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

FORM 10-QSB

[Mark One]
[x] QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended : March 31, 2003

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER: 33-19980-D

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

Nevada	87-0450450
State of other jurisdiction of incorporation or organization	I.R.S. Employer I.D. No.

300 N MANNHEIM ROAD, HILLSIDE, ILLINOIS	60162
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number, including area code (708) 547-0401

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 Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No [ ] Yes [ ] No[x]

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: 17,589,474 shares of its $0.001 par value common stock as of May 12, 2003.

Transitional Small Business Disclosures Format (check one) Yes [ ] No [x]

CGI HOLDING CORPORATION

FORM 10-QSB

For the quarter ended March 31, 2003

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Item 4. Submission of Matters to a Vote of Securities Holders

Item 5. Other Information

Signature

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

CGI HOLDING CORPORATION, INC.
COMPARATIVE CONSOLIDATED BALANCE SHEET
MARCH 31, 2003, DECEMBER 31, 2002 AND MARCH 31, 2002

	MARCH 31 2003	DECEMBER 31, 2002	MARCH 31 2002
CURRENT ASSETS			
Cash	97,916	68,945	209,791
Accounts Receivable	825,049	554,894	261,840
Allowance for Bad Debts	(22,498)	(89,866)	(44,999)
Other Current Assets	180,000	215,644	31,686
Note Receivable	265,884	326,884	200,000
Refundable Income Taxes	4,202	4,202	-
Deferred Tax Asset	90,954	90,954	158,250
Current Assets of Discontinued Operations	-	-	281,686
Total Current Assets	1,441,506	1,171,657	1,098,254
PROPERTY, PLANT AND EQUIPMENT			
Property, Plant and Equipment	127,727	127,727	111,084
Less:Accumulated Depreciation	(28,376)	(23,652)	(9,565)
Subtotal	99,351	104,075	101,519
Fixed Assets of Discontinued Operations(Net)	-	-	763,893
NET PROPERTY, PLANT AND EQUIPMENT	99,351	104,075	865,412
OTHER ASSETS			
Other Assets	156,415	137,182	134,904
Deferred Tax Asset	1,017,924	1,017,924	371,050
Other Assets of Discontinued Operations	-	-	235,860
TOTAL OTHER ASSETS	1,174,339	1,155,106	741,814
TOTAL ASSETS	2,715,196	2,430,838	2,705,480

	MARCH 31 2003	DECEMBER 31, 2002	MARCH 31 2002
CURRENT LIABILITIES			
Current Portion of Long Term Debt	824,871	785,531	359,020
Notes Payable-Line of Credit	15,485	25,485	55,485
Accounts Payable	142,050	180,048	247,257
Accrued Liabilities	120,578	23,709	113,125
Deferred Revenue	925,254	705,394	278,696
Current Liabilities of Discontinued Operations	-	-	1,040,449
TOTAL CURRENT LIABILITIES	2,028,238	1,720,167	2,094,032
LONG TERM LIABILITIES			
Long-Term Debt, Net of Current Portion	41,555	51,624	108,296

Loan Payable-Shareholder	48,276	63,276	176,032
Long Term Liabilities of Discontinued Operations	-	-	64,625
TOTAL LONG TERM LIABILITIES	89,832	114,900	348,953
STOCKHOLDERS' EQUITY			
Preferred Stock, $0.001 par value, 5,000,000 shares authorized; no shares issued or outstanding	-	-	-
Common Stock, $0.001 par value, 100,000,000 shares authorized, 19,089,474 shares issued and 16,589,474 outstanding	19,089	19,012	18,099
Additional Paid In Capital	5,210,060	5,209,368	5,070,967
Retained Earnings	(4,092,023)	(4,092,609)	(4,426,571)
Treasury Stock	(540,000)	(540,000)	(400,000)
TOTAL STOCKHOLDERS' EQUITY	597,126	595,771	262,495
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	2,715,196	2,430,838	2,705,480

CGI HOLDING CORPORATION, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD ENDED MARCH 31, 2003

	COMMON SHARES	COMMON STOCK	PAID-IN CAPITAL	ACCUMULATED DEFICITS	TREASURY STOCK
BALANCE:JANUARY 1, 2002	16,499,627	17,999	5,056,067	(1,623,868)	(400,000)
SOLD 100,000 SHARES AT $.15 PER SHARE ON 1/2/02	100,000	100	14,900		
PURCHASED 1,000,000 SHARES ON APRIL 29, 2002 FOR $.14 PER SHARE	(1,000,000)				(140,000)
SOLD 744,000 SHARES ON 9/11/02 AT $.16 PER SHARE	744,000	744	118,296		
ISSUED 168,946 SHARES OF STOCK ON 12/31/02 FOR EMPLOYEE STOCK BONUS	168,946	169	20,105		
NET LOSS				(2,468,741)	
BALANCE:DECEMBER 31, 2002	16,512,573	19,012	5,209,368	(4,092,609)	(540,000)
76,901 OPTIONS EXERCISED AT $0.01 PER SHARE	76,901	77	692		
NET PROFIT				586	
BALANCE MARCH 31, 2003	16,589,474	19,089	5,210,060	(4,092,023)	(540,000)

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

CGI HOLDING CORPORATION, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2003 AND 2002
(UNAUDITED)

THREE MONTHS ENDED
MARCH 31

	2001	2000
SALES	1,185,361	894,186
COST OF GOODS SOLD	496,830	229,687
GROSS PROFIT	688,531	664,499
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	665,435	657,672
INCOME FROM OPERATIONS	23,096	6,827
OTHER INCOME (EXPENSES)		
Impairment of Assets	-	(2,504,052)
Other Income	-	15,200
Interest Income	65	-
Interest Expense	(22,575)	(17,520)
TOTAL OTHER INCOME (EXPENSE)	(22,510)	(2,506,572)
INCOME BEFORE CORPORATE INCOME TAXES	586	(2,499,745)
INCOME TAX PROVISION	-	-
NET INCOME FROM CONTINUING OPERATIONS	586	(2,499,745)
NET LOSS FROM DISCONTINUED OPERATIONS	-	(302,958)
NET INCOME	586	(2,802,703)
NET INCOME PER COMMON SHARE FROM CONTINUING OPERATIONS	$0.00	($0.15)
NET INCOME PER COMMON SHARE FROM DISCONTINUED OPERATIONS	$0.00	($0.01)
NET INCOME PER COMMON SHARE	$0.00	($0.16)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	16,922,808	17,081,547

CGI HOLDING CORPORATION, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED MARCH 31, 2003 AND 2002

	2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit(Loss)	586	(2,802,703)
Non-Cash Items Included in Net Profit		
Depreciation	4,724	44,696
Amortization	-	2,367,041
Allowance for Bad Debts	(67,368)	30,000
Allowance for Impaired Assets	-	350,000

OTHER CHANGES:		
Change in Accounts Receivable	(270,155)	(82,830)
Change in Other Current Assets	15,644)	17,800
Change in Other Assets	767	18,797
Change in Accounts Payable	(37,998)	(3,164)
Change in Accrued Expenses	96,869	111,511
Change in Deferred Revenue	219,860	(26,139)
NET CASH CHANGE FROM OPERATING ACTIVITIES	(37,070)	25,009
CASH FLOWS FROM INVESTING ACTIVITIES		
Fixed Assets Acquired	-	(17,532)
Change in Notes Receivable	61,000	-
Received from ACS Construction	-	110,000
NET CASH CHANGE FROM INVESTING ACTIVITIES	61,000	92,468
CASH FLOWS FROM FINANCING ACTIVITIES		
Change in Line of Credit	(10,000)	-
Proceeds from Loans	50,000	53,500
Principal Payments Made	(35,728)	(49,304)
Proceeds from Sale of Stock	769	15,000
NET CASH CHANGE FROM FINANCING ACTIVITIES	5,041	19,196
NET CASH CHANGE	28,971	136,673
CASH BALANCE:JANUARY 1	68,945	73,118
CASH BALANCE: MARCH 31	97,916	209,791

Supplemental Information		
Interest Paid	22,575	17,519
Income Taxes Paid	-	-

Supplemental Schedule Of Noncash Investing and Financing Activities

During the first quarter of 2002, the Company received equipment in the amount of $697,460, and assumed liabilities totalling $76,752 from ACS Construction Company in lieu of part of their outstanding obligations to the Company.

The Company received notes receivable in the amount of $845,00 relating to its sale of its subsidiary 'SECO of Indiana' during the third quarter of 2002.

CGI HOLDING CORPORATION, INC.
FOOTNOTES TO FINANCIAL STATEMENTS
MARCH 31, 2003

NOTES RECEIVABLE

The Company's Form 8-K filed April 7, 2003 in regard to GMP, L.L.C. is hereby incorporated by reference.

On April 1, 2003, the Company entered into an Agreement (the "GMP Note Restructuring Agreement") with GMP, L.L.C. ("GMP"), Safe Environment Corp. of Indiana ("SECO") and John Giura ("Giura"). Pursuant to the GMP Note Restructuring Agreement, among other things: (1) GMP and SECO agreed to use their best efforts to cause certain parties to sign an agreement pursuant to which an aggregate of $300,000 will be paid to the Company out of a certain escrow account established in regard to a SECO construction project located in St. Ann, Missouri (the "$300,000 From St. Ann Escrow Agreement"); (2) GMP and SECO agreed to use their best efforts to cause certain parties to sign agreements pursuant to which an aggregate of up to $200,000 will be paid to the Company in regard to a certain housing development in St. Charles, Missouri (the "$200,000 From St. Charles Housing Development Agreements"); (3) GMP agreed that the remaining monies due from GMP to the Company in regard to the purchase of the stock of SECO shall be paid by GMP to the Company as soon as practicable but in any event no later than July 31, 2003 (the "Remaining SECO Stock Payments"); and (4) the Company agreed that if GMP and SECO were to deliver the fully signed $300,000 From St. Ann Escrow Agreement and the fully signed $200,000 From St. Charles Housing Development Agreements, and if GMP timely makes the Remaining SECO Stock Payments, and if GMP and Giura are not in default of any of certain other obligations to the Company, then the principal amount of GMP's Promissory Note payable to the Company shall be reduced from $470,000 down to $337,495.09, of which $37,495.09 shall be paid by GMP to the Company as soon as practicable but in any event no later than July 31, 2003. To date, the following events have occurred in regard to the GMP Note Restructuring Agreement: (1) On May 7, 2003, the Company received the fully signed $300,000 From St. Ann Escrow Agreement; (2) On May 5, 2003, the Company received all but one of the $200,000 From St. Charles Housing Development Agreements, with the remaining agreement expected to be delivered to the Company later in May, 2003; and (3) As of May 8, 2003, the Remaining SECO Stock Payments equal $51,136.93.

NOTES PAYABLE

	March 31, 2003	March 31, 2002
M & T BANK This is a demand loan due 3/23/02. The maximum amount available is $100,000. Interest is paid at prime plus one floating. It is secured by the general assets of Websourced, Inc.	15,485	55,485
TOTAL LINE OF CREDIT	$15,485	$55,485
CIB Bank - This note has a due date of November 2, 2003 and is guaranteed by John Giura, a shareholder of the Company. The note provides for interest at 13.0% plus a 1.0% per month mezzanine fee.	200,000	-
The Thomas More Association Note payable due June 30, 2002 with an interest rate of 8.50%. Note is unsecured. Note was paid in full in April 2003	50,000	100,000
OTTO BARTH Note payable due June 30, 2002 with interest rate of 8.25%. Note is unsecured.	-	50,000
AUDREY LOVE Note payable due October 30, 2002 with an interest rate of 8.25%. This note is unsecured.	70,000	70,000
PAUL DOLL TRUST Note payable due June 1, 2002 with interest rate of 10.00%. This note is unsecured.	28,000	35,000
High Falls Development This note carries an interest rate of 11.50% and payments are being made monthly in the amount of $4,292.06.	108,221	145,134
Note Payable -Unicyn Note dated 2/14/01 and is for 36 months at $2,196.19 principal plus interest per month. Secured by equipment of Websourced, Inc.	19,642	48,763

Note Payable - American Express 36 month note dated August 2000. Interest rate is 14.50%. Note is unsecured	6,013	18,418
Roberti Jacobs Family Trust Note dated October 31, 2002 with a maturity date of April 28, 2003. Interest rate is 15% per annum, payable monthly	28,871	-
Roberti Jacobs Family Trust Note dated November 7, 2002 with a maturity date of April 28, 2003. Interest rate is 18% per annum, payable monthly	55,680	-
Roberti Jacobs Family Trust Note dated December 23, 2002 with a maturity date of December 15, 2003. Interest rate is 13% per annum, payable monthly. 1,000,000 warrants were issued with this note.	250,000	-
Roberti Jacobs Family Trust Note dated March 30,2003. Interest rate is 13% per annum, payable monthly.	50,000	-
TOTALS	$881,911	$522,801

LOAN FROM SHAREHOLDERS

The Company borrowed funds from shareholders to cover operating expenses. The total outstanding principal balance due as of March 31, 2003 was $48,276. The details of the balance on March 31, 2003 were as follows.

Pat Martin	48,276 -	No repayment terms. No interest paid or accrued.

PRESENTATION OF FINANCIAL STATEMENTS

The financial statements reflect all adjustments which are, in the opinion of management, necessary to present a fair statement of the results for the three months ended March 31, 2003 and 2002.

ITEM II

CGI HOLDING CORPORATION, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Financial Condition

Total assets at March 31, 2003 were $2,715,196, compared to $2,705,480 at March 31, 2002. Included in total assets from a year earlier were assets of discontinued operations in the amount of $1,281,439.

Total debt at March 31, 2003 was $2,118,070 compared to $2,442,985 at March 31, 2002 including debt from discontinued operations of $1,105,074.

After eliminating discontinued operations, total assets increased $1,291,155 and total debt increased $780,159 comparing March 31, 2003 to the same period a year ago.

Liquidity and Capital Resources

The Company experienced positive cash flow for the first quarter of 2003 in the amount of $28,971 resulting in a cash balance on March 31, 2003 of $97,916. The Company's cash balance on March 31, 2002 was $209,791.

The Company's working capital at March 31, 2003 still remains negative in the amount of ($586,732). The negative working capital increased during the quarter $38,222 from December 31, 2002 when it was ($548,510). Current assets at March 31, 2003 were $1,441,506 compared to December 31, 2002 of $1,171,657, an increase of $269,849. This increase in current assets was more than offset by an increase in current liabilities of $308,071 for the same period.

The Company faces a short-term liquidity problem in relation to the impending maturity of its $200,000 CIB Bank loan in November 2003, and in relation to certain other notes which have come due for payment. In order to remain solvent, the Company will likely be required to raise additional capital during the next six months.

During the past year the Company's Websourced subsidiary experienced disruption of its relationship with one of its credit card processing companies. This disruption has created a short-term liquidity issue for Websourced, which is continuing. In addition, price pressure from lower priced competitors has caused Websourced to restructure some of its pricing plans. The nation's troubled economy, as well as fears regarding the impacts of a possible war in Iraq, have also negatively impacted Websourced's business in 2002, and are expected to negatively impact Websourced's business in 2003.

Results of Operations

Sales for the first quarter of 2003 were $1,185,361 compared to the first quarter of 2002 of $894,186, an increase of $291,175 or 32.56%. Cost of sales increased $270,399 or 117.72%. This substantial increase in cost of sales was attributable to an approximate 50% increase in customer service staff, an increase in sales staff combined with increases in commission levels. It is the opinion of management that the commission level increase will create an incentive for greater sales volume. Gross profit for the first quarter was $688,531 compared to $664,499 for the same period last year, an increase of $24,032.

General and administrative expenses were $665,435 compared to $657,672 in 2002. Interest expense during the first quarter of 2003 was $22,575 compared to $17,520 for the first quarter last year.

Net income for the quarter was $586 compared to a net loss from continuing operations in the first quarter of 2002 of ($2,499,745). During the first quarter of 2002, the Company elected, in accordance with FASB 142, to write down existing goodwill of $2,367,041 as an asset impairment. The goodwill was associated with the Company's acquisition of Websourced, Inc. in March of 2001.

Net income per share for the first quarter of 2003 was $0.00 compared to a net loss of ($0.16) per share for the comparable quarter last year.

Cautionary Statement Regarding Forward-Looking Statements

Statements made in this document that express the Company's or management's Intentions, plans, beliefs, expectations or predictions of future events, are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are made pursuant to and in reliance on the safe harbor provisions of such sections. The words "believe", "expect", "intend", "estimate", "anticipate", "will" and similar expressions are intended to further identify such forward-looking statements, although not all forward-looking statements contain these identifying words. Those statements are based on many assumptions and are subject to many known and unknown risks, uncertainties and other factors that could cause the Company's actual activities, results or performance to differ materially from those anticipated or projected in such forward-looking statements, including risk factors summarized below. The Company cannot guarantee future results, levels of activity, performance or achievements and investors should not place undue reliance on the Company's forward-looking statements. The forward-looking statements contained herein represent the judgment of the Company as of the date of this document, and the Company expressly disclaims any intent, obligation or undertaking to update or revise such forward-looking statements to reflect any change in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statements are based.

Risk Factors

Factors that could cause the Company's actual activities and results of performance to differ materially from the Company's or management's intentions, plans, beliefs, expectations or predictions of future events include risks and uncertainties relating to the following:

The Company has lost money historically. The Company had net losses for the years ended December 31, 2002 and 2001. The Company's future operations may not be profitable. If the Company is not profitable in the future, the value of the Company's common stock may fall and the Company could have difficulty obtaining funds to continue its operations. The Company's balance sheet is weak. The Company lacks the capital to compete aggressively. The Company's growth is capital constrained.

The Company may not generate sufficient cash flow from operations to meet its current and future obligations. The Company's leverage is significant, and significant interest and principal payments will become due and payable during the next 12 months. The Company's corporate overhead is also significant. The Company may not be able to generate sufficient free cash flow from its operations to meet all of its current and future payments obligations. Any debt incurred to finance acquisitions will increase the Company's future payment obligations.

The Company needs to raise additional capital, which capital may not be available on acceptable terms or at all. The Company needs to raise additional funds, both for operating capital and for acquisitions. See the Company's Form 8-K filed on April 7, 2003, in regard to The Voice and Data Group, Inc. The Company may not be able to obtain the needed additional financing on favorable terms or at all. If the Company cannot raise capital on acceptable terms, the Company may not be able to: meet all of its current and future payment obligations; expand its existing Websourced, Inc. business; close its planned acquisition of The Voice and Data Group, Inc,; pursue other acquisition opportunities; enhance its infrastructure and leveragable assets; open new offices; hire, train and retain employees; or respond to competitive pressures or unanticipated requirements. The Company's failure to do any of these things could seriously harm the Company and the Company's stock.

The Company may not be able to negotiate, finance or close acquisitions. The Company intends to pursue one or more acquisitions of companies engaged in businesses that may or may not be similar to its Websourced, Inc. subsidiary. The Company may not be able to negotiate such acquisitions on acceptable terms or at all. If such acquisitions are successfully negotiated, the terms thereof may require the Company to incur additional indebtedness or issue equity. See the Company's Form 8-K filed on April 7, 2003, in regard to The Voice and Data Group, Inc. The Company may not be able to obtain such financing on acceptable terms or at all.

The terms and conditions of acquiring businesses could adversely affect the price of the Company's stock. In order to consummate acquisitions, the Company may be required to take action that could adversely affect the price of the Company's stock, such as issuing common stock, convertible preferred stock, convertible subordinated debt, or other equity-linked securities, potentially resulting in the dilution of existing shareholders or in other adverse effects upon existing shareholders(see the Company's Form 8-K filed on April 7, 2003, in regard to The Voice and Data Group, Inc.); undertaking a reverse stock split, expected to be in the range of 1-for-4(minimum) to 1-for-8(maximum)(see Item 5 below); changing the name, Board of Directors, or officers of the Company(see Item 5 below); entering into new lines of business; forming business combinations or strategic alliances with potential business partners; or taking other actions. Any one or more of these actions may adversely affect the Company and the Company's common stock.

The Company may be unable to successfully integrate acquired businesses. The Company may acquire other businesses in the future, which may significantly complicate the management of the Company. See the Company's Form 8-K filed on April 7, 2003, in regard to The Voice and Data Group, Inc. The Company may need to integrate widely dispersed operations with different corporate cultures, operating margins, competitive environments, computer systems, compensation schemes, business plans and growth potential. Such integration efforts may not succeed, or may distract the Company's management from servicing its existing clients. Any failure to manage acquisitions successfully could seriously harm the Company's operating results. Also, the acquisition costs could cause the Company's quarterly operating results to vary significantly.

The Company may experience difficulty in handling growth. The Company expects to grow both by hiring new employees and by servicing new business and geographic markets. The Company's growth will place a significant strain on the Company's management and on the Company's operating and financial systems. The Company's personnel, systems, procedures and controls may be inadequate to support the Company's future operations. In order to accommodate the increased size of the Company's operations, the Company will need to hire, train and retain appropriate personnel to manage the Company's operations. The Company will also need to improve its financial and management personnel, controls, reporting systems and operating systems.

The Company depends on the availability of skilled labor, which is difficult to attract and retain. The success of the Company's growth strategy will depend to a significant extent upon the Company's ability to attract, train and retain skilled operational, technical, financial, management, sales and marketing personnel. Competition for skilled personnel is intense. The Company may not be successful in attracting and retaining the personnel necessary to conduct the Company's business successfully. If the Company is unable to attract, hire, assimilate, and retain such personnel, it could have a material adverse effect on the Company's business, financial condition and results of operations. Moreover, even if the Company is able to expand its employee base, the resources required to attract and retain such employees may adversely affect the Company's operating margins.

The Company's growth heavily depends on its key personnel, the loss of whom would materially adversely affect the Company. The Company believes that its success will depend on the continued employment of its key personnel, including Gerard M. Jacobs, the CEO of the Company, Leonard Schmidt, the Vice President of the Company, and S. Patrick Martin, the CEO of the Company's Websourced, Inc. subsidiary. If one or more of the Company's key management personnel were unable of unwilling to continue their present positions, such persons would be very difficult to replace and the Company's business could be seriously harmed. In addition, the Company expects that until it is in a financial position to provide its key personnel with adequate cash compensation, the Company will find it necessary to offer such key personnel and the independent members of its Board of Directors compensation in the form of Company common stock and stock options. During 2003 this compensation is expected to include at least 3,200,000 shares of the Company's common stock and at least options to purchase an additional 3,200,000 shares of the Company's common stock at a purchase price (exercise price) of $0.13 per share. See Item 5 below. The issuance of these shares of common stock and options will result in the dilution of existing shareholders and could adversely affect the price of the Company's stock. In addition, if any of Websourced, Inc.'s key employees joins a competitor or forms a competing company, some of the Company's clients might choose to use the services of that competitor or new company instead of the Company's.

Weak general economic and business conditions may adversely affect the Company's revenues and operating margins. Weak general economic and business conditions, international tensions and wars, terrorism, and epidemics such as SARS, globally, nationally, regionally or locally, may have a significant adverse effect on the Company's revenues and operating margins.

The Company faces competition from bigger, more established competitors. Competition in technology service markets is intense. If the Company fails to compete successfully against current or future competitors, the Company's business, financial condition and operating results would be seriously harmed. Because relatively low barriers to entry characterize the Company's current and many prospective markets, the Company expects other companies to enter its markets. In addition, some of the Company's competitors may develop services that are superior to, or have greater market acceptance than, the services that the Company offers. Also, if the Company's market sectors appear attractive, then numerous existing companies that have greater financial and human resources may be expected to enter those markets. The superior financial and marketing resources of those potential competitors may provide a substantial advantage to those competitors over the Company.

The Company lacks long-term contracts with clients. Few if any of the Company's clients retain the Company under long-term contracts. As a result, the Company's revenues may be difficult to predict. Because the Company sometimes incurs costs based on expectations of future revenues, the Company's failure to predict future revenues accurately may seriously harm the Company's financial condition and results of operations.

There is a lack of brand awareness of the Company's services. Due to lack of marketing resources, the Company has not been able to develop any widespread awareness of the Company's brand name. Any increase in the Company's advertising and marketing expenditures could cause the Company's operating margins to decline. Moreover, the Company's brand may be closely associated with the business success or failure of some of the Company's Internet clients, some of who are pursuing unproven business models in competitive markets. As a result, the failure or difficulties of one of the Company's clients may damage the Company's reputation. If the Company fails to successfully promote and maintain the Company's brand name or incurs significant related expenses, the Company's operating margins and the Company's growth may decline.

A failure by the Company to meet client expectations could result in losses and negative publicity. Any failure to meet the Company's clients' expectations could result in: delayed or lost revenues due to adverse client reactions; requirements to provide additional services to clients at no charge; negative publicity regarding the Company and its services, which could adversely affect the Company's ability to attract or retain clients; and claims for damages against the Company, regardless of the Company's responsibility for such failure. The Company cannot be sure that its contracts will protect the Company from liability for damages in the event the Company is sued. Also, if the Company is sued, the legal fees involved in defending a lawsuit may exceed the amount of the claim in question.

The Company's success depends upon increased adoption of the Internet as a means for commerce. The Company's success depends heavily on the continued use and acceptance of the Internet as a means for commerce. The widespread acceptance and adoption of the Internet for conducting business is likely only in the event that the Internet provides businesses with greater efficiencies and improvements. If commerce on the Internet does not continue to grow, or grows more slowly than expected, the Company's business would be seriously harmed. Consumers and businesses may reject the Internet as a viable commercial medium for a number of reasons, including: Potentially inadequate network infrastructure; delays in the development of Internet enabling technologies and performance improvements; delays in the development or adoption of new standards and protocols required to handle increased levels of Internet activity; delays in the development of security and authentication technology necessary to effect secure transmission of confidential information; changes in, or insufficient availability of, telecommunications services to support the Internet; and failure of companies to meet their customers' expectations in delivering goods and services over the Internet.

Increasing government regulations or taxation could adversely affect the Company's business. The Company is affected not only by regulations applicable to businesses generally, but also by laws, regulations and taxes directly applicable to eBusiness. Although there are currently few such laws, regulations and taxes, state, federal and foreign governments may adopt a number of these laws, regulations and taxes. Any such legislation, regulation or tax could dampen the growth of the Internet and decrease its acceptance as a communications and commercial medium. If such a decline occurs, companies may decide in the future not to use the Company's services. This decrease in the demand for the Company's services would seriously harm the Company's business and operating results. Any new laws, regulation and taxes may govern, restrict, tax or affect any of the following issues: user privacy, the pricing and taxation of goods and services offered over the Internet; the content of websites; consumer protection; and the characteristics and quality of products and services offered over the Internet.

Issues exist in regard to The Voice and Data Group, Inc.'s proposed merger with the Company. While the Company remains hopeful that it can successfully close its planned merger with The Voice and Data Group, Inc., legislation recently enacted by the State of Illinois could adversely impact the competitive position of AT & T and its agents and strengthen the competitive position of SBC. This legislation could materially adversely impact the business of The Voice and Data Group, Inc., which has entered into a merger agreement with the Company. See the Company's Form 8-K filed on April 7, 2003, in regard to The Voice and Data Group, Inc. The Company is not currently in a position to determine the full impact of such legislation on the business prospects of The Voice and Data Group, Inc., but if such legislation does materially adversely impact the business of The Voice and Data Group, Inc., then the Company's planned merger with The Voice and Data Group, Inc. could be delayed or abandoned, or the terms of such planned merger may be re-evaluated by the Company. The terms of such planned merger may also be required to be amended depending upon the results of the audit of The Voice and Data Group, Inc. That audit has not been completed, and is not expected to be completed until certain issues relating to amount of The Voice and Data Group, Inc.'s accounts receivable have been resolved between The Voice and Data Group, Inc. and AT & T. Discussions between The Voice and Data Group, Inc. and AT & T in regard to such issues are continuing, and the Company cannot guarantee when they will be resolved on mutually acceptable terms, if at all.

Inability to protect the Company's intellectual property. The Company cannot guarantee that it can safeguard or deter misappropriation of the Company's intellectual property. In addition, the Company may not be able to detect unauthorized use of the Company's intellectual property and take appropriate steps to enforce the Company's rights. If former employees or third parties infringe or misappropriate the Company's trade secrets, copyrights, trademarks or other proprietary information or intellectual property, the Company's business could be seriously harmed. In addition, although the Company believes that their proprietary rights do not infringe the intellectual property rights of others, other parties may assert infringement claims against the Company or claim that the Company has violated their intellectual property rights. Such claims, even if not true, could result in significant legal and other costs and may be a distraction to the Company's management.

The Company's stock is illiquid. The Company's stock is extremely illiquid, typically with no shares trading for days at a time. Consequently, shareholders may find it difficult to sell their common stock in the Company, and the owners of potential acquisition target companies may find the Company's common stock to be unacceptable consideration in any proposed transaction.

A significant portion of the Company's stock is owned by insiders. The current directors and officers of the Company and its subsidiary Websourced, Inc., as a group, together with their affiliates, beneficially own a significant percentage of the Company's outstanding shares of common stock. Accordingly, these stockholders will have substantial influence over the Company's policies and management. Voting control over a significant portion of these stockholders' shares has been transferred, pursuant to irrevocable proxies, to Gerard M. Jacobs, the Company's President and CEO.

The Company has not paid dividends and does no expect to do so in the foreseeable future. The Company has not paid dividends since it inception and does not expect to in the foreseeable future, so the Company's stockholders will not be able to receive any return on their investment without selling their shares. The Company presently anticipates that all earnings, if any, will be retained for development of the Company's business. Any future dividends will be subject to the discretion of the Board of Directors and will depend on, among other things, the Company's future earnings, operating and financial condition, capital requirements, and general business conditions.

Segment Analysis

INDUSTRY SEGMENT
THREE MONTHS ENDED MARCH 31, 2003

	WORLDMALL	CGI	CONSOLIDATED
SALES	1,185,361	-	1,185,361
COST OF SALES	496,830	-	496,830
GROSS PROFIT	688,531	-	688,531
SELLING AND ADMINISTRATION	623,767	41,668	665,435
INCOME FROM OPERATIONS	64,764	(41,668)	23,096

OTHER INCOME (EXPENSE)

OTHER INCOME	-	-	-
INTEREST INCOME	-	65	65
INTEREST EXPENSE	(7,360)	(15,215)	(22,575)
TOTAL	(7,360)	(15,150)	(22,510)
INCOME BEFORE TAXES	57,404	(56,818)	586

INDUSTRY SEGMENT
THREE MONTHS ENDED MARCH 31, 2002

	WORLDMALL	CGI	CONSOLIDATED
SALES	894,186	-	894,186
COST OF SALES	229,687	-	229,687
GROSS PROFIT	664,499	-	664,499
SELLING AND ADMINISTRATION	595,061	62,611	657,672
INCOME FROM OPERATIONS	69,438	(62,611)	6,827
OTHER INCOME (EXPENSE)			
IMPAIRMENT OF ASSETS	(2,154,052)	(350,000)	(2,504,052)
OTHER INCOME	-	15,000	15,000
INTEREST INCOME	-	-	-
INTEREST EXPENSE	(15,607)	(1,913)	(17,520)
TOTAL	(2,169,659)	(336,913)	(2,506,572)
INCOME BEFORE TAXES	(2,100,221)	(399,524)	(2,499,745)

Item 3. CONTROLS AND PROCEDURES

The Company's chief executive officer has evaluated the effectiveness of the Company's disclosures, controls and procedures(as defined in Rule 13a-14(c) and 15d-14(c) of the Securities Exchange Act of 1934 as amended) as of a date within 90 days prior to the filing of this quarterly report and concluded that, as of the date of their evaluation, the Company's disclosure controls and procedures were effective to ensure that material information relating to the Company, including its consolidated subsidiary, is made known to him by others within that entity, particularly during the period in which this quarterly report is being prepared.

There have been no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective action with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

NONE

ITEM 2. CHANGES IN SECURITIES

NONE

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

NONE

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NONE

ITEM 5. OTHER INFOMRATION

ITEM 5 - OTHER INFORMATION

A special meeting of the Board of Directors of CGI Holding Corporation, a Nevada corporation (the "Corporation"), was held pursuant to Article III, Section 4 of the by-laws of the Corporation at 9:00 am CST on April 25, 2003, at the offices of the Corporation located at 300 N. Mannheim Road, Hillside, Illinois. John Giura, Chairman, and Gerard M. Jacobs attended the meeting in person. T. Benjamin Jennings attended the meeting by telephonic participation, as permitted by Article III, Section 4 of the Bylaws of the Corporation.

1. The following motion was made by Mr. Jacobs, seconded by Mr. Jennings, and passed unanimously:

Authorized Agent in Nevada
Be it resolved, that Article I of the By-Laws of the Corporation is hereby deleted and replaced with the following language:

ARTICLE I - OFFICES

The corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is: Incorp Services, Inc., 3675 Pecos-McLeod, Suite 1400, Las Vegas, Nevada 89121-3881. The corporation may have such offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require.

2. The following motion was made by Mr. Jacobs, seconded by Mr. Jennings, and passed unanimously:

Number of Directors

Be it resolved, that pursuant to Article III, Section 2 of the By-Laws of the Corporation, the number of directors of the Corporation is hereby expanded from three (3) to seven (7).

3. The following motion was made by Mr. Jacobs, seconded by Mr. Jennings, and passed unanimously:

Filling of Newly Created Directorships

Be it resolved, that pursuant to Article III, Section 8 of the By-Laws of the Corporation, the four newly created directorships of the Corporation are hereby filled by the appointment of the following individuals as directors of the Corporation whose terms shall commence on April 28, 2003:

James Held
S. Patrick Martin
Leonard Schmidt
Patrick Walsh

4. The following motion was made by Mr. Jacobs, seconded by Mr. Giura, and passed unanimously:

Chairman and Vice Chairmen

Be it resolved that T. Benjamin Jennings is hereby elected as Chairman of the board of directors of the Corporation, and John Giura and Leonard Schmidt are hereby elected Vice Chairmen of the board of directors of the Corporation.

5. The following motion was made by Mr. Jacobs, seconded by Mr. Jennings, and passed unanimously:

Number of Members on Committees

Be it resolved, that Article III, Section 13 of the By-Laws of the Corporation is hereby deleted and replaced with the following language:

> 13. EXECUTIVES AND OTHER COMMITTEES
>
> The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of two or more directors. Each such committee shall serve at the pleasure of the board.

6. The following motion was made by Mr. Jacobs, seconded by Mr. Giura, and passed unanimously:

Committees of the Board

Be it resolved, that pursuant to Article III, Section 13 of the By-Laws of the Corporation, the following committees of the board are hereby designated:

(1) Executive Committee, authorized to act on behalf of and with the full authority of the entire board of directors of the Corporation between meetings of the full board of directors:

Gerard M. Jacobs, Chairman
T. Benjamin Jennings
John Giura

(2) Audit Committee, authorized to act on behalf of and with the full authority of the entire board of directors of the Corporation in accordance with the Audit Committee Charter attached to the Minutes of this meeting of the board of directors:

T. Benjamin Jennings, Chairman
James Held
Patrick Walsh

(3) Compensation Committee, authorized to negotiate and recommend to the full board of directors the terms and conditions of executive compensation and reimbursement packages (salaries, bonuses, stock, options, warrants, insurance, and all other forms of executive compensation and reimbursements) for the senior executives of the Corporation and its subsidiaries:

T. Benjamin Jennings, Chairman
James Held
Patrick Walsh

7. The following motion was made by Mr. Jacobs, seconded by Mr. Jennings, and passed unanimously:

Officers

> Be it resolved, that Article IV, Section 1 of the By-Laws of the Corporation is hereby deleted and replaced with the following language:
>
> 1. NUMBER
>
> The officers of the corporation shall be a president and chief executive officer, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

8. The following motion was made by Mr. Jennings, seconded by Mr. Jennings, and passed unanimously:

Election of Officers

Be it resolved, that the following persons are hereby elected as officers of the Corporation, to serve until their successors are duly elected and qualify:

Gerard M. Jacobs - President and Chief Executive Officer, Treasurer, Secretary

Leonard Schmidt - Vice President

John Giura - Vice President

James Jennings - Assistant Secretary and general legal counsel

9. The following motion was made by Mr. Jennings, seconded by Mr. Giura, and passed unanimously:

Compensation of Officers

Be it resolved, that in recognition of the service that Gerard M. Jacobs has performed as President and CEO, Secretary and Treasurer of the Corporation during the period from December 17, 2001 through April 25, 2003, without salary, the Corporation hereby gives, grants and issues to Gerard M. Jacobs or his designee Three Million Two Hundred Thousand (3,200,000) shares of Common Stock of the Corporation. The officers of the Corporation are hereby instructed and directed to cause a certificate representing such stock to be distributed immediately upon the closing of the pending merger between the Corporation and The Voice and Data Group, Inc.

Be it further resolved, that as an inducement to Gerard M. Jacobs (President and Chief Executive Officer), Leonard Schmidt (Vice President), John Giura (Vice President), and any other officers of the Corporation to serve in such capacities, and also as an inducement to the independent members of the board of directors of the Corporation to serve in such capacity, the President and Chief Executive Officer of the Corporation is hereby authorized and instructed to allocate, grant and issue to one or more of such officers of the Corporation or their respective designees and to such independent members of the board of directors of the Corporation or their respective designees, in such respective amounts as he shall deem appropriate from time to time in light of all facts and circumstances subject to the approval of the Compensation Committee of the board of directors of the Corporation, options to purchase an aggregate of Three Million Two Hundred Thousand (3,200,000) shares of Common Stock of the Corporation, each of such options to be exercisable for a term of ten (10) years and at an exercise price (strike price) of Thirteen Cents ($0.13) per share, subject to appropriate adjustments for subsequent stock dividends, stock splits and other corporate events, and other terms and conditions typically contained in the Corporation's stock options. The officers of the Corporation are hereby instructed and directed to cause such stock options to be distributed immediately upon the closing of the pending merger between the Corporation and The Voice and Data Group, Inc.

Be it further resolved, the Corporation hereby agrees to provide James Jennings, when and if requested by him, the Corporation's standard health insurance package (currently via MLB Systems, Inc.) so long as James Jennings serves as Assistant Secretary of the Corporation (without charge) and as general legal counsel for the Corporation (on an as-needed basis, at reasonable hourly rates for such legal services).

10. The following resolution was made by Mr. Jacobs, seconded by Mr. Jennings, and passed unanimously:

Reverse Stock Split

Be it resolved, that Gerard M. Jacobs is hereby authorized to execute and deliver, in the name of and on behalf of the Corporation, all necessary or appropriate documents, and to cause the Corporation to take all such actions as shall be required to be performed or fulfilled by the Corporation, in order to effect a reverse split of the Common Stock of the Corporation, in the range of 1-for-4 (minimum) to 1-for-8 (maximum), such reverse split to become effective as of a date to be specified by the Executive Committee of the board of directors of the Corporation not earlier than the effective date of the merger between the Corporation and The Voice and Data Group, Inc.

11. The following resolution was made by Mr. Jacobs, seconded by Mr. Jennings, and passed unanimously:

Hiring of CEO Cast, Inc.

Be it resolved, that Gerard M. Jacobs is authorized and directed to cause the Corporation to retain CEO Cast, Inc. to perform investor relations on behalf of the Corporation for a three (3) month period, for a lump sum fee of Seven Thousand Five Hundred Dollars ($7,500).

12. The following resolution was made by Mr. Jacobs, seconded by Mr. Jennings, and passed unanimously:

General Authorization and Ratification of Officer Actions

Be it resolved, that the officers of the Corporation be, and each of them hereby is, authorized and directed to negotiate, execute and deliver, in the name and on behalf of the Corporation, such documents and to take such actions as may be necessary or desirable in their opinion in connection with the negotiation, execution and delivery of, and the consummation of, the transactions contemplated by each of the foregoing resolutions and all agreements contemplated therein; and Resolved further, that the acts of the officers of the Corporation in negotiating, executing and delivering all of the agreements contemplated by each of the foregoing resolutions and all agreements contemplated therein, and all matters related or incident thereto, be, and the same hereby are, in all respects ratified, confirmed and approved.

There being no further business, the meeting was adjourned at 10:10 am CST.

_/s/ Gerard M. Jacobs__
Gerard M. Jacobs, Secretary

Approval of foregoing minutes: _/s/ John Giura________
John Giura

_/s/ T. Benjamin Jennings
T. Benjamin Jennings

Attached: Audit Committee Charter

NONE

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) EXHIBITS

NONE

(B)REPORTS ON FORM 8-K

Reference is made to the Company's two Form 8-K's filed on April 7, 2003 in regards to The Voice and Data Group, Inc. and in regard to GMP, L.L.C.. These documents are incorporated by reference.

NONE

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 13th day of May, 2003.

CGI Holding Corporation

By: /s/ Gerard M. Jacobs

Gerard M. Jacobs
President, Chief Executive Officer,
Treasurer, Secretary

CERTIFICATION

I, Gerard M. Jacobs, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of CGI Holding Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which 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. I am 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. I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors:

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. I have indicated in this quarterly 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.

May 13, 2003

/s/ Gerard M. Jacobs
- ----------------------
Gerard M. Jacobs
President, Chief Executive Officer,
Treasurer and Secretary