

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

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended September 30, 2008**

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

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

COMMISSION FILE NUMBER: 333-130707

**EWORLD INTERACTIVE, INC.**

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

**Florida**

(State or other jurisdiction of incorporation or organization)

**65-0855736**

(IRS Employer Identification No.)

**1088 South Pudong Road, Suite 1202**

**Shanghai, China 200120**

(Address of principal executive offices)

**(021) 6888 0708**

(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. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the Definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

☐ Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☒ No ☐

The number of shares outstanding of each of the issuer's classes of common equity as of September 30, 2008:  
58,305,425 shares of common stock

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EWORLD INTERACTIVE, INC. AND SUBSIDIARY

CONDENSED CONSOLIDATED BALANCE SHEET

(STATED IN U.S. DOLLARS)

	<u>September 30, 2008</u> (Unaudited)	<u>December 31, 2007</u> (Audited)
Assets:		
Current assets:		
Cash	\$ 76,191	\$ 199,388
Accounts receivable	411,967	-
Prepaid assets	-	114,861
Prepaid assets with related parties	-	50,323
Prepaid production costs	-	329,413
License fees	-	280,000
	<u>488,158</u>	<u>973,985</u>
Total current assets		
	<u>488,158</u>	<u>973,985</u>
License fees	-	280,000
Fixed assets	-	343,236
Intangible assets	-	517,961
	<u>\$ 488,158</u>	<u>\$ 2,115,182</u>
Liabilities and Stockholders' Equity:		
Current liabilities:		
Accounts and other payables	\$ 447,814	\$ 999,016
Due to shareholders	10,650	390,333
Short-term borrowings	803,930	220,000
Convertible notes	1,322,255	950,000
Deferred revenue	-	581,825
	<u>2,584,649</u>	<u>3,141,174</u>
Total current liabilities		
	<u>2,584,649</u>	<u>3,141,174</u>
Stockholders' Equity:		
Preferred stock, no par value, 5,000,000 shares authorized, no shares outstanding	-	-
Common stock, no par value, 150,000,000 shares authorized, 58,305,425 and 51,789,551 shares issued and outstanding at September 30, 2008 and December 31, 2007	4,061,017	2,974,962
Unissued shares, no par value, 1,909,091 shares	382,500	382,500
Treasury stock 4,030,000 shares at September 30, 2008	(100,750)	-
Comprehensive income	74,220	30,971
Accumulated deficit	(6,513,478)	(4,414,425)
	<u>(2,096,491)</u>	<u>(1,025,992)</u>
	<u>\$ 488,158</u>	<u>\$ 2,115,182</u>

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

EWORLD INTERACTIVE, INC.

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

THREE AND NINE MONTH PERIOD ENDING SEPTEMBER 30, 2008 AND 2007

(UNAUDITED)  
(STATED IN U.S. DOLLARS)

	Three Month Period Ended September 30,		Nine Month Period Ended September 30,	
	2008	2007	2008	2007
Sales	\$ 28,989	\$ 539,003	\$ 1,731,310	\$ 540,460
Cost of sales	<u>(19,908)</u>	<u>(415,622)</u>	<u>(1,767,223)</u>	<u>(415,622)</u>
Gross profit (loss)	9,081	123,381	(35,913)	124,838
Professional fees	95,400	190,447	549,384	363,364
Salaries and benefits	6,489	-	412,092	-
Depreciation and amortization	2,174	-	53,820	-
Loan fees	-	-	315,364	85,000
Impairment of intangible assets and license fees	60,782	-	1,120,504	-
Office and miscellaneous expense	<u>72,533</u>	<u>561,002</u>	<u>663,735</u>	<u>925,264</u>
Total operating expense	<u>237,378</u>	<u>751,449</u>	<u>3,114,899</u>	<u>1,373,628</u>
Operating loss	<u>(228,297)</u>	<u>(628,068)</u>	<u>(3,150,812)</u>	<u>(1,248,790)</u>
Other income (expense):				
Interest expense	(129,409)	(153,343)	(316,472)	(628,796)
Gain on sale of Eworld China	76,310	-	76,310	-
Gain on sale of Mojo Group	<u>1,291,921</u>	<u>-</u>	<u>1,291,921</u>	<u>-</u>
Total other income (expense)	<u>1,238,822</u>	<u>(155,343)</u>	<u>1,051,759</u>	<u>(628,796)</u>
Net income (loss)	<u>\$ 1,010,525</u>	<u>\$ (783,411)</u>	<u>\$ (2,099,053)</u>	<u>\$ (1,877,586)</u>
Net income (loss) per share	<u>\$ 0.02</u>	<u>\$ (0.02)</u>	<u>\$ (0.04)</u>	<u>\$ (0.04)</u>
Net loss per share fully diluted	<u>\$ 0.01</u>			
Weighted average shares outstanding	<u>58,305,425</u>	<u>51,789,551</u>	<u>58,305,425</u>	<u>49,760,724</u>
Weighted average shares outstanding fully diluted *	<u>150,000,000</u>			

\*Limited to authorized shares if all convertible notes were converted the outstanding shares would be 229,837,175

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

EWorld Interactive, Inc.  
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
NINE MONTH PERIOD ENDING SEPTEMBER 30, 2008 AND 2007  
(UNAUDITED)  
(Stated in U.S. Dollars)

	Nine Month Period Ended September 30,	
	2008	2007
Cash flows from operating activities:		
Net loss	\$ (2,099,053)	\$ (1,877,586)
Adjustments to reconcile net loss to net cash used in operating activities –		
Gain on sale of Mojo Group	(1,291,921)	-
Gain on sale of Eworld China	(76,310)	-
Impairment of intangible assets and license fees	1,120,504	-
Depreciation and amortization	105,680	-
Amortization of loan fees	-	85,000
Loan fees settled with Company stock	315,364	-
Liabilities settled with Company stock	531,700	-
Accretion of warrants and beneficial conversion	138,991	472,388
Changes in operating assets and liabilities:		
Accounts receivable	-	43,111
Prepaid assets and related parties	50,323	-
Prepaid assets	53,934	-
Due to shareholders	(379,683)	-
Accounts and other payables	(85,625)	18,835
Cash used in operating activities	(1,616,096)	(1,258,252)
Cash flows from investing activities:		
Purchase of subsidiaries, net of cash acquired	-	31,975
Purchase of fixed assets	(6,535)	(109,315)
Acquisition of license fees	-	(340,000)
Cash used in investing activities	(6,535)	(417,340)
Cash flows from financing activities:		
Short-term borrowings	533,931	(689,711)
Sale of assets in Eworld China	400,000	-
Stock sold	100,000	1,171,711
Convertible notes issued	422,254	1,500,000
Convertible note fees	-	(85,000)
Cash provided by financing activities	1,456,185	1,897,000
Effect on exchange rate changes	43,249	(15,501)
Increase (decrease) in cash	(123,197)	205,970
Cash, beginning of period	199,388	-
Cash, end of period	\$ 76,191	\$ 205,907
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Non-cash financing activities:		
Conversion of the convertible notes	\$ -	\$ 1,000,000
Warrants issued with convertible notes	\$ -	\$ 194,527
Liabilities settled with Company stock	\$ 531,700	\$ -
Loan fees settled with Company stock	\$ 315,364	\$ -

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

EWorld Interactive, Inc.  
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
PERIOD ENDING SEPTEMBER 30, 2008

**Note 1 - Basis of Presentation**

The unaudited condensed financial statements have been prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and reflect all adjustments which, in the opinion of management, are necessary for a fair presentation. All such adjustments are of a normal recurring nature. The results of operations for the interim period are not necessarily indicative of the results to be expected for a full year. Certain amounts in the prior year statements have been reclassified to conform to the current year presentations. The statements should be read in conjunction with the financial statements and footnotes thereto included in our Form 10-KSB for the year ended December 31, 2007.

The financial statements include our wholly owned subsidiary. All significant inter-company transactions and balances have been eliminated.

**Note 2 – Going Concern**

The accompanying condensed consolidated financial statements have been prepared assuming that we will continue as a going concern. Our ability to continue as a going concern is dependent upon attaining profitable operations based on the development of products that can be sold. We intend to use borrowings and security sales to mitigate the affects of our 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 we be unable to continue in existence.

**Note 3 – Impairment of Long-Lived Assets and Intangible Assets**

We have written-off the balance of the unamortized license fees on our online game Battlezone, as we have terminated the game with our gaming provider, Sidus in July 2008. In addition, the unamortized gaming development cost was also written-off as impaired subsequent to the termination of the online game with Sidus. The total amount of impairment for the period ended September 30, 2008 was \$1,120,504.

**Note 4 – Sale of Mojo Group**

On July 31, 2008, we entered into a Term Sheet agreement with Blue Atelier, Inc., a Nevada company, to purchase all the assets and liabilities (“Equity Interest”) of our subsidiary group, Mojo Media Works, Limited and its subsidiaries/Variable Interest Entity (together referred to as the “Mojo Group”) for a total consideration of \$411,967 and 4,030,000 common shares of EWIN currently held by the Mojo management. The cash consideration of \$411,967 shall be paid by Blue Atelier, Inc. on an “earn out” basis, which means the payment will be paid out from the profits generated by the Mojo Group in the future before any pay out of shareholder dividends and management bonuses. The 4,030,000 common shares of EWIN which is directly or indirectly held by Mojo management has been surrendered to us. This transaction was effective as of August 8, 2008.

A gain of \$1,291,921 was recognized in the period ended September 30, 2008 relating to the sale of Mojo Group.

**Note 5 – Sale of Eworld China**

On August 11, 2008, we entered into a Letter of Intent (“LOI”) with Big Leap International Limited (“Big Leap”), a subsidiary of CY Foundation Group Limited listed in the Hong Kong Stock Exchange, to 1) purchase the operating platform and assets of Eworld China; and 2) enter an arrangement of contract of service with Laurence Li, our president of Eworld China and a selected number of his team members for a total consideration of \$400,000. The selected member of the team will be hired by Big Leap for a minimal period of 18 months. If any of the team members terminated their service contract within the 18 month period, we are obligated to refund \$150,000 back to Big Leap for non-compliance of the terms as set out in the LOI. This transaction was completed on September 4, 2008.

A gain of \$76,310 was recognized as a result of the selling of Eworld China during the period ended September 30, 2008.

EWORLD INTERACTIVE, INC.  
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
PERIOD ENDING SEPTEMBER 30, 2008

**Note 6 – Stock Issuances**

On March 18, 2008, we extended the convertible notes that were originally due on January 25, 2008 to July 25, 2008 with the terms and conditions as laid out in the original agreement. We authorized 1,985,874 shares to be issued to the convertible note holders and 440,000 shares to be issued to the short-term note lender as compensation for the maturity date extensions. We recorded \$315,364 as a loan fee for the extension. The fee was determined based on the market value of our stock on the date of the extension. On July 25, 2008, we have extended the above convertible notes to July 25, 2009 with the same terms and conditions as laid out in the original agreement.

On March 18, 2008 our Board of Directors approved the adoption of a Stock Option Plan allowing for the direct award of stock or granting of stock options to directors, officers, employees and consultants to acquire up to a total of 6,000,000 shares of common stock. The exercise price of the option shall not be less than 100 percent of the Fair Market Value of a Share on the date of grant and shall be determined by the Board of Directors of the Company at its sole discretion.

On March 18, 2008, we authorized the issuance of 4,090,000 shares to be issued to our officers and third party consultants for payment of liabilities for services provided. We recorded \$531,700 as compensation and professional fee expense. We used the market value of our stock on the date the shares were authorized to determine the amount of shares to be issued for the charges. The shares were not issued at June 30, 2008.

On May 20, 2008, we completed the sale of 909,091 shares of our common stock at a price of \$0.11 per share for a total proceeds to the Company of \$100,000.

At September 30, 2008, we have 2,836,679 warrants outstanding at a strike price of \$0.80 expiring from December 31, 2008 to February 14, 2009.

**Warrants Outstanding**

Grant Date	No. of Warrants	Exercise Price	Expiry Date
February 2, 2007	970,000	\$0.80	December 31, 2008
February 14, 2007	1,000,000	\$0.80	February 14, 2009
April 30, 2007	<u>866,679</u>	\$0.80	December 31, 2008
	<u>2,836,679</u>		

**Note 7 – Convertible Notes**

On March 3, 2008, we sold \$50,000 in a convertible note at an interest rate of 12% per annum that matures on March 3, 2009. The note is convertible at a 20% discount to the ten-day average trading price of our stock at the time the request for conversion is received. The convertible note had a beneficial conversion of \$4,348. This was accreted as additional interest expense.

During the second quarter, we sold \$272,254 of convertible notes in aggregate at an interest rate of 12% per annum with maturity dates from April 5 to July 15, 2009. These notes are convertible at a 20% discount to the ten-day average trading price of our stock at the time the request for conversion is received. These convertible notes had a beneficial conversion of \$66,374. This was accreted as additional interest expense.

On July 15, 2008, we sold \$100,000 in a convertible note at an interest rate of 12% per annum that matures on July 15, 2009. The note is convertible at a 20% discount to the ten-day average trading price of our stock at the time the request for conversion is received. The convertible note had a beneficial conversion of \$68,269. This was accreted as additional interest expense.

If all of the convertible notes were converted we would need to change the authorized amount of our shares because the conversion would exceed 150,000,000 shares. Based on the closing price of our stock on September 30, 2008 171,531,750 shares would be issued for the convertible notes.

EWORLD INTERACTIVE, INC.  
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
PERIOD ENDING SEPTEMBER 30, 2008

**Note 8 – Notes Payable**

In March 2008, we borrowed \$576,057 from independent third parties with an interest rate from 8% to 15% per annum with maturity dates from June 1, 2008 to March 31, 2009. There is no collateral for the loans.

**Note 9 – Related Party Transactions**

The Company records transactions of commercial substance with related parties at fair value as determined with management.



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

This statement may include projections of future results and “forward looking statements” as that term is defined in Section 27A of the Securities Act of 1933 as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934 as amended (the “Exchange Act”). 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.

### Financial Summary

#### Results of Operations for the Three-Months Ended June 30, 2008

The Company reports a net income of \$1,010,525 for the three-months ended September 30, 2008 versus a net loss of \$783,411 for the three-months ended September 30, 2007.

The net income for the three-months ended September 30, 2008 of \$1,010,525 is primarily comprised of an operating loss of \$228,297; which is offset by a gross profit from sales of \$9,081 and other income of \$1,238,822. Total other income was primarily comprised of \$1,291,921 gained on the sale of Mojo Group.

The net loss for the three-months ended September 30, 2007 of \$783,411 is comprised of operating expenses of \$751,449 and interest expenses of \$153,343; offset by net revenues for the period of \$123,381.

#### Liquidity and Capital Resources

During the nine-months ended September 30, 2008 the Company's cash position decreased \$123,197. Net cash used in operating activities totaled \$1,616,096; \$6,535 was used in investing activities; and \$1,456,185 was provided by financing activities: \$533,931 from short-term borrowings; \$400,000 from the sale of assets in Eworld China; \$100,00 from stock sold; and \$422,254 from convertible notes issued. Effect of exchange rate changes provided \$43,249.

#### Cash Flow Requirements for Operations.

As of September 30, 2008 we had available cash of \$76,191. Our current operations are limited due to a lack of available funding develop our business plans. Cash demands are currently debt payable, administrative, accounting and legal expense. We are operating month to month satisfying our cash requirements with loans and equity sales. We will continue to rely on continued loans and other investment which may or may not be available to us when needed and could impact negatively our ability to continue operations.

#### *Going Concern*

The accompanying condensed consolidated financial statements have been prepared assuming that we will continue as a going concern. Our ability to continue as a going concern is dependent upon attaining profitable operations. We intend to use borrowings and security sales to mitigate the affects of our 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 we be unable to continue in existence.

## **Results of Operations**

Eworld is the developer of eworldchina.cn, an online community focused on entertainment content provided by both leading professional content producers and amateur content produced by users of the website. The online platform allowed users to create and define their own personal space in the community, then interact with and within the community on multiple levels.

Eworld Interactive, Inc. had intended to develop revenue through our eworldchina.cn online community focused on entertainment content. The company has historically received nominal revenues on developing site traffic.

We expected to develop revenues from the Battlezone game after an extended process of approval for commercial use from the Chinese regulators. Initial marketing efforts of the game were not successful and we currently do not have available funding to continue to market or operate the game. We terminated the game operations with our gaming provider, Sidus in July 2008.

Mojo Media had begun to generate revenue for the company; however those revenues did not continue to develop as expected. Due to our limited funding we sold Mojo Media in an effort to reduce our overhead costs and debt while we look to other opportunities to develop a revenue producing segment of operations.

### **Shanghai Eworld China Information Technologies Co., Ltd., (Eworld China)**

On August 11, 2008, we entered into a Letter of Intent ("LOI") with Big Leap International Limited ("Big Leap"), a subsidiary of CY Foundation Group Limited listed in the Hong Kong Stock Exchange, to 1) purchase the operating platform and assets of Eworld China; and 2) enter an arrangement of contract of service with Laurence Li, our president of Eworld China and a selected number of his team members for a total consideration of \$400,000. The selected member of the team will be hired by Big Leap for a minimal period of 18 months. If any of the team members terminated their service contract within the 18 month period, we are obligated to refund \$150,000 back to Big Leap for non-compliance of the terms as set out in the LOI. This transaction was completed on September 4, 2008.

### **www.eworldchina.cn & www.17dian.cn**

The eworldchina online community portal has been suspended due to a lack of available funding.

### **Alchemy War Game (Beta)**

On Nov 19, 2007, eWorld Interactive announced the closed beta launch of its new Web Game entitled Alchemy War. The game allows players to build their own castles, set up alliances with other players and achieve the goal of setting up a kingdom through trade, war and politics.

The game was developed in-house by the same team that localized eWorld's version of BattleZone. Operations of this game have been suspended due to a lack of available funding.

### **BattleZone Game**

In January 2007, Eworld acquired the exclusive publishing rights from South Korea's Sidus Company ("Sidus") to launch and operate "Battle Zone Online" for the People's Republic of China. Battle Zone Online is a Q-style version of "Counter Strike" that has been in development for the last 2 years. Users typically engage in a 5 minutes battle, mostly in team-play mode, and emerge as winners or losers. Unique techniques, battles, role-growing, competition and team play provide the foundation for a strong and sticky player community.

The BattleZone game licenses from the Chinese regulators were received in January 2008.

Marketing of the game was not successful and due to limited financial resources we are unable to continue to operate the game. We terminated the game operations with our gaming provider, Sidus in July 2008.

**Mojo Mediaworks Limited**

On July 31, 2008, we entered into a Term Sheet agreement with Blue Atelier, Inc., a Nevada company, to purchase all the assets and liabilities (“Equity Interest”) of our subsidiary group, Mojo Media Works, Limited and its subsidiaries/Variable Interest Entity (together referred to as the “Mojo Group”) for a total consideration of \$411,967 and 4,030,000 common shares of EWIN currently held by the Mojo management. The cash consideration of \$411,967 shall be paid by Blue Atelier, Inc. on an “earn out” basis, which means the payment will be paid out from the profits generated by the Mojo Group in the future before any pay out of shareholder dividends and management bonuses. The 4,030,000 common shares of EWIN which is directly or indirectly held by Mojo management will be surrendered to us at no consideration. The following table summarizes the sale of Mojo Group to Blue Atelier, Inc.:

	July 31, 2008
Cash	\$ 18,900
Fixed assets	77,812
Prepaid assets	17,177
Payables and accrued expenses	(654,308)
Short-term borrowings	(73,600)
Payable to EWIN	(511,967)

Effective August 8, 2008 Eworld Interactive, Inc.(Eworld) has sold 100% of the issued and outstanding equity of Mojo Media Works, Limited (“MOJO”), a British Virgin Islands company to Blue Atelier, Inc., a Nevada Company. The agreement was made to be effective on August 8, 2008 but did not receive all the required signatures for approval by the parties until August 19, 2008. The company has disclosed this transaction on Form 8-K filed August 25, 2008 and incorporates by reference that disclosure into this Form 10-Q.

We are currently reorganizing our business efforts due to a lack of available funding for operations. Once we have obtained additional funding we can look to expand operations.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not Applicable

**Item 4T. Controls and Procedures**

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2008. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, Guy Peckham and with the assistance of an outside accountant. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2008, our disclosure controls and procedures have been identified utilizing the guidance provided by the PCAOB preliminary staff views published October 17, 2007 and the COSO publication “internal control over financial reporting – guidance for smaller public companies” published in June of 2006.

We have identified and tested the internal control procedures based on the referenced guidance. We have identified weaknesses regarding the fact that the Company has only one employee, which performs all accounting and bookkeeping for the Company through an outside accounting firm. To mitigate this weakness all transactions are approved by the Chief Financial Officer and the outside accountant as to how they are to be reported in the books and records to assure proper reporting in the financial statements. There have been no significant changes in our internal controls over financial reporting during the period ended September 30, 2008 that have materially affected or are reasonably likely to materially affect such controls.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

The Company has established disclosure controls and procedures to ensure that information disclosed in this MD&A and the related financial statements was properly recorded, processed, summarized and reported to the Company's Board of Directors. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Having identified weaknesses implicit to the scope of our operations and implementing procedures to mitigate those weaknesses our principal executive and principal financial officer, Mr. Guy Peckham, has determined that the effectiveness of our disclosure controls and procedures were effective as of the three month period ended September 30, 2008.

There has been no change in the Company's disclosure controls during the three month period ended September 30, 2008 that has materially affected or is likely to materially affect its control over financial reporting.

**Management's Report on Internal Control over Financial Reporting**

The CEO and CFO of the Company acknowledge that they are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Rule 240.13a-15(f) or Rule 240.15d-15(f). This report shall not be deemed to be filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section.

Management and the Board of Directors work to mitigate the risk of a material misstatement in financial reporting, however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

Management has identified the critical disclosure controls and procedures associated with the Company's internal control over financial reporting using the above guidance for the period ended September 30, 2008 and we have tested the effectiveness of these disclosure controls and procedures. The Company has identified weaknesses regarding the fact that the company has only one employee, which performs all accounting and bookkeeping for the company through our outside accounting firm. This material weakness could materially affect the Company's control over financial reporting.

To mitigate this weakness all transactions are approved by the Chief Financial Officer and outside accountant as to how they are to be reported in the books and records to assure proper reporting in the financial statements. We will not be able to eliminate this weakness until such time as we expand our staff to enable additional controls to be implemented.

Having identified weaknesses implicit to the scope of our operations and implementing procedures to mitigate those weaknesses our principal executive and principal financial officer, Mr. Guy Peckham, has determined that the effectiveness of our internal controls over financial reporting are effective as of the period ended September 30, 2008.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error.

Weaver & Martin LLC, the Company's independent registered public accounting firm, was not required to and has not issued a report concerning the effectiveness of the Company's internal control over financial reporting as of September 30, 2008.

## **Part II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

None, for the period ending September 30, 2008

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On July 15, 2008, we sold \$100,000 in convertible note at an interest rate of 12% per annum with a maturity period on July 15, 2009. The note is convertible at a 20% discount to the ten-day average trading price at the time the request for conversion is received.

All securities were issued as exempted transactions under Section 4(2) of the Securities Act of 1933, Regulation S and are subject to Rule 144 of the Securities Act of 1933. The recipient(s) of our securities took their shares for investment purposes without a view to distribution. Furthermore, they had access to information concerning our Company and our business prospects; there was no general solicitation or advertising for the purchase of our shares.

### **Item 3. Defaults Upon Senior Securities**

None

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

None, for the period ending September 30, 2008

### **Item 5. Other Information**

None

### **Item 6. Exhibits and Reports**

#### Exhibits

Eworld Interactive, Inc. includes herewith the following exhibits:

- 31.1 Certification of Principal Executive Officer (Rule 13a-14(a)/15(d)-14(a))
- 32.1 Certification of Principal Executive Officer (18 U.S.C. 1350)

## **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.

### **Eworld Interactive, Inc.**

Date: November 18, 2008

By: /s/ Guy Peckham, President

Guy Peckham, President  
Principal Executive Officer  
Principal Accounting Officer