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SUN NETWORK GROUP INC
Form 10-K/A
June 12, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 3

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

For the fiscal year ended December 31, 2001 Commission File Number - 33-42498

SUN NETWORK GROUP, INC.
(Exact name of registrant as specified in its charter)

Florida 65-024624

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

1515 University Drive, Suite 111-C, Coral Springs, FL 33065

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (954) 360-4080

Securities registered pursuant to Section 12 (b) of the Act: None.

Securities registered pursuant to Section 12 (g) of the Act: Common Stock.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing for the past 90 days.

Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

21,665,399 shares of common stock, \$.0001 par value, were issued and outstanding on December 31, 2001.

The aggregate market value of the Registrant's common stock held by nonaffiliates of the Registrant as of the close of business on December 31, 2001 (an aggregate of 9,730,399 shares out of a total of 21,665,399 shares outstanding at that time) was \$00.00 computed by reference to the closing bid price of \$00.00 on December 31, 2001.

Explanatory Note

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The purpose of this amendment to the company's annual report on Form 10-K, 10-K/A Amendment No. 1 and 10-K/A Amendment No. 2, is to revise the title for the person signing the report and the certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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, on the 12th day of June, 2003.

SUN NETWORK GROUP, INC.

By: /s/ T. Joseph Coleman

T. Joseph Coleman
President, Chief Executive Officer and Director

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 and on the date indicated.

Signatures	Title	Date
/s/ T. Joseph Coleman	Director, President, CEO and Acting CFO	June 12, 2003
/s/ William H. Coleman	Director and Secretary	June 12, 2003

CERTIFICATION

I, T. Joseph Coleman, CEO and Acting CFO, certify that:

1. I have reviewed this annual report on Form 10-K, Form 10-K/A Amendment No. 1 and Form 10-K/A Amendment No. 2 of Sun Network Group, Inc.;
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

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4. The registrant's other certifying officers 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 annual 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 annual report (the "Evaluation Date"); and
- c) presented in this annual 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 officers 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 officers and I have indicated in this annual report whether or not 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.

June 12, 2003

/s/ T. Joseph Coleman
Chief Executive Officer and Acting Chief Financial Officer