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METASOURCE GROUP INC
Form 8-K
January 29, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 3, 2003

Commission File Number: 000-28005

MetaSource Group, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization) 88-0422028

(I.R.S. Employer Identification No.)

40 Exchange Place, Suite 1607, New York, New York 10005

(Address of principal executive offices) (Zip Code)

(646) 805-5141

(Registrant's Telephone Number, Including Area Code)

(Former name, if changed since last report)

(Former Address and Telephone Number of Principal Executive Offices)

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ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On January 3, 2003, Merdinger, Fruchter, Rosen & Company, P.C (the "Former Accountants") s informed MetaSource Group, Inc., (the "Company") they have decided to cease auditing publicly traded companies and have resigned as the

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Company's principal accountants. The Former Accountants' reports on the financial statements for the fiscal years ended December 31, 2001 and 2000 did not contain an adverse opinion or disclaimer of opinion and were not qualified as to uncertainty, audit scope or accounting principles.

The Company's Board of Directors has approved the resignation of the Former Accountants.

During the last two fiscal years preceding the Former Accountants' resignation, and for the interim period from January 1, 2003 through January 3, 2003, there were no disagreements with the Former Accountants, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements would have caused it to make reference to the subject matter of the disagreements in connection with its reports.

During the last two fiscal years preceding the Former Accountants' resignation, and for the interim period ending January 3, 2003, there were no "reportable events" within the meaning of Item 304 of the Securities and Exchange Commission's Regulation S-K.

On or about January 3, 2003 the Company engaged Abrams and Company, P.C. (the "New Accountants") as our principal accountants to audit our financial statements. The engagement of the New Accountants was approved by the Company's Board of Directors

A letter from the Former Accountants addressed to the Securities and Exchange Commission stating the Former Accountants agree with the statements made by the Company in this report has been filed as an exhibit to this report.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements
Not Applicable

(b) Exhibits

16.1 Letter from Merdinger, Fruchter, Rosen and Company, P.C.

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SIGNATURES

Pursuant to the requirements 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.

MetaSource Group, Inc.

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January 28, 2003

By: /s/ Courtney Smith

Courtney Smith, President