

Edgar Filing: KENTEX PETROLEUM INC - Form 10QSB

KENTEX PETROLEUM INC  
Form 10QSB  
August 12, 2005

U. S. Securities and Exchange Commission  
Washington, D. C. 20549

FORM 10-QSB

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

For the quarterly period ended June 30, 2005

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

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

Commission File No.  
-----  
0-30955

KENTEX PETROLEUM, INC.  
-----

(Name of Small Business Issuer in its Charter)

NEVADA  
-----  
(State or Other Jurisdiction of  
incorporation or organization)

87-0645378  
-----  
(I.R.S. Employer I.D. No.)

4685 South Highland Dr., Suite 202  
Salt Lake City, UT 84117  
-----

(Address of Principal Executive Offices)

Issuer's Telephone Number: (801)278-9424

None; Not Applicable.  
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(Former Name or Former Address, if changed since last Report)

Indicate by check mark whether the Registrant (1) has filed all reports  
required to be filed by Sections 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.

(1) Yes X No \_\_\_\_\_ (2) Yes X No \_\_\_\_\_  
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APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE  
PRECEDING FIVE YEARS

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None, Not Applicable;

APPLICABLE ONLY TO CORPORATE ISSUERS Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date:

July 15, 2005  
2,357,997

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

The Financial Statements of Kentex Petroleum, Inc., a Nevada corporation (the "Company") required to be filed with this 10-QSB Quarterly Report were prepared by management and commence on the following page. In the opinion of management, the Financial Statements fairly present the financial condition of the Registrant.

KENTEX PETROLEUM, INC.  
BALANCE SHEETS  
June 30, 2005 and December 31, 2004

	6/30/2005	
	-----	
	[Unaudited]	
ASSETS		
Assets	\$ 0	\$
	-----	
Total Assets	\$ 0	\$
	=====	
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Loans from stockholders	\$ 26,789	\$
Accounts Payable	1,363	
	-----	
Total Current Liabilities	28,152	
Total Liabilities	28,152	
	-----	
Stockholders' Deficit:		
Common Stock, \$.001 par value; authorized 50,000,000 shares; issued and outstanding, 2,357,997 shares	2,358	
Paid-in Capital	2,073,802	
Accumulated Deficit, prior to development stage	(2,041,500)	
Deficit accumulated during development stage	(62,812)	
	-----	
Total Stockholders' Deficit	(28,152)	
	-----	
Total Liabilities and Stockholders' Deficit	\$ 0	\$

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KENTEX PETROLEUM, INC.  
STATEMENTS OF OPERATIONS

For the Three and Six Month Periods Ended June 30, 2005, 2004 and  
for the Period from Reactivation [May 8, 1999] through June 30, 2005

	Three Months Ended 6/30/2005 ----- [Unaudited]	Three Months Ended 6/30/2004 ----- [Unaudited]	Six Months Ended 6/30/2005 ----- [Unaudited]	Six Months Ended 6/30/2004 ----- [Unaudited]
REVENUE				
Income	\$ 0	\$ 0	\$ 0	\$ 0
NET REVENUE	0	0	0	0
Operating Expenses				
General and Administrative	2,235	1,807	9,608	2,235
Total Operating Expenses	2,235	1,807	9,608	2,235
Other Income				
Forgiveness of Debt	25,000		25,000	
Net Income Before Taxes	\$ 22,765	\$ (1,807)	\$ 15,392	\$ (2,235)
Income/Franchise taxes	0	0	0	0
Net Income / (loss)	22,765	(1,807)	15,392	(2,235)
Loss (loss) Per Share	\$ 0.01	\$ (0.01)	\$ 0.00	\$ (0.01)
Weighted Average Shares Outstanding	2,357,997	2,357,997	2,357,997	2,357,997

KENTEX PETROLEUM, INC.  
STATEMENTS OF CASH FLOWS

For the Three and Six Month Periods Ended June 30, 2005, 2004 and  
for the Period from Reactivation [May 8, 1999] through June 30, 2005

	Three Months Ended 6/30/2005 ----- [Unaudited]	Three Months Ended 6/30/2004 ----- [Unaudited]	Six Months Ended 6/30/2005 ----- [Unaudited]	Six Months Ended 6/30/2004 ----- [Unaudited]

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Cash Flows Used For Operating Activities

Net Income / (loss)	\$	22,765	\$	(1,807)	\$	15,392	\$	(2,
Adjustments to reconcile net loss to net cash used in operating activities:								
Shares issued for services		0		0		0		
Increase/(Decrease) in accounts payable		(9,027)		0		(23,637)		
Increase/(Decrease) in Shareholder Loans		(13,738)		1,807		8,245		2,
Net Cash Used For Operating Activities		0		0		0		

Cash Flows Provided by Financing Activities

Net Cash Provided by Financing Activities		0		0		0
Net Increase In Cash		0		0		0
Beginning Cash Balance		0		0		0
Ending Cash Balance	\$	0	\$	0	\$	0

Notes to Financial Statements  
June 30, 2005

NOTE 1 - PRELIMINARY NOTE

The accompanying condensed financial statements have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These interim financial statements include all adjustments, which in the opinion of management, are necessary in order to make the financial statements not misleading. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2004.

NOTE 2 - GOING CONCERN

The Company does not have significant assets, nor has it established operations and has accumulated losses since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. It is the intent of the Company to seek a merger with an existing, well-capitalized operating company. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 - RELATED PARTY PAYABLES

A shareholder has paid general and administrative expenses on behalf of the Company, through June 30, 2005, of \$26,789. During the period ended June 30, 2005, a shareholder paid \$1,262 in expenses on behalf of the Company.

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

Plan of Operation.

The Company has not engaged in any material operations in the period ending June 30, 2005.

Effective as of June 28, 2005, Kentex Petroleum, Inc., a Nevada corporation (the "Company"), and VidRev Technologies, Inc., a Florida corporation ("VidRev"), executed a Termination Agreement by which they mutually terminated the Agreement and Plan of Merger (the "Merger Agreement") by which VidRev was to merge with and into the Company, with the Company being the surviving corporation. As part of the Termination Agreement, the Company also agreed to withdraw the Registration Statements on Forms S-4 and SB-2 that it had filed with the Securities and Exchange Commission pursuant to the Merger Agreement. Each party will bear its own expenses in connection with the negotiation, execution and delivery of the Merger Agreement and the Termination Agreement. The Company and VidRev agreed to terminate the Merger Agreement because of the apparent impossibility of meeting all conditions to closing, including effectiveness of the Company's Registration Statement on Form S-4, in a timely manner. On December 20, 2004, the Company filed with the Securities and Exchange Commission a Current Report on Form 8-K disclosing the material terms of the Merger Agreement. A copy of the Termination Agreement with respect thereto is attached hereto and incorporated by reference.

The Company's only foreseeable cash requirements during the next 12 months will relate to maintaining the Company in good standing in the State of Nevada, keeping its reports "current" with the Securities and Exchange Commission or the payment of expenses associated with reviewing or investigating any potential business venture. Management does not anticipate that the Company will have to raise additional funds during the next 12 months, however, if additional moneys are needed, they may be advanced by management or principal stockholders as loans to the Company. Because the Company has not identified any such venture as of the date of this Report, it is impossible to predict the amount of any such loan. However, any such loan will not exceed \$75,000 and will be on terms no less favorable to the Company than would be available from a commercial lender in an arm's length transaction. As of the date of this Report, the Company has not begun seeking any acquisition.

Results of Operations.

The Company has had no operations during the quarterly period ended June 30, 2005, or for over the past ten years. During the quarterly period covered by this Report, the Company received no revenue and incurred expenses of \$2,235, stemming from general and administrative expenses as well as legal expense. The Company also recognized \$25,000 in forgiveness of debt that was associated with the termination of the VidRev merger.

Liquidity.

At June 30, 2005, the Company had total current assets of \$0 and total liabilities of \$28,152.

Item 3. Controls and Procedures.

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our President and Secretary/Treasurer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our President and Chief Financial Officer concluded that our disclosure controls

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and procedures are effectively designed to ensure that information required to be disclosed or filed by us is recorded, processed or summarized, within the time periods specified in the rules and regulations of the Securities and Exchange Commission. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. In addition, we reviewed our internal controls, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of their last evaluation.

### PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None; not applicable.

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

None; not applicable

Item 3. Defaults Upon Senior Securities.

None; not applicable.

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

None; not applicable

Item 5. Other Information.

See Part I, Item 2 above.

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

(a) Exhibits

EX 31 Certification of Sarah Jenson, the Company's President, pursuant to section 302 of the Sarbanes-Oxley Act of 2002

EX 31.1 Certification of Lisa Howells, the Company's Secretary, pursuant to section 302 of the Sarbanes-Oxley Act of 2002

EX 32 Certification of Sarah Jenson and Lisa Howells pursuant to section 906 of the Sarbanes-Oxley Act of 2002

(b) Current Reports on Form 8-K.

Current Report on Form 8-K as filed on June 29, 2005 regarding termination of VidRev agreement, is incorporated herein by reference.

### SIGNATURES

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

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KENTEX PETROLEUM, INC.

Date: 8-9-05

By/S/ Sarah Jenson  
Sarah E. Jenson, President and Director

Date: 8-9-05

By/S/ Lisa Howells  
Lisa Howells, Secretary, Treasurer and Director