Commission") or any state securities agency or authority. The Company's shares are listed to be to be quoted on the National Quotation Bureau's Pink Sheets ("Pink Sheets"). Inclusion on the "Pink Sheets" permits price quotations for the Company's shares to be published by such service.

The Company is not aware of any established trading market for its common stock nor is there any record of any reported trades in the public market in recent years. The Company's common stock has never traded in a public market.

The Company's common shares are subject to the provisions of Section 15(g) and Rule 15g-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), commonly referred to as the "penny stock" rule. Section 15(g) sets forth certain requirements for transactions in penny stocks and Rule 15g9(d)(1) incorporates the definition of penny stock as that used in Rule 3a51-1 of the Exchange Act. The Commission generally defines penny stock to be any equity security that has a market price less than \$5.00 per share, subject to certain exceptions. Rule 3a51-1 provides that any equity security is considered to be a penny stock unless that security is: registered and traded on a national securities exchange meeting specified criteria set by the Commission; authorized for quotation on The NASDAQ Stock Market; issued by a registered investment company; excluded from the definition on the basis of price (at least \$5.00 per share) or the issuer's net tangible assets; or exempted from the definition by the Commission. If the Company's shares are deemed to be a penny stock, trading in the shares will be subject to additional sales practice requirements on

broker-dealers who sell penny stocks to persons other than established customers and accredited investors, generally persons with assets in excess of \$1,000,000 or annual income exceeding \$200,000, or \$300,000 together with their spouse. For transactions covered by these rules, broker-dealers must make a special suitability determination for the purchase of such securities and must have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the first transaction, of a risk disclosure document relating to the penny stock market. A broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information for the penny stocks held in the account and information on the limited market in penny stocks. Consequently, these rules may restrict the ability of broker dealers to trade and/or maintain a market in the Company's common stock and may affect the ability of shareholders to sell their shares.

As of MARCH 31, 2000 there were 32 holders of record of the Company's common stock. As of the date hereof, the Company has issued and outstanding 742,500 shares of common stock. of this total, all shares, excepting those issued to the current officers in May and in December of 1999, were issued in transactions more than two years ago. (A forward 200-for-1 stock split occurred on May 27, 1999, increasing the number of shares held by existing shareholders, which is not deemed a "new" issuance.) Thus, all but 225,000 shares were issued more than two years ago and may be sold or otherwise transferred without restriction pursuant to the terms of Rule 144 ("Rule 144") of the Securities Act of 1933, as amended (the "Act"), unless held by an affiliate or controlling shareholder of the Company. These 225,000 shares were issued less than one year ago and, in addition are held by officers and directors of the Company. As such they may not be resold except pursuant to an effective registration statement or an applicable exemption from registration. The remaining 517,500 shares are deemed free from restrictions and may be sold and/or transferred without further registration under the Act.

Transfer Agent & Dividend Policy

The Company has designated Interwest Transfer Company, Inc., 1981 E. Murray Holliday Road, Holladay, Utah 84117, (801) 272-9294 its transfer agent.

The Company has not declared or paid cash dividends or made distributions in the past, and the Company does not anticipate that it will pay cash dividends or make distributions in the foreseeable future. The Company currently intends to retain and reinvest future earnings, if any, to finance its operations.

Item 2. Legal Proceedings

The Company is currently not a party to any material pending legal proceedings and no such action by, or to the best of its knowledge, against the Company has been threatened.

Item 3. Changes in and Disagreements with Accountants

Item 3 is not applicable to this Form 10-SB.

Item 4. Recent Sales of Unregistered Securities

In May of 1999, the Company sold 12,500 shares of restricted common stock to Fred Heferon and 12,500 shares of restricted common stock to John Riche in an isolated transaction. In December of 1999, the Company sold 200,000 shares of restricted common stock to John Riche in an isolated transaction. The purchasers constitute the present officers and directors of the Company. The transaction is deemed exempt pursuant to Section 4(2) of the Act.

All other issues of securities by the Company were made more than three years ago.

Item 5. Indemnification of Directors and Officers

The Company's Articles and By-Laws provide for indemnification for liability, including expenses incurred in connection with a claim of liability

arising from having been an officer or director of the Company for any action alleged to have been taken or omitted by any such person acting as an officer or director, not involving gross negligence or willful misconduct by such person.

Section 78.751 of the Nevada General Corporation Law allows the Company to indemnify any person who was or is threatened to made party to any threatened, pending, or completed action, suit or proceeding, by reason of the fact that he or she is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, or agent of any corporation, partnership, joint venture, trust or other enterprise. The Company's By-Laws provide that such a person shall be indemnified and held harmless to the fullest extent provided by Nevada law.

PART F/S

Financial Statements and Supplementary Data

The Company's financial statements for the years ended December 31, 1999, 1998, and the period March 20, 1983 (date of inception) to December 31, 1999, have been examined to the extent indicated in the reports by Andersen Andersen and Strong, L.C., Certified Public Accountants, and have been prepared in accordance with generally accepted accounting principles and pursuant to Regulation S-B as promulgated by the Securities and Exchange Commission and are included herein, on the following eight (8) pages, in response to Part F/S of this Form 10-SB.

WESTERN GLORY HOLE, INC.
FINANCIAL STATEMENTS AND REPORT
OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
DECEMBER 31, 1999 AND DECEMBER 31, 1998

ANDERSEN ANDERSEN & STRONG, L.C.
941 East 3300 South, Suite 202
Salt Lake City, Utah 84106
Telephone 801-486-0096

Board of Directors
Western Glory Hole, Inc.
Salt Lake City, Utah

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have audited the accompanying balance sheets of Western Glory Hole, Inc. (development stage company) at December 31, 1999 and December 31, 1998 and the statements of operations, stockholders' equity, and cash flows for the years ended December 31, 1999, 1998, and 1997 and the period March 28, 1983 (date of inception) to December 31, 1999. 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 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 balance sheet 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 Western Glory Hole, Inc. at December 31, 1999 and December 31, 1998, and the results of operations, and cash flows for the years ended December 31, 1999, 1998, and 1997 and the period March 28, 1983 (date of inception) to December 31, 1999, in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered recurring losses from operations from its inception and does not have the necessary working capital for any future planned activity, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are described in Note 4. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ ANDERSEN ANDERSEN & STRONG

Salt Lake City, Utah
February 3, 2000

WESTERN GLORY HOLE, INC.
(DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS
DECEMBER 31, 1999 AND DECEMBER 31, 1998

<TABLE>
<CAPTION>

	DEC 31, 1999	DEC 31, 1998	
	-----	-----	
ASSETS			
<S>	<C>	<C>	
CURRENT ASSETS			
Cash	\$ -	\$ -	
	-----	-----	
Total Current Assets	\$ -	\$ -	
	=====	=====	
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable	\$ 500	\$ -	
	-----	-----	
Total Current Liabilities.	500	-	
	-----	-----	
STOCKHOLDERS' EQUITY			
Common stock			
100,000,000 shares authorized, at \$0.001 par value;			
742,500 shares issued and outstanding on			
December 31, 1999; 517,500 on December 31, 1998.	743	518	
Capital in excess of par value	39,492	24,482	
Deficit accumulated during the development stage	(40,735)	(25,000)	
	-----	-----	
Total Stockholders' Equity (deficiency).	(500)	-	
	-----	-----	

\$ - \$ -
=====

</TABLE>

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

WESTERN GLORY HOLE, INC.
(DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 1999, 1998, AND 1997

AND THE PERIOD MARCH 28, 1983 (DATE OF INCEPTION) TO DECEMBER 31, 1999

<TABLE>

<CAPTION>

	DEC 31, 1999	MARCH 28, 1983 DEC 31, 1998	DEC 31, 1997	(DATE OF INCEPTION) TO DEC 31, 1999	
<S>	<C>	<C>	<C>	<C>	<C>
REVENUES	\$	-	\$	-	\$
EXPENSES		15,735	-	-	40,735
NET LOSS	\$	(15,735)	\$	-	\$
		-	-	-	(40,735)

NET LOSS PER COMMON
SHARE

Basic	\$	(.03)	\$	-	\$	-
-----------------	----	--------	----	---	----	---

AVERAGE OUTSTANDING
SHARES

Basic	546,600	517,500	517,500
-----------------	---------	---------	---------

</TABLE>

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

WESTERN GLORY HOLE, INC.
(DEVELOPMENT STAGE COMPANY)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
PERIOD MARCH 28, 1983 (DATE OF INCEPTION) TO DECEMBER 31, 1999

<TABLE>

<CAPTION>

	COMMON STOCK SHARES	CAPITAL In EXCESS OF AMOUNT	ACCUMULATED PAR VALUE	DEFICIT	
<S>	<C>	<C>	<C>	<C>	<C>
BALANCE MARCH 28, 1983 (date of inception)	-	\$	-	\$	-
Issuance of common stock for cash at \$.044 - February 9, 1989	45,000	45	1,955	-	-
Issuance of common stock for cash at \$.044 - May 13, 1989	40,500	41	1,759	-	-

Issuance of common stock for cash at \$.044 - July 17, 1989.....	27,000	27	1,173	-
Net operating loss for the year ended December 31, 1989.....	-	-	-	(5,000)
Issuance of common stock for cash at \$.044 - January 25, 1990.....	180,000	180	7,820	-
Issuance of common stock for cash at \$.044 - March 15, 1990.....	135,000	135	5,865	-
Issuance of common stock for cash at \$.067 - June 19, 1990.....	90,000	90	5,910	-
Net operating loss for the year ended December 31, 1990.....	-	-	-	(20,000)
BALANCE DECEMBER 31, 1998.....	517,500	518	24,482	(25,000)
Issuance of common stock for cash at \$.20 - May 28, 1999.....	25,000	25	4,975	-
Issuance of common stock for cash at \$.05 - private offering - December 1999...	200,000	200	9,800	-
Contribution to capital - expenses - related party.	-	-	235	-
Net operating loss for year ended December 31, 1999.....	-	-	-	(15,735)
BALANCE DECEMBER 31, 1999.....	742,500	\$ 743	\$ 39,492	\$ (40,735)

</TABLE>

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

WESTERN GLORY HOLE, INC.
(DEVELOPMENT STAGE COMPANY)
STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 1999 , 1998, AND 1997
AND THE PERIOD MARCH 28, 1983 (DATE OF INCEPTION) TO DECEMBER 31, 1999

<TABLE>

<CAPTION>

	DEC 31, 1999	DEC 31, 1998	MARCH 28, 1983 DEC 31, (DATE OF INCEPTION) 1997 TO DEC 31, 1999	<C>
<S> CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss.....	\$ (15,735)	\$ -	\$ -	\$ (40,735)
Adjustments to reconcile net loss to net cash provided by operating activities				
Changes in accounts payable.....	500	-	-	500
Contributions to capital.....	235	-	-	235
Net Cash Used in Operations.....	(15,000)	-	-	(40,000)

 CASH FLOWS FROM INVESTING
 ACTIVITIES

- - - -

 CASH FLOWS FROM FINANCING
 ACTIVITIES

Proceeds from issuance of common stock	15,000	-	-	40,000

Net Increase (Decrease) in Cash.	-	-	-	-
Cash at Beginning of Period.	-	-	-	-

Cash at End of Period. \$	-	\$	-	\$
=====				

NON CASH FLOWS FROM OPERATING ACTIVITIES

Contributions to capital - expenses - related party \$ 235

</TABLE>

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

WESTERN GLORY HOLE, INC.
 (DEVELOPMENT STAGE COMPANY)
 NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION

The Company was incorporated under the laws of the State of Nevada on March 28, 1983 with the name of "L. Peck Enterprises, Inc." with authorized common stock of 2,500 shares at no par value. On May 27, 1999 the authorized capital stock was increased to 100,000,000 shares with a par value of \$0.001 in connection with a name change to "Western Glory Hole, Inc".

On May 27, 1999 the Company completed a forward common stock split of 225 shares for each outstanding share. This report has been prepared showing after stock split shares with a par value of \$.001 from inception.

The Company has been engaged in the activity of seeking and developing mining properties and was inactive after 1990.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not adopted a policy regarding payment of dividends.

Income Taxes

At December 31, 1999 the Company had a net operating loss carry forward of

\$40,735. The tax benefit from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is undeterminable since the Company has no operations. The net operating loss will expire starting in 2005 through 2021.

Earnings (Loss) Per Share

Earnings (loss) per share amounts are computed based on the weighted average number of shares actually outstanding, after the stock split.

Financial Instruments

The carrying amounts of financial instruments, including accounts payable, are considered by management to be their estimated fair values.

WESTERN GLORY HOLE, INC.
(DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

3. RELATED PARTY TRANSACTIONS

The statement of changes in stockholder's equity shows 742,500 shares of common stock outstanding of which 501,125 shares were issued to related parties.

4. GOING CONCERN

The Company intends to acquire interests in various business opportunities which, in the opinion of management, will provide a profit to the Company, however there is insufficient working capital for any future planned activity.

Continuation of the Company as a going concern is dependent upon obtaining additional working capital and the management of the Company has developed a strategy, which it believes will accomplish this objective through additional equity funding and long term debt which will enable the Company to conduct operations for the coming year.

There can be no assurance that they will be successful in this effort.

PART III

EXHIBIT INDEX

Exhibit Number	Description
-----	-----

3(i)	Articles of Incorporation
------	---------------------------

3(ii)	Bylaws
-------	--------

4 Instruments defining rights of security holders, including indentures.

None.

9 Voting Trust Agreement

None

10 Material Contracts

None

16 Letter re Change in Certifying Accountant

None

21 Subsidiaries of the Registrant

None

27 Financial Data Schedule

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WESTERN GLORY HOLE, INC.
(REGISTRANT)

BY: /S/ JOHN RICHE

PRESIDENT AND DIRECTOR

DATED: 20TH DAY OF APRIL, 2000.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 20th day of April, 2000.

/s/ John Riche

Director and Chief Executive Officer

/s/ Fred Hefferon

Director and Treasurer

EXHIBIT 3.1
ARTICLES OF INCORPORATION
OF

L. PECK ENTERPRISES, INC.

FIRST. The name of the corporation is:

L. PECK ENTERPRISES, INC.

SECOND. Its principal office in the State of Nevada is located at 2527 North Carson Street, Suite 205, Carson City, Nevada 89701, that this corporation may maintain an office, or offices, in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada.

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity.

FOURTH. That the total number of voting common stock authorized that may be used by the Corporation is TWENTY FIVE HUNDRED (2,500) shares of stock without nominal or par value and no other class of stock shall be authorized. Said shares without nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decrease in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to less than three (3), except that in cases where all the shares of the corporation are unissued or owned beneficially and of record by either one or two stockholders, the number of directors may be less than three (3) but no less than the number of stockholders.

The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

NAME	POST OFFICE ADDRESS
----	-----
Dorothy J. Laughlin	2527 N Carson, Suite 205,
Carson City, NV 89701	

SIXTH. The capital stock, after the amount of the subscription price or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

NAME	POST OFFICE ADDRESS
----	-----
Dorothy J. Laughlin	2527 N Carson, Suite 205,
Carson City, NV 89701	

EIGHTH. The corporation is to have perpetual existence.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the

By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

TENTH. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

ELEVENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand this 25th day of March, 1983.

/s/ Dorothy J. Laughlin

Dorothy J. Laughlin

STATE OF NEVADA)
COUNTY OF CARSON)

On this 25th day of March, 1983, in Carson City, Nevada, before me, the undersigned, a Notary Public in and for the County of Carson, State of Nevada, personally appeared:

Dorothy J. Laughlin

Known to me to be the person whose name is subscribed to the foregoing document and acknowledged to me that he/she executed the same.

NOTARY SEAL /S/ Angela Zimmerman

Notary Public

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF WESTERN GLORY HOLE, INC.

We, the undersigned, Fred Hefferon, President and John Riche, Secretary of Western Glory Hole, Inc., do hereby certify that the Board of Directors of said corporation at a meeting duly convened, held on the 14th day of April, 1999 adopted a resolution to amend the original articles as follows:

ARTICLE FIRST WHICH PRESENTLY READS AS FOLLOWS:

ARTICLE FIRST

CORPORATE NAME

The name of the corporation is: L. Peck Enterprises, Inc.

IS HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE FIRST
CORPORATE NAME

The name of the corporation is: WESTERN GLORY HOLE, INC.

ARTICLE FOURTH WHICH PRESENTLY READS AS FOLLOWS:

ARTICLE FOURTH
STOCK

That the total number of voting common stock authorized that may be used by the Corporation is TWENTY FIVE HUNDRED (2,500) shares of stock without nominal or par value and no other class of stock shall be authorized. Said shares without nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

IS HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE FOURTH
STOCK

The total authorized capital stock of the Corporation is 100,000,000 shares of Common Stock, with a par value of \$0.001 (1 mil). All stock when issued shall be deemed fully paid and nonassessable. No cumulative voting, on any matter to which Stockholders shall be entitled to vote, shall be allowed for any purpose.

The authorized stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall, from time to time, determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of stock of this Corporation.

ARTICLE FIFTH WHICH PRESENTLY READS AS FOLLOWS:

ARTICLE FIFTH
DIRECTORS

The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decrease in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to less than three (3), except that in cases where all the shares of the corporation are unissued or owned beneficially and of record by either one or two stockholders, the number of directors may be less than three (3) but no less than the number of stockholders.

The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

NAME	POST OFFICE ADDRESS
----	-----
Dorothy J. Laughlin	2527 N Carson, Suite 205,
Carson City, NV 89701	

IS HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE FIFTH
DIRECTORS

The Directors are hereby granted the authority to do any act on behalf of the Corporation as may be allow by law. Any action taken in good faith, shall be deemed appropriate and in each instance where the Business Corporation Act provides that the Director may act in certain instances where the Articles of Incorporation so authorize, such action by the Directors, shall be deemed to exist in these Articles and the authority granted by said Act shall be imputed hereto without the same specifically having been enumerated herein.

The Board of Directors may consist from one (1) to nine (9) directors, as determined, from time to time by the then existing Board of Directors.

THE FOLLOWING NEW ARTICLES ARE HEREBY ADOPTED

ARTICLE TWELVE
COMMON DIRECTORS

As provide by Nevada Revised Statutes 78.140, without repeating the section in full here, the same is adopted and no contract or other transaction between this Corporation and any of its officers, agents or directors shall be deemed void or voidable solely for that reason. The balance of the provisions of the code section cited, as it now exists, allowing such transactions, is hereby incorporated in this Article as though more fully set-forth, and such Article shall be read and interpreted to provide the greatest latitude in its application.

ARTICLE THIRTEEN
LIABILITY OF DIRECTORS AND OFFICERS

No Director, Officer or Agent, to include counsel, shall be personally liable to the Corporation or its Stockholder for monetary damage for any breach shall be presumed that in accepting the position as an Officer, Director, Agent or Counsel, said individual relied upon and acted in reliance upon the terms and protections provided for by this Article, shall be liable to the extent provided by applicable law, for acts or omission which involve intentional misconduct, fraud or a knowing violation of law, or for the payment of dividends in violation of NRS 78.300.

ARTICLE FOURTEEN
ELECTION REGARDING NRS 78.378 - 78.3793 AND 78.411 - 78.444

This corporation shall NOT be governed by nor shall the provisions of NRS 78.378 through and including 78.3793 and NRS 78.411 through and including 78.444 in any way whatsoever affect the management, operation or be applied in this Corporation. This Article may only be amended by a majority vote of not less than 90% of the then issued and outstanding share of the Corporation. A quorum of outstanding shares for voting on an Amendment to this article shall not be met unless 95% or more of the issued and outstanding shares are present at a properly called and notices meeting of the Stockholders. The super-majority set-forth in this Article only applies to any attempted amendment to this Article.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 517,500; that the said change(s) and amendments have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

/s/ Fred Hefferon

Fred Hefferon, President

/s/ John Riche

John Riche, Secretary/Treasurer

State of Utah
County of Salt Lake

On April 14, 1999, personally appeared before me, a Notary Public, Fred Hefferon and John Riche who acknowledged that they executed the above instrument.

[NOTARY SEAL] /s/ Lynette Noerring

Notary Public

EXHIBIT 3.2
BY-LAWS
OF
WESTERN GLORY HOLE, INC.

ARTICLE I - OFFICE

The principal office of the corporation in the State of Nevada shall be located in the residence of the President, County of Salt Lake. The corporation may have such other offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require.

ARTICLE II - STOCKHOLDERS

1. ANNUAL MEETING

The annual meeting of the stockholders shall be held on the 3rd day of March. In each year, beginning with the year 2000 at the hour 10:00 o'clock am for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the next succeeding business day.

2. SPECIAL MEETINGS

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the directors, and shall be called by the president at the request of the holders of not less than 45% percent of all the outstanding shares of the corporation entitles to vote at the meeting.

3. PLACE OF MEETING

The directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

4. NOTICE OF MEETING

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 45 days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE

For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders for any other proper purpose, the directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, 5 days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at the a meeting of stockholders, such books shall be closed for at least 3 days immediately preceding such meeting. In lieu of closing the stock transfer books, the directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than 5 days and, in case of a meeting of stockholders, not less than 3 days prior to the

date on which the particular action requiring such determination of stockholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the directors declaring such dividend is adopted, as the case may be, shall the record date for such determination shall apply to any adjournment thereof.

6. VOTING LISTS

The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least 3 days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of 5 days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer book shall be prima facie evident as to who are the stockholders entitled to examine such list or transfer books or to vote at the meeting of stockholders.

7. QUORUM

At any meeting of stockholders 80% of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than said number of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

8. PROXIES.

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

9. VOTING.

Each stockholder entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these by-laws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholders. Upon the demand of any stockholder, the vote for directors and upon any question before the meeting shall be by ballot, All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this State.

10. ORDER OF BUSINESS.

The order of business at all meetings of the stockholders, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

11. INFORMAL ACTION BY STOCKHOLDERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS.

The business and affairs of the corporation shall be managed by its board

of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws; and the laws of this State.

2. NUMBER TENURE AND QUALIFICATIONS.

The number of directors of the corporation shall be one to nine (1 to 9). Each director shall hold office until the annual meeting of stockholders and until his successor shall have been elected and qualified.

3. REGULAR MEETINGS.

A regular meeting of the directors, shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of stockholders. The directors may provide by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. SPECIAL MEETINGS.

Special meetings, of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

5. NOTICE,

Notice of any special meeting shall be given at least 10 days previously thereto by written notice delivered personally, or by telegram or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. QUORUM

At any meeting of the directors two (2) shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting, from time to time without further notice.

7. MANNER OF ACTING.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the stockholders. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term Of his predecessor.

9. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the stockholders or by action of the board. Directors may be removed without cause only by vote of the stockholders.

10. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. COMPENSATION.

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

12. PRESUMPTION OF ASSENT.

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof

or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE IV - OFFICERS

1. NUMBER.

The officers of the corporation shall be a president, a vice-president a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

2. ELECTION AND TERM OF OFFICE.

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the stockholders. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. REMOVAL.

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

5. PRESIDENT

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the stockholders and of the directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

6. VICE-PRESIDENT.

In the absence of the president or in event of his death inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the directors.

7. SECRETARY.

The secretary shall keep the minutes of the stockholders and of the directors, meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder, have general charge of the stock transfer books of the corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the directors.

8. TREASURER.

If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the

office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

9. SALARIES.

The salaries of the officers shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

ARTICLE VI -- CERTIFICATES FOR SHARES AND THEIR TRANSFER

1. CERTIFICATES FOR SHARES,

Certificates representing shares of the corporation shall be in such form as shall be determined by the directors. Such certificates shall be signed by the president and by the secretary or by such other officers authorized by law and by the directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the stockholders, the number of shares and date of issue, shall be entered on the stock transfer book of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the directors may prescribe.

2. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to of interest in such share on the part of any other person whether or not it shall have express or other notice thereof except as expressly provided by the laws of this state.

ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall begin on the 1 day of January in each year.

ARTICLE VIII - DIVIDENDS

The directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

ARTICLE IX - SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, "Corporate Seal".

ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the stockholders representing a majority of all the shares issued and outstanding at any annual stockholders meeting or at any special stockholders' meeting when the proposed amendment has been set out in the notice of such meeting.

<TABLE> <S> <C>

<ARTICLE> 5

<MULTIPLIER> 1

<CAPTION>

<S>

<C>

<PERIOD-TYPE>	12-MOS	
<FISCAL-YEAR-END>	DEC-31-1999	
<PERIOD-START>	JAN-01-1999	
<PERIOD-END>	DEC-31-1999	
<CASH>	0	
<SECURITIES>	0	
<RECEIVABLES>	0	
<ALLOWANCES>	0	
<INVENTORY>	0	
<CURRENT-ASSETS>	0	0
<PP&E>	0	
<DEPRECIATION>	0	
<TOTAL-ASSETS>	0	
<CURRENT-LIABILITIES>		500
<BONDS>	0	
<PREFERRED-MANDATORY>		0
<PREFERRED>	0	
<COMMON>	743	
<OTHER-SE>	(1243)	
<TOTAL-LIABILITY-AND-EQUITY>		0
<SALES>	0	
<TOTAL-REVENUES>		0
<CGS>	0	
<TOTAL-COSTS>	0	
<OTHER-EXPENSES>	15735	
<LOSS-PROVISION>	0	
<INTEREST-EXPENSE>	0	
<INCOME-PRETAX>	0	
<INCOME-TAX>	0	
<INCOME-CONTINUING>	0	0
<DISCONTINUED>	0	
<EXTRAORDINARY>	0	
<CHANGES>	0	
<NET-INCOME>	(15735)	
<EPS-BASIC>	(.03)	
<EPS-DILUTED>	0	

</TABLE>

<TABLE> <S> <C>

<ARTICLE> 5

<MULTIPLIER> 1

<CAPTION>

<S>

<C>

<PERIOD-TYPE>	12-MOS		
<FISCAL-YEAR-END>	DEC-31-1998		
<PERIOD-START>	JAN-01-1998		
<PERIOD-END>	DEC-31-1998		
<CASH>	0		
<SECURITIES>	0		
<RECEIVABLES>	0		
<ALLOWANCES>	0		
<INVENTORY>	0		
<CURRENT-ASSETS>	0	0	
<PP&E>	0		
<DEPRECIATION>	0		
<TOTAL-ASSETS>	0		
<CURRENT-LIABILITIES>		0	
<BONDS>	0		
<PREFERRED-MANDATORY>			0
<PREFERRED>	0		
<COMMON>	518		
<OTHER-SE>	(518)		
<TOTAL-LIABILITY-AND-EQUITY>			0
<SALES>	0		
<TOTAL-REVENUES>		0	
<CGS>	0		
<TOTAL-COSTS>		0	
<OTHER-EXPENSES>		0	
<LOSS-PROVISION>		0	
<INTEREST-EXPENSE>		0	
<INCOME-PRETAX>		0	
<INCOME-TAX>		0	
<INCOME-CONTINUING>			0
<DISCONTINUED>		0	
<EXTRAORDINARY>		0	
<CHANGES>	0		
<NET-INCOME>		0	
<EPS-BASIC>	0		
<EPS-DILUTED>		0	

</TABLE>