

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-QSB
Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934.

For the quarterly period ended **March 31, 2004**

Commission file number **333-99455**

THE FLOWER VALET

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

NEVADA

(State or other jurisdiction of
incorporation or organization)

32-0027992

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

2950 E. Flamingo Rd., Suite B-A1

Las Vegas, Nevada

(Address of principal executive offices)

89121

(Zip Code)

(702) 866-5833

(Issuer's telephone number)

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 X No

As of March 31, 2004 there were 6,500,000 shares of common stock outstanding.

Transitional Small Business Disclosure Format (check one)

Yes No X

THE FLOWER VALET
MARCH 31, 2004

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SIGNATURES

THE FLOWER VALET
(a Development Stage Company)
BALANCE SHEET

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

| | March 31, 2004 (unaudited) | December 31, 2003 (audited) |
|--|---|--|
| <u>ASSETS</u> | | |
| CURRENT ASSETS | | |
| Cash | \$ 25,024 | \$ 27,024 |
| TOTAL CURRENT ASSETS | 25,024 | 27,024 |
| | <u>\$ 25,024</u> | <u>\$ 27,024</u> |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u> | | |
| CURRENT LIABILITIES | \$ 0 | \$ 0 |
| TOTAL CURRENT LIABILITIES | 0 | 0 |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock, \$.001 par value authorized 10,000,000; no shares issued and outstanding as of 3/31/04 and 12/31/03 | 0 | 0 |
| Common stock, \$.001 par value, authorized 100,000,000 shares; 6,500,000 shares issued and outstanding as of 3/31/04 and 12/31/03 retroactively restated. | 6,500 | 6,500 |
| Additional paid-in capital | 30,500 | 30,500 |
| (Deficit) accumulated during development stage | (11,976) | (9,976) |
| TOTAL STOCKHOLDER'S EQUITY | 25,024 | 27,024 |
| | <u>\$ 25,024</u> | <u>\$ 27,024</u> |

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

THE FLOWER VALET
(a Development Stage Company)
STATEMENT OF OPERATIONS
UNAUDITED

| | Three Months Ended March 31, 2004 | Three Months Ended March 31, 2003 | For the Period August 22, 2002 (Inception) to March 31, 2004 |
|---|--|--|--|
| Revenue | \$ 0 | \$ 0 | \$ 0 |
| EXPENSES | | | |
| General and Administrative | 2,000 | 2,000 | 11,976 |
| TOTAL EXPENSES | 2,000 | 2,000 | 11,976 |
| NET (LOSS) | \$ (2,000) | \$ (2,000) | \$ (11,976) |
| Weighted average number of common shares outstanding basic and fully diluted | 6,500,000 | 3,500,000 | |
| Net (loss) per weighted shares-basic and fully diluted | \$ (0.00) | \$ (0.00) | |

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

THE FLOWER VALET
(a Development Stage Company)
STATEMENT OF CASH FLOWS
UNAUDITED

| | Three Months Ended March 31, 2004 | Three Months Ended March 31, 2003 | For the Period August 22, 2002 (Inception) to March 31, 2004 |
|--|--|--|---|
| Cash Flows from Operating Activities | | | |
| Net loss | \$ (2,000) | \$ (2,000) | \$ (11,976) |
| Adjustment to reconcile net loss to net cash used by operations | 0 | 0 | 0 |
| Net cash used in operating activities | (2,000) | (2,000) | (11,976) |
| Cash Flows from Financing Activities | | | |
| Issuance of common stock | 0 | 0 | 37,000 |
| Net increase in cash | (2,000) | (2,000) | 25,024 |
| Cash, beginning of period | 27,024 | 4,024 | 0 |
| Cash, end of period | <u>\$ 25,024</u> | <u>\$ 2,024</u> | <u>\$ 25,024</u> |
| Supplemental Disclosure | | | |
| Interest Paid | \$ 0 | \$ 0 | \$ 0 |
| Taxes Paid | <u>\$ 0</u> | <u>\$ 0</u> | <u>\$ 0</u> |

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

THE FLOWER VALET
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS

Note 1 – Basis of Presentation

The condensed interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these condensed interim financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2003 and notes thereto included in the Company's 10-KSB annual report. The Company follows the same accounting policies in the preparation of interim reports.

Results of operation for the interim period are not indicative of annual results.

Note 2 – Going concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. As noted above, the Company is in the development stage and, accordingly, has not yet generated revenues from operations. Since its inception, the Company has been engaged substantially in financing activities and developing its product line, setting up its e-commerce website, and incurring substantial costs and expenses. As a result, the Company incurred accumulated net losses from August 22, 2002 (inception) through the period ended March 31, 2004 of \$11,976. In addition, the Company's development activities since inception have been financially sustained through equity financing.

The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of common stock and, ultimately, the achievement of significant operating revenues. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to recover the value of its assets or satisfy its liabilities.

Note 3 – Related party transactions

The officer and director of the Company is involved in other business activities and may in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such person may face a conflict in selecting between the Company and its other business interests. The Company has not formulated a policy for the resolution of such conflicts.

Item 2. Plan of Operation.

This report contains forward-looking statements. Actual results and events could differ materially from those projected, anticipated, or implicit, in the forward-looking statements as a result of the risk factors set forth below and elsewhere in this report.

With the exception of historical matters, the matters discussed herein are forward-looking statements that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements concerning anticipated trends in revenues and net income, projections concerning operations and available cash flow. Our actual results could differ materially from the results discussed in such forward-looking statements primarily as the result of insufficient cash to pursue marketing efforts. The following discussion of our plan of operation should be read in conjunction with our financial statements and the related notes thereto appearing elsewhere herein.

Overview

We were formed to engage in the business of marketing, selling and distributing floral products, gifts and gourmet foods through our website, www.flowervalet.com. As a result of our recent formation, we have not generated any revenues. However, we anticipate generating revenues from our website, which will primarily consist of commissions paid to us from online suppliers that complete sales from consumers that are forwarded to their website by our link.

Revenues will be generated from commissions earned on the various products purchased, whether floral products, gifts, gourmet foods, or some other form of products offered by our online merchants. The commissions vary and are based upon agreements with the different online merchants.

Plan of Operation

Since our incorporation in August 2002, we have not been engaged in any significant operations nor have we had any significant revenues, as we are in the development stage. Our only recent activities include organization of the Company, the establishment of our website, research over the Internet to determine methods of acquiring market share presence without significant start up expenses, start up of our website, and establishment of our relationship with LinkShare. Our goal is to distribute a variety of products through Internet generated sales, at the most cost efficient method.

To establish our business plan at the lowest possible cost, we have joined the affiliate program of LinkShare, a private company offering our company the ability to link with online merchant sites. LinkShare's affiliate program is a partnership between our site and an online merchant's (that is, a website that sells goods or services). As a result of our agreement with LinkShare we are able to join a merchant's program, providing us the opportunity to link directly to the merchant's site. LinkShare hosts a password-protected website that offers affiliates such as us to choose amongst some 600 merchants. Through the password-protected LinkShare site we can obtain detailed reports about how our links are performing and how much they have earned. Prior to linking to the merchant's site, each merchant must independently review our site and approve our link to their site. We incur no costs associated with either LinkShare or the online

merchant, as their revenues, just like ours, are generated through the sale or in some cases traffic driven to the merchant's site. Thus, we do not have any obligations to LinkShare for either past or future business through LinkShare, as any compensation will be paid directly by the merchant.

During the next 12 months we plan to re-assess our business plan, and alternatively seek out other business opportunities. As a result of our lack of revenue generation, we have not been satisfied with our business plan or original plan of operation. In an effort to substantiate stockholder value, we are seeking compatible business opportunities. We can provide no assurance that we will be able to locate compatible business opportunities.

Satisfaction of our cash obligations for the next 12 months. Our plan of operation has provided for us to establish an operational website as soon as practical. We have accomplished the goal of setting up an operational website capable of selling floral products, gifts, and gourmet food items through online merchants. Having established our website as operational, we are evaluating the benefit of advertising in selected periodicals, newspapers, and the Internet through banner advertising.

Summary of any product research and development that we will perform for the term of the plan. We do not anticipate performing any significant product research and development under our plan of operation. In lieu of product research and development we anticipate maintaining control over our advertising, especially on the Internet, to assist us in determining the allocation of our limited advertising dollars. Our ability to make these decisions will be partially based upon reports we receive from LinkShare.

Expected purchase or sale of plant and significant equipment. We do not anticipate the purchase or sale of any plant or significant equipment, as such items are not required by us at this time or in the next 12 months.

Significant changes in number of employees. The number of employees required to operate our business is currently one part-time individual. After we commence generating revenues based upon the expenditures of our advertising dollars, and word of mouth advertising, and at the end of the initial 12 month period, our plan of operation anticipates our requiring additional capital to hire at least one full time person.

Liquidity and Capital Resources

Since inception, we have financed our cash flow requirements through the issuance of common stock which has resulted in our receipt of \$37,000. As we expand our activities, we may continue to experience net negative cash flows from operations, pending receipt of sales revenues. Additionally, we anticipate obtaining additional financing to fund operations through common stock offerings and bank borrowings, to the extent available, or to obtain additional financing to the extent necessary to augment our working capital.

Over the next twelve months we believe that existing capital and anticipated funds from operations will be sufficient to sustain operations and planned expansion. However, in order to expand our business operations we will be required to seek additional capital in the future to fund growth and expansion through additional equity or debt financing or credit facilities. No assurance can be made that such financing would be available, and if available it may take either

the form of debt or equity. In either case, the financing could have a negative impact on our financial condition and our Stockholders.

We anticipate incurring operating losses over the next twelve months. Our lack of operating history makes predictions of future operating results difficult to ascertain. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development. Such risks include, but are not limited to, an evolving and unpredictable business model and the management of growth. To address these risks we must, among other things, obtain a customer base, implement and successfully execute our business and marketing strategy, continue to develop and upgrade technology and products, respond to competitive developments, and attract, retain and motivate qualified personnel. There can be no assurance that we will be successful in addressing such risks, and the failure to do so can have a material adverse effect on our business prospects, financial condition and results of operations.

Personnel

As of March 31, 2004, we had only 1 part-time employee, Christine L. Szymarek, who is also our sole officer and director. We plan to use consultants, attorneys and accountants as necessary and do not plan to engage any full-time employees in the near future. We believe the use of non-salaried personnel allows us to expend our capital resources as a variable cost as opposed to a fixed cost of operations. In other words, if we have insufficient revenues or cash available, we are in a better position to only utilize those services required to generate revenues as opposed to having salaried employees. We may hire marketing employees based on the projected size of the market and the compensation necessary to retain qualified sales employees. A portion of any employee compensation likely would include the right to acquire our stock, which would dilute the ownership interest of holders of existing shares of our common stock. We are currently relying on the employees of LinkShare and our online merchants to perfect deliveries of products and maintain reporting controls. VeriSign has assisted us in our website design and functions, in addition to maintenance, and troubleshooting. Currently, we are able to generate commissions through our website; however have not commenced any advertising. In order to substantially impact our revenues we will require additional personnel. These personnel will be added to our management when funds are available. We anticipate such availability to be after 12 months.

Going Concern

The condensed financial statements included in this filing have been prepared in conformity with generally accepted accounting principles that contemplate the continuance of the Company as a going concern. The Company's cash position may be inadequate to pay all of the costs associated with production and marketing. Management intends to use borrowings and security sales to mitigate the effects of its cash position, however no assurance can be given that debt or equity financing, if and when required will be available. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue existence.

Off-Balance Sheet Arrangements

The Company does not maintain off-balance sheet arrangements nor does it participate in non-exchange traded contracts requiring fair value accounting treatment.

Item 3. Controls and Procedures

Under the supervision and with the participation of our sole officer and director, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-14(c) promulgated under the Securities Exchange Act of 1934, as amended, within 90 days prior to the filing date of this report. Based on her evaluation, our sole officer concluded that our disclosure controls and procedures are effective.

There have been no significant changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation referenced above.

PART II--OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 2. Changes in Securities.

None

Use of Proceeds From Sales of Registered Securities

Our Registration Statement on Form SB- 2 (File No. 333-99455), related to our initial public offering, was declared effective by the SEC on December 20, 2002. A total of 1,000,000 shares maximum and 300,000 shares minimum of our Common Stock was registered with the SEC with an aggregate offering price of \$100,000 maximum and \$30,000 minimum. All of these shares were registered on our behalf. The offering commenced in June 2003 and the minimum offering amount of 300,000 shares of common stock offered were sold resulting in \$30,000 of proceeds to the Company with no commissions paid on funds raised.

We incurred offering expenses of approximately \$4,300 in connection with the offering. Thus the net offering proceeds to us (after deducting offering expenses) were approximately \$25,700. No offering expenses were paid directly or indirectly to any of our directors or officers (or their associates), persons owning ten percent (10%) or more of any class of our equity securities or to any other affiliates.

As of March 31, 2004, \$6,000 of the net proceeds had been used for legal, accounting and transfer agent expenses. The remaining \$19,700 of the net proceeds remain in the Company's operating account pending future use.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matter to a Vote of Security Holders.

None

Item 5. Other Information.

None

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

Ex-31 - Certification pursuant to Section 302 of the Sarbanes-Oxley Act

Ex-32 - Certification pursuant to Section 906 of the Sarbanes-Oxley Act

SIGNATURES

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

THE FLOWER VALET

By: _____
Christine L. Szymarek, President

Date: May __, 2004