

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

ENVIRO VORAXIAL TECHNOLOGY INC
Form 10QSB
November 15, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB
(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2004

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to_____.

Commission File Number: 0-27445

Enviro Voraxial Technology, Inc.

(Exact name of Small Business Issuer as specified in its Charter)

IDAHO

82-0266517

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

821 NW 57th Place, Fort Lauderdale, Florida 33309

(Address of principal executive offices)

(954) 958-9968

(Issuer's telephone number)

(Former Name, former address and former fiscal year, if changed
since last Report.)

Check mark whether the Issuer (1) has filed all reports required to be filed by
Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the past 12
months (or for such shorter period that the registrant was required to file such
reports), and (2) has been subject to such filing requirements for the past 90
days. Yes No

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: September 30, 2004, we had 17,676,402
shares of our Common Stock outstanding.

Transitional Small Business Disclosure Format (Check one): Yes No

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

INDEX

PART I. CONSOLIDATED CONDENSED FINANCIAL INFORMATION

Item 1. Consolidated Condensed Financial Statements.....

Basis of Presentation.....

Consolidated Condensed Balance Sheet (unaudited) - September 30, 2004.....

Consolidated Condensed Statements of Operations (unaudited) for the
Three and Nine months Ended September 30, 2004 and 2003.....

Consolidated Condensed Statements of Cash Flows (unaudited) for the Nine
Months Ended September 30, 2004 and 2003.....

Notes to Consolidated Condensed Financial Statements.....

Item 2. Management's Discussion and Analysis and Plan of Operation.....

Item 3. Controls and Procedures.....

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.....

Item 2. Changes in Securities and Small Business Issuer Purchases of Equity Securities.....

Item 3. Default Upon Senior Securities.....

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

Item 5. Other Information.....

Item 6. Exhibits and Reports on Form 8-K.....

Signatures

PART I. CONSOLIDATED FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements (unaudited)

Basis of Presentation

The accompanying unaudited consolidated financial statements of Enviro Voraxial Technology, Inc. (the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Article 10 of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation (consisting of normal recurring accruals) have been included. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Operating results for the three-month period ended September 30, 2004 are not necessarily indicative of the results that may be expected for the year ending December 31, 2004. For further information, refer to the consolidated financial statements and footnotes for the year ended December 31, 2003 found in the Company's Form 10-KSB.

The Company may be unable to continue as a going concern, given its limited operations and revenues and its significant losses to date. Since 2001, the Company has encountered greater expenses in the development of its Voraxial(TM) Separators and has had limited sales income for the Voraxial(TM) Separators from this development. Consequently, the Company's working capital may not be sufficient and its operating costs may exceed those experienced in prior years. In light of these recent developments, the Company may be unable to continue as a going concern. However, the Company believes that the exposure received in the past year for the Voraxial(TM) Separator has positioned the Company to generate sales which may supply it with sufficient working capital.

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

3

ENVIRO VORAXIAL TECHNOLOGY, INC.
CONSOLIDATED CONDENSED BALANCE SHEET
(Unaudited)

ASSETS

	September 30, 2004 ----
Current Assets:	
Cash and cash equivalents	\$ 440,000
Inventory	70,000
Prepaid Insurance	8,000
Prepaid consulting fees	46,000
Other current assets	5,000

Total current assets	569,000
Property, plant and equipment, net	38,000
Other assets	5,000

	\$ 612,000 =====

LIABILITIES

Current Liabilities:	
Current portion of obligations under capital	\$ 2,000
Deposits from customers	5,000
Accounts payable and accrued expenses	101,000

Total current liabilities	108,000
Commitments and Contingencies	
Stockholders' Deficit:	
Capital stock, par value \$.001 par value;	
Common stock, authorized 42,750,000 shares, 17,676,402 shares issued and outstanding	18,000
Additional paid-in capital	4,906,000
Deferred Compensation	(15,000)
Accumulative Deficit	(4,405,000)

Total Stockholders' Deficit	504,000

Total Liabilities and Stockholders' Deficit	\$ 612,000 =====

ENVIRO VORAXIAL TECHNOLOGY, INC.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended September 30,		For the
	2004	2003	Ended Se
	----	----	----
Net sales			
Product	\$ --	\$ --	\$ 1,000
Rental Income	2,000	--	13,000
	-----	-----	-----
	2,000	--	14,000
Cost of goods sold	--	--	--
Product	--	--	--
	-----	-----	-----
Gross profit	2,000	--	14,000
	-----	-----	-----
Other (income) and expenses:			
Research and development	179,000	220,000	482,000
General and administrative	175,000	133,000	877,000
Interest expense	5,000	1,000	11,000
	-----	-----	-----
Total costs and expenses	359,000	354,000	1,370,000
	-----	-----	-----
Net Loss	\$ (357,000)	\$ (354,000)	\$ (1,356,000)
	=====	=====	=====
Basic and diluted (loss) per common share	\$ (.02)	\$ (.02)	\$ (.08)
	=====	=====	=====
Weighted average number of common shares outstanding	17,662,815	14,737,313	16,640,367
	=====	=====	=====

ENVIRO VORAXIAL TECHNOLOGY, INC.
 CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
 (UNAUDITED)

	For the Nine Ended September 2004 ----	
Cash flows from operating activities:		
Net Loss	\$ (1,356,000)	\$
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	8,000	
Deferred Compensation	337,000	
Amortization of equity for services	110,000	
Stock issued for services rendered	6,000	
Changes in:		
Accounts receivable	--	
Inventory	--	
Prepaid Insurance	(8,000)	
Deposits from customers	5,000	
Accounts payable and accrued expenses	(120,000)	
	-----	-----
Net cash used in operating activities	(1,018,000)	
	-----	-----
Cash flows from financing activities:		
Net proceeds from issuance of common stock	1,071,000	
Notes payable - Placement Agent	250,000	
Payments of obligations under capital leases	(13,000)	
	-----	-----
Net cash provided by financing activities	1,308,000	
	-----	-----
Increase (Decrease) in cash and cash equivalents	290,000	

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

Cash and cash equivalents, beginning of period	150,000	
	-----	---
Cash and cash, equivalents, end of period	\$ 440,000	\$
	=====	==
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 11,000	\$
Common stock for services	\$ 145,000	
Options issued in settlement of accrued expenses	\$ 370,000	
Conversion of notes payable to Placement Agent To common stock	\$ 250,000	

6

ENVIRO VORAXIAL TECHNOLOGY, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE A - ORGANIZATION AND OPERATIONS

Enviro Voraxial Technology, Inc. (the "Company") is the owner and manufacturer of the patented Voraxial(TM) Separator. The Voraxial(TM) Separator is a continuous flow turbo machine that separates a mixture of fluids or fluids and solids at extremely high flow rates while achieving very high levels of purity through the utilization of a strong centrifugal force or vortex. The scalability, efficiency and effectiveness of the Voraxial(TM) Separator make the technology universal to any industry requiring the separation of liquids and/or liquids and solids, regardless of the quantity needed to be processed. Prior to 1999, the Company performed contract-manufacturing services to the aerospace and automotive industries through the operation of its high precision engineering machine shop, which designed, manufactured and assembled specialized parts and components. Since 1999, the Company has been focusing its efforts on developing and marketing the Voraxial(TM) Separator. The Company is focusing its efforts on a few key opportunities, including wastewater, grit/sand separation, oil-water separation, exploration and production, marine/oil-spill clean up, bilge and ballast treatment and manufacturing and food processing waste treatment markets.

The Company may be unable to continue as a going concern, given its limited operations and revenues and its significant losses to date. Since 2001, the Company has encountered greater expenses attributed to the development of the Voraxial(TM) Separator and have had limited sales revenues from this development. Consequently, the Company's working capital may be insufficient and

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

its operating costs may exceed those experienced in prior years. In light of these recent developments, the Company may be unable to continue as a going concern. However, the Company believes that the exposure received in the past year for the Voraxial(TM) Separator has positioned the Company to generate sales and that will provide it with sufficient working capital. The Company intends to fund current working capital requirements through third party financing, including the private placement of securities. However, the Company cannot provide any assurances that it will be able to obtain adequate financing. If the Company is unable to obtain adequate financing, it may reduce its operating activities until sufficient funding is secured or revenues are generated to support operating activities.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Principles of consolidation:

The consolidated financial statements as of September 30, 2004 include the accounts of the parent company, Enviro Voraxial Technology, Inc., and its wholly owned subsidiary, Florida Precision Aerospace, Inc. All significant intercompany accounts and transactions have been eliminated.

[2] Cash and cash equivalents:

The Company considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents.

7

ENVIRO VORAXIAL TECHNOLOGY, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[3] Property, plant and equipment:

Property, plant and equipment are stated at cost. The cost of maintenance and repairs is charged against results of operations as incurred. Depreciation is computed by the straight-line method over the estimated economic useful life of the assets (5 - 20 years).

[4] Net loss per share:

Basic and diluted loss per share has been computed by dividing the net loss available to common stockholders by the weighted average number of common shares outstanding. The warrants and options have been excluded from the calculation since it would be anti-dilutive. Such equity instruments may have a dilutive effect in the future and include the following potential common shares:

Warrants	5,589,368
Stock options	3,679,666

	9,269,034
	=====

[5] Inventory:

Inventory, which consists of components for the Voraxial(TM) Separator, is priced at lower of first-in, first-out cost or market. Inventory includes

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

components held by third parties in connection with pilot programs.

As indicated in Note B [6], a significant estimate involves the value of the Company's inventory. The value of the inventory was reduced to estimated market value in prior periods. As this inventory is reduced through product sales, the Company may experience profit margins in excess of what normally may be expected to be achieved.

[6] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amount of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ. A significant estimate involves the value of the Company's inventory.

[7] Income taxes:

Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at year-end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary, to reduce deferred tax assets to the amount expected to be realized.

8

ENVIRO VORAXIAL TECHNOLOGY, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[8] Research and development expenses:

Research and development costs are expensed as incurred.

[9] Revenue recognition:

The Company recognizes contract revenue when earned. Revenues from Voraxial(TM) Separators for non-pilot programs are earned when shipped. Shipments to third parties in connection with pilot programs are not recognized as revenue and such components are included in inventory as of September 30, 2004.

[10] Fair value of financial instruments:

Obligations under capital leases approximate fair value as the interest rates applicable to these debt instruments are comparable to quoted market prices for similar leases.

[11] Interim financial statements:

Financial statements as of September 30, 2004 are unaudited but in the opinion of management the financial statements include all adjustments consisting of normal recurring accruals necessary for a fair presentation of financial position and the comparative results of operation. Results of operations for interim periods are not necessarily indicative of those to be achieved or expected for the entire year.

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

[12] Stock-based compensation:

The Company accounts for stock-based employee compensation under Accounting Principles Board ("APB" Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. The Company has adopted the disclosure-only provisions of Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation" and SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure," which was released in December 2002 as an amendment to SFAS No. 123. The following table illustrates the effect on net loss and loss per share if the fair value based method had been applied to all awards.

	Three months ended 2004 ----	September 30, 2003 ----	Nine months 2004 ----
Reported net loss	\$ (357,000)	\$ (354,000)	\$ (1,356,000)
Stock-based employee compensation expense included in reported net loss, net of related tax effects	-0-	6,000	146,000
Stock-based employee compensation determined under the fair value based method	(5,000)	(8,000)	(201,000)
Pro forma net loss	\$ (362,000) =====	\$ (356,000) =====	\$ (1,411,000) =====
Basic and diluted loss per common share:			
As reported	\$ (.02) =====	\$ (.02) =====	\$ (.02) =====
Pro forma	\$ (.02) =====	\$ (.02) =====	\$ (.02) =====

9

ENVIRO VORAXIAL TECHNOLOGY, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[13] Recent Accounting Pronouncements:

In December 2003, the FASB issued interpretation No. 46R, "Consolidation of Variable Interest Entities," in an effort to expand upon and strengthen existing accounting guidance that addresses when a company should include in its financial statements the assets, liabilities and activities of variable interest entities, including special-purpose entities or off-balance sheet structures. The consolidation requirements of FIN No. 46R have a variety of implementation dates. The impact of FIN No. 46R on the Company's financial position and results of operations was not material.

NOTE C-EQUITY TRANSACTIONS

As of September 30, 2004 the Company sold an aggregate of 1,935,000 units in a private placement offering resulting in gross proceeds of approximately \$1,451,000. The Company issued 1,935,000 common shares and issued 1,935,000 warrants to purchase common stock at \$1.00 per share. In addition, the Notes Payable (see Note D) was converted into 333,333 common shares and 333,333 warrants to purchase common stock at \$1.00 per share. The placement agent also received 265,250 warrants exercisable at \$0.75 per share and 265,250 warrants exercisable at \$1.00 per share.

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

In January 2004, the Company issued 170,000 shares of common stock to a consultant resulting in those shares having a value of \$138,000. This value will be amortized over the life of the consulting agreement, one year.

Also in January 2004, the Company sold 61,666 common shares and 61,666 warrants to purchase common shares at \$1.00 for proceeds of \$37,000.

On January 15, 2004, the Company issued options to purchase an aggregate of 1,394,666 shares of our common stock to our chief executive officer and two employees in consideration for such individuals converting accrued salaries in the aggregate amount of \$370,000 to equity in our Company. Options to purchase 697,333 shares of our common stock are exercisable at \$0.60 and options to purchase 697,333 shares of our common stock are exercisable at \$1.00. The options are exercisable for a period of five years commencing January 15, 2004. The fair market value of the options issued as settlement of the accrued salaries resulted in an additional compensation charge of approximately \$191,000. The stock options issued with an intrinsic value resulted in deferred compensation charge of approximately \$140,000.

In February 2004, the Company issued 30,000 options at an exercise price of \$0.71, as consideration for joining the advisory committee. This resulted in a charge to earnings of \$19,000 as of March 31, 2004.

On June 30, 2004, the Company issued 7,100 shares of common stock for services performed, which were valued at \$5,700.

NOTE D- NOTES PAYABLE

During January and February 2004, the Company issued convertible notes amounting to \$250,000. These notes bear interest at 8% and are due on December 31, 2004. The notes are convertible at a price of \$.75 per share and one warrant to purchase one share of common stock at \$1.00 per share. The notes are automatically convertible pursuant to the terms of a private placement initiated

10

in March 2004 and were converted pursuant to the terms of such private placement in May 2004. (See Note C.)

Item 2. Management's Discussion and Analysis of Financial Condition and Plan of Operations

General

Forward-Looking Statements:

The following discussion of the financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes thereto. The following discussion contains forward-looking statements. Enviro Voraxial(TM) Technology is referred to herein as "the Company", "we" or "our." The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions are intended to identify "forward-looking statements". Such statements include those concerning our expected financial performance, our corporate strategy and operational plans. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of risks and uncertainties. Statements made herein are as of the date of the filing of this Form 10-QSB with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. Unless otherwise required by applicable law, we do not undertake, and we specifically disclaim any obligation, to update any forward-looking statements to reflect occurrences, developments, unanticipated

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

events or circumstances after the date of such statement.

Application of Critical Accounting Policies

The Company's consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Certain accounting policies have a significant impact on amounts reported in the financial statements. A summary of these significant accounting policies can be found in Note B to the Company's financial statements in the Company's 2003 Annual Report on Form 10-KSB. The Company has not adopted any significant new policies during the quarter ended September 30, 2004.

Among the significant judgments made in preparation of the Company's financial statements are the determination of the allowance for doubtful accounts and adjustments of inventory valuations. These adjustments are made each quarter in the ordinary course of accounting.

Three Months ended September 30, 2004 and 2003

Net Sales

Our net sales increased to \$2,000 for the three months ended September 30, 2004 as compared to no sales for the three months ended September 30, 2003. Revenues relate to customers renting Voraxial(TM) Separators for evaluation and trials. The Company is implementing a sales and marketing program for the Voraxial(TM) Separator that management believes will result in an increase in revenues in 2004.

Research and Development expenses

Research and Development expenses decreased by 19% to \$179,000 for the three months ended September 30, 2004, down from \$220,000 for the previous three months ended September 30, 2003. Although the Company has finalized the development of the Voraxial(TM) Separator, we are continuing expenditures for specific industry applications for the technology.

11

General and Administrative expenses

General and Administrative expenses increased by 32% to \$175,000 for the three months ended September 30, 2004 up from \$133,000 for the three months ended September 30, 2003. The increase was primarily due to the expense associated with 170,000 shares of common stock issued to a consultant resulting in those shares having a value of \$138,000 and being amortized over one year (term of the consulting agreement). General and administrative activities supporting the Voraxial Separator were also intensified in 2004.

Nine Months ended September 30, 2004 and 2003

Net Sales

Our net sales increased to \$14,000 for the nine months ended September 30, 2004 as compared to 3,000 for the nine months ended June 30, 2003. Revenues relate to customers renting Voraxial(TM) Separators for evaluation and trials. The Company is implementing a sales and marketing program for the Voraxial(TM) Separator that management believes will result in an increase in revenues in 2004.

Research and Development expenses

Research and Development expenses increased by 27% to \$482,000 for the nine months ended September 30, 2004, up from \$380,000 for the previous nine months

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

ended September 30, 2003. Although the Company has finalized the development of the Voraxial(TM) Separator, we increased expenditures for specific industry applications for the technology.

General and Administrative expenses

General and Administrative expenses increased by 60% to \$877,000 for the nine months ended September 30, 2004 up from \$549,000 for the nine months ended September 30, 2003. The increase of \$328,000 or 60% related primarily to the issuance of employee stock options to settle previously accrued salaries and 170,000 shares of common stock issued to a consultant resulting in those shares having a value of \$138,000.

Liquidity and capital resources

For the nine months ended September 30, 2004 our working capital has increased by \$842,000 from December 31, 2003 to \$453,000. This increase was represented by an increase in cash of \$290,000, an addition of prepaid insurance of \$8,000, an addition of prepaid consultant fees of \$46,000 and a decrease in other current liabilities of \$498,000. Accrued salaries payable by the Company were reduced by approximately \$764,800 as three employees of the Company agreed to convert \$370,000 in accrued salaries for options to purchase an aggregate of 1,394,666 shares of the Company's common stock. In addition, approximately \$313,300 of current salaries and accrued salaries were paid in cash. Options to purchase 697,333 of those shares of the Company's common stock are exercisable at \$0.60 per share and the balance of options to purchase 697,333 shares are exercisable at \$1.00 per share. The options are exercisable for a period of five years commencing January 15, 2004.

Operating at a loss for the nine months ended September 30, 2004, negatively impacted our cash position. We anticipate that we will begin generating revenues and positive cash flow from the Voraxial(TM) Separator by the end of 2005. To the extent such revenues and corresponding cash flows do not materialize, we will require infusion of capital to sustain our operations. We cannot be assured that we will generate revenues or that the level of any future revenues will be self sustaining. Furthermore, we cannot provide any assurances that required

12

capital will be obtained or that terms of such required capital may be acceptable to us.

The Company intends to fund current working capital requirements through third party financing, including the private placement of securities. However, the Company cannot provide any assurances that it will be able to obtain adequate financing. If the Company is unable to obtain adequate financing, it may reduce its operating activities until sufficient funding is secured or revenues are generated to support operating activities.

In the beginning of 2004, we closed a private placement which commenced in 2003. Under the private placement we received proceeds of \$37,000 from the sale of an aggregate of 61,666 shares of restricted common stock at \$0.60 per share and warrants to purchase 61,666 shares of common stock at \$1.00 per share.

During March 2004, we also received \$250,000 from the sale of convertible notes to three investors. The notes convert into our securities pursuant to the terms of a private placement we initiated during the three months ended June 30, 2004. In May 2004, we commenced a private placement and at June 30, 2004, we had sold an aggregate of 1,888,500 units of securities to 38 investors for gross proceeds of \$1,413,750. Each unit consists of one share of common stock at \$.75 per share and a warrant exercisable to purchase one share of common stock at \$1.00. The Company will pay a placement agent a commission of 10% of the gross proceeds and

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

a non-accountable expense allowance of 3% of the gross proceeds from the private placement, and issue the placement agent warrants to purchase six shares of common stock (three shares at \$0.75 and three shares at \$1.00) for each 20 units sold in the private placement. In July 2004, we completed this private placement by selling an additional 84,000 units to 3 investors for gross proceeds of \$63,000.

Continuing losses

We may be unable to continue as a going concern, given our limited operations and revenues and our significant losses to date. Since 2001 we have encountered greater expenses in the development of our Voraxial(TM) Separators and have had limited sales income from this development. Consequently, our working capital may not be sufficient and our operating costs may exceed those experienced in our prior years. In light of these recent developments, we may be unable to continue as a going concern. However, we believe that the funds we have received from the private placement disclosed above will provide us with sufficient working capital to operate for the next 12 months.

Recent Accounting Pronouncements

In December 2003, the FASB issued interpretation No. 46R, "Consolidation of Variable Interest Entities," in an effort to expand upon and strengthen existing accounting guidance that addresses when a company should include in its financial statements the assets, liabilities and activities of variable interest entities, including special-purpose entities or off-balance sheet structures. The consolidation requirements of FIN No. 46R have a variety of implementation dates. The impact of FIN No. 46R on the Company's financial position and results of operations was not material.

Item 3. Controls and Procedures

Evaluation of disclosure controls and procedures

As of the end of the period covered by this report, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and

13

procedures pursuant to Exchange Act Rule 13a-14. This evaluation was done under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer. Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures are effective in gathering, analyzing and disclosing information needed to satisfy our disclosure obligations under the Exchange Act.

Changes in internal controls

There were no significant changes in our internal controls or in other factors that could significantly affect those controls since the most recent evaluation of such controls.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Small Business Issuer Purchases of Equity Securities

On January 15, 2004, we issued options to purchase an aggregate of 1,394,666

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

shares of our common stock to our chief executive officer and two employees in consideration for such individuals converting accrued salaries in the aggregate amount of \$370,000 to equity in our Company. Options to purchase 697,333 shares of our common stock are exercisable at \$0.60 and options to purchase 697,333 shares of our common stock are exercisable at \$1.00. The options are exercisable for a period of five years commencing January 15, 2004. Options to purchase 220,000 shares of our common stock were issued to Alberto DiBella. Options to purchase 1,066,666 shares of our common stock were issued to John DiBella. Options to purchase 108,000 shares of our common stock were issued to John Combs. The issuance of the options to our employees was exempt from registration under Section 4(2) of the Securities Act. The employees had access to information concerning our Company and had the opportunity to ask questions concerning the viability of our Company. The options issued to our employees contain legends restricting their transferability absent registration or applicable exemption.

In January 2004, the Company issued 170,000 shares of common stock to a consultant resulting in those shares having a value of \$138,000. This value will be amortized over the life of the consulting agreement, one year. The shares were issued pursuant to the exemption from registration under Section 4(2) of the Securities Act. The consultant received information concerning the Company and had the opportunity to ask questions concerning the Company. The shares issued contain a legend restricting transferability absent registration or applicable exemption.

In January 2004, we closed a private placement which commenced in 2003. Under the private placement we sold an aggregate of 61,666 shares of restricted common stock at \$0.60 per share and 61,666 warrants to purchase 61,666 shares of common stock at \$1.00 per share to four investors for proceeds of \$37,000 during the three months ended June 30, 2004. The warrants are exercisable for a period of five years from the date of closing. The transactions were exempt from registration under Section 4(2) of the Securities Act. The investors received information concerning the Company and had the opportunity to ask questions concerning the viability of the Company. The shares and warrants contain legends restricting their transferability absent registration or applicable exemption.

14

On February 18, 2004, we issued options to purchase an aggregate of 30,000 shares of our common stock exercisable at \$0.71 per share to three individuals as consideration for joining our advisory committee. The options are exercisable until February 18, 2006. The options were issued pursuant to the exemption from registration under Section 4(2) of the Securities Act. The advisors received information concerning our Company and had the opportunity to ask questions concerning the viability of our Company. The options contain legends restricting their transferability absent registration or applicable exemption.

In February 2004, we extended the exercisable life of certain warrants to purchase an aggregate of 243,200 shares of common stock issued in 2000 for a period of one year. The warrants now expire in February 2005.

In February 2004, we extended the exercisable life of certain warrants to purchase an aggregate of 200,000 shares of common stock issued in 2001 for a period of one year. The warrants now expire in April 2005.

During January and February 2004 we issued convertible notes to three individuals in the aggregate amount of \$250,000 through a convertible note agreement whereby the notes automatically convert into securities of the Company pursuant to the terms of a private placement initiated in March 2004. Effective May 5, 2004, the notes converted into 250,000 units described below. The

Edgar Filing: ENVIRO VORAXIAL TECHNOLOGY INC - Form 10QSB

issuance of the notes and subsequent conversion was exempt from registration under Section 4(2) of the Securities Act. The note holders received information about the Company, and had opportunities to ask questions about the Company. The securities issued to the investors contain the appropriate legend restricting transferability absent registration or applicable exemption.

From May 2004 through June 30, 2004, the Company sold an aggregate of 1,851,000 units of securities to 38 investors for gross proceeds of \$1,388,250 under the private placement. Subsequent to the period ending June 30, 2004, the Company completed the private placement, selling a total of 1,935,000 units to 3 investors and receiving gross proceeds of \$1,451,250. The Company has paid a placement agent a commission of 10% of the gross proceeds and a non-accountable expense allowance of 3% of the gross proceeds and issued the placement agent warrants to purchase six shares of common stock (three shares at \$0.75 and three shares at \$1.00) for each 20 units sold in the offering. Each unit consisted of one share of restricted common stock at \$0.75 per share and one warrant to purchase one share of common stock at \$1.00 per share. The warrants are exercisable for a period of five years from the date of closing. The transactions were exempt from registration under Regulation D, Rule 506 of the Securities Act. All of the investors were deemed accredited. The investors received information concerning the Company and had the opportunity to ask questions concerning the viability of the Company. The shares and warrants contain legends restricting their transferability absent registration or applicable exemption.

On June 30, 2004, we issued 7,100 shares of our common stock to an individual in consideration for services rendered. The shares were issued pursuant to the exemption from registration under Section 4(2) of the Securities Act. The consultant received information concerning the Company and had the opportunity to ask questions concerning the Company. The shares issued contain a legend restricting transferability absent registration or applicable exemption.

15

Item 3. Default Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Securities

None.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits required by Item 601 of Regulation S-B

- 31.1 Form 302 Certification of CEO
- 31.2 Form 302 Certification of Principal Financial Officer
- 32.1 Form 906 Certification of CEO
- 32.2 Form 906 Certification of Principal Financial Officer

(b) Reports on Form 8-K

None.

16

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned as a duly authorized officer of the Registrant.

Enviro Voraxial Technology, Inc.

By: /s/ Alberto DiBella

Alberto DiBella
Chief Executive Officer and
Principal Financial Officer

DATED: November 11, 2004

