



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

**FORM 10-KSB/A-1**

**ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2003

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

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

Commission file number: 333-47924

**BLASTGARD INTERNATIONAL, INC.**

(Name of small business issuer as specified in its charter)

**Colorado**  
(State or other jurisdiction of  
incorporation or organization)

**84-1506325**  
(IRS Employer  
Identification No.)

**12900 Automobile Blvd., Ste D, Clearwater, Florida**  
(Address of principal executive offices)

**33762**  
(Zip Code)

Issuer's telephone number: (727) 592-9400

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: None

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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

State issuer's revenues for its most recent fiscal year: \$-0-

As of March 24, 2004 the aggregate market value of the Common Stock held by non-affiliates, approximately 34,450,236 shares of Common Stock, was approximately \$29.3 million based on an average of the bid and ask prices of approximately \$.85 per share of Common Stock on such date.

The number of shares outstanding of the issuer's Common Stock, \$.001 par value, as of March 24, 2004 was 96,396,903 shares.



DOCUMENTS INCORPORATED BY REFERENCE: None.

Transitional Small Business Disclosure Format (check one): Yes ; No

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### Purpose of this Amendment

BlastGard International, Inc. is filing this report on Form 10-KSB/A-1 to amend its annual report for the period ended December 31, 2003. BlastGard International, Inc. was formerly known as Opus Resource Group, Inc. as of the date of filing the original Form 10-KSB for the period ended December 31, 2003 (filed on March 30, 2004). The reasons that we are filing this amendment are as follows:

1. The financial statements have been revised to reflect retroactively all stock splits, the Statement of Changes in Shareholders' Equity has been revised to included all equity issuances since inception, and the disclosure in the notes has been revised with respect to earning per share, options and warrants. In addition, the Report of Independent Auditors has been revised to clarify that the audit was performed in accordance with the standards of the Public Company Accounting Oversight Board.
2. Corrections have been made to the disclosure contained in the Section 302 Certifications by the company's Chief Executive Officer and Chief Financial Officer, which were filed as exhibits 31.1 and 31.2 to the original Form 10-KSB for the period ended December 31, 2003.

The Section 302 Certifications filed as exhibits 31.1 and 31.2 to the original Form 10-KSB for the period ended December 31, 2003, incorrectly stated that the certifying officers have designed internal controls over financial reporting. The requirement to design internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act, does not apply to the company until our first fiscal year ending after July 15, 2006, which for our company means our fiscal year ending December 31, 2006.

### PART I

### PART II

#### **Item 7. Financial Statements.**

The information required by Item 7 and an index thereto commences on page F-1, which pages follow this page.



**PART III**

**Item 13. Exhibits and Reports on Form 8-K**

<u>Exhibit Number</u>	<u>Description</u>
31.1	Section 302 Certification by the Corporation's Chief Executive Officer. (Filed herewith).
31.2	Section 302 Certification by the Corporation's Chief Financial Officer. (Filed herewith).
32.1	Section 906 Certification by the Corporation's Chief Executive Officer. (Filed herewith).
32.2	Section 906 Certification by the Corporation's Chief Financial Officer. (Filed herewith).

Reports on Form 8-K

The Company did not file any Current Reports on Form 8-K during the quarter ended December 31, 2003.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OPUS RESOURCE GROUP, INC.

Dated: March 15, 2005

By: /s/ James F. Gordon

\_\_\_\_\_  
 James F. Gordon, Chief Executive Officer

Dated: March 15, 2005

By: /s/ Michael J. Gordon

\_\_\_\_\_  
 Michael J. Gordon, Chief Financial Officer and Principal Accounting Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ John L. Waddell, Jr.

\_\_\_\_\_  
 John L. Waddell, Jr., Director

Date: March 15, 2005

By: /s/ James F. Gordon

\_\_\_\_\_  
 James F. Gordon, Director

Date: March 15, 2005

By: /s/ Michael J. Gordon

\_\_\_\_\_  
 Michael J. Gordon, Director

Date: March 15, 2005



BlastGard International, Inc.  
**(formerly Opus Resource Group, Inc.**  
and formerly Opus Media Group)

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To the Board of Directors and Shareholders:  
OPUS Resource Group, Inc. (formerly OPUS Media Group, Inc.)

### REPORT OF INDEPENDENT AUDITORS

We have audited the balance sheet of OPUS Resource Group, Inc. (formerly OPUS Media Group, Inc.) as of December 31, 2003, and the related statements of operations, changes in shareholders' deficit and cash flows for the years ended December 31, 2003 and 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of OPUS Resource Group, Inc. as of December 31, 2003, and the results of its operations and its cash flows for the years ended December 31, 2003 and 2002, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered significant operating losses since inception, which raises a substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 11 to the financial statements, on January 31, 2004, the Company entered into an Agreement and Plan of Reorganization with Blastgard Technologies, Inc.

Cordovano and Honeck, P.C.  
Denver, Colorado  
March 19, 2004



**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**

**Balance Sheet**

**December 31, 2003**

**Assets**

Property and equipment, net of accumulated depreciation of \$49,674 (Note 3)	\$ 2,149
Debt issue costs, net of \$62,500 amortized to interest expense (Note 5)	62,500
	<u>64,649</u>

**Liabilities and Shareholders' Deficit**

**Current Liabilities:**

Bank overdraft	\$ 9
Accounts payable and accrued expenses	345,917
Indebtedness to related party (Note 2)	21,641
Note payable (Notes 5)	375,000
Accrued interest payable (Note 5)	13,402
Accrued interest payable to shareholder (Note 2)	1,072
	<u>757,041</u>

**Shareholders' deficit (Note 6):**

Preferred stock, \$.001 par value; 1,000 shares authorized, -0- shares issued and outstanding	—
Common stock, \$.001 par value; 100,000,000 shares authorized, 3,542,937 shares issued and outstanding	3,543
Outstanding common stock options	223,308
Outstanding common stock warrants	293,250
Additional paid-in capital	3,657,891
Retained deficit	(4,870,384)
	<u>(692,392)</u>
	<u>\$ 64,649</u>

See accompanying notes to financial statements



**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**

**Statements of Operations**

	Years Ended December 31,	
	2003	2002
Revenue, net	\$ —	\$ 358
Operating expenses:		
Stock-based compensation (Notes 2 and 6):		
Officers and directors	83,100	54,375
Consulting services	90,000	1,000,199
Legal services	5,000	262,754
Rent, related party (Note 2)	7,200	—
Selling, general and administrative	213,339	209,899
Marketing rights fees (Notes 6 and 10)	60,000	—
Cost for rescission of Plan of Reorganization (Note 8)	—	150,000
Loss on deposit following failed acquisition (Note 10)	245,000	—
Record label inducement fee (Note 9)	—	400,000
Depreciation and amortization	10,447	14,153
Asset impairment charge (Note 4)	—	31,917
Total operating expenses	714,086	2,123,297
Operating loss	(714,086)	(2,122,939)
Non-operating income:		
Interest income	20	21
Interest expense (Notes 5 and 10)	(79,152)	(2,225)
Loss before income taxes	(793,218)	(2,125,143)
Income tax provision (Note 7)	—	—
Net loss	\$ (793,218)	\$ (2,125,143)
Basic and diluted loss per share	\$ (0.24)	\$ (1.34)
Basic and diluted weighted average common shares outstanding	3,255,298	1,590,177

See accompanying notes to financial statements

**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**  
**Statement of Changes in Shareholders' Deficit**

	Preferred Stock		Common Stock		Outstanding Common Stock Options	Outstanding Common Stock Warrants	Additional Paid-In Capital	Deficit Accumulated During Development Stage	Total
	Shares	Par Value	Shares	Par Value					
Balance at January 1, 2002	—	\$ —	700,151	\$ 700	\$ 16,858	\$ 243,250	\$ 1,591,756	\$(1,952,023)	\$ (99,459)
January 2002, stock issued to attorney in exchange for services (Note 6)	—	—	18,660	19	—	—	55,981	—	56,000
January 2002, stock issued to consultant in exchange for services (Note 6)	—	—	10,000	10	—	—	112,490	—	112,500
February 2002, sale of common stock (Note 6)	—	—	11,556	11	—	—	119,989	—	120,000
February 2002, stock issued in Plan of Reorganization, net of rescinded shares (Note 8)	—	—	666,700	667	—	—	(667)	—	—
February 2002, options granted to purchase 609,167 shares of common stock (Note 6)	—	—	—	—	205,000	—	—	—	205,000
February 2002, warrants granted to purchase 100,000 shares of common stock (Note 6)	—	—	—	—	—	50,000	—	—	50,000
February 2002, stock issued to attorney in exchange for services (Note 6)	—	—	16,730	17	—	—	32,613	—	32,630
March 2002, stock issued to attorney in exchange for services (Note 6)	—	—	26,660	27	—	—	51,973	—	52,000
March 2002, stock issued to consultants in exchange for services (Note 6)	—	—	178,340	178	—	—	374,322	—	374,500
May 2002, sale of common stock (Note 6)	—	—	66,667	67	—	—	499,933	—	500,000
June 2002, stock issued to attorney in exchange for services (Note 6)	—	—	29,320	29	—	—	41,761	—	41,790
July 2002, stock issued to consultants in exchange for services (Note 6)	—	—	216,670	217	—	—	243,533	—	243,750
July 2002, stock issued to officers in exchange for services (Note 2)	—	—	48,333	48	—	—	54,327	—	54,375
July 2002, options granted to purchase 6,667 shares of common stock (Note 6)	—	—	—	—	1,450	—	—	—	1,450
July 2002, stock issued to attorney in exchange for services (Note 6)	—	—	15,590	16	—	—	23,373	—	23,389
August 2002, stock issued to attorney in exchange for services (Note 6)	—	—	26,220	26	—	—	21,997	—	22,023
September 2002, stock issued to attorney in exchange for services (Note 6)	—	—	35,750	36	—	—	29,455	—	29,491

See accompanying notes to financial statements



**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**  
**Statement of Changes in Shareholders' Deficit**

	Preferred Stock		Common Stock		Outstanding Common Stock Options	Outstanding Common Stock Warrants	Additional Paid-In Capital	Deficit Accumulated During Development Stage	Total
	Shares	Par Value	Shares	Par Value					
October 2002, stock issued to attorney in exchange for services (Note 6)	—	—	13,920	14	—	—	5,416	—	5,430
November 2002, stock issued to consultant in exchange for services (Note 6)	—	—	33,335	33	—	—	12,967	—	13,000
Net loss	—	—	—	—	—	—	—	(2,125,143)	(2,125,143)
Balance at December 31, 2002	—	—	2,114,602	2,115	223,308	293,250	3,271,219	(4,077,166)	(287,274)
March 2003, stock issued in exchange for marketing rights (Note 6)	—	—	333,334	333	—	—	59,667	—	60,000
March 2003, stock issued to officers and directors in exchange for services (Note 2)	—	—	400,000	400	—	—	71,600	—	72,000
March 2003, stock issued to consultants in exchange for services (Note 6)	—	—	333,334	333	—	—	59,667	—	60,000
April 2003, stock issued to officers and directors in exchange for services (Note 2)	—	—	61,667	62	—	—	11,038	—	11,100
April 2003, stock issued to consultants in exchange for services (Note 6)	—	—	166,667	167	—	—	29,833	—	30,000
May 2003, stock issued to attorney in exchange for services (Note 6)	—	—	33,333	33	—	—	4,967	—	5,000
June 2003, stock issued as payment of a liability owed to a former acquisition candidate (Notes 6 and 8)	—	—	100,000	100	—	—	149,900	—	150,000
Net loss	—	—	—	—	—	—	—	(793,218)	(793,218)
Balance at December 31, 2003	—	\$ —	3,542,937	\$ 3,543	\$ 223,308	\$ 293,250	\$3,657,891	\$(4,870,384)	\$ (692,392)

See accompanying notes to financial statements





**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**  
**Statements of Cash Flows**

	Years Ended December 31,	
	2003	2002
<b>Cash flows from operating activities:</b>		
Net loss	\$(793,218)	\$(2,125,143)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	10,447	14,153
Stock-based compensation (Notes 2 and 6)	178,100	1,317,328
Stock issued for marketing rights fees (Note 6)	60,000	—
Asset impairment charge (Note 4)	—	31,917
Loss on Blastgard deposit (Note 10)	245,000	—
Changes in operating assets and liabilities:		
Accounts payable and accruals	147,660	40,953
Indebtedness to related party	21,641	—
Due to former merger candidate	—	150,000
Unearned revenue	(164)	(128)
Net cash used in operating activities	<u>(130,534)</u>	<u>(570,920)</u>
<b>Cash flows from investing activities:</b>		
Blastgard deposit (Note 10)	(245,000)	—
Net cash used in investing activities	<u>(245,000)</u>	<u>—</u>
<b>Cash flows from financing activities:</b>		
Proceeds from the sale of common stock net of offering costs	—	620,000
Payments on capital lease obligations	—	(19,543)
Repayment of director loans	—	(30,000)
Proceeds from shareholder loan	—	25,000
Repayment of shareholder loan	—	(25,000)
Proceeds from issuance of note payable (Note 5)	375,000	—
Net cash provided by financing activities	<u>375,000</u>	<u>570,457</u>
Net change in cash	(534)	(463)
Cash, beginning of period	534	997
Cash, end of period	<u>\$ —</u>	<u>\$ 534</u>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for:		
Income taxes	\$ —	\$ —
Interest	<u>\$ 3,250</u>	<u>\$ 2,225</u>
<b>Non-cash financing activities:</b>		
Common stock issued in exchange for debt owed to former acquisition candidate (Note 8)	<u>\$(150,000)</u>	<u>\$ —</u>

See accompanying notes to financial statements



**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**  
**Notes to Financial Statements**

**(1) Organization, Basis of Presentation, and Summary of Significant Accounting Policies**

*Organization and Basis of Presentation*

OPUS Resource Group, Inc. (the “Company” or “OPUS”) was incorporated on June 17, 1999 to capitalize on the growing demand for online medical records systems through the systematic acquisition of paying members from targeted marketing groups which include corporations, organizations or associations. The Company entered into an Agreement and Plan of Reorganization in February 2002 in attempt to strengthen the Company’s operations; however, the parties rescinded the agreement in May 2002 (see Note 8). The Company subsequently abandoned its online medical records operations and entered into a Record Label Agreement (see Note 9) in May 2002. Following the termination of the Record Label Agreement, the Company signed a Memorandum of Understanding with Blastgard, Inc. during 2003 (see Note 10). The Company was unable to raise the capital needed to complete the Memorandum of Understanding and the deal was terminated in November 2003.

On January 31, 2004, the Company entered into an Agreement and Plan of Reorganization with Blastgard Technologies, Inc. (“BTI”), a Florida corporation and affiliate of Blastgard, Inc. (see Note 11). BTI is a development stage enterprise formed to design and market proprietary blast mitigation materials.

Management changed the manner in which it presents the Company’s operating results and cash flows during the year ended December 31, 2003. Management no longer considers the Company in the development stage as defined by the FASB Statement of Standards No. 7, “Accounting and Reporting by Development Stage Enterprises.” As a result, cumulative operating results and cash flow information are no longer presented in the accompanying financial statements. This change does not affect the Company’s operating results or financial position. Accordingly, no pro forma financial information is necessary. Historical information has been revised in conformity with current practice.

Inherent in the Company’s business are various risks and uncertainties, including its limited operating history, historical operating losses, and dependence upon strategic alliances. The Company’s future ability to continue as a going concern will be dependent upon its ability to develop and market its proprietary blast mitigation materials and the Company’s ability to develop and provide new products that meet customers’ changing requirements on a timely and cost-effective basis.

The Company plans to raise capital through the sale of its common stock. There can be no assurance, however, that additional financing will be available when needed or on terms acceptable to the Company. There can be no assurance that the Company will be able to continue as a going concern, obtain adequate capital through the sale of its stock, or achieve material revenues and profitable operations.

*Use of Estimates*

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.



**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**  
**Notes to Financial Statements**

***Cash and Cash Equivalents***

The Company considers all highly liquid debt instruments with original maturities of three months or less when acquired to be cash equivalents. The Company had no cash equivalents at December 31, 2003.

***Property and Equipment***

Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets, generally ranging from three to five years. Property and equipment under capital leases are stated at the present value of minimum lease payments and are amortized using the straight-line method over the shorter of the lease term or the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the estimated useful lives of the assets or the term of the lease, whichever is shorter.

***Impairment of Long-Lived Assets***

The Company evaluates the carrying value of its long-lived assets under the provisions of SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. Statement No. 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted future cash flows estimated to be generated by those assets are less than the assets' carrying amount. If such assets are impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying value or fair value, less costs to sell.

***Debt Issue Costs***

The costs related to the issuance of debt are capitalized and amortized to interest expense using the effective interest method over the lives of the related debt.

***Income Taxes***

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the recorded book basis and the tax basis of assets and liabilities for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes are also recognized for operating losses that are available to offset future taxable income and tax credits that are available to offset future federal income taxes.

***Revenue Recognition***

The Company has recognized membership fees ratably over the period of the membership.

***Sales and Marketing Costs***

Marketing expense includes the costs of advertising and other general sales and marketing costs. The Company expenses the cost of advertising and promoting its services as incurred.



**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**  
**Notes to Financial Statements**

***Financial Instruments***

The carrying amounts of cash, accounts payable and other accrued liabilities approximate fair value due to the short-term maturity of the instruments.

***Stock-based Compensation***

The Company accounts for stock-based employee compensation arrangements in accordance with Accounting Principles Board ("APB") Opinion 25, "Accounting for Stock Issued to Employees" and complies with the disclosure provisions of SFAS No. 123, "Accounting for Stock-Based Compensation." Under APB No. 25, compensation expense is based on the difference, if any, on the date of grant, between the fair value of the Company's stock and the exercise price. The Company accounts for stock issued to non-employees in accordance with the provisions of SFAS No. 123. SFAS 123 requires the fair value based method of accounting for stock issued to non-employees in exchange for services.

Companies that elect to use the method provided in APB 25 are required to disclose pro forma net income and pro forma earnings per share information that would have resulted from the use of the fair value based method. The Company has elected to continue to determine the value of stock-based compensation arrangements under the provisions of APB 25. Pro forma disclosures have been included in Note 5.

***Loss per common share***

The Company reports net loss per share using a dual presentation of basic and diluted loss per share. Basic net loss per share excludes the impact of common stock equivalents. Diluted net loss per share utilizes the average market price per share when applying the treasury stock method in determining common stock equivalents. As of December 31, 2003, there were 657,100 vested common stock options outstanding, which were excluded from the calculation of net loss per share-diluted because they were antidilutive. Also excluded from the calculation of net loss per share-diluted were 450,000 outstanding common stock warrants, which would also be antidilutive.

***New accounting pronouncements***

***Consolidation of Variable Interest Entities***

In January 2003, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 46, "Consolidation of Variable Interest Entities", an interpretation of Accounting Research Bulletin No. 51, "Consolidated Financial Statements". Interpretation 46 establishes accounting guidance for consolidation of variable interest entities that function to support the activities of the primary beneficiary. Interpretation 46 applies to any business enterprise, both public and private, that has a controlling interest, contractual relationship or other business relationship with a variable interest entity. The Company believes it has no investment in or contractual relationship or other business relationship with a variable interest entity and therefore the adoption did not have any impact on its financial position or results of operations. However, if the Company enters into any such arrangement with a variable interest entity in the future, its financial position or results of operations may be adversely impacted.



**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**  
**Notes to Financial Statements**

*Amendment of Statement 133 on Derivative Instruments and Hedging Activities*

On April 30, 2003, the FASB issued Statement No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities". Statement 149 is intended to result in more consistent reporting of contracts as either freestanding derivative instruments subject to Statement 133 in its entirety, or as hybrid instruments with debt host contracts and embedded derivative features. In addition, Statement 149 clarifies the definition of a derivative by providing guidance on the meaning of initial net investments related to derivatives. Statement 149 is effective for contracts entered into or modified after June 30, 2003. The Company does not believe the adoption of Statement 149 will have a material effect on its financial position, results of operations or cash flows.

*Financial Instruments with Characteristics of Both Liabilities and Equity*

On May 15, 2003, the FASB issued Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". Statement 150 establishes standards for classifying and measuring as liabilities certain financial instruments that embody obligations of the issuer and have characteristics of both liabilities and equity. Statement 150 represents a significant change in practice in the accounting for a number of financial instruments, including mandatorily redeemable equity instruments and certain equity derivatives that frequently are used in connection with share repurchase programs. The Company currently does not use such instruments. Statement 150 is effective for all financial instruments created or modified after May 31, 2003, and to other instruments as of September 1, 2003. The Company has adopted Statement 150 and does not believe the effect of adopting this statement will have a material impact on its financial position, results of operations or cash flows.

**(2) Related Party Transactions**

On March 25, 2003, the Company issued 400,000 shares of its common stock to officers and directors in exchange for operational and consulting services. The market value of the common stock on the transaction date was \$.18 per share, resulting in stock-based compensation expense of \$72,000 (see Note 6).

On April 14, 2003, the Company issued 61,667 shares of its common stock to officers and directors in exchange for operational and consulting services. The market value of the common stock on the transaction date was \$.18 per share, resulting in stock-based compensation expense of \$11,100 (see Note 6).

As of December 31, 2003, the Company owed an officer \$13,000 for accrued salaries, \$7,200 for unpaid rent, and \$1,441 for expenses paid on behalf of the Company. The balance of \$21,641 is included in the accompanying condensed financial statements as "Indebtedness to related party".

In May 2002, a shareholder loaned the Company \$25,000 for working capital. The loan carries an interest rate of 10 percent and matures on May 31, 2003. The Company repaid the loan prior to December 31, 2002. Accrued interest on the loan totaled \$1,072 and was unpaid as of December 31, 2003.

During the year ended December 31, 2002, the Company issued 48,333 shares of its common stock to its officers in exchange for operational services. The market value of the common stock on the transaction date was \$1.125 per share. Stock-based compensation expense of \$54,375 was recognized in the accompanying financial statements for the year ended December 31, 2002.



**OPUS RESOURCE GROUP, INC.**  
**(Formerly OPUS Media Group, Inc.)**  
**Notes to Financial Statements**

**(3) Property and Equipment**

Property and equipment consisted of the following at December 31, 2003:

Property and equipment under capital lease	\$ 29,967
Leasehold improvements	2,802
Furniture and equipment	19,054
	<u>51,823</u>
Less accumulated depreciaiton and amortization	(49,674)
	<u>\$ 2,149</u>

Depreciation expense totaled \$10,447 and \$13,991 for the years ended December 31, 2003 and 2002.

**(4) Deferred Costs**

The Company wrote-off the deferred costs related to its online medical records operations during the year ended December 31, 2002. Deferred costs consisted of the following at December 31, 2002:

Patent	\$ 29,457
Service mark	2,460
	<u>31,917</u>
Less:	
Asset impairment charge (2002)	(31,917)
	<u>\$ —</u>

***Asset impairment charge-Deferred Costs***

Due to the Company's continued losses since inception, termination of the online medical records operations, and uncertainty regarding the ultimate recovery of the Company's intangible assets, the Company recorded an asset impairment charge against its patent costs and service mark totaling \$31,917, or (\$.001) per common share during the year ended December 31, 2002.

**(5) Notes Payable**

The Company's promissory notes payable consist of the following:

Promissory note payable, 10 percent interest rate, matures June 30, 2004 (see Note 10)	\$250,000
Promissory note payable, 10 percent interest rate, matures October 21, 2003, unsecured (Default)	25,000
Promissory note payable, 10 percent interest rate, matures March 31, 2004, unsecured	100,000
	<u>\$375,000</u>

On June 30, 2003, the Company received proceeds of \$250,000 in exchange for a promissory note. \$245,000 of the proceeds was subsequently paid to Blastgard as an initial deposit (see Note 10). The



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note carries a ten percent interest rate and matures once either the Company or Blastgard receive additional financing totaling \$1 million or on June 30, 2004, which ever occurs first. In addition, the Company agreed to issue the note holder 250,000 shares (16,667 post-split) of its common stock as a payment for making the loan. However, if the Company's common stock is trading at less than \$.50 per share on June 30, 2004, the Company must pay the debt holder the difference between the stock price and \$.50 per share. As a result, the Company capitalized debt issue costs totaling \$125,000, of which \$62,500 was amortized to interest expense as of December 31, 2003. The 250,000 shares (16,667 post-split) were not issued as of December 31, 2003.

All of the promissory notes mature within 12 months. The \$25,000 promissory note is in default as of December 31, 2003; however, the note was repaid through the issuance of common stock in January 2004 (see Note 11).

Accrued interest payable on the notes totaled \$13,402 at December 31, 2003.

**(6) Shareholders' Deficit**

***Reverse stock split***

On September 8, 2003, the Company's Board of Directors declared a 1 for 15 reverse split of its \$.001 par value common stock for shareholders of record on September 29, 2003. The stock split reduced the number of common shares outstanding from 53,143,083 to 3,542,937 on September 29, 2003. Shares issued prior to September 29, 2003 have been retroactively restated to reflect the impact of the reverse split.

***Common stock***

On March 25, 2003, the Company issued 333,334 shares of its common stock in exchange for marketing and consulting services. The market value of the common stock on the transaction date was \$.18 per share. Stock-based compensation expense of \$60,000 was recognized in the accompanying financial statements for the year ended December 31, 2003.

On March 25, 2003, the Company issued 333,334 shares of its common stock in exchange for marketing rights (see Note 10). The market value of the common stock on the transaction date was \$.18 per share. Marketing rights fees of \$60,000 were recognized in the accompanying financial statements for the year ended December 31, 2003.

On April 14, 2003, the Company issued 166,667 shares of its common stock in exchange for marketing and consulting services. The market value of the common stock on the transaction date was \$.18 per share. Stock-based compensation expense of \$30,000 was recognized in the accompanying financial statements for the year ended December 31, 2003.

On May 16, 2003, the Company issued 33,333 shares of its common stock in exchange for legal services. The market value of the common stock on the transaction date was \$.15 per share. Stock-based compensation of \$5,000 was recognized in the accompanying financial statements for the year ended December 31, 2003.

On June 6, 2003, the Company issued 100,000 shares of its common stock as payment for a \$150,000 liability owed to a former acquisition candidate.



**OPUS RESOURCE GROUP, INC.**  
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During February 2002, the Company sold 11,556 shares of its common stock for \$120,000 (\$10.38 per share).

During May 2002, the Company sold 66,667 shares of its common stock for \$500,000 (\$7.50 per share).

During the year ended December 31, 2002, the Company issued 438,333 shares of its common stock to unrelated third parties in exchange for marketing, public relations, and other consulting services. The market value of the common stock ranged from \$.45 to \$11.25 per share. Stock-based compensation expense of \$1,000,199 was recognized in the accompanying financial statements for the year ended December 31, 2002.

During the year ended December 31, 2002, the Company issued 182,883 shares of its common stock to its attorney in exchange for legal services. The market value of the common stock ranged from \$.45 to \$3.00 per share. Stock-based compensation expense of \$262,754 was recognized in the accompanying financial statements for the year ended December 31, 2002.

***Preferred stock***

The Company is authorized to issue 1,000 shares of \$.001 par value preferred stock. The Company may divide and issue the Preferred Shares in series. Each Series, when issued, shall be designated to distinguish them from the shares of all other series. The relative rights and preferences of these series include preference of dividends, redemption terms and conditions, amount payable upon shares of voluntary or involuntary liquidation, terms and condition of conversion as well as voting powers.

***Stock options***

The Company has adopted a non-qualified stock option and stock grant plan for the benefit of key personnel and others providing significant services. Options granted pursuant to the plan are exercisable at a price no less than the market value of the shares of common stock on the date of grant. According to the Company's policy, options granted to non-employees are accounted for under the fair value method, while options granted to employees and directors are accounted for using the intrinsic method. The fair value of the Company's common stock was determined based on its traded market value on the date of issuance.

***Option/Warrant Pricing Model***

The warrants granted by the Company have been accounted for as option awards due to the compensatory nature of the warrants.

The fair value of each option granted has been estimated as of the grant date using the Black-Scholes option pricing model. The following weighted-average assumptions were used for the year ended December 31, 2003: risk-free interest rate of 2.0 percent, expected volatility of 5.6 percent, expected life of two years, and no expected dividends. The following weighted-average assumptions were used for the year ended December 31, 2002: risk-free interest rate of 2.0 percent, expected volatility of 6.5 percent, expected life ranging from two to three years, and no expected dividends.

During the year ended December 31, 2002, the weighted average exercise price and fair value of options granted was \$.65 and \$.03, respectively, on the date of grant for options granted with an exercise price greater than the fair value of the stock. During the year ended December 31, 2003, the



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weighted average exercise price and fair value of options granted was \$.75 and \$-0-, respectively, on the date of grant for options granted with an exercise price greater than the fair value of the stock. There were no options granted with exercise prices that equaled or were less than the fair value of the underlying stock on the date of grant.

The fair value of each warrant granted has been estimated as of the grant date using the Black-Scholes option pricing model. The following weighted-average assumptions were used for the year ended December 31, 2002: risk-free interest rate of 2.0 percent, expected volatility of 6.5 percent, expected life ranging from two to three years, and no expected dividends. During the year ended December 31, 2002, the weighted average exercise price and fair value of warrants granted was \$1.17 and \$.03, respectively, on the date of grant for options granted with an exercise price greater than the fair value of the stock. There were no warrants granted with exercise prices that equaled or were less than the fair value of the underlying stock on the date of grant. There were no warrants granted, exercised, or cancelled during the year ended December 31, 2003.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options and warrants, which have no vesting restrictions and are fully transferable. Option valuation models also require the input of highly subjective assumptions such as expected option life and expected stock price volatility. Because the Company's stock-based awards have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, the Company believes that the existing option valuation models do not necessarily provide a reliable single measure of the fair value of its stock-based awards.

***Options and warrants granted to non-employees, accounted for under the fair value method***

On September 3, 2003, the Company entered into a consulting agreement with JMW Fund, LLC to provide consulting and advisory services to the Company. The Company granted the consultant fully vested warrants to purchase an aggregate of 200,000 shares of the Company's common stock. On September 3, 2003 the market value of the stock was \$.011. The exercise prices on the options range from \$.50 to \$1.00 and expire on August 31, 2005. The Company determined that the options had no fair value in accordance with SFAS 123.

On March 22, 2002, the Company entered into agreements with thirteen unrelated third party consultants to provide consulting and advisory services to the Company. The Company granted certain of the consultants fully vested options to purchase an aggregate of 466,667 shares of the Company's common stock. On March 22, 2002 the market value of the stock was \$2.10. The exercise prices on the options range from \$3.75 to \$22.50 and expire on May 31, 2005. The Company determined the fair value of the options in accordance with SFAS 123 to be \$.03 per share and have recorded stock based compensation expense of \$205,000.

***Options granted to employees, accounted for under the fair value method (pro forma)***

During the year ended December 31, 2002, employees of the Company were granted options to purchase 165,833 and 3,333 shares of common stock on March 22, 2002 and July 23, 2002, respectively.



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Had compensation expense been recorded based on the fair value at the grant date, and charged to expense over vesting periods, consistent with the provisions of SFAS 123, the Company's net loss and net loss per share would have increased to the pro forma amounts indicated below:

	December 31,	
	2003	2002
Net loss, as reported	\$(855,718)	\$(2,274,158)
Decrease due to:		
Employee stock options	—	(110,200)
Pro forma net loss	\$(855,718)	\$(2,384,358)
As reported:		
Net loss per share - basic and diluted	\$ (0.26)	\$ (0.10)
Pro Forma:		
Net loss per share - basic and diluted	\$ (0.26)	\$ (0.10)

**Warrants**

On February 5, 2002, the Company granted warrants to purchase 100,000 shares of the Company's common stock to former officers and directors of the Company at exercise prices ranging from \$7.50 to \$30.00 per share (see Note 8). On February 5, 2002 the fair value of the stock was \$5.70 per share. The warrants expire on February 5, 2004. The Company determined the fair value of the warrants to be \$.50 per share and has recognized stock-based compensation of \$50,000.

**Summary**

Following is a summary of the Company's stock option awards to purchase shares of common stock as of December 31, 2003, and the changes since inception:

Description	Options	Warrants
Outstanding at January 1, 2002	41,267	150,000
Granted	635,833	100,000
Exercised	—	—
Canceled/expired	(20,000)	—
Outstanding at December 31, 2002	657,100	250,000
Granted	—	200,000
Exercised	—	—
Canceled/expired	—	—
Outstanding at December 31, 2003	657,100	450,000



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**(7) Income Taxes**

A reconciliation of U.S. statutory federal income tax rate to the effective rate follows for the years ended December 31, 2003 and 2002 follows:

	For the Years Ended December 31,	
	2003	2002
U.S. statutory federal rate, graduated	34.00%	34.00%
State income tax rate, net of federal	3.63%	3.63%
Permanent book-to-tax differences	0.00%	0.00%
Net operating loss (NOL) for which no tax benefit is currently available	-37.63%	-37.63%
	<u>0.00%</u>	<u>0.00%</u>

At December 31, 2003, deferred tax assets consisted of a net tax asset of \$1,880,270, due to operating loss carryforwards of \$4,855,963, which was fully allowed for, in the valuation allowance of \$1,880,270. The valuation allowance offsets the net deferred tax asset for which it is more likely than not that the deferred tax assets will not be realized. The change in the valuation allowance for the years ended December 31, 2003 and 2002 totaled \$322,007 and \$780,876, respectively. The current tax benefit also totaled \$322,007 and \$780,876 for the years ended December 31, 2003 and 2002, respectively. The net operating loss carryforward expires through the year 2023.

The valuation allowance will be evaluated at the end of each year, considering positive and negative evidence about whether the deferred tax asset will be realized. At that time, the allowance will either be increased or reduced; reduction could result in the complete elimination of the allowance if positive evidence indicates that the value of the deferred tax assets is no longer impaired and the allowance is no longer required.

Should the Company undergo an ownership change as defined in Section 382 of the Internal Revenue Code, the Company's tax net operating loss carryforwards generated prior to the ownership change will be subject to an annual limitation, which could reduce or defer the utilization of these losses.

**(8) ToolTrust Agreement and Plan of Reorganization and Subsequent Partial Rescission**

On February 5, 2002, the Company acquired 100 percent of the issued and outstanding common stock of ToolTrust Corporation, a private Nevada corporation, in exchange for an aggregate of 1,333,333 shares of the Company's common stock pursuant to an Agreement and Plan of Reorganization dated October 19, 2001 (the "Reorganization"). At the time of the Reorganization, ClearDialog Communications, Inc. ("ClearDialog") and LocalToolbox Corporation ("LocalToolbox") were wholly-owned subsidiaries of ToolTrust. In connection with the Reorganization, the Company formed IDMedical, Inc., a wholly-owned subsidiary to operate the on-line medical records business.

On May 9, 2002, the Company entered into share exchange agreements with certain former shareholders of ClearDialog and LocalToolbox wherein the former shareholders reacquired their shares of ClearDialog and LocalToolbox in exchange for approximately 620,000 shares of the 1,333,333 shares of the Company's common stock to be issued pursuant to the Reorganization. As a result of the transactions, ToolTrust no longer had an interest in these entities. The Company granted to LocalToolbox a license to utilize the Company's technology related to on-line medical records. The Company is also obligated to pay LocalToolBox a total of \$150,000 in two \$75,000 payments that were due on October 19, 2002 and April 19, 2003. Payment of the settlement amount was



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secured by 100,000 shares of the Company's restricted common stock and the Company's technology and pending patent application related to its online medical records business. During the year ended December 31, 2003, the Company issued 100,000 shares of its common stock to LocalToolBox as payment for the \$150,000.

Pursuant to an agreement dated May 9, 2002, Robert L. Evans, James K. Robbins and Garrett J. Girvan resigned their respective positions as officers and directors of the Company and its inactive subsidiaries IDMedical, Inc. and ToolTrust. Messrs. Evans, Robbins and Girvan continued as officers/directors of LocalToolbox and ClearDialog.

As part of the closing, the former officers and directors of the Company received warrants to purchase the Company's common stock (see Note 6):

<u>Officer/Director</u>	<u>Warrants</u>
Richard Schaller, Sr.	11,111 @ \$7.50 per share
	11,111 @ \$15.00 per share
	11,111 @ \$30.00 per share
Richard Schaller, Jr.	11,111 @ \$7.50 per share
	11,111 @ \$15.00 per share
	11,111 @ \$30.00 per share
Neil A. Cox	11,111 @ \$7.50 per share
	11,111 @ \$15.00 per share
	11,111 @ \$30.00 per share

None of the above warrants were exercised and all expired in February 2004.

**(9) Record Label Agreement**

In May 2002, the Company sold 66,667 shares of its restricted common stock to an individual for gross proceeds of \$500,000. \$400,000 of the proceeds were paid to MJJ Ventures, Inc. ("MJJ") as an inducement fee pursuant to a Label Term Sheet Agreement ("Label Agreement") dated May 11, 2002, between the Company's subsidiary, ToolTrust Corporation ("ToolTrust"), and MJJ, as described below.

The Label Agreement contemplated that the Company and MJJ would form a California Limited Liability Company to operate a music label, tentatively called "Neverland Records". The Label Agreement obligated the Company to pay MJJ a total of \$3,800,000 as an inducement fee, which was non-refundable. Of this amount, the Company paid MJJ \$400,000. The label Agreement also obligated the Company to have a minimum of \$1,500,000 in funds for the initial year of operation of the music label. The Company was also required to provide a minimum of \$2,000,000 per year to fund the overhead portion of the music label's annual budget for the remaining six years of the term of the Label Agreement.

The Label Agreement contemplated the substantial involvement of Michael J. Jackson, and provided Mr. Jackson with discretion to grant or deny approval of any artist seeking to sign a recording



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agreement. Mr. Jackson also had final approval of all creative elements in connection with master recordings and videos. Ultimately, however, Mr. Jackson's level of participation with the music label, if any, was to be determined at his sole discretion. MJJ could "opt-out" of the Label Agreement if the music label was unable to secure a distribution deal or the music label could not substantially satisfy any material goals set forth in its business plan. Mr. Jackson could opt-out for any reason after three years. In any such case, the Company was obligated to buy-out MJJ's interest in the music label. All trademarks, label names, domain names, and logos associated with the music label were to remain the property of Mr. Jackson, and while the parties could negotiate the Company's use of certain trademarks associated with the music label, there was no obligation for Mr. Jackson to grant such rights to the Company.

The parties subsequently agreed to terminate the Label Agreement.

**(10) Memorandum of Understanding**

During the year ended December 31, 2003, the Company signed a Memorandum of Understanding ("MOU") with Blastgard, Inc. ("Blastgard"), pursuant to which the Company issued 333,334 shares of its restricted common stock to Blastgard in exchange for the right to distribute and sell Blastgard products in China. Blastgard was a development stage company with plans to develop, design and manufacture products that mitigate blasts and suppress flash fires resulting from explosions.

In addition, under the terms of the MOU, the Company agreed to pay \$5.5 million and issue 25 percent of the Company's then issued and outstanding common stock in exchange for 51 percent of the issued and outstanding common stock of Blastgard. On June 30, 2003, the Company paid \$245,000 to Blastgard as an initial deposit on the \$5.5 million purchase price. Under the amended terms of the MOU, the Company had until November 1, 2003 to purchase the 51 percent interest in Blastgard.

The parties agreed to terminate the MOU in December 2003 and the Company recognized a \$245,000 loss on the initial deposit.

**(11) Subsequent Events**

***Common stock***

During January 2004, the Company issued 1,187,300 shares of its common stock to settle past due debts to the Company's creditors, as follows:

1. 323,800 shares as payment for the Company's \$25,000 note payable and \$904 in related accrued interest;
2. 202,000 shares as payment for \$20,200 of the "Indebtedness to related party"; and
3. 661,500 shares as payment for other account payables and accrued liabilities.

At December 31, 2003, the Company's accounts payable and accrued expenses totaled \$345,917. The Company settled \$62,600 of these liabilities during January 2004, prior to its reorganization with Blastgard Technologies, Inc. (see below). Liabilities not settled prior to January 31, 2004 will be reflected on the financial statements of the newly reorganized entity.

Differences between the original amount and the settlement amount will be recorded as an adjustment to the net acquired assets of BTI, because it occurred within one year of the acquisition of BTI.



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During January 2004, the Company cancelled 333,334 shares of its common stock that was originally issued as part of the Blastgard MOU.

Following the above stock transactions, the Company had 4,396,903 common shares issued and outstanding.

***Agreement and Plan of Reorganization***

On January 31, 2004, OPUS entered into an Agreement and Plan of Reorganization (the "Agreement") with Blastgard Technologies, Inc. ("BTI"), a Florida corporation. Under the terms of the Agreement, OPUS agreed to acquire all of the issued and outstanding common stock of BTI in exchange for 91,000,000 shares of OPUS's common stock. The acquisition has been treated as a reverse acquisition whereby OPUS is considered the legal surviving entity. Costs of the transaction have been charged to the period.



EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
31.1	Section 302 Certification by the Corporation's Chief Executive Officer. (Filed herewith).
31.2	Section 302 Certification by the Corporation's Chief Financial Officer. (Filed herewith).
32.1	Section 906 Certification by the Corporation's Chief Executive Officer. (Filed herewith).
32.2	Section 906 Certification by the Corporation's Chief Financial Officer. (Filed herewith).



**Exhibit 31.1**

CERTIFICATION PURSUANT TO  
18 U.S.C. ss.1350, AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, James F. Gordon, Chief Executive Officer of BlastGard International, Inc. (formerly Opus Resource Group, Inc.), certify that:

1. I have reviewed this annual report on Form 10-KSB for the period ended December 31, 2003, as amended of BlastGard International, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 15, 2005

/s/ James F. Gordon

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James F. Gordon, Chief Executive Officer



**Exhibit 31.2**

CERTIFICATION PURSUANT TO  
18 U.S.C. ss.1350, AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael J. Gordon, Chief Financial Officer of BlastGard International, Inc. (formerly Opus Resource Group, Inc.), certify that:

1. I have reviewed this annual report on Form 10-KSB for the period ended December 31, 2003, as amended, of BlastGard International, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 15, 2005

/s/ Michael J. Gordon

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Michael J. Gordon, Chief Financial Officer



**Exhibit 32.1**

CERTIFICATION PURSUANT TO  
18 U.S.C. ss.1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Solely for the purposes of complying with, and the extent required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies, in his capacity as the Chief Executive Officer of BlastGard International, Inc. (formerly Opus Resource Group, Inc.), that, to his knowledge, the Annual Report of the company on Form 10-KSB, as amended, for the period ended December 31, 2003, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the report fairly presents, in all material respects, the company's financial condition and results of operations.

March 15, 2005

/s/ James F. Gordon

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James F. Gordon, Chief Executive Officer



**Exhibit 32.2**

CERTIFICATION PURSUANT TO  
18 U.S.C. ss.1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Solely for the purposes of complying with, and the extent required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies, in his capacity as the Chief Financial Officer of BlastGard International, Inc. (formerly Opus Resource Group, Inc.), that, to his knowledge, the Annual Report of the company on Form 10-KSB, as amended, for the period ended December 31, 2003, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the report fairly presents, in all material respects, the company's financial condition and results of operations.

March 15, 2005

/s/ Michael J. Gordon

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Michael J. Gordon, Chief Financial Officer