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INVESTMENT AGENTS INC
Form SB-2/A
December 24, 2001

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

AMENDMENT NUMBER 4 TO

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INVESTMENT AGENTS, INC.

(Exact name of registrant as specified in its chapter)

6767 W. Tropicana Boulevard, Suite 207, Las Vegas, NV 89103-4754

(Address of Principal executive offices and principal
place of business)

Telephone: (702) 248-1027

Ronald J. Stauber, Esq.
1880 Century Park East, Suite 300
Los Angeles, California 90067

(Name and address of Agent for Service)

Nevada -----	7371 -----	88-0467944 -----
State of Incorporation	Primary Standard Industrial Classification Code Number	IRS Employer Identification Number

Approximate date of commencement of proposed
sale to the public: As soon as practicable after the
effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, as amended (the "Securities Act"), check the following box:

If this Form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act registration number of the earlier effective registration
statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate	Amount of registration Fee
common stock, \$.001 par value	620,000	\$ 1.00	\$620,000	\$ 160.00
Total Registration Fee				\$ 160.00

(1) Estimated solely for the purpose of calculating the registration fee.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

ITEM 27. EXHIBITS

Copies of the following documents are filed with this registration statement as exhibits:

3.1 Articles of Incorporation, as amended (filed as an exhibit to our

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registration statement on Form SB-2, filed with the Securities and Exchange Commission on May 18, 2001).

3.2 Bylaws (filed as an exhibit to our registration statement on Form SB-2, filed with the Securities and Exchange Commission on May 18, 2001).

4.1 Form of certificate evidencing shares of common stock (filed as an exhibit to our registration statement Amendment Number 1 on Form SB-2, filed with the Securities and Exchange Commission on June 28, 2001).

5.1 Opinion of Counsel (filed as an exhibit to our registration statement Amendment Number 3 on Form SB-2, filed with the Securities and Exchange Commission on December 10, 2001).

10.1 Verio "WARP" Agreement (filed as an exhibit to our registration statement on Form SB-2, filed with the Securities and Exchange Commission on May 18, 2001).

23.1 Accountant's Consent to Use Opinion.

23.2 Counsel's Consent to Use Opinion (See 5.1 above).

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized the registration statement to be signed on December 21, 2001.

INVESTMENT AGENTS, INC.

By: /s/ Pamela Ray Stinson

Pamela Ray Stinson

In accordance with the requirements of the Securities Act of 1933, the registration statement was signed by the following persons in the capacities and on the dates stated.

/s/ Pamela Ray Stinson

Pamela Ray Stinson
President, Director

Dated: December 21, 2001

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/s/ Ramon Robert Acha

Dated: December 21, 2001

Ramon Robert Acha
Secretary, Treasurer
(Principal Accounting
Officer) and Director

/s/ Joseph H. Panganiban

Dated: December 21, 2001

Joseph H. Panganiban
Director