

**UNITED STATES  
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 December 31, 2003**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**000-31469**

(Commission file number)

**Medical International Technology, Inc.**

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

**Colorado**

(State or other jurisdiction  
of incorporation or organization)

**84-1509950**

(IRS Employer  
Identification No.)

**2281 Guenette**

**Ville Saint-Laurent**

**Montreal, Quebec, Canada HR4 2E9**

(Address of principal executive offices)

**(514) 339-9355**

(Issuer's telephone number)

\_\_\_\_\_  
(Former name, former address and former fiscal year, if changed since last report)

☒ 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 registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

The number of shares outstanding of each of the issuer's classes of common equity as of December 31, 2003 - 25,092,600 shares of common stock

**Transitional Small Business Disclosure Format (check one):** Yes ☐ No ☒

**Medical International Technology, Inc.**  
**Quarterly Financial Report**

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## **PART I. FINANCIAL INFORMATION**

### **ITEM 1. Financial Statements**

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Consolidated Balance Sheet  
for the 3-month period ending  
December 31, 2003  
(Unaudited)

and

Consolidated Statements of Operation  
for the 3-month period ending  
December 31, 2003 and 2002  
(Unaudited)

and

Consolidated Statements of Cash Flows  
for the 3-month period ending  
December 31, 2003 and 2002  
(Unaudited)

and

Notes to Unaudited Consolidated Financial Statements

**Consolidated Balance Sheet**

**December 31, 2003**

(Unaudited)

**Assets**

**Current Assets**

Cash and cash equivalents	\$ 7,731
Accounts receivable	1,287
Inventories	87,863
Receivable from related parties	92,822
Receivable from taxing authorities	3,412
Research tax credit receivable	159,009
Prepaid expenses	<u>19,485</u>

**Total Current Assets** 371,609

**Property and Equipment**

Tooling and machinery	213,348
Furniture and office equipment	62,078
Leasehold improvements	<u>23,173</u>
	298,599
Less accumulated depreciation	<u>(90,970)</u>
	<u>207,629</u>

**Other Assets**

Intangible assets subject to amortization	
Patents (net accumulated amortization of \$453)	<u>5,011</u>

**Total Assets** \$ 584,249

**Liabilities and Stockholders' (Deficit)**

**Current Liabilities**

Cash overdraft	\$ 24,453
Unearned income	58,184
Accounts payable	115,095
Accounts payable - related parties	22,777
Accrued expenses	24,219
Taxes payable	577
Loans payable - related parties	403,754
Loans payable	273,803
Current portion of long-term debt	<u>20,880</u>

**Total Current Liabilities** 943,742

**Long-term debt**

22,129

**Total Liabilities** 965,871

**Redeemable Class E Stock**

-

**Stockholders' (Deficit)**

Preferred stock, \$.0001 par value; 3,000,000 shares authorized; none issued and outstanding as of December 31, 2003	-
Common stock, \$.0001 par value; 30,000,000 shares authorized; issued and outstanding 25,092,600 shares as of December 31, 2003	2,510
Additional paid-in capital	2,912,151
Retained deficit	(3,260,292)
Other comprehensive loss	<u>(35,991)</u>

**Total Stockholders' (Deficit)** (381,622)

**Total Liabilities and Stockholders' (Deficit)** \$ 584,249

The accompanying notes are an integral part of these consolidated financial statements

Consolidated Statements of Operations

	For the Three-Months Ended December 31,	
	<u>2003</u>	<u>2002</u>
	(Unaudited)	(Unaudited)
Sales	\$ 43,893	\$ 126,464
Cost of sales	<u>(17,282)</u>	<u>(62,797)</u>
Gross profit	26,611	63,667
Research and development costs	(25,351)	-
Selling, general, and administrative expenses	<u>(33,985)</u>	<u>(141,928)</u>
Net loss before consulting fees	(32,725)	(78,261)
Consulting fees, non-cash	<u>(842,810)</u>	<u>(2,000)</u>
Net loss from operations	(875,535)	(80,261)
Other Income (Expense)		
Interest income	-	517
Interest expense	<u>(8,074)</u>	<u>(8,996)</u>
Net loss	<u>\$ (883,609)</u>	<u>\$ (88,740)</u>
Basic loss per share	<u>\$ (0.04)</u>	<u>\$ (0.00)</u>
Basic weighted average shares outstanding	<u>24,600,314</u>	<u>18,219,191</u>

The accompanying notes are an integral part of these consolidated financial statements

Consolidated Statements of Cash Flows

	For the Three-Months Ended	
	<u>December 31, 2003</u>	<u>December 31, 2002</u>
	(Unaudited)	(Unaudited)
<b>Cash Flows from Operating Activities</b>		
Net Loss	\$ (883,609)	\$ (88,740)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	11,480	9,302
Amortization expense	69	106
Common stock issued for consulting and legal services	842,810	2,000
(Increase) Decrease in Assets		
(Increase) decrease in accounts receivable	28,335	(33,942)
Decrease in receivable from taxing authorities	10,054	-
(Increase) decrease in inventories	(45,536)	11,852
(Increase) in research tax credit receivable	(12,953)	-
(Increase) in prepaid expenses	(63,824)	-
Increase (Decrease) in Liabilities		
Increase in cash overdraft	27,076	-
Increase (decrease) in unearned income	431	(43,800)
Increase in accrued interest	7,266	8,035
Increase (decrease) in accounts payable and accrued expenses	<u>(12,033)</u>	<u>18,098</u>
<b>Net Cash Used in Operating Activities</b>	<u>(90,434)</u>	<u>(117,089)</u>
<b>Cash Flows from Financing Activities</b>		
Advances from related parties	16,699	282,860
Advances from loans payable	54,071	-
Reduction in amounts due to related parties	(827)	(166,702)
Principal reduction on small business loan	<u>(4,032)</u>	<u>(3,324)</u>
<b>Net Cash Provided by Financing Activities</b>	<u>65,911</u>	<u>112,834</u>
<b>Effect of exchange rates on cash</b>	<u>20,055</u>	<u>(97)</u>
<b>Net Decrease in Cash and Cash Equivalents</b>	(4,468)	(4,352)
<b>Beginning Balance - Cash and Cash Equivalents</b>	<u>12,199</u>	<u>41,104</u>
<b>Ending Balance - Cash and Cash Equivalents</b>	<u><u>\$ 7,731</u></u>	<u><u>\$ 36,752</u></u>

**Supplemental Information:**

Cash Paid For:

Interest Expenses	<u>\$ 1,116</u>	<u>\$ -</u>
Income Taxes	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these consolidated financial statements

**Notes to Unaudited Consolidated Financial Statements****Note 1 – Basis of Presentation****Interim Financial Statements**

The accompanying unaudited consolidated financial statements are presented in accordance with the requirements for Form 10-QSB and Article 10 of Regulation S-X and Regulation S-B. Accordingly, they do not include all the disclosures normally required by generally accepted accounting principles. Reference should be made to the Medical International Technology, Inc. (the "Company") Form 10-KSB for the year ended September 30, 2003, for additional disclosures including a summary of the Company's accounting policies, which have not significantly changed.

**Note 2 – Summary of Significant Accounting Policies****Principles of consolidation**

The accompanying consolidated financial statements include the accounts and transactions of Medical International Technology, Inc. and its wholly owned subsidiary, Medical International Technologies (MIT Canada) Inc. Intercompany transactions and balances have been eliminated in consolidation.

**Foreign Currency Translations**

The Company operates out of its offices in Montreal, Canada and maintains its books and records in Canadian Dollars. The consolidated financial statements herein have been converted into U.S. Dollars. Balance sheet accounts are translated at exchange rates in effect at the end of the year and income statement accounts have been translated at average exchange rates for the year. Translation gains and losses are included as a separate component of stockholders' equity.

**Allowance for Doubtful Accounts**

The allowance for doubtful accounts on accounts receivable is charged to income in amounts sufficient to maintain the allowance for uncollectible accounts at a level management believes is adequate to cover any probable losses. Management determines the adequacy of the allowance based on historical write-off percentages and the current status of accounts receivable. Accounts receivable are charged off against the allowance when collectibility is determined to be permanently impaired. As of December 31, 2003, the Company did not establish any reserve for doubtful accounts.

**Inventories**

Inventories are stated at the lower of cost determined by the FIFO method or market.

**Property and Equipment**

The cost of property and equipment is depreciated over the estimated useful lives of the related assets, which range from 5 to 7 years. Depreciation is computed on the straight-line method for financial reporting purposes and on the declining balance method for income tax reporting purposes. Depreciation expense for the three-months ended December 31, 2003 and 2002 were \$11,480, and \$9,302, respectively.

**Intangible assets**

Patents are being amortized over their respective remaining lives ranging from 9.5 years through 17 years.

**Net Loss Per Share**

The Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings Per Share" ("EPS") that established standards for the computation, presentation and disclosure of earnings per share, replacing the presentation of Primary EPS with a presentation of Basic EPS.

**Notes to Unaudited Consolidated Financial Statements****Issuances Involving Non-cash Consideration**

All issuances of the Company's stock for non-cash consideration have been assigned a dollar amount equaling either the market value of the shares issued or the value of consideration received whichever is more readily determinable.

**Cash and Cash Equivalents**

For purpose of the statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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.

**Long-Lived Assets**

In August 2001, SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," was issued establishing new rules and clarifying implementation issues with SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," by allowing a probability-weighted cash flow estimation approach to measure the impairment loss of a long-lived asset. The statement also established new standards for accounting for discontinued operations. Transactions that qualify for reporting in discontinued operations include the disposal of a component of an entity's operations that comprises operations and cash flow that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the entity. The Company has adopted this standard and its adoption had no significant effect on the Company's financial statements.

**Reclassification**

Certain amounts in December 31, 2002 have been reclassified to conform to the December 31, 2003 presentation. Such reclassification had no effect on net income as previously reported.

**Income Taxes**

The Company accounts for its income taxes under the provisions of Statement of Financial Accounting Standards 109 ("SFAS 109"). The method of accounting for income taxes under SFAS 109 is an asset and liability method. The asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

**Fair Value of Financial Instruments**

Pursuant to SFAS No. 107, "Disclosures About Fair Value of Financial Instruments", the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of December 31, 2003. The Company considers the carrying value of such amounts in the financial statements to approximate their face value.

**Revenue Recognition**

The Company recognizes revenue when the related product is shipped to the respective customer.



## Notes to Unaudited Consolidated Financial Statements

## Note 3 - Intangible Assets

Amortization expense for the three-months ended December 31, 2003 and 2002 were \$69, and \$106, respectively.

Intangible assets consist of the following:

December 31, 2003				
	Gross Intangible <u>Assets</u>	Accumulated <u>Amortization</u>	Net Intangible <u>Assets</u>	Weighted Average Life (Years)
Patents	\$ 5,464	\$ 453	\$ 5,011	9.5 to 17

December 31, 2002				
	Gross Intangible <u>Assets</u>	Accumulated <u>Amortization</u>	Net Intangible <u>Assets</u>	Weighted Average Life (Years)
Patents	\$ 2,258	\$ 273	\$ 1,985	17

Estimated amortization expense for each of the next five years ended December 31, is as follows:

2004	\$ 226
2005	226
2006	226
2007	226
2008	<u>226</u>
Total	\$ <u>1,130</u>

## Note 4 - Stock Activity

For the three-months ended December 31, 2003, the Company issued 3,377,000 shares of its common stock for consulting services. The value assigned to these shares totaled \$842,810 based upon the market value of the shares on the date of issuance. Of the 3,377,000, 3,050,000 were issued to the Company's officers, directors and other related parties.

## Note 5 - Related Party Transactions

For the three-months ended December 31, 2003, the Company paid consulting services to both of its officers, directors and other related parties through the issuance of 3,050,000 shares valued at \$788,000 based upon the market value of the shares on the date of issuance.

## Note 6 - Commitment and Contingency

On May 14, 2003 the Company issued 100,000 common shares for services rendered. Due to the lack of value of the shares issued, the creditor has requested additional shares to be issued to make up for the shortfall. The total amount in dispute is \$46,537. The Company is currently negotiating the number of additional shares to issue to resolve the dispute. The ultimate resolution of this action is not expected to have a material adverse effect on the Company's financial position.

**Notes to Unaudited Consolidated Financial Statements**

**Note 7 - Subsequent Events**

The Company issued 52,800 shares of its common stock for consulting services through January 21, 2004 for \$6,864 equaling the fair market value of the services rendered at the date of issuance.

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

All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

**Results of Operations for the Three-Months ended December 31, 2003 and 2002**

For the three-months ended December 31, 2003, the Company experienced a net loss from operations of \$883,609, which primarily comprised of research and development expenses of \$25,351 and selling, general and administrative expenses of \$876,795 of which \$842,810 was incurred for consulting fees paid through the issuance of 3,377,000 shares of the Company's common stock. For the three-months ended December 31, 2002, the Company's net loss from operations was \$88,740.

For the three-months ended December 31, 2003, the Company experienced a reduction in sales of \$ 82,571 compared to sales for the same period last year. Sales for the three-months ended September 30, 2003 were \$43,893. Sales for the three-months ended September 30, 2002 were \$126,464. As of December 31, 2003, the Company had received \$58,184 as advances towards future sales pertaining to its distribution agreement with WLT Distributors Inc. Gross profit for the three-months ended December 31, 2003 was \$26,611 or 61% of sales as compared to 50% for the same period last year.

Selling, general and administrative expenses for the three-months ended December 31, 2002 was \$143,928. The increase in selling, general and administrative expenses in 2003 as compared to 2002 of \$732,867 (\$876,795 in 2003 compared \$ 143,928 in 2002) is primarily due to the increase in consulting fees of \$797,193 and the decrease in advertising expenses of \$35,437.

Included in consulting fees for the three-months ended December 31, 2003 is \$788,000 that was paid to officers and other related parties through the issuance of 3,050,000 shares of the Company's common stock and were paid as follows:

The Company has issued 1,050,000 common shares to Michel Bayouk, a company controlled by him and a company 50% owned by Michel Bayouk and 50% owned by an unrelated party, for services. These shares are restricted and were valued the average market price on the dates issued for \$268,000.

The Company has issued 2,000,000 common shares to Karim Menassa or companies controlled by him for services. These shares are restricted and were valued the average market price on the dates issued for \$520,000

Sales for the three-months ended December 31, 2002 were \$126,464. Gross profit for same period was \$63,667 or 50% of sales. Consulting fees for the three-months ended December 31, 2002 totaled \$45,617 of which \$2,000 were paid through the issuance of 20,000 shares of the Company's common stock.

**Liquidity and Capital Resources**

For the three-months ended December 31, 2003 the Company's cash position decreased by \$4,468. The Company used \$90,434 in its operations and realized \$65,911 from financing activities. Financing activities included the receipt of a total of \$70,770 from related parties, repayments to related parties of \$827 and principal reduction in its business loan of \$4,032

For the three-months ended December 31, 2002 the Company's cash position decreased by \$4,352. The Company used \$117,089 in its operations and realized \$112,834 from financing activities. Financing activities included the receipt of a total of \$282,860 from related parties, repayments to related parties of \$166,702 and principal reduction in its business loan of \$3,324.

**Management Plan of Operations**

Medical International Technology, Inc., is receiving revenues from sales. The company has maintained operations from these revenues and through equity and debt financing. Products are currently developed, assembled and shipped from our facility. Component manufacturing is subcontracted to various suppliers and machine shops.

On September 24, 2002, Medical International Technology, Inc. entered into several 3 year distributing agreements with WLT Distributors Inc. (WLT) under which the Company will sell its products to WLT for resale. Under the terms of the agreement, WLT is required to make an advance payment equal to 30% of the price of the products ordered prior to their shipment. These agreements cover each of the Canadian provinces and the state of Montana in the USA. The agreements contain minimum sales quotas to be met by WTL in each region and confer a level of distribution exclusivity within those regions to WTL.

Distribution agreements are being sought worldwide for the company's products.

Medical International Technology, Inc. expects that revenues from existing and developing sales will meet its liquidity requirements for the next 12 month period at its current level of operations. The company has and may continue to supplement cash flows from sales with additional equity and debt financing. Substantially, expanded operations are expected to require additional capital, either from a future offering of equity or the company pursuing other methods of financing, as appropriate.

**Forward-Looking Statements**

Certain statements concerning the Company's plans and intentions included herein may constitute forward-looking statements for purposes of the Securities Litigation Reform Act of 1995 for which the Company claims a safe harbor under that Act. There are a number of factors that may affect the future results of the Company, including, but not limited to, (a) the ability of the company to obtain additional funding for operations, (b) the continued availability of management to develop the business plan and (c) successful development and market acceptance of the company's products.

This periodic report may contain both historical facts and forward-looking statements. Any forward-looking statements involve risks and uncertainties, including, but not limited to, those mentioned above. Moreover, future revenue and margin trends cannot be reliably predicted.

**Item 3. Controls and Procedures**

Medical International Technology, Inc. management, including the Principal Executive Officer and Principal Financial Officer, have conducted an evaluation of the effectiveness of disclosure controls and procedures pursuant to Exchange Act Rule 13a-14(c) and 15d-14(c). This evaluation was conducted within 90 days prior to the filing of this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the disclosure controls and procedures are effective in ensuring that all material information required to be filed in this quarterly report has been made known to them in a timely fashion. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date the Principal Executive Officer and Principal Financial Officer completed their evaluation.

**Part II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None

**Item 2. Change in Securities**

The following Equity Securities issued or sold during the period covered by this report were not registered under the Securities Act:

The Company issued 52,800 shares of its common stock for consulting services through January 21, 2004 for \$6,864 equaling the fair market value of the services rendered at the date of issuance.

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

Not applicable

**Item 5. Other Information**

None

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

Reports on Form 8-K

No reports were filed on form 8-K during this period.

Exhibits

Medical International Technology includes herewith the following exhibits.

- |      |   |
|------|---|
| 99.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.      |
| 99.2 | Certification of Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Medical International Technology, Inc.

Registrant

Date: February 14, 2004

By: \s\ Karim Menassa, President  
Karim Menassa, President and Principal Executive Officer

Date: February 14, 2004

By: \s\ Michel Bayouk, Secretary  
Michel Bayouk, Secretary and Principal Accounting Officer

## CERTIFICATION

I, Karim Menassa, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Medical International Technology, Inc.;
2. Based on my knowledge, this quarterly 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 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. The registrant's other certifying officers and I are 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. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - 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. The registrant's other certifying officer and I have indicated in this quarterly report whether 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.

Date: February 14, 2004

/s/ Karim Menassa

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Karim Menassa  
Principal Executive Officer



**CERTIFICATION**

I, Michel Bayouk, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Medical International Technology, Inc.;
2. Based on my knowledge, this quarterly 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 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. The registrant's other certifying officers and I are 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. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - 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. The registrant's other certifying officer and I have indicated in this quarterly report whether 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.

Date: February 14, 2004

/s/ Michel Bayouk

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Michel Bayouk  
Principal Accounting Officer