# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

# FORM 10-QSB

[X] QUARTERLY REPORT PUR SECURITIES ACT OF 1934	SUANT TO SECTION 13 or 15(d) OF THE
For the quarterly period ended	NOVEMBER 30, 2004

For the quarterly peri-	od ended	NOVEMBER 30,	2004
Commission File Nur	mber 	0-12305	
REPRO-	MED SYSTEMS	S, INC.	
(Exact name of reg	istrant as specific	ed in its charter)	
NEW YORK		13-3044880	
(State or other jurisdicti- incorporation or organiz	on of cation)	(IRS Employer Identification No	o.)
24 CARPENTER RO		, NY	10918
(Address of principal ex		(Zip Code)	
Registrant's telephone num	ber, including ar	ea code (845) 469	0-2042
Indicate by check mark wh to be filed by Section 13 or past 12 months (or for such file such reports), and (2) h past 90 days.  Yes ( X ) No ( )  Indicate the number of shar common stock, as of the late	15(d) of the Sec a shorter period that shorter period that shorter period that shorter than shor	urities Exchange A nat the registrant w o such filing requin	act during the as required to rements for the
Class	-	November 30, 2004	1
Common stock, \$.01 pa	r value	24,931,000 shares	
	MED SYSTEMS E OF CONTENT		
PART I		PAGE	
ITEM 1. Financial Stateme	ents		
Balance Sheet (Unauc February 29, 2004 (A			
Statements of Operation nine months ending N			
Statements of Cash F ending November 30,			
Notes to Unaudited F	inancial Stateme	nts	6
ITEM 2. Management's Di Financial Condition a			6

ITEM 1. Legal Proceedings 11
ITEM 2. Changes in Securities
ITEM 3. Defaults Upon Senior Securities
ITEM 4. Submission of Matters to a Vote of Security Holders
ITEM 5. Other Information
ITEM 6. Exhibits and Reports on Form 8-K
2 REPRO-MED SYSTEMS, INC. BALANCE SHEET
NOVEMBER 30, FEBRUARY 29, 2004 2004 ASSETS (UNAUDITED) (AUDITED)
CURRENT ASSETS
TOTAL CURRENT ASSETS
EQUIPMENT & OTHER ASSETS  Total Equipment
TOTAL EQUIPMENT & OTHER ASSETS
TOTAL ASSETS \$ 1,012,856 \$ 1,188,187
LIABILITIES & STOCKHOLDERS' EQUITY         CURRENT LIABILITIES         Accounts Payable
TOTAL CURRENT LIABILITIES 609,459 649,588
OTHER LIABILITIES  Long-Term Portion Capital Lease Obligations 13,306 24,846  Deferred Capital Gain Income
TOTAL LIABILITIES
STOCKHOLDERS' EQUITY Preferred Stock, 8% Cumulative \$.01 Par Value Authorized 2,000,000 Shares Issued & Outstanding 10,000 Shares (liquidation value \$100,000) 100 Common Stock, \$.01 Par Value, Authorized 50,000,000 Shares, 24,931,000 shares and 24,531,000 shares issued and outstanding at November 30, 2004 and February 29, 2004, Respectively 249,310 245,310 Additional Paid-in Capital 2,258,711 2,252,711 Accumulated Deficit (2,746,386) (2,529,583)

Treasury Stock at	
TOTAL STOCKHO	LDERS' EQUITY (380,265) (173,462)
TOTAL LIABILITI	ES & STOCKHOLDERS' EQUITY \$ 1,012,856 \$ 1,188,187
See Accor	mpanying Notes to Financial Statements
	3
<table></table>	REPRO-MED SYSTEMS, INC.
	STATEMENTS OF OPERATIONS UNAUDITED
<caption></caption>	UNAUDITED
	FOR THE 3 MONTHS ENDED FOR THE 9 MONTHS ENDED NOV 30, 2004 NOV 30, 2003 NOV 30, 2004 NOV 30, 2003
<s> SALES</s>	<c> <c> <c> <c> <c></c></c></c></c></c>
Net Sales of Product	s
COST AND EXPEN	ISES
Selling, General & Expenses	1
TOTAL COST AND	D EXPENSES 450,194 446,935 1,396,016 1,339,697
Non-Operating Incom	RATIONS (113,053) (66,772) (184,925) (150,339) me (Expense) (15,047) (9,133) (41,057) (25,511)
Interest & Other Inc	come 6,517 5 14,179 400
Remove this	(8,530) (9,128) (26,878) (25,111)
(LOSS) BEFORE IN	ICOME TAXES (121,583) (75,900) (211,803) (175,450)
Provision for Incon	ne Taxes 0 0 (1,000) (831)
NET (LOSS)	(\$ 121,583) (\$ 75,900) (\$ 212,803) (\$ 176,281)
NET (LOSS) PER C	OMMON SHARE
	(\$ 0.01) (\$ 0.01) (\$ 0.01) (\$ 0.01) (\$ 0.01) (\$ 0.01) (\$ 0.01)
Average Common S. Outstanding	hares
See A	accompanying Notes to Financial Statements
	4
ST	EPRO-MED SYSTEMS, INC. ATEMENTS OF CASH FLOWS R THE NINE MONTHS ENDED UNAUDITED

UNAUDITED

Treasury Stock at Cost ...... (142,000)

(142,000)

NOVEMBER 30, NOVEMBER 30, 2004 2004
CASH FLOWS FROM OPERATING ACTIVITIES  Net (Loss)
Depreciation and Amortization
NET CASH USED IN OPERATIONS (203,614) (17,965)
CASH FLOWS FROM INVESTING ACTIVITIES  Decrease in Security Deposit 23,500  Capital Expenditures
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES (31,173)

NET CASH FLOW PROVIDED BY FINANCING ACTIVITIES Notes Payable - President and Others ...... 100,000 Increase in Notes Payable to Related Parties .... --41,000 Preferred Stock Dividend ..... --(4,000)Payments, Increased Obligations on Capitalized Leases ...... (15,238) (23,885)

CASH FLOW PROVIDED BY FINANCING ACTIVITIES ....... 84,762 13,115

5,019

NET (DECREASE) INCREASE IN CASH ...... (150,025) 169 Cash and Cash Equivalents, beginning of period .... 219,682 Cash and Cash Equivalents, end of period ........ \$ 69,657 \$ 16,907

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Non-Cash Investing and Financing Activities:

Preferred Stock Dividend Payable ...... \$ 4,000

See Accompanying Notes to Financial Statements

5

REPRO-MED SYSTEMS, INC. NOTES TO THE FINANCIAL STATEMENTS

### BASIS OF PRESENTATION

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial statements and with instructions to Form 10-QSB. Accordingly, they do not include all of the information and disclosures required for annual financial statements. These financial statements should be read in conjunction with the financial statements and related footnotes for the year ended February 29, 2004 included in the Form 10-KSB for the year then ended.

In the opinion of the Company's management, all adjustments (consisting of

normal recurring accruals) necessary to present fairly the Company's financial position as of November 30, 2004, and the results of operations and cash flows for the three and nine month periods ended November 30, 2004 and 2003 have been included.

The results of operations for the nine-month period ended November 30, 2004, are not necessarily indicative of the results to be expected for the full year. For further information, refer to the financial statements and footnotes thereto included in the Company's Form 10-KSB as filed with the Securities and Exchange Commission for the year ended February 29, 2004.

In March, 2003, the Company negotiated with the landlord of its Chester, New York, facility to utilize \$27,500 of its security deposit (held by the landlord) to pay March and April, 2003, rent. The agreement provides for replenishment within 90 days. At the date of this filing, the security deposit had not been repaid.

#### STOCKHOLDERS' EOUITY/NOTES PAYABLE

During the quarter ended May 31, 2004, the company executed note agreements for \$100,000. In connection with the execution of those agreements, the Company is obligated to issue four shares of its common stock each year for each dollar of principal borrowed. The Company is obligated to issue 400,000 shares of its common stock under the agreements. As of November 30, 2004, 185,000 of these shares have been issued and the remaining 215,000 shares have been reflected as issued for financial statement purposes.

### PART I ITEM 2.

# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-QSB contains certain "forward-looking" statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) and information relating to us that are based on the beliefs of the management, as well as assumptions made by and information currently available. Our actual results may vary materially from the forward-looking statements made in this report due to important factors such as, recent operating losses, uncertainties associated with future operating results, unpredictability related to Food and Drug Administration regulations, introduction of competitive products, limited liquidity, reimbursement related risks, government regulation of the home health care industry, success of the research and development effort, market acceptance of FREEDOM60, availability of sufficient capital to continue operations and dependence on key personnel. When

6

used in this report, the words "estimate," "project," "believe," "anticipate," "intend," "expect" and similar expressions are intended to identify forward-looking statements. Such statements reflect current views with respect to future events based on currently available information and are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. These statements involve risks and uncertainties with respect to the ability to raise capital to develop and market new products, acceptance in the market place of new and existing products, ability to penetrate new markets, our success in enforcing and obtaining patents, obtaining required Government approvals and attracting and maintaining key personnel that could cause the actual results to differ materially. Repro-Med does not undertake any obligation to release publicly any revision to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

# THREE MONTHS ENDED NOVEMBER 30, 2004 VS. 2003

International sales of products in the RES-Q-VAC product line increased 42% quarter over quarter ended November 30, 2004. However, this was offset by continued softness in the domestic market where RES-Q-VAC sales declined 37.8%, resulting in a net increase of 0.1% in RES-Q-VAC sales, quarter over quarter. Sales in the other core product line, Freedom60, declined 13.6%. Sales in the non-core product lines, including Gyneco and OEM manufacturing, also declined. Overall, net sales for the quarter decreased 11.3% to \$337,141 in 2004 compared

to net sales of \$380,163 in 2003.

The majority (75%) of the decrease between 2003 and 2004 was the result of a severe decline in sales in the month of October. Based on discussions with our largest RES-Q-VAC distributor, we believe that this condition was experienced throughout the industry. There was a substantial rebound in sales by mid-November.

Gross profit remained nearly constant at 52.4% of net sales, compared to 52.9% of net sales in 2003.

Selling, general and administrative expense increased by \$21,751 in 2004 from \$237,012 in 2003 primarily as the result of increased sales and marketing expenditures, including direct mail, advertising and exhibitions at trade shows.

Research and development expenses remained nearly level, increasing slightly by \$380 from \$10,563 in 2003 to \$10,943 in 2004.

Interest expense increased 64.8% (\$5,914) due to an increase in loans obtained through the company's promissory note program.

Other Income increased by \$6,512 as the result of insurance refunds received for premiums paid in the previous fiscal year.

The net loss increased to \$121,583 in 2004 compared to a loss of \$75,900 in 2003 due to lower sales volume and slightly higher costs.

7

### NINE MONTHS ENDED NOVEMBER 30, 2004 VS. 2003

Net sales increased 1.8% to \$1,211,091 (2004) from \$1,189,358 (2003) for the nine-month period ending November 30. Supported by a 21.6% increase in international sales, over-all sales of the RES-Q-VAC increased 13.3% for the nine-months ended November 30, 2004 vs. the nine-months ended November 30, 2003. Sales of products in the Freedom60 line increased 6.2% during the same time period. Sales increases in the two core product lines were offset by a 45.1% decrease in non-core products, including Gyneco and OEM manufacturing.

Gross profit increased to 54.3% of net sales in 2004 from 53.0% in 2003.

Selling, general and administrative expense increased by \$38,545 in 2004 from \$689,454 in 2003 primarily as the result of increased sales and marketing expenditures, including direct mail, advertising and exhibitions at trade shows.

Research and development expenses increased \$1,615 from 2003 to 2004.

Depreciation and amortization expense increased by \$1,033 period over period as the result of equipment purchases during the past year.

Interest expense increased 60.9% (\$15,546) as a result of an increase in loans obtained through the company's promissory note program.

Other income increased \$13,779, period over period, largely as the result of refunds of insurance premiums paid in a prior fiscal year and the reduction of an accrued, but unpaid, expense incurred in a prior fiscal year.

The net loss increased to \$212,803 in for the nine-months ended November 30, 2004, compared to a loss of 176,281 in the same period of 2003.

## LIQUIDITY AND CAPITAL RESOURCES

During June 2000, we negotiated a \$200,000 line of credit with M&T Bank that is guaranteed by the President and one of the directors. As of November 30, 2004, \$198,581 has been advanced on the line of credit. Although the line expired on June 30, 2002, the bank verbally extended the line through June 30, 2003. We are requesting the bank to extend the line for another six months. We have not received a demand for repayment of the loan and continue to make interest payments.

Commencing in mid-February, 2004, we started raising capital from a promissory note and stock offering which raised \$225,000 by the end of the fiscal year ended February 29, 2004. This five-year promissory note pays 2% over prime plus

four shares of common stock per year for every year the loan is in place. We received an additional \$100,000 under the same program in the first quarter of fiscal year 2005. Another \$25,000 was raised in the first quarter of 2003 under similar terms.

We continue to work towards improving cash flow and have several opportunities to improve sales of our key products, RES-Q-VAC and FREEDOM60. We have expanded our sales efforts in several areas.

۶

#### **RES-Q-VAC**

We have added several features to the RES-Q-VAC which make the product much more interesting not only in the current markets but in several new markets as well. The first of these improvements is the addition of FULL STOP PROTECTION (FSP) to the RES-Q-VAC, which protects the users from any contamination from overflow and traps all pathogens inside the suction container. This feature is also a requirement of the Occupational Safety and Health Administration under OSHA 29CFR 1910.1030 - Occupational Exposure to Bloodborne Pathogens. The RES-Q-VAC is the only hand-held non-electric suction system with sterile catheters for infants, large catheters for adults, and meets the intent of the OSHA requirements with the FSP device. The Company has received a letter from OSHA confirming that the Full Stop Protector falls under the engineering controls of the Bloodborne Pathogen regulation and therefore would be required by any employer of medical personnel to protect their employees from potentially infectious materials. The Centers for Disease Control in Atlanta have issued guidelines for medical personnel for the treatment of patients with SARS which include the recommendation to employ suction devices containing HEPA type filtration on the output to prevent the spread of this disease. We believe RES-Q-VAC is the only hand-held portable suction system which meets this requirement.

We have also added new sturdier connectors to our pediatric catheters, which allow them to connect directly to the adult containers with FSP. These connectors allow pediatric suctioning with the benefit of the full protection FSP device as well as with sterile catheters. These improved features come at a lower cost for the user, and a more compact kit for easier transport. Many infants are born with contagious diseases and the new system eliminates this concern among paramedics during an emergency delivery. The adult large bore yankuer is also fitted with an improved connector, for easier changeability and convenience.

We have begun upgrading our RES-Q-VAC distribution channels by selecting key distributors to work with as master distribution outlets. The domestic emergency medical market has softened due to a decrease in Federal reimbursement to state and city regional areas. We have concluded that we can have more effective market penetration with major master distributors who will have much greater sales volume and be able to better support our products. In the domestic market, there are currently two major distributors who have expressed interest in working with us in this capacity, and we are moving aggressively towards finalizing these arrangements.

We are also moving to consolidate international RES-Q-VAC distribution, as well, by selecting one or two master distributors in each country. We already have master distribution in Norway, Sweden, Denmark, Iceland, Finland, Estonia, Latvia, and Lithuania. We are currently negotiating single-point distribution in Italy and the United Kingdom. We believe that one main distributor will be more predisposed to advertising, promotion, and building the product franchise in each market. In return, we will be able work more closely with the distributors and be able to hold them accountable for the sales in each region.

We have begun a major sales effort into the nursing home market for the RES-Q-VAC. The features of Full Stop Protection to meet OSHA requirements, sterile catheters, and the ability of RES-Q-VAC to work during extended power outages, have created a receptive market, especially in regions which recently have had major power outages, such as Florida with the recent hurricanes and the blackout in the Northeast. Patients on ventilators, tracheotomy patients, elderly with swallowing disorders, stroke, heart attack, choke victims--all may

9

life saving. This includes locations such as dining rooms, recreations areas, transportation and outdoor activities, among others.

In the third quarter we began advertising as well as an extensive mail and telephone marketing program to introduce RES-Q-VAC to the nursing home market. After a one-time mailing to seven states, we have received more than 100 direct responses, with several being national and regional accounts involving potentially hundreds of additional nursing homes, and resulting in a number of new customers during the past several weeks. We plan to continue the mail and telemarketing to the greatest extent possible with our resources.

Additional new markets we have recently sold into include schools, and hospital-based respiratory centers. We plan mailings into those markets, as well. In the school market, we have been informed that any school with a swimming pool is normally required to have suction equipment available. In addition, many schools are installing automatic electronic defibrillators (AED's) for which suction is mandatory in more than 50% of uses for this device. Our mailings to nursing homes also resulted in some interest by respiratory centers, and we believe there may be additional sales opportunities in this market.

#### FREEDOM60

We recently joined the National Home Infusion Association (NHIA) and begun a mailing and telemarketing to all their members. This effort has resulted in several new customers including a large heath maintenance service in Utah, two centers of a national provider of intravenous services to children, one large health insurance carrier and one of largest providers of infusion services in North Florida. The decrease in reimbursement continues to encourage home health care providers to seek out effective lower cost infusion systems. We have new trials for Freedom60 in progress and a number of new leads have been generated from the recent mailings. We also have begun video conferencing to provide easier, faster and more cost-effective in-servicing and training for the Freedom60.

### TRADE SHOWS

We continue to support our products at several trade shows. In October, we exhibited at EMS Expo in Atlanta, Georgia. In November, we exhibited at Medica in Dusseldorf, Germany, the world's largest medical products trade show. In February, 2005, we are scheduled to exhibit at the annual National Home Infusion Association conference in New Orleans, followed by an exhibition at EMS Today in Philadelphia in March, 2005. In June, 2005, we will be exhibiting at AMBEX, a large medical show in the United Kingdom.

#### **OTHER**

Our distributor in Europe, Gama Sanitos, is actively engaged in establishing the Freedom60 as the device of choice for the treatment of post-operative pain control throughout Europe. We continue to explore the potential of this application in the domestic market. We are jointly developing several new products with Gama Sanitos which will enhance the marketability of the FREEDOM60. We continue to look at developing an elastomeric pump which can be used for antibiotics, pain, and KVO (Keep Vein Open) therapy. We believe that for certain applications requiring more fluid volume than 60ml, and for KVO therapy combined with the FREEDOM60, an elastomeric pump will broaden our infusion products line offerings and improve sales.

10

Our Freedom60 Syringe Infusion System is in the process of being evaluated by the Bath Institute of Medical Engineering (BIME) in the United Kingdom for eventual sale in that market. We have also added new RES-Q-VAC distributors in several countries including Croatia, Dubai, Turkey, Hong Kong and China as a result, in part, of our presence at the Medica trade show in Dusseldorf, Germany, and our ongoing international sales efforts.

We continue to pursue capital investment through debt or equity to increase our marketing and sales efforts, and to enhance our existing products and add to product lines.

#### ITEM 1. LEGAL PROCEEDINGS

The Company is neither a party to any material litigation, nor to the knowledge of the officers and directors of the Company, is there any material litigation threatened against the Company.

However, It has been brought to management's attention that one of the company's German distributors has commenced selling a copy, manufactured in China, of our basic RES-Q-VAC. The distributor has offered to negotiate a legal settlement in this matter. If a mutually acceptable agreement cannot be reached, we will consider litigation as an option.

Although we believe that the Chinese copy is inferior in quality and lacks Full Stop Protection, it is being offered at a lower price and could adversely affect our sales in international markets.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

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

No matters were submitted to a vote of security holders of the Company during the quarter ended November 30, 2004.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) Exhibits
- 31.1 Certification of Chief Executive Officer and Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- (b) Reports on Form 8-K

None

11

### 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.

REPRO-MED SYSTEMS, INC.

/s/ Andrew I. Sealfon

January 14, 2005

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Andrew I. Sealfon, President, Treasurer, Chairman of the Board, Director, and Chief Executive Officer

#### EXHIBIT 31.1

# CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

- I, Andrew I. Sealfon, certify that:
  - 1. I have reviewed the Form 10-QSB of Repro-Med Systems, Inc. (the "Report");
- 2. Based on my knowledge, this 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 report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- 4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- 5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: January 14, 2005

/s/ Andrew I. Sealfon Andrew I. Sealfon Chief Executive Officer and Principal Financial Officer

#### EXHIBIT 32.1

# CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Repro-Med Systems, Inc. (the "Company") on Form 10-QSB for the period ending November 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Andrew I. Sealfon, Chief Executive Officer and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Andrew I. Sealfon Andrew I. Sealfon Chief Executive Officer and Principal Financial Officer

January 14, 2005