

FORM 10-QSB

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2003

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: 000-21898

INTERACTIVE GROUP, INC.

(Exact name of small business issuer as specified in its charter)

Delaware

46-0408024

(state or other jurisdiction of  
incorporation or organization)

(IRS Employer  
ID No)

204 N. Main, Humboldt, SD 57035

(Address of principal executive offices)

(605) 363-5117

Issuer's telephone number

N/A

(Former name, former address and former fiscal year, if changed since last  
report)

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

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 practicable date: 5,276,039 shares at May 10, 2003

Transitional Small Business Disclosure Format (Check one): Yes No X

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INTERACTIVE GROUP, INC.

BALANCE SHEETS

ASSETS	3/31/2003 Unaudited	9/30/2002
	-----	-----
Current Assets		
Cash	\$ 410	\$ 18,491
Inventories	13,411	13,005
Prepaid expenses and other assets	1,428	627
	-----	-----
Total current assets	15,249	32,123
	-----	-----
Property and Equipment, at cost		
Land, building and improvements	100,516	100,516
Equipment	12,694	12,694
	-----	-----
	113,210	113,210
	-----	-----
Less accumulated depreciation	85,177	81,772
	-----	-----
	28,033	31,438
	-----	-----
Total assets	\$ 43,282	\$ 63,561
	=====	=====
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Notes payable, related parties	\$ 600,000	\$ 600,000
Current maturities of long-term debt	3,000	6,000
Accounts payable	20,478	14,312
Accounts payable, related parties	278,390	244,217
Accrued expenses	24,028	23,599
Accrued expenses, related parties	790,428	698,614
	-----	-----
Total current liabilities	1,716,324	1,586,742
	-----	-----
Long-term Debt, less current maturities	27,500	27,500
	-----	-----
Stockholders' Deficit		
Series A preferred stock, \$.001 par value; authorized 2,000,000 shares; issued and outstanding 2,000,000 shares; liquidation preference at March 31, 2003 of \$300,000	2,000	2,000
Common stock, \$.001 par value; authorized 50,000,000 shares; issued and outstanding 5,276,039 shares	5,276	5,276
Additional paid-in capital	8,054,967	8,054,967
Accumulated deficit	(9,762,785)	(9,612,924)
	-----	-----
Total stockholders' deficit	(1,700,542)	(1,550,681)
	-----	-----
Total liabilities and stockholders' deficit	\$ 43,282	\$ 63,561
	=====	=====

See Notes to Financial Statements.

INTERACTIVE GROUP, INC.

STATEMENTS OF OPERATIONS  
Six and three Months Ended March 31, 2003 and 2002  
(Unaudited)

	Six months ended March 31,		Three months ended March 31,	
	2003	2002	2003	2002
Net sales	\$ 2,444	\$ 1,907	\$ 875	\$ 555
Cost of goods sold	72	75	21	15
Gross profit	2,372	1,832	854	540
Operating expenses				
Selling	12,343	10,770	3,761	7,357
General and administrative	51,762	39,234	26,562	15,610
	64,105	50,004	30,323	22,967
Operating (loss)	(61,733)	(48,172)	(29,469)	(22,427)
Nonoperating income (expense):				
Write off of accounts payable and debt, net	-	48,856	-	48,856
Interest expense	(88,853)	(74,991)	(76,019)	(36,972)
Other income, net	725	904	725	390
	(88,128)	(25,231)	(75,294)	12,274
(Loss) before income taxes	(149,861)	(73,403)	(104,763)	(10,153)
Income tax expense	0	0	0	0
Net (loss)	\$ (149,861)	\$ (73,403)	\$ (104,763)	\$ (10,153)
Loss per common share	\$ (0.03)	\$ (0.01)	\$ (0.02)	\$ 0.00

See Notes to Financial Statements.

INTERACTIVE GROUP, INC.

STATEMENT OF STOCKHOLDERS' DEFICIT  
Six months ended March 31, 2003  
(Unaudited)

	Series A Preferred Stock	Common Stock	Additional Paid- in Capital	Accumulated Deficit	Total Total
	-----	-----	-----	-----	-----
Balance, September 30, 2002	\$ 2,000	\$ 5,276	\$ 8,054,967	\$ (9,612,924)	\$(1,550,681)
Net loss	-	-	-	(149,861)	(149,861)
Balance, March 31, 2003	\$ 2,000	\$ 5,276	\$ 8,054,967	\$ (9,762,785)	\$(1,700,542)
	=====	=====	=====	=====	=====

See Notes to Financial Statements.

INTERACTIVE GROUP, INC.

STATEMENTS OF CASH FLOWS  
Six Months Ended March 31, 2003 and 2002  
(Unaudited)

	2003	2002
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss)	\$(149,861)	\$(73,403)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:		
Depreciation	3,405	102
Write off of accounts payable and debt, net	-	(48,856)
Change in assets and liabilities:		
Decrease in accounts receivable	-	568
(Increase) decrease in inventories	(406)	75
(Increase) in prepaid expenses and other assets	(801)	(230)
Increase in accounts payable	4,625	556
Increase in accrued expenses	89,284	78,447
	-----	-----
Net cash (used in) operating activities	(53,754)	(42,741)
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	-	(1,675)
	-----	-----
Net cash (used in) investing activities	-	(1,675)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances from related party	38,673	49,526
Principal payments on long-term debt	(3,000)	(2,500)
	-----	-----
Net cash provided by financing activities	35,673	47,026
	-----	-----
Net increase (decrease) in cash	(18,081)	2,610
CASH		
Beginning	18,491	271
	-----	-----
Ending	\$ 410	\$ 2,881
	=====	=====
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash payments for:		
Interest	\$ -	\$ -
Income tax	-	-

See Notes to Financial Statements.

INTERACTIVE GROUP, INC.  
NOTES TO FINANCIAL STATEMENTS  
(Unaudited)

NOTE 1. INTERIM FINANCIAL STATEMENTS

The financial information presented has been prepared from the books and records without audit, but in the opinion of management, includes all adjustments consisting of only normal recurring adjustments, necessary for a fair presentation of the financial information for the periods presented. The results of operations for the six months ended March 31, 2003, are not necessarily indicative of the results expected for the entire year.

NOTE 2. STOCK OPTIONS

The Company has stock-based compensation plans which are described below. The Company applies APB Opinion No. 25 and related interpretations in accounting for its options to employees and outside directors. The Company grants options at market price on the date of grant, and accordingly, no compensation cost has been recognized for such grants. Options issued to other than employees and outside directors are accounted for under the provisions of Financial Accounting Standards Board Statement No. 123.

A total of 100,000 options were provided for under the 1993 plan to be granted to employees and other individuals that provide services to the Company. Options granted are at the discretion of the Board of Directors, have a maximum term of 10 years, and vest with the holder over three years of continuous service with the Company. The plan expired March 2003.

A total of 3,000,000 options were provided for under the 2000 plan to be granted to employees and other individuals that provide services to the Company. Options granted are at the discretion of the Board of Directors, have a maximum term of 10 years, or 5 years if the option holder has more than a 10% interest of the combined voting power of all classes of outstanding stock of the Company. No options are outstanding under this plan as of March 31, 2003. The plan expires February 2011.

In connection with the creation of the Carlsbad Security Products Division (CSPD) during 2002, the Board of Directors authorized the issuance of 3,800,000 nonqualified options to three independent sales consultants. These options were issued outside of the 1993 and 2000 plans and have an exercise price of \$.05 per share. These options are only exercisable (vest) upon the achievement of minimum revenue and gross margin performance criteria of the Company as defined in the respective stock option agreement with each independent sales consultant. During the six months ended March 31, 2003, 600,000 options expired as minimum revenue and gross margin performance criteria were not met.

For pro forma presentation purposes, had compensation cost for the Company's stock-based compensation plans been determined based on the grant date fair values of awards (the method described in Financial Accounting Standards Board Statement No. 123), the reported net loss and loss per share amounts would have been the same as the reported net loss and loss per share amounts for the three and six months ended March 31, 2003 and 2002, as the fair value of each grant is

estimated at the grant date using the Black-Scholes option-pricing model with an assumption that all outstanding options will be 100% forfeited.

#### NOTE 3. INCOME TAXES

Deferred taxes are provided on an asset and liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

At March 31, 2003, the Company has for tax reporting purposes approximately \$15,000 in unused research and development credits and a net operating loss carryforward of approximately \$8,134,000 available to be offset against future federal taxable income or income tax liabilities. These carryforwards expire in varying amounts in years ending September 30, 2005 through 2023. The Company has recorded a full valuation allowance on the deferred tax assets due to lack of assurance that the tax benefits can be realized. Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carryforwards are expected to be available to reduce taxable income.

#### NOTE 4. LOSS PER COMMON AND COMMON EQUIVALENT SHARE

The loss per common and common equivalent share has been computed using the weighted average of the number of shares outstanding for the six and three months ended March 31, 2003 and 2002. Securities that could potentially dilute basic earnings per share in the future that were not included in the computation of diluted earnings per share for the six and three month periods ended March 31, 2003, because to do so would have been antidilutive are as follows: 20,000,000 shares of common stock issuable upon the conversion of Series A preferred stock, 37,500 shares of common stock issuable upon the exercise of options, and 1,000,000 shares of common stock issuable upon the exercise of stock warrants. In addition, the 2,800,000 remaining stock options contingently issuable under the agreements with three independent sales consultants and any shares which may be issuable upon conversion of the Bluestem Capital Partners III Limited Partnership note payable, are not included in diluted earnings per share. Securities that could potentially dilute basic earnings per share in the future that were not included in the computation of diluted earnings per share for the six and three month periods ended March 31, 2002, because to do so would have been antidilutive are as follows: 20,000,000 shares of common stock issuable upon the conversion of Series A preferred stock, 44,834 shares of common stock issuable upon the exercise of options, and 1,000,000 shares of common stock issuable upon the exercise of stock warrants. All references to (loss) per share in the financial statements are to basic (loss) per share. Diluted (loss) per share is the same as basic (loss) per share for all per share amounts presented. The weighted number of common and common equivalent shares outstanding for the six and three months ended March 31, 2003 and 2002 were 5,276,039.

#### NOTE 5. NOTES PAYABLE

At March 31, 2003 and September 30, 2002, the Company had a \$500,000 note payable to Old TPR, Inc. (TPR), a related party, that is due on demand. The note was originally to a bank and was assumed by TPR in a prior year on behalf



of the Company as a result of its guarantee of the loan. The note to TPR bears interest at the rate of 13.6% and is secured by substantially all the assets of the Company. In connection with the assumption of the loan, TPR received 1,000,000 restricted common stock warrants that each represent the right to purchase one share of common stock at \$.50. The warrants expire one year following satisfaction of the note.

During fiscal 2002, the Company entered into an agreement with Bluestem Capital Partners III Limited Partnership (Bluestem), a related party. Under the terms of a subordinated convertible note, Bluestem loaned the Company the sum of \$100,000 with interest to accrue at the rate of 10% per year. The note was payable April 23, 2003. The Company plans to discuss an extension of the due date for this note with Bluestem. If the loan was converted, it would have been converted into Company stock, at a number of shares to be agreed upon by the parties. Repayment of the loan is expressly subordinated to payment in full of any and all Senior Indebtedness (as defined in the convertible note) of the Company. At March 31, 2003, interest payable in the amount of \$9,558 had been accrued for this note.

#### NOTE 6. MANAGEMENT'S PLANS

The Company has no significant revenue sources and the Company has sustained operating losses for several years and its current liabilities substantially exceeded current assets at March 31, 2003. Continued operations of the Company are dependent upon the Company's ability to meet its debt requirements on a continuing basis and its ability to generate profitable future operations. Management's plans in this regard are to attempt to increase its revenues through the CSPD, which was created in April 2002 with the assistance of TPR for the purpose of developing, marketing and selling networked monitoring and security systems incorporating third party security components, such as digital video recorders and video cameras, with the Company's SoundXchange products and proprietary software. There can be no assurance that TPR will continue to provide assistance or any other support to the Company. As of March 31, 2003, the Company had not yet sold any networked security products. The directors and management of the Company are in the process of reviewing the progress of the security products sales efforts, and the prospects for raising new capital. Following this review, it is contemplated that additional efforts may be made to raise new debt or equity financing, and then to attempt to sell the Company's current or additional products and services. There can be no assurance that the Company will be successful in raising new capital, at least on terms that are acceptable to the Company, or in selling sufficient products and/or services to enable the Company to attain profitability.

#### NOTE 7. RECENT ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board has issued certain Statements of Financial Accounting Standards which have required effective dates occurring during the Company's September 30, 2003 fiscal year end. The Company's financial statements, including the disclosures in this Form 10-QSB, are not expected to be materially affected by those accounting pronouncements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

RESULTS OF OPERATIONS

Revenue. Net sales were \$875 and \$2,444 for the three and six months ended March 31, 2003 compared to \$555 and \$1,907 for the three and six month period ended March 31, 2002. The Company's increase in sales was primarily attributable to a slight increase in demand for it's SoundXchange product.

Gross Profit. Gross profit increased 58% to \$854 for the three months ended March 31, 2003 from \$540 for the three months ended March 31, 2002. Gross profit increased 29% to \$2,372 for the six months ended March 31, 2003 from \$1,832 for the six months ended March 31, 2002. The increase in the three and six month period ended March 31,2003 was due to a slight increase in sales of the Company's SoundXchange product.

Selling expenses. Selling expenses decreased to \$3,761 for the three months ended March 31, 2003 from \$7,357 for the three months ended March 31, 2002. Selling expenses increased to \$12,343 for the six months ended March 31, 2003 from \$10,770 for the six months ended March 31, 2002. The decrease in the three month period was due to less emphasis in the second quarter on the Company's efforts to begin selling digital security products. See also "Liquidity and Capital Resources" section below.

General and administrative. General and administrative expenses were \$26,562 and \$51,762 for the three and six months ended March 31, 2003 and \$15,610 and \$39,234 for the three and six months ended March 31, 2002. The increase from the previous periods is primarily due to increased costs in support of the Company's efforts to enter new markets and expenses related to its annual audit.

Depreciation. Depreciation expense for the three months ended March 31, 2003 and 2002 was \$1,702 and \$65, respectively. Depreciation expense for the six months ended March 31, 2003 and 2002 was \$3,405 and \$102, respectively. The increase in depreciation expense was mainly due to reclassifying land, building, and improvements from being held for sale to being held and used during the quarter ending September 30, 2002 and adjusting the carrying amount of the related assets to their carrying amount before being classified as held for sale, adjusted for any depreciation expense that would have been recognized had the assets been continuously classified as held and used.

Nonoperating income (expense). Nonoperating income (expense) for the three months ended March 31, 2003 and March 31, 2002 was (\$75,294) and \$12,274, respectively. Nonoperating (expense) for the six months ended March 31, 2003 and 2002 was (\$88,128) and (\$25,231), respectively. The increase in nonoperating expense for the three month and six month period ending March 31, 2003 was primarily due to an increase in interest accruals on past due liabilities.

Net Loss. Net loss for the three months ended March 31, 2003 was (\$104,763) or (\$0.02) per share compared to a net loss for the three months ended March 31, 2002 of (\$10,153) or (\$0.00) per share. Net loss for the six months ended March 31, 2003 was (\$149,861) or (\$0.03) per share compared to a net loss for the six months ended March 31, 2002 of (\$73,403) or (\$0.01) per share. The increase in losses was due largely to the write off of accounts payable and debt, which was included in nonoperating income during fiscal year 2002.

## LIQUIDITY AND CAPITAL RESOURCES

The Company has no significant revenue sources and the Company has sustained operating losses for several years and its current liabilities substantially exceeded current assets at March 31, 2003. Continued operations of the Company are dependent upon the Company's ability to meet its debt requirements on a continuing basis and its ability to generate profitable future operations. Management's plans in this regard are to attempt to increase its revenues through the CSPD, which was created in April 2002 with the assistance of TPR for the purpose of developing, marketing and selling networked monitoring and security systems incorporating third party security components, such as digital video recorders and video cameras, with the Company's SoundXchange products and proprietary software. As of March 31, 2003 the Company had not yet sold any networked security products. There can be no assurance that TPR will continue to provide assistance or any other support to the Company. The directors and management of the Company are in the process of reviewing the progress of the security products sales efforts, and the prospects for raising new capital. Following this review, it is contemplated that additional efforts may be made to raise new debt or equity financing and then to attempt to sell the Company's current or additional security products and services. There can be no assurance that the Company will be successful in raising new capital, at least on terms that are acceptable to the Company, or in selling sufficient products and/or services to enable the Company to attain profitability.

During fiscal 2002, the Company entered into an agreement with Bluestem. Under the terms of a subordinated convertible note, Bluestem loaned the Company the sum of \$100,000 with interest to accrue at the rate of 10% per year. The note was payable April 23, 2003. The Company plans to discuss an extension of the due date for this note with Bluestem. If the loan was converted, it would have been converted into Company stock, at a number of shares to be agreed upon by the parties. Repayment of the loan is expressly subordinated to payment in full of any and all Senior Indebtedness (as defined in the convertible note) of the Company. At March 31, 2003, interest payable in the amount of \$9,558 had been accrued for this note.

The Company has approximately \$9,000 in past due accounts payable with judgments against these amounts. The Company does not intend to pay any unsecured debts until its obligations to its secured creditors are satisfied. The Company follows the practice of writing off accounts payable, debt and related accrued interest when extinguished under the statute of limitations.

Management believes that the largest challenges that the Company will confront are in achieving increases in revenues and profitability in the future and obtaining financing to fund operations. While the Company is optimistic about the possibility of overcoming these challenges and achieving its goals, there can be no assurance that it will be able to achieve any or all of its objectives.

## ITEM 3. CONTROLS AND PROCEDURES

During the 90-day period prior to the filing date of this report, management, including the Company's President and Accounting Manager evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based upon, and as of the date of that evaluation, the President and Accounting Manager concluded that the disclosure controls and procedures were effective in all material respects, to ensure that information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized and reported as and when required.

There have been no significant changes in the Company's internal controls or in other factors which could significantly affect internal controls subsequent to the date the Company carried out its evaluation. There were no significant deficiencies or material weaknesses identified in the evaluation other than one person has the primary responsibility for performing the accounting and financial duties. However, as a compensating control to this concentration of duties, all banking and other monetary transactions are reviewed and approved by the President or the Vice President of the Company.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibit 99.1 Principal officers certification

b. No reports on Form 8-K have been filed during the quarter for which this report is filed

SIGNATURES

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

Dated: May 14, 2003

INTERACTIVE GROUP, INC.

/s/ Robert Stahl

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Robert Stahl  
President and Secretary

/s/ Carol Flickinger

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Carol Flickinger  
Accounting Manager

SECTION 302 CERTIFICATION

CERTIFICATION

Of the President

I, Robert J. Stahl, President of InterActive Group, Inc. (the "Company"),  
certify that:

1. I have reviewed this quarterly report on Form 10-QSB of the Company
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report:
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report:
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

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/s/ Robert J. Stahl

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Robert J. Stahl  
President, Secretary

SECTION 302 CERTIFICATION  
CERTIFICATION  
of the Accounting Manager

I, Carol Flickinger of InterActive Group, Inc. (the "Company"), certify that:

1. I have reviewed this quarterly report on Form 10-QSB of the Company;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report:
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report:
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined by the Exchange Act rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in the report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003  
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/s/ Carol Flickinger  
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Carol Flickinger  
Accounting Manager





Certification pursuant to 18 U. S. C. Section 1350  
as adopted pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-QSB of InterActive Group, Inc. (the Company) for the quarterly period ending March 31, 2003, each of the following hereby certifies, in Accordance with U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his capacity as an officer of the Company, that, to his knowledge the 10-QSB Report fully complies with Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operation of the Company.

/s/ Robert J. Stahl

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Robert J. Stahl  
President, Secretary  
May 14, 2003

/s/ Carol Flickinger

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Carol Flickinger  
Accounting Manager  
May 14, 2003

This certification accompanies this Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Act of 1934, as amended.