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ARMITEC INC
Form 10QSB
May 20, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20459

FORM 10-QSB

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

For Quarter Ended: March 31, 2002

Commission File Number: 0-11419

Armitec, Inc.

(Exact Name of Registrant as specified in its charter)
State or other jurisdiction of incorporation Delaware

(I.R.S. Employer Identification No.) 22-493-5595

Address of Principal executive offices of corporation
4479 Atlanta Road Smyrna, Georgia 30080

Registrants telephone number, including area code
770-432-8140

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities and 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 last 90 days.

YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as to the latest practical date.

CLASS	No. of shares Outstanding on March 31, 2001
Common Stock	37,638,629
Par Value \$.00167	
Per share	

ARMITEC, INC.
(A DEVELOPMENT STAGE COMPANY)

TABLE OF CONTENTS

Part I	Financial Information	Page
Item 1.	Financial Statements:	
	Consolidated Condensed Balance Sheets	
	March 31, 2002 (unaudited) and December 31, 2001.....	3

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Unaudited Consolidated Condensed Statements of Operations for the three months ended March 31, 2002, and March 31, 2001 and cumulative from commencement of development stage through March 31, 2002 (unaudited).....	4
Unaudited Consolidated Condensed Statements of Cash Flows for the three months ended March 31, 2002, and March 31, 2001 (unaudited), and cumulative from commencement of development stage through March 31, 2002 (unaudited).....	5
Consolidated Statement of Changes in Stockholders' Equity for the period from December 31, 1999 to March 31, 2002 (unaudited).....	6
Notes to Financial Statements (unaudited).....	7
Item 2. Plan of operation.....	7
Part II Other Information	Page
Item 1. Legal Proceedings.....	7
Item 2. Changes in Securities and Use of Proceeds.....	7
Item 3. Defaults Upon Senior Securities.....	7
Item 4. Submission of Matters to a Vote of Security Holders	8
Item 5. Other Information	8
Item 6. Exhibits and Reports on Form 8-K.....	8

ARMITEC, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED CONDENSED BALANCE SHEETS

	March 31, 2002	December 31, 2001
	-----	-----
	(unaudited)	
ASSETS		
CURRENT ASSETS		
Cash	\$	\$ 7,557
Finished goods inventory	70,066	71,189
Prepaid rent		7,775
Deposit	5,000	

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Miscellaneous receivable	4,500	
	-----	-----
Total current assets	79,566	86,521
	-----	-----
Fixed Assets		
Furniture, fixtures and equipment, at cost	66,120	66,120
Leasehold improvements	6,302	
	-----	-----
Total fixed assets	72,422	66,120
OTHER ASSETS		
Lease deposit	15,500	15,500
Advance to Jack Young	49,500	49,400
	-----	-----
Total Other Assets	65,000	65,000
Total assets	\$ 216,988	\$ 168,141
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	\$ 197,747	\$ 138,918
Bank overdraft	5,329	
Related party obligations	519,355	479,600
Bridge loan	50,000	
	-----	-----
Total Current Liabilities	772,431	618,518
	-----	-----
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock, par value \$.00167; 50,000,000 shares authorized; 37,638,629 issued and outstanding	62,856	50,958
Paid-in capital	206,987	170,322
(Deficit) accumulated during the development stage	(825,286)	(671,657)
	-----	-----
Total Stockholders' Equity (Deficit)	(555,443)	(450,377)
	-----	-----
	\$ 216,988	\$ 168,141
	=====	=====

The accompanying notes are an integral part of these financial statements

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CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001	Cumulative from July 24 2000 (commencement of development stage) to March 31, 2002
REVENUES	\$ --	--	\$ --
EXPENSES			
General and administrative	152,249	61,031	783,647
Interest	1,380	1,640	6,672
Total expenses	153,629	62,671	790,319
NET (LOSS)	\$ (153,629)	(62,671)	\$ (790,319)
NET (LOSS) PER SHARE	(*)	(*)	
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	34,076,129	18,808,632	

(*) less than \$.01 per share

The accompanying notes are an integral part of these financial statements

4

ARMITEC, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

Three Months	Cumulative from July 24 2000 (commencement of development
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	Ended March 31, 2002 -----	stage) to March 31, 2002 -----
OPERATING ACTIVITIES		
Net (loss)	\$ (153,629)	\$ (790,319)
Adjustments to reconcile net loss to net cash used by operating activities:		
Issuance of common stock for services	11,063	67,135
Changes in:		
Accounts payable	58,829	197,747
Inventory	1,123	(70,066)
Prepaid rent	7,775	--
Related Party transactions	39,755	519,355

Net Cash (Used) by Operating Activities	(35,084)	(76,148)

INVESTING ACTIVITIES		
Deferred offering costs		(21,251)
Increase in other receivables	(54,000)	(54,000)
Increase in leasehold improvements	(6,302)	(6,302)
Increase in deposit - auto	(5,000)	(5,000)
Increase in lease deposit		(15,500)
Increase in furniture, fixtures and equipment		(66,120)

Net Cash to financing activities	(65,302)	(168,173)

FINANCING ACTIVITIES		
Increase in paid-in capital	36,665	36,665
Increase in common stock	835	152,327
Bridge loan	50,000	50,000

Net Cash to financing activities	87,500	238,992

NET (DECREASE) IN CASH	(12,886)	(5,329)
CASH AT BEGINNING OF PERIOD,	7,557	--

BANK OVERDRAFT AT END OF PERIOD	\$ (5,329)	\$ (5,329)
	=====	
SUPPLEMENTAL INFORMATION		
Interest paid	\$ 1,640	\$ 6,672
	=====	
NON-CASH ACTIVITIES		
Deferred offering costs applied to common stock subscriptions received	\$ 21,251	\$ 21,251
	=====	

The accompanying notes are an integral part of these financial statements

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ARMITEC, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

	Common Stock		Paid-In Capital	Accumulated (Deficit) During Development Stage	
	Shares	Amount			
Balances, at Inception	15,947,542	\$ 25,516	\$	\$ (34,967)	\$
Shares issued for compensation to employees @ \$.01 per share, June 10, 2000	1,027,100	1,643	8,628		
Shares issued to settle debt at \$.01 per share, June 10, 2000	18,000	29	151		
Shares issued for consulting services @ \$.01 per share	1,815,990	2,906	15,254		
Net (loss) for the period				(222,746)	
Balances, December 31, 2000	18,808,632	30,094	24,033	(251,713)	
Issuance of common stock February 12, 2001, net of offering costs of \$21,251 at \$.15 per share	849,997	1,360	105,381		
Issuance of common stock for consulting services on April 10, 2001 at par	720,000	1,152			
Proceeds from sale of common stock, July 15, 2001 at \$.15 per share	35,000	56	4,944		
Common stock issued for consulting services July 1, 2001, at par	7,350,000	11,760			
Common stock issued for consulting services November 8, 2001, at \$.01 per share	2,500,000	4,000	21,000		
Proceeds from sale of common stock November 8, 2001, at \$.15 per share	50,000	80	7,420		
Proceeds from exercise of stock purchase warrants on December 27, 2001, at \$.05 per share	200,000	320	9,680		
Change in par value to ..000167 per share		2,136	(2,136)		
Net (loss) for the year				(413,944)	
Balances, December 31, 2001	513,629	\$ 50,985	\$ 170,322	\$ (671,657)	\$
Common stock issued for					

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consulting services February 4, 2002, at \$.01 per share	2,225,000	3,715			
Proceeds from exercise of stock purchase warrants on February 14, 2002, at \$.075 per share	500,000	835	36,665		
Common stock issued for consulting services March 4, 2002, at \$.01 per share	4,400,000	7,348			
Net (loss) for period				(153,629)	
Balances, March 31, 2002	<u>37,638,629</u>	<u>\$ 60,720</u>	<u>\$ 209,123</u>	<u>\$ (825,286)</u>	<u>\$</u>

The accompanying notes are an integral part of these financial statements

6

ARMITEC, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS
Three Months Ended March 31, 2002

NOTE 1. BASIS OF PRESENTATION

In the opinion of management, the accompanying unaudited consolidated condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the Company's financial position as of March 31, 2002 and the results of its operations and cash flows for the three months ended March 31, 2002. Operating results for the three months ended March 31, 2002 are not necessarily indicative of the results that may be expected for the year ended December 31, 2002.

These condensed financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company's Form 10-KSB for the year ended December 31, 2001.

ITEM 2. PLAN OF OPERATION

For the near term, the Company continues to pursue its business plan, and the Company is currently seeking another acquisition or in the alternative, raising additional funds necessary to commence retail and manufacturing operations. The Company has had no significant revenues or operations since inception. Although the Company recently raised approximately \$300,000 in net proceeds from the sale of a convertible note, additional capital will be needed to continue the Company's operations. The Company expects to obtain additional capital through the private sale of the Company's securities or from borrowings from private lenders and/or financial institutions. There can be no assurance that the Company will be successful in obtaining any additional capital which

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may be needed.

Part II

Item 1. Legal Proceedings

NONE

Item 2. Changes in Securities and Use of Proceeds

The Company entered into a Convertible Note Purchase Agreement dated as of April 23, 2002, in which the Registrant covenanted that it would not declare or pay any dividends so long as the Convertible Note remained outstanding. The Convertible Note matures on April 23, 2004.

In April, 2002, the Registrant entered into a securities purchase agreement with the Stonestreet Limited Partnership for the issuance of a \$350,000 7% convertible note and 3,500,000 common stock purchase warrants in reliance on Section 4(2) of the Act and Rule 506. Each warrant entitles the holder to purchase one share of common stock at an exercise price of \$.042. The commission for the transaction was 10% (\$35,000) and a common stock purchase warrant for 3,500,000 shares of our stock at an exercise price per share of \$.042. Net proceeds amounted to \$315,000.

Item 3. Defaults Upon Senior Securities

NONE

7

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

NONE

Item 5. Other Information

During April 2002, the Company entered into a convertible debt financing agreement with Stonestreet Limited Partnership for an aggregate of \$350,000. The stated interest rate is 7% per annum and the unpaid principal and interest balance is due in full by April 23, 2004. Net proceeds to the Company amounted to approximately \$315,000, which is net of debt issue costs. The Company issued 3,500,000 warrants to acquire 3,500,000 shares of the Company's common stock at an exercise price of \$.042.

On May 2, 2002, Jack Young Associates, Inc., a wholly-owned subsidiary of the Company, purchased the assets of Pocono Knits, Inc, a New Jersey corporation. Pocono Knits, Inc. is a manufacturer of sweaters for the military, police, postal, fire And security companies. The company has been in business for over 40 years and services the same customer base as the Company intends to service. The sale was consummated pursuant to the terms and conditions of an Asset Purchase Agreement dated as of March 15, 2002, as amended by a First Amendment to Asset Purchase Agreement dated May 2, 2002 (The "Asset Purchase Agreement").

Pursuant to the terms of the Asset Purchase Agreement, Jack Young Associates, Inc. assumed all of the obligations of Pocono Knits, Inc in the aggregate amount of approximately \$1,900,000. In connection with the Asset Purchase Agreement, the Company entered into a Stock Pledge Agreement whereby

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the Company pledged all of the issued and outstanding shares of Jack Young Associates, Inc. to Jack Young as security for the performance of certain obligations of the Company, including the payment of all amounts now due or coming due at any time thereafter in connection with such obligations.

The purchase price paid in connection with the sale was determined through arms-length negotiations among the parties to the Asset Purchase Agreement. The foregoing description is qualified in its entirety by reference to the Asset Purchase Agreement as amended, and the Stock Pledge Agreement.

The Company will file the required pro forma financial information as soon as is practical, but not later than 60n days after the date that this report is required to be filed.

In addition, the Company entered into a Consulting Agreement with the former president of Pocono Knits, Inc, which pays the consultant \$127,200 per year and 2,000,000 shares of the Company's common stock. The 2,000,000 shares of the Company's stock is subject to a Put Agreement whereby upon the five year anniversary of the Put Agreement, the consultant may put the shares back to the Company for the sum of \$550,000. At any time after the two year anniversary of the Put Agreement, the Company may call the 2,000,000 shares for the sum of \$550,000. If the consultant rejects a call from the Company, the consultant's put option will terminate. The Company also entered into an Employment Agreement with the former Vice President of Pocono Knits, Inc with compensation in the amount of \$96,180 per year.

SIGNATURES

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

ARMITEC, INC.

July 3, 2001

/s/ Bruce R. Davis

President, Chief Executive Officer, Chief
Financial and Accounting Officer