

BB

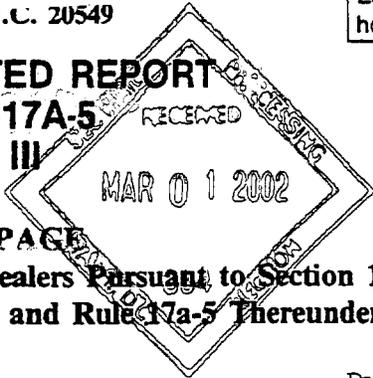


SECURITIES 02018190 SSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0123
Expires: September 30, 1998
Estimated average burden
hours per response . . . 12.00

SEC FILE NUMBER
8-57263

ANNUAL AUDITED REPORT
FORM X-17A-5
PART III



FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING January 1, 2001 AND ENDING December 31, 2001
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:
OPTIMIZEUSA SECURITIES, INC.

OFFICIAL USE ONLY
FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

9100 S. Dadeland Boulevard, 1 Dattran Center - Suite #1406

(No. and Street)

Miami,

Florida

33156

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

DIRK PETERS

(305) 670-4880

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

MORRISON, BROWN, ARGIZ & COMPANY

(Name - if individual, state last, first, middle name)

1001 Brickell Bay Drive, 9th Floor, Miami, FL 33131

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

PROCESSED

MAR 20 2002

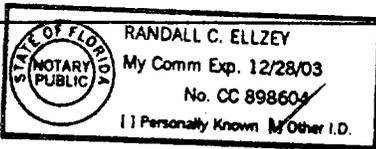
FOR OFFICIAL USE ONLY
THOMSON FINANCIAL

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

BB
3/20

OATH OR AFFIRMATION

I, DIRK PETERS, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of OPTIMIZEUSA SECURITIES, INC., as of December 31, 2001, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Signature: [Handwritten Signature]
Title: President

[Handwritten Signature]
Notary Public

This report** contains (check all applicable boxes):

- (a) Facing page.
(b) Statement of Financial Condition.
(c) Statement of Income (Loss).
(d) Statement of Changes in Financial Condition.
(e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
(f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
(g) Computation of Net Capital
(h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
(i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
(j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
(k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
(l) An Oath or Affirmation.
(m) A copy of the SIPC Supplemental Report.
(n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

OptimizeUSA Securities, Inc.
(A Wholly-Owned Subsidiary of
OptimizeUSA, Inc.)

Financial Statements

December 31, 2001



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Shareholder
OptimizeUSA Securities, Inc.
(A Wholly-Owned Subsidiary of OptimizeUSA, Inc.)

We have audited the accompanying statements of financial condition of OptimizeUSA Securities, Inc. (a wholly-owned subsidiary of OptimizeUSA, Inc.) as of December 31, 2001, and the related statements of income, changes in shareholder's equity and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. 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 audit.

We conducted our audit in accordance with U.S. 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 financial statement presentation. We believe that our audit provides 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 OptimizeUSA Securities, Inc. (a wholly-owned subsidiary of OptimizeUSA, Inc.) as of December 31, 2001, and the results of its operations and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on page 7 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Certified Public Accountants
Miami, Florida
February 19, 2002

OPTIMIZEUSA SECURITIES, INC.
(A WHOLLY-OWNED SUBSIDIARY OF OPTIMIZEUSA, INC.)
FINANCIAL STATEMENTS
TABLE OF CONTENTS

STATEMENT OF FINANCIAL CONDITION.....	1
STATEMENT OF INCOME.....	2
STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY.....	3
STATEMENT OF CASH FLOWS.....	4
NOTES TO FINANCIAL STATEMENTS.....	5
ACCOMPANYING INFORMATION.....	6 - 7
INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5.....	8 - 10

OPTIMIZEUSA SECURITIES, INC.
(A WHOLLY-OWNED SUBSIDIARY OF OPTIMIZEUSA, INC.)
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2001

ASSETS

Cash and cash equivalents	\$ 6,002
Receivable from parent	<u>4,949</u>
	<u>\$ 10,951</u>

LIABILITIES AND SHAREHOLDER'S EQUITY

COMMITMENTS AND CONTINGENCIES

SHAREHOLDER'S EQUITY

Common stock, 1,500 shares of no par value authorized; 1,000 shares issued and outstanding	\$ 10,000
Retained earnings	<u>951</u>
	<u>\$ 10,951</u>

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

OPTIMIZEUSA SECURITIES, INC.
(A WHOLLY-OWNED SUBSIDIARY OF OPTIMIZEUSA, INC.)
STATEMENT OF INCOME
YEAR ENDED DECEMBER 31, 2001

INTEREST INCOME	\$ 362
COMMISSION	<u>2,000</u>
	<u>2,362</u>
EXPENSES	
Commission	1,000
Interest	191
Miscellaneous	<u>52</u>
	<u>1,243</u>
INCOME BEFORE INCOME TAX	1,119
INCOME TAX	<u>168</u>
NET INCOME	<u>\$ 951</u>

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

OPTIMIZEUSA SECURITIES, INC.
 (A WHOLLY-OWNED SUBSIDIARY OF OPTIMIZEUSA, INC.)
 STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY
 YEAR ENDED DECEMBER 31, 2001

	<u>Common Stock</u>	<u>Retained Earnings</u>	<u>Total Shareholder's Equity</u>
Balances, January 1, 2001	\$ 10,000	\$ -	\$ 10,000
Net income	<u>-</u>	<u>951</u>	<u>951</u>
Balances, December 31, 2001	<u>\$ 10,000</u>	<u>\$ 951</u>	<u>\$ 10,951</u>

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

OPTIMIZEUSA SECURITIES, INC.
(A WHOLLY-OWNED SUBSIDIARY OF OPTIMIZEUSA, INC.)
STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2001

CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	<u>\$951</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	951
CASH FLOWS FROM INVESTING ACTIVITIES	
Advances to parent	(4,949)
CASH FLOWS FROM FINANCING ACTIVITIES	
Payment of advances from parent	<u>(67,851)</u>
NET DECREASE IN CASH	(71,849)
CASH – BEGINNING OF YEAR	<u>77,851</u>
CASH – END OF YEAR	<u>\$ 6,002</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:	
Cash paid during the year for interest	<u>\$ 191</u>

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

OPTIMIZEUSA SECURITIES, INC.
(A WHOLLY-OWNED SUBSIDIARY OF OPTIMIZEUSA, INC.)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

OptimizeUSA Securities, Inc. (the "Company") is a limited purpose broker/dealer set up to distribute mutual funds, which became registered with the United States Securities and Exchange Commission (SEC) and the National Association of Securities Dealers, Inc. (NASD) effective December 3, 1998. Consequently, its record keeping is subject to the rules and regulations prescribed by these agencies. The Company was organized in 1997 in the State of Delaware. The Company is a wholly-owned subsidiary of OptimizeUSA, Inc. (the "Parent") and it shares the office facilities and employees of its Parent at no cost to the Company. In addition, the Parent has agreed to pay directly all the expenses that the Company may incur in its operations and the Company is not obligated to reimburse the Parent for such expenses. On December 20, 2001, the Parent entered into an agreement to sell all of the outstanding shares of the Company's common stock subject to the satisfaction of certain conditions including approval by the NASD.

NOTE 2 - ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at December 31, 2001, and revenues and expenses during the year then ended. The actual outcome of these estimates could differ from the estimates made in the preparation of the financial statements.

NOTE 3 - DUE FROM PARENT

Advances to the Parent are unsecured, bear no interest and are due on demand.

NOTE 4 - NET CAPITAL REQUIREMENT

The Company, as a registered broker/dealer in securities, is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1), which requires that the Company maintain "Net Capital" equal to the greater of \$5,000 or 6 2/3% of "Aggregate Indebtedness", as defined, and requires that the ratio of aggregate indebtedness to net capital shall not exceed 15 to 1. At December 31, 2001, the Company's "Net Capital" was \$6,002 and the "Required Net Capital" was \$5,000. At December 31, 2001, the Company's ratio of aggregate indebtedness to net capital was 0 to 1.

NOTE 5 - INCOME TAXES

The Company's operating results will be included in the consolidated State and Federal income tax returns filed by its Parent. For financial statement purposes, income taxes have been calculated as if the Company were filing separate returns. These amounts are payable to or receivable from the Parent.

ACCOMPANYING INFORMATION

OPTIMIZEUSA SECURITIES, INC.
 (A WHOLLY-OWNED SUBSIDIARY OF OPTIMIZEUSA, INC.)
 (SEE INDEPENDENT AUDITOR'S REPORT)
 COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1
 OF THE SECURITIES AND EXCHANGE COMMISSION
 DECEMBER 31, 2001

CREDITS		
Shareholder's equity		\$ 10,951
DEBITS		<u>4,949</u>
NET CAPITAL		6,002
MINIMUM NET CAPITAL REQUIREMENT		
6 2/3% of aggregate indebtedness of		
\$0 or \$5,000, whichever is greater		<u>5,000</u>
EXCESS NET CAPITAL		<u>\$ 1,002</u>
RATIO OF AGGREGATE INDEBTEDNESS TO NET CAPITAL		<u>0 to 1</u>
SCHEDULE OF AGGREGATE INDEBTEDNESS		<u>\$ 0</u>

RECONCILIATION OF COMPUTATION OF NET CAPITAL
 UNDER RULE 15c3-1 TO COMPANY'S
 CORRESPONDING UNAUDITED FORM X-17A-5, PART IIA FILING

No material differences exist between the above computation and the computation included in the Company's amended unaudited Form X-17A-5, Part IIA filing.

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
 PURSUANT TO RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION

At December 31, 2001, as well as during the year then ended, the Company was not required to make Computations for Determination of Reserve Requirements pursuant to Rule 15c3-3, as it is exempt under Rule (k)(1) as a limited business dealing in mutual funds and/or variable annuities only.

SUBORDINATED LIABILITIES

At December 31, 2001, there were no liabilities subordinated to the claims of general creditors.

Independent Auditor's Report on Internal Control

Required by SEC Rule 17a-5

INDEPENDENT AUDITOR'S REPORT ON
INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5

To the Board of Directors and Shareholder of
OptimizeUSA Securities, Inc.
(A Wholly-Owned Subsidiary of OptimizeUSA, Inc.)

In planning and performing our audit of the financial statements and accompanying information of OptimizeUSA Securities, Inc. (a wholly-owned subsidiary of OptimizeUSA, Inc.) (the "Company") for the year ended December 31, 2001, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission ("SEC"), we have made a study of the practices and procedures followed by the Company, including tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications and comparisons.
2. Recordation of differences required by Rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

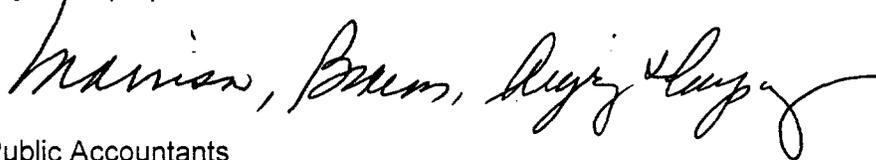
The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including control activities for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities and Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2001, to meet the SEC's objectives.

This report is intended solely for the use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, Inc. and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and should not be used for any other purpose.



Certified Public Accountants
Miami, Florida
February 19, 2002