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WORLD ENERGY SOLUTIONS, INC.

Form 8-K

April 06, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: April 5, 2006

WORLD ENERGY SOLUTIONS, INC.  
(Exact Name of Small Business Issuer in Its Charter)

Florida (State or other jurisdiction of Incorporation)	0-25097 (Commission File Number)	65-078-3722 (IRS Employer Identification No.)
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3900A 31st Street North, St. Petersburg, Florida (Address of principal executive offices)	33714 (Zip Code)
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Registrant's telephone number, including area code: 727-525-5552

Advanced 3-D Ultrasound Services, Inc.  
(Former Name or Former Address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 1 - REGISTRANT'S BUSINESS AND OPERATIONS

Item 1.01 Entry into a Material Definitive Agreement.

On April 3, 2006 World Energy Solutions, Inc. ("WES" or the "Company") entered into a Financial and Strategic Consulting Agreement (the "Agreement") with Gray Capital Partners, Inc. ("Gray Capital") of Atlanta, Georgia. Pursuant to the Agreement, Gray Capital will introduce the Company to prospective capital sources and actively assist the Company with negotiations regarding terms and structuring of equity capital financing, senior or sub-debt, convertible debt instruments and/or commercial credit lines. The purpose of securing the equity investments and debt financing is for use by WES in the execution of its business plan and acquisitions on a best efforts basis. The term of the Agreement is for a period of one year.

The Agreement provides Gray Capital will assist the Company with acquiring equity capital financing in amounts of up to ten million dollars (\$10,000,000.00). The Agreement also provides Gray Capital will assist the



By: /s/ Benjamin C. Croxton

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Benjamin C. Croxton  
Chief Executive Officer  
Chief Financial Officer