GHIMLI ENTERPRISE (USA) INC.

DECEMBER 31, 2002

AUDITED REPORT

RACHEL LIANG-TAN, CPA, INC.

CERTIFIED PUBLIC ACCOUNTANT
M.S. IN TAXATION

18472 E. Colima Road, #202,
Rowland Heights, CA 91748
Tel: (626) 854-6588

RACHEL LIANG-TAN, CPA, INC.
CERTIFIED PUBLIC ACCOUNTANT
M.S. IN TAXATION

The Board of Directors and Stockholders
Ghimli Enterprise (USA) Inc.

We have audited the accompanying balance sheet of Ghimli Enterprise (USA) Inc. as of December 31, 2002 and 2001 and the related statement of income and retained earnings, and cash flows for each of the two years in the period ended December 31, 2002. The financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ghimli Enterprise (USA) Inc. at December 31, 2002 and 2001, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2002 in conformity with generally accepted accounting principles.

Rachel L. Tan

Rachel Liang-Tan CPA, Inc.
Rowland Heights, California
March 11, 2003

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GHIMLI ENTERPRISE (USA) INC.
BALANCE SHEET
AS OF DECEMBER 31, 2002 AND 2001
(SEE ACCOUNTANTS' AUDIT REPORT)

ASSETS

	2002	2001
CURRENT ASSETS		
CASH IN BANK	$ 1,770.59	$ 2,000.00
CAPITAL RECEIVABLE	10,000.00	8,000.00
TOTAL CURRENT ASSETS	$ 11,770.59	$ 10,000.00
~~AL ASSETS	$ 11,770.59	$ 10,000.00

LIABILITIES & SHAREHOLDERS' EQUITY

	2002	2001
~~URRENT LIABILITIES		
ADVANCES FROM BEST APPAREL	$ 5,135.00	$ -
TOTAL CURRENT LIABILTIES	$ 5,135.00	$ -
HAREHOLDERS' EQUITY		
COMMON STOCK; $1 PAR VALUE; 100,000,000 SHARES AUTHORIZED; 10,000 ISSUED AND OUTSTANDING	$ 10,000.00	$ 10,000.00
CURRENT EARNINGS	(3,364.41)	-
TOTAL SHAREHOLDERS' EQUITY	$ 6,635.59	$ 10,000.00
..L LIABILITIES & SHAREHOLDERS' EQUITY	$ 11,771	$ 10,000.00

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THIS FINANCIAL STATEMENTS

GHIMLI ENTERPRISE (USA) INC.
INCOME STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2002 AND 2001
(SEE ACCOUNTANTS' AUDIT REPORT)

	2002	2001
OPERATING EXPENSES		
ACCOUNTING	$ 2,315.00	$ -
BANK CHARGES	229.41	-
LICENSES & PERMITS	20.00	-
* TOTAL OPERATING EXPENSES	$ 2,564.41	$ -
* NET OPERATING PROFIT / (LOSS)	$ (2,564.41)	$ -
* NET PROFIT / (LOSS) BEFORE TAXES	$ (2,564.41)	$ -
PROVISION FOR STATE INCOME TAX	800.00	
* NET PROFIT / (LOSS) AFTER TAXES	$ (3,364.41)	$ -

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THIS FINANCIAL STATEMENTS

GHIMLI ENTERPRISE (USA) INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2002 AND 2001
(SEE ACCOUNTANTS' AUDIT REPORT)

	2002	2001
OPERATING ACTIVITIES		
NET LOSS	$ (3,364.41)	$ -
INCREASE IN RECEIVABLE	(2,000.00)	(8,000.00)
INCREASE IN ADVANCES FROM OTHERS	5,135.00	-
NET CASH USED IN OPERATING ACTIVITIES	$ (229.41)	$ (8,000.00)
INVESTING ACTIVITIES		
NET CASH USED IN INVESTING ACTIVITIES	$ -	$ -
FINANCING ACTIVITIES		
PROCEEDS FROM ISSUANCE OF COMMON STOCK	$ -	10,000.00
NET CASH PROVIDED BY FINANCING ACTIVITIES	$ -	$ 10,000.00
DECREASE IN CASH FOR THE PERIOD	$ (229.41)	$ 2,000.00
CASH AT BEGINNING OF YEAR	2,000.00	-
CASH AT END OF YEAR	$ 1,770.59	$ 2,000.00

THE ACCOPMANYING NOTES ARE AN INTEGRAL PART OF THIS FINANCIAL STATEMENTS

GHIMLI ENTERPRISE (USA) INC.
STATEMENT OF RETAINED EARNINGS
FOR THE YEAR ENDED DECEMBER 31, 2002 AND 2001
(SEE ACCOUNTANTS' AUDIT REPORT)

	2002	2001
RETAINED EARNINGS, BEGINNING	$ -	$ -
PRIOR PERIOD ADJUSTMENT	-	-
RESTATED RETAINED EARNINGS, BEGINNING	$ -	$ -
NET LOSS	(3,364.41)	-
RETAINED EARNINGS, ENDING	$ (3,364.41)	$ -

THE ACCOPMANYING NOTES ARE AN INTEGRAL PART OF THIS FINANCIAL STATEMENTS

GHIMLI ENTERPRISE (USA) INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2002

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business
Ghimli Enterprise (USA) Inc. is involved in trading in the garment industry. As of the balance sheet date, December 31, 2002, the Company is inactive.

Accounting Method
The Company's financial statements are prepared using the accrual basis under generally accepted accounting principles.

Capital Receivable
Capital stock, in an amount of $10,000, will be deposited in April 2003.

Income Taxes
No provision for Federal income tax is reflected in the accompanying statements because no income and expense generated in year 2002. Provision of state income tax is the minimum tax required by the State of California.

NOTE 2 - GOING CONCERN

As shown in the accompanying financial statements, the corporation is not in an active status during the year ended December 31, 2002. The financial statements do not include any adjustments that might be necessary if the corporation is unable to continue as a going concern.

E 3 - SUBSEQUENT EVENT

In February 2003, a branch office in New York was set up for sales and marketing coordination.