



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

Form 10-QSB

(Mark One)

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

For the quarterly period ended September 30, 2005

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.

(Exact 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., Suite D, Clearwater, Florida 33762
(Address of principal executive offices)

(727) 592-9400
(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 such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Check whether the issuer filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of October 31, 2005, the issuer had 21,996,625 shares of \$.001 par value common stock outstanding.

Transitional Small Business Disclosure Format (Check one): Yes No



BLASTGARD INTERNATIO
10-Q 9/30/05

RR Donnelley ProFile chmdoc1
9.1.1

CHMbrand0at
STP

08-Nov-2005 16:18 EST

81807 FS 1 2*
HTM ESS 0C

Page 2 of 2





INDEX

	<u>Page</u>
PART 1 – FINANCIAL INFORMATION	
Item 1. <u>Financial Statements</u>	
<u>Condensed balance sheet, September 30, 2005 (unaudited)</u>	F-1
<u>Condensed statements of operations, three and nine months ended September 30, 2005 and 2004 (unaudited), and September 26, 2003 (inception) through September 30, 2005 (unaudited)</u>	F-2
<u>Condensed statements of cash flows, nine months ended September 30, 2005 and 2004 (unaudited), and September 26, 2003 (inception) through September 30, 2005 (unaudited)</u>	F-3
<u>Notes to condensed financial statements (unaudited)</u>	F-4
Item 2. <u>Management’s Plan of Operation.</u>	1
Item 3. <u>Controls and Procedures</u>	5
PART 2 – OTHER INFORMATION	
Item 1. <u>Legal Proceedings</u>	6
Item 2. <u>Changes in Securities and Use of Proceeds</u>	6
Item 3. <u>Defaults upon Senior Securities</u>	6
Item 4. <u>Submission of Matters to a Vote of Security Holders</u>	6
Item 5. <u>Other Information</u>	6
Item 6. <u>Exhibits and Reports on Form 8-K</u>	6
<u>Signatures</u>	8



BLASTGARD INTERNATIONAL, INC.
(A Development Stage Company)

Condensed Balance Sheet
(Unaudited)

September 30, 2005

Assets

Cash	\$ 386,035
Accounts receivable	483,242
Inventory	260,037
Prepaid expenses	13,942
Property and equipment, net	67,942
Other assets:	
Debt issue costs (Note 4)	115,057
Deferred costs	18,808
Deposits	12,050
	<u>\$ 1,357,113</u>

Liabilities and Shareholders' Deficit

Liabilities:

Indebtedness to related parties (Note 2)	\$ 5,213
Accounts payable	355,464
Accrued liabilities	1,500
Accrued interest payable (Note 4)	144,737
Convertible notes payable, net of unamortized discount of \$237,648 (Note 4)	1,182,352
	<u>1,689,266</u>

Shareholders' deficit (Note 5):

Preferred stock, \$.001 par value; 1,000 shares authorized, -0- shares issued and outstanding	—
Common stock, \$.001 par value; 100,000,000 shares authorized, 21,996,625 shares issued and outstanding	21,997
Additional paid-in capital	4,053,817
Deficit accumulated during development stage	(4,407,967)
	<u>(332,153)</u>
	<u>\$ 1,357,113</u>

See accompanying notes to condensed financial statements



BLASTGARD INTERNATIONAL, INC.
(A Development Stage Company)
Condensed Statements of Operations
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		September 26, 2003 (Inception) Through September 30, 2005
	2005	2004	2005	2004	
Revenues:					
Sales	\$ 481,129	\$ 595	482,772	\$ 595	\$ 483,367
Licensing fees	—	—	—	—	5,000
Total revenues	481,129	595	482,772	595	488,367
Operating expenses:					
Cost of goods sold	320,952	—	321,161	—	321,161
Stock-based compensation (Note 5):					
Officers and directors	—	—	—	—	12,500
Consulting services	38,800	—	163,800	1,154,000	1,363,550
Granted stock options	2,068	4,186	55,853	17,262	73,065
General and administrative	325,401	371,437	936,436	839,717	2,091,376
Research and development	87,167	47,106	196,873	101,447	345,299
Contract settlement fee	—	—	—	16,000	16,000
Depreciation and amortization	6,673	866	18,466	2,571	22,268
Gain on settlement of liabilities	—	(121,500)	—	(123,965)	(123,965)
Loss on disposal of assets	—	—	—	1,834	1,834
Total operating expenses	781,061	302,095	1,692,589	2,008,866	4,123,088
Operating loss	(299,932)	(301,500)	(1,209,817)	(2,008,271)	(3,634,721)
Non-operating income:					
Interest income	5,103	748	22,676	755	25,748
Other income	1,600	—	4,000	—	4,000
Interest expense (Note 4):					
Amortized debt issue costs	(13,806)	—	(41,420)	—	(46,022)
Amortized debt discount	(28,518)	—	(85,553)	—	(95,059)
Beneficial conversion	—	—	—	—	(432,174)
Default penalty and interest	(14,356)	—	(50,070)	—	(50,070)
Other	(28,400)	(2,500)	(85,200)	(86,502)	(179,669)
Loss before income taxes	(378,309)	(303,252)	(1,445,384)	(2,094,018)	(4,407,967)
Income tax provision (Note 3)	—	—	—	—	—
Net loss	\$ (378,309)	\$ (303,252)	(1,445,384)	\$ (2,094,018)	(4,407,967)
Basic and diluted loss per share	\$ (0.02)	\$ (0.01)	(0.07)	\$ (0.10)	
Basic and diluted weighted average common shares outstanding	21,963,292	21,121,180	21,879,736	20,378,272	

See accompanying notes to condensed financial statements



BLASTGARD INTERNATIONAL, INC.
(A Development Stage Company)
Condensed Statements of Cash Flows
(Unaudited)

	Nine months Ended September 30,		September 26, 2003 (Inception) Through September 30, 2005
	2005	2004	
Net cash provided by (used in) operating activities	<u>\$(1,374,481)</u>	<u>\$(1,026,664)</u>	<u>\$(3,037,598)</u>
Cash flows from investing activities:			
Payments for deferred costs	(14,323)	—	(18,808)
Purchases of property and equipment	<u>(46,449)</u>	<u>(17,705)</u>	<u>(90,210)</u>
Net cash used in investing activities	<u>(60,772)</u>	<u>(17,705)</u>	<u>(109,018)</u>
Cash flows from financing activities:			
Proceeds from the sale of common stock	—	1,337,301	2,357,621
Principal payments on notes payable	—	(125,000)	—
Proceeds from issuance of convertible debt	—	—	1,420,000
Stock offering costs	—	—	(132,600)
Payments for debt issue costs	—	—	(112,370)
Net cash provided by financing activities	<u>—</u>	<u>1,212,301</u>	<u>3,532,651</u>
Net change in cash	<u>(1,435,253)</u>	<u>167,932</u>	<u>386,035</u>
Cash, beginning of period	<u>1,821,288</u>	<u>—</u>	<u>—</u>
Cash, end of period	<u>\$ 386,035</u>	<u>\$ 167,932</u>	<u>\$ 386,035</u>
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			
Interest	<u>\$ —</u>	<u>\$ 5,000</u>	<u>\$ 11,072</u>
Income taxes	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Noncash investing and financing transactions:			
Common stock issued in exchange for debt extinguishment	<u>\$ —</u>	<u>\$ 178,500</u>	<u>\$ 178,500</u>

See accompanying notes to condensed financial statements



BLASTGARD INTERNATIONAL, INC.
(A Development Stage Company)

Notes to Condensed Financial Statements
(Unaudited)

Note 1: Basis of presentation

The financial statements presented herein have been prepared by the Company in accordance with the accounting policies in its Form 10-KSB dated December 31, 2004, and should be read in conjunction with the notes thereto.

In the opinion of management, all adjustments (consisting only of normal recurring adjustments) which are necessary to provide a fair presentation of operating results for the interim periods presented have been made. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the year.

The Company is in the development stage in accordance with Statements of Financial Accounting Standards (SFAS) No. 7 "Accounting and Reporting by Development Stage Enterprises". As of September 30, 2005, the Company has devoted substantially all of its efforts to financial planning, raising capital and developing markets.

Financial data presented herein are unaudited.

Note 2: Related party transactions

During the nine months ended September 30, 2005, officers paid expenses on behalf of the Company totaling \$5,213, which were not repaid as of September 30, 2005. The balance owed the officers is included in the accompanying condensed financial statements as "Indebtedness to related parties".

On June 29, 2005, the Company entered into an Advisory Agreement with The November Group Ltd. ("TNG"), an affiliated company (the CEO of The November Group is a director of the Company). Under the terms of the agreement, TNG will provide the Company with marketing and advisory services in exchange for:

- a. 100,000 shares of the Company's restricted common stock; 1
- b. a fee equal to 6% of net revenue paid to the Company by new clients or persons directly introduced by TNG; and
- c. a fee equal to 2.5% of net revenue paid to the Company by any third party not introduced by TNG, if the Company requests in writing TNG's participation with the relationship.

The 100,000 common shares were issued effective June 29, 2005. On that date, the traded market value of the common stock was \$1.48 per share. The Company's Board of Directors valued the issuance at \$1.25 (a 15.5% discount from the traded market value) due to the restricted nature of the common stock issued in the transaction.

Note 3: Income taxes

The Company records its income taxes in accordance with Statement of Financial Accounting Standard No. 109, "Accounting for Income Taxes". The Company incurred net operating losses during all periods presented resulting in a deferred tax asset, which was fully allowed for; therefore, the net benefit and expense resulted in no income taxes.



Note 4: Notes payable

The Company's convertible promissory notes payable consist of the following at September 30, 2005:

\$1,000,000 convertible promissory note issued December 2, 2004, due on October 31, 2007, 8% annual interest rate, net of unamortized discount of \$167,357.....	\$ 832,643
\$200,000 convertible promissory note issued December 2, 2004, due on October 31, 2007, 8% annual interest rate, net of unamortized discount of \$33,472	166,528
\$100,000 convertible promissory note issued December 2, 2004, due on October 31, 2007, 8% annual interest rate, net of unamortized discount of \$16,736	83,264
\$100,000 convertible promissory note issued December 2, 2004, due on October 31, 2007, 8% annual interest rate, net of unamortized discount of \$16,736	83,264
\$20,000 convertible promissory note issued December 2, 2004, due on October 31, 2007, 8% annual interest rate, net of unamortized discount of \$3,347	16,653
	\$1,182,352

Accrued interest on the notes totaled \$94,667 at September 30, 2005. Default interest and penalties on the notes totaled \$50,070 at September 30, 2005. The total accrued interest and penalties of \$144,737 are included in the accompanying condensed financial statements as "Accrued interest payable".

Event of default

In December 2004, we raised \$1,420,000 from five investors in a convertible debt financing, and issued to the investors secured convertible notes and common stock purchase warrants.

The balance sheet at December 31, 2004, includes \$34,080 of the notes under current liabilities (as a current maturities on convertible notes payable), and the balance of \$1,385,920 of the notes as long-term debt (as convertible notes payable, less current maturities).

The individual note holders have the right, at their option, to convert the principal amount of the note, together with all accrued interest thereon in accordance with the provisions of and upon satisfaction of the conditions contained in the note, into fully paid and non-assessable shares of our common stock at a conversion price of \$1.50 per share, subject to adjustment in certain circumstances if the notes are then outstanding, such as a stock split, combination or dividend; or in the event we issue shares of common stock for consideration of less than the exercise price.

Each note provides that if, by March 16, 2006, the notes are still outstanding, the exercise price will be reduced by one-third (from \$1.50 to \$1.00, unless further adjusted) unless we report gross revenues of at least \$15 million or net profits of at least \$1 million for the year ended December 31, 2005. In the event that we do not meet these revenue or profit targets and the notes have not been converted prior to March 16, 2006, then if the note holders then elect to convert the notes at the lower exercise price, we will have to issue 50% more shares than we would have issued at a \$1.50 exercise price. The issuance of additional shares would increase the number of shares outstanding and would dilute the proportionate ownership interests of existing shareholders, as well as have the potential to adversely affect the market price of the common stock if the additional shares are sold into the market.



The initial interest rate of the notes is 8% per annum, but the default rate is 15% per annum. The note holders have the right to demand and receive interest at the default rate upon an event of default. As soon as a default is cured, the interest rate reverts to the initial interest rate of 8%.

In addition, the note holders are entitled to receive payment as liquidated damages, an amount equal to 2% of the outstanding principal (currently \$28,400) for every 30 days that the notes are in default. The liquidated damages are payable in cash or an amount equal to 200% of such cash liquidated damages if paid in additional registered shares of common stock at the conversion rate in effect at that time (currently \$1.50 per share).

An event of default occurred on March 20, 2005, because a registration statement for the resale of the shares issuable to the note holders upon conversion of principal and interest was not declared effective by the SEC by that date, as required by our agreement with the note holders. The reason for the default is because the SEC review process had taken much longer than we had anticipated.

The SEC declared the Company's registration statement on Form SB-2 effective on August 10, 2005. As a result, the Company's convertible promissory notes are no longer accruing additional liquidated damages. However, for the period March 20, 2005 through August 10, 2005, we accrued interest at the rate of 15% and liquidate damages of 2% of principal every 30 days.

As of September 30, 2005, the note holders have not realized on the default event. Based on discussions with the note holders, the Company believes that they currently do not intend to accelerate on the default, but they retain the right to do so. Also as of September 30, 2005, the note holders have made no demands for payment of liquidated damages, but they retain the right to do so.

Warrants

The fair value of detachable warrants issued with the convertible notes was charged to additional paid-in capital with a corresponding discount on the convertible notes payable. The discount is amortized over the life of the debt. As the discount is amortized, the outstanding principal balance of the notes will approach their face value of \$1,420,000. Amortization resulting from the discount is charged to interest expense. Accumulated amortization and amortization expense on the debt discount totaled \$95,059 and \$85,553 as of and for the nine months ended September 30, 2005, respectively.

The Company paid its debt placement agent and its attorney a total of \$112,370 and issued detachable warrants in connection with the issuance of the convertible promissory notes. The fair value of the warrants totaled \$48,709, which, when added to the \$112,370 paid to the placement agent and attorney, resulted in total debt issue costs of \$161,079. Amortization resulting from the debt issue costs is charged to interest expense. Accumulated amortization and amortization expense of the debt issue costs totaled \$46,022 and \$41,420 as of and for the nine months ended September 30, 2005, respectively.



Note 5: Shareholders' equity

Common stock issuances

On August 22, 2005, the Company issued 40,000 shares of its common stock in exchange for investor relations services. On that date, the traded market value of the common stock was \$1.15 per share. The Company's Board of Directors valued the issuance at \$0.97 (a 15.5% discount from the traded market value) due to the restricted nature of the common stock issued in the transaction. Stock-based compensation expense of \$38,800 was recognized in the accompanying financial statements for the nine months ended September 30, 2005.

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

On March 22, 2005, the Company granted consultants options to purchase an aggregate of 125,000 shares of the Company's common stock at an exercise price of \$2.00 per share. All of the options vested on the date of grant. The options expire on March 31, 2009. The quoted market price of the stock was \$1.53 per share on the grant date. The Company valued the options at \$.322 per share, or \$40,250, which is recorded as stock-based compensation in the accompanying condensed financial statements.

The fair value of the options was estimated at the date of grant using the Black-Scholes option-pricing model with the following assumptions:

Risk-free interest rate	2.77%
Dividend yield	0.00%
Volatility factor	33.97%
Weighted average expected life	4 years

An additional 9,000 stock options granted to non-employees in prior years, vested during the nine months ended September 30, 2005. Compensation related to the vested options totaled \$15,603 and has been recorded as stock-based compensation in the accompanying condensed financial statements

Options granted to employees, accounted for under the intrinsic value method

An additional 420,000 stock options granted to employees in prior years, vested during the nine months ended September 30, 2005. Had compensation expense been recorded based on the fair value at the grant date, and charged to expense over vesting periods, the Company's net loss and net loss per share would have increased to the pro forma amounts indicated below:

	Nine Months Ended September 30,	
	2005	2004
Net loss, as reported	\$(1,445,384)	\$(2,094,018)
Decrease due to:		
Employee stock options	(314,700)	(450,877)
Pro forma net loss	\$(1,760,084)	\$(2,544,895)
As reported:		
Net loss per share - basic and diluted	\$ (0.07)	\$ (0.10)
Pro Forma:		
Net loss per share - basic and diluted	\$ (0.08)	\$ (0.12)



The following schedule discloses the calculation of the pro forma compensation expense on employee stock options:

Date of Grant	Number of Options Granted	Total Fair Value	Options Vested Through September 30, 2005	Fair Value Incurred Through September 30, 2005
2/23/2004	100,000	\$ 32,600	100,000	\$ 32,600
1/31/2004	300,000	217,800	275,000	199,650
1/31/2004	300,000	217,800	275,000	199,650
1/31/2004	580,000	421,080	535,000	388,410
1/31/2004	580,000	421,080	535,000	388,410
	<u>1,860,000</u>	<u>\$1,310,360</u>	<u>1,720,000</u>	<u>\$ 1,208,720</u>

\$894,020 of the stock options' total fair value incurred through September 30, 2005 (\$1,208,720) was recognized during the year ended December 31, 2004.

Following is a schedule of changes in common stock options and warrants for the nine months ended September 30, 2005:

	Awards Outstanding		Exercise Price Per Share	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life
	Options	Warrants			
Outstanding at January 1, 2005	1,943,925	1,023,139	\$.25 - \$5.00	\$ 2.22	2.62 years
Granted	125,000	—	\$ 2.00	\$ 2.00	3.50 years
Exercised	—	—	—	\$ —	N/A
Expired	(28,175)	(30,000)	\$.25 - \$1.50	\$ 1.05	N/A
Outstanding at September 30, 2005	<u>2,040,750</u>	<u>993,139</u>	<u>\$.50 - \$5.00</u>	<u>\$ 2.23</u>	<u>2.71 years</u>

Note 6: Concentration of credit risk for cash

The Company has concentrated its credit risk for cash by maintaining deposits in a financial institution, which may at times exceed the amounts covered by insurance provided by the United States Federal Deposit Insurance Corporation ("FDIC"). The loss that would have resulted from that risk totaled \$321,286 at September 30, 2005, for the excess of the deposit liabilities reported by the financial institution over the amount that would have been covered by FDIC. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk to cash.

Note 7: Litigation

The Company is involved in various legal actions and claims arising from the normal course of business. After taking into consideration legal counsel's evaluation of such actions, management is of the opinion that their outcome will not have a significant effect on the Company's financial statements.



Item 2. Plan of Operation

Statements contained herein that are not historical facts are forward-looking statements as that term is defined by the Private Securities Litigation Reform Act of 1995. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the forward-looking statements are subject to risks and uncertainties that could cause actual results to differ from those projected. The Company cautions investors that any forward-looking statements made by the Company are not guarantees of future performance and that actual results may differ materially from those in the forward-looking statements. Such risks and uncertainties include, without limitation: well-established competitors who have substantially greater financial resources and longer operating histories, regulatory delays or denials, ability to compete as a start-up company in a highly competitive market, and access to sources of capital.

The following discussion should be read in conjunction with the Company's financial statements and notes thereto included elsewhere in this Form 10-QSB. Except for the historical information contained herein, the discussion in this Form 10-QSB contains certain forward looking statements that involve risks and uncertainties, such as statements of the Company's plans, objectives, expectations and intentions. The cautionary statements made in this Form 10-QSB should be read as being applicable to all related forward-looking statements wherever they appear herein. The Company's actual results could differ materially from those discussed here.

The financial information furnished herein has not been audited by an independent accountant; however, in the opinion of management, all adjustments (only consisting of normal recurring accruals) necessary for a fair presentation of the results of operations for the period ended September 30, 2005, have been included.

Reorganization with BlastGard Technologies, Inc.

On January 31, 2004, pursuant to an Agreement and Plan of Reorganization ("Reorganization Agreement"), the Company acquired 100% of the issued and outstanding common stock of BlastGard Technologies, Inc. ("BTI"), a Florida corporation, from BTI's shareholders, in exchange for an aggregate of 18,200,000 post shares of the Company's common stock. BTI is a development stage company that was created to develop, design, manufacture, and market proprietary blast mitigation materials. BTI's patent-pending BlastWrap® technology is designed to effectively mitigate blasts and suppress fires resulting from explosions. As a result of the Reorganization Agreement, a change in control and change in management of the Company occurred and BTI became a wholly-owned subsidiary of the Company. The Reorganization Agreement also provided that the Company hold a shareholders meeting to (i) change the name of the corporation to BlastGard International, Inc., and (ii) approve a one-for-five reverse split of the outstanding common stock. A Special Shareholder meeting was held on March 12, 2004, and both proposals were approved. The name change and the reverse split of the outstanding common stock became effective on March 31, 2004.

The Company intends to focus exclusively on the business plan of BTI. BTI was formed on September 26, 2003, and is a development stage company. BTI's audited financial statements do not reflect any material operations, revenues or liabilities. BTI acquired its only significant asset, a patent application for BlastWrap®, in January 2004.

Financial Results

Pursuant to the Reorganization Agreement, BTI became a wholly-owned subsidiary of the Company. However, for accounting purposes, the acquisition has been treated as a recapitalization of BTI, with the Company the legal surviving entity.

The Company is considered a development stage company and has recorded limited revenues from inception to date. At September 30, 2005, the Company had an accumulated deficit of \$4,407,967 and current assets of \$1,143,256.

Sources of Funds

To date, we have relied on management's ability to raise capital through equity private placement financings to fund our operations. During the year ended December 31, 2004, we raised capital through the following private placement transactions:

- A. In February 2004, we raised \$200,000 by selling 200,000 post split shares of common stock to five investors.



B. During the quarter ending June 30, 2004, we raised \$944,050 by selling 629,367 shares of restricted common stock (at \$1.50 per share) to 34 accredited investors.

C. During the quarter ending September 30, 2004, we raised \$193,250 by selling 128,834 shares of restricted common stock (at \$1.50 per share) to twelve accredited investors.

D. In December 2004, we raised \$1,420,000 from five investors in a convertible debt financing, and issued to the investors secured convertible notes and common stock purchase warrants. See Note 4 above regarding the occurrence of an event of default with respect to these notes.

The notes each bear an interest rate of 8% per annum, with a default interest rate of 15% per annum. Aggregate monthly payments of 1.2% of the principal amount are due commencing November 1, 2005 through April 30, 2006, then aggregate monthly payments of 3% of the principal amount are due commencing May 1, 2006 through October 31, 2006, and then aggregate monthly payments of 6% of the principal amount are due commencing November 1, 2006 through October 31, 2007. Payments will be applied first to accrued interest and then to principal. The balance of the unpaid principal and any unpaid interest is due on October 31, 2007.

The individual note holders have the right, at their option, to convert the principal amount of the note, together with all accrued interest thereon in accordance with the provisions of and upon satisfaction of the conditions contained in the note, into fully paid and non-assessable shares of our common stock at a conversion price of \$1.50 per share, subject to adjustment in certain circumstances if the notes are then outstanding, such as a stock split, combination or dividend; or in the event we issue shares of common stock for consideration of less than the exercise price. In addition, if, by March 16, 2006, the notes are still outstanding, the exercise price will be reduced by one-third unless we report gross revenues of at least \$15 million or net profits of at least \$1 million for the year ended December 31, 2005.

We can require the holders to convert the notes into shares of common stock if a registration statement for the resale of the underlying shares is effective and the common stock has traded above \$2.50 per share for ten consecutive days. The amount that the holders can be required to convert is limited to the aggregate dollar volume traded over the past seven trading days (pro-rated among all holders), but no holder is required to convert an amount that results in the holder becoming the beneficial owner of more than 4.99% of the outstanding common stock on the date of conversion.

The notes are secured by all of the assets of BlastGard International, Inc, and its wholly-owned subsidiary, BlastGard Technologies, Inc., until the notes have been fully paid or fully converted into common stock.

Also in connection with this sale, we issued the note holders two types of warrants to acquire shares of our common stock. We issued to the investors "Class A" Common Stock Purchase Warrants which entitle the investors to acquire an aggregate of 473,336 shares of our common stock at an exercise price of \$2.09 per share (i.e., 110% of the closing bid price on the day before the Closing Date), are exercisable for a period of five years and contain a "cashless exercise" provision that applies only in the event that a registration statement for the resale of the shares is not effective.

We issued to the investors "Class B" Common Stock Purchase Warrants entitling them to acquire an aggregate of 141,999 shares of our common stock at an exercise price of \$3.00 per share, are exercisable for a period of three years and contain a "cashless exercise" provision that applies only in the event that a registration statement for the resale of the shares is not effective.

Andrew Garrett, Inc., acted as placement agent in this transaction. The placement agent was paid a cash fee of \$99,400, which represents 7% of the gross proceeds, and is also entitled to a 5% fee upon exercise of warrants by the investors, if any. We also issued the placement agent a warrant to acquire an aggregate of 82,834 shares of our common stock at an exercise price of \$2.09 per share, and a warrant to acquire 4,970 shares of our common stock at an exercise price of \$3.00 per share. The placement agent's warrants are exercisable for a period of five years and contain a "cashless exercise" provision that applies only in the event that a registration statement for the resale of the shares is not effective.



E. In December 2004, we raised \$1,020,000 from one investor by selling 680,000 shares of restricted common stock (at \$1.50 per share) to one investor, and we also issued to the investor a “Class B” common stock purchase warrant to acquire 100,000 shares of common stock at an exercise price of \$3.00 per share (the other terms of the warrant are described above). Basic acted as placement agent in this transaction. The placement agent was paid a cash fee of \$132,600, which represents 13% of the gross proceeds.

For all of the transactions described above, we agreed to file a registration statement to register all of the shares of common stock issued, and the shares of common stock underlying the convertible notes and the warrants for resale by the holders. The registration statement became effective on August 10, 2005.

Business Prospects

Although we are a development stage company and have recorded only limited revenues to date, we believe that BlastWrap® is a unique technology that will be desirable to end-users who will find it to be more effective, more flexible and lower-priced than the products currently offered by other competitors that offer blast solutions.

BlastWrap® has been and continues to be tested and evaluated by many potential customers, including the following:

- US Army Test Center – Aberdeen
- Armor Systems International, Inc.
- NYPD, Atlanta and LACS Bomb Squads
- Boeing Phantom Works – “FCS”
- US Marine Corps Camp LeJeune, NC HMMWV Retrofit
- Georgia Tech Research Institute - New Tactical Wheeled Vehicle Design
- UK Ministry of Defence
- Insys, Ltd.
- Colt Rapid Mat LLC
- Idaho National Laboratory

The process of evaluating and testing is time consuming and costly, but each of the potential customers has done so at their own expense. We have received positive feedback from everyone who has been evaluating and testing BlastWrap®, and reasonably expect to begin generating sales in 2006 as a result of some of these tests.



Plan of Operation

With approximately \$1.8 million in cash on hand at January 1, 2005, we have developed a budget to utilize this cash to fund our operations for the next 15 months.

Our monthly cash needs are budgeted to average approximately \$120,000 per month, with the following approximate breakdown:

salaries and benefits	\$ 60,000
consulting and professional fees	\$ 28,000
office overhead	\$ 3,000
Travel	\$ 9,000
research and development	\$ 20,000
Total	\$120,000

We do not anticipate making any significant purchases of assets such as plant or equipment.

We anticipate that we may need to hire up to four additional sales and marketing personnel in the next 12 months, if our sales efforts justify such additional personnel.

We plan to continue our research and development efforts over the next 12 months. Our core product, BlastWrap®, is a finished product that we are currently manufacturing for R&D testing by third-parties. The primary application for BlastWrap® is to integrate it into different applications and uses. We have two products that we consider to be completed, finished products, the *First Responder* and the *BlastGard MTR* (mitigated trash receptacle), which we are manufacturing and marketing as of March 1, 2005.

We intend to continue to work to improve our existing prototypes for each of the 13 product lines described in the Description of Business section, until they can be released as finished and marketable products. We also intend to continue to research new applications and markets and to develop new prototypes for them. Most R&D costs that we will incur will relate to the development and testing of prototypes.

Recent Developments

In June 2005, we received an order for 190 BlastGard MTR blast mitigated trash receptacles from the Washington Metropolitan Area Transit Authority (Metro). The blast mitigated trash receptacles will be installed throughout the Washington, D.C., area in MetroRail stations. Metro plans to take delivery and installation of the trash receptacles during the months of August through November 2005. We expect to recognize approximately \$735,000 in gross revenue from this order.

On August 22, 2005, the Company engaged The Investor Relations Group, Inc. (IRG), based in New York City, to serve as its financial relations and corporate communications company. IRG will strive to increase investor awareness of BlastGard within the U.S. market by individually and personally introducing BlastGard and its management to pre-qualified investment professionals. IRG will also focus on increasing public awareness of BlastGard by providing an extensive array of public relations services, including obtaining media placements in television, radio, magazine, newspapers and trade media outlets.

On September 8, 2005, the Company entered into a Term of Collaboration agreement with Media Metrica Ltd. To develop a blast-mitigated receptacle interior for the *RE:NEW* project for Media Metrica Ltd. of London. Media Metrica has created an



innovative on-street product that combines recycling, blast mitigation and outdoor advertising. This product will spearhead recycling in urban centers and, simultaneously, act as a premium outdoor advertising platform. With security becoming an ever-growing concern in urban centers across the globe, BlastGard and Media Metrica are working jointly on these new proprietary modular units that will mitigate the effects of an explosion within the units, and suppress the principal hazards of blast, fragmentation, heat, flash and fireball. In addition to developing and manufacturing the RE:NEW units, BlastGard will be involved with marketing these products in the USA.

On October 12, 2005, the Company submitted an SBIR (Small Business Innovation Research) project proposal teamed with a large Defense Contractor to the US Missile Defense Agency. The goal of this project is to develop new core technologies using BlastWrap® to protect Solid Rocket Motors (SRMs) from adverse external stimuli. Important ancillary objectives include being able to port the systems solutions to any SRM platform, regardless of size and whether it is already fielded or in development, and to be able to apply these solutions to missile platforms. This effort would benefit the U.S Department of Defense, other U.S. Government agencies (i.e. NASA), and private sector users of solid rocket motors.

On October 24, 2005, the Company entered into a five-year alliance agreement with Nordisk Aviation Products, Inc. (“Nordisk”), headquartered in Cape Canaveral, Florida. Nordisk is a manufacturer, repair and leasing company of Unit Loading Devices (“ULD”) engaged in developing, supplying and supporting ULD equipment for the commercial passenger and air freight/cargo airline industry as well as the military, including its engineering support, and Worldwide Service Network. The purpose of the Alliance is to combine Nordisk’s products with BlastWrap® to offer enhanced blast mitigated products to the ULD marketplace with respect to both existing ULD’s and newly manufactured ULD’s. There are an estimated 600,000 containers in service in the fleet today with approximately 40,000 new units sold each year. Each unit has an average useful life of about 5 years, and we estimate that the total number of units in service will continue to rise over the next 10 years. Nordisk is the largest ULD container manufacturer in the, and together we expect to develop a low-cost solution for ‘semi-hardened’ blast mitigation ULD containers that may vastly improve the chances of aircraft survival in the event of an airplane bomb explosion in flight as occurred in Lockerbie, Scotland.

Item 3. Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company’s Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to the Company’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of “disclosure controls and procedures” in Rule 13a-15(e). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer and the Company’s Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures. Based on the foregoing, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective at the reasonable assurance level at the end of our most recent quarter. There have been no changes in the Company’s disclosure controls and procedures or in other factors that could affect the disclosure controls subsequent to the date the Company completed its evaluation. Therefore, no corrective actions were taken.

**PART II – OTHER INFORMATION****Item 1. Legal Proceedings.** None.**Item 2. Changes in Securities and Use of Proceeds.**

During the quarter ending September 30, 2005, and as described in Part II, Item 5, below, the Company issued 40,000 shares of restricted common stock to two principals of The Investor Relations Group as partial consideration for the Letter of Agreement entered into for investor and public relation services. The Company believes that the issuance of the 40,000 shares was exempt from registration under Section 4(2) of the Securities Act of 1933. The transaction did not involve a public offering, no sales commissions were paid, and a restrictive legend was placed on the certificate evidencing the shares.

Item 3. Defaults Upon Senior Securities. See Note 4 of Footnotes regarding an event of default in connection with our convertible promissory notes described herein.

Item 4. Submission of Matters to a Vote of Security Holders. None

Item 5. Other Information. None

Item 6. Exhibits

Exhibit Number	Description
2.4	Agreement and Plan of Reorganization dated January 31, 2004, by and among the Registrant, BlastGard Technologies, Inc., (“BTI”) and the shareholders of BTI. (Incorporated by reference to Exhibit 2.4 to the Company’s current report on Form 8-K dated January 31, 2004.)
3.7	The Company’s Articles of Incorporation, as amended and currently in effect. (Incorporated by reference to Exhibit 3.7 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
3.8	The Company’s Bylaws, as amended and currently in effect. (Incorporated by reference to Exhibit 3.8 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
10.9	IDMedical.com, Inc. 2002 Stock Plan (Incorporated by reference to Exhibit 10.9 of the Company’s Registration Statement on Form S-8, SEC File No. 333-84002, filed March 8, 2002).
10.12	Amendment dated March 24, 2004, to the IDMedical.com, Inc. 2002 Stock Plan. (Incorporated by reference to Exhibit 10.12 of the Company’s Registration Statement on Form S-8, SEC File No. 333-113994 filed March 29, 2004.)
10.13	Employment Agreement with James F. Gordon dated January 31, 2004. (Incorporated by reference to Exhibit 10.13 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
10.14	Employment Agreement with Michael J. Gordon dated January 31, 2004. (Incorporated by reference to Exhibit 10.14 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
10.15	Employment Agreement with John L. Waddell, Jr. dated January 31, 2004. (Incorporated by reference to Exhibit 10.15 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
10.16	Employment Agreement with Kevin J. Sharpe dated January 31, 2004. (Incorporated by reference to Exhibit 10.16 to the Company’s registration statement on Form SB-2, pre-effective amendment no. 3 (File No. 333-121455)).



- 10.17 Alliance Agreement with Centerpoint Manufacturing, Inc. dated October 25, 2004. (Incorporated by reference to Exhibit 10.17 to the Company's registration statement on Form SB-2, pre-effective amendment no. 5 (File No. 333-121455)).
- 10.18 Advisory Agreement with The November Group, Ltd., dated June 29, 2005. (Incorporated by reference to Exhibit 10.18 of the current report on Form 8-K filed July 6, 2005).
- 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.)
- 99.1 Press Release – November 8, 2005 Popular Science announcement (Filed herewith).
- 99.2 Press Release – November 9, 2005 3rd Quarter Results (Filed herewith).



SIGNATURES

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

BLASTGARD INTERNATIONAL, INC.

Dated: November 9, 2005

By: /s/ James F. Gordon

James F. Gordon, Chief Executive Officer

Dated: November 9, 2005

By: /s/ Michael J. Gordon

Michael J. Gordon, Chief Financial Officer



EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.4	Agreement and Plan of Reorganization dated January 31, 2004, by and among the Registrant, BlastGard Technologies, Inc., (“BTI”) and the shareholders of BTI. (Incorporated by reference to Exhibit 2.4 to the Company’s current report on Form 8-K dated January 31, 2004.)
3.7	The Company’s Articles of Incorporation, as amended and currently in effect. (Incorporated by reference to Exhibit 3.7 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
3.8	The Company’s Bylaws, as amended and currently in effect. (Incorporated by reference to Exhibit 3.8 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
10.9	IDMedical.com, Inc. 2002 Stock Plan (Incorporated by reference to Exhibit 10.9 of the Company’s Registration Statement on Form S-8, SEC File No. 333-84002, filed March 8, 2002).
10.12	Amendment dated March 24, 2004, to the IDMedical.com, Inc. 2002 Stock Plan. (Incorporated by reference to Exhibit 10.12 of the Company’s Registration Statement on Form S-8, SEC File No. 333-113994 filed March 29, 2004.)
10.13	Employment Agreement with James F. Gordon dated January 31, 2004. (Incorporated by reference to Exhibit 10.13 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
10.14	Employment Agreement with Michael J. Gordon dated January 31, 2004. (Incorporated by reference to Exhibit 10.14 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
10.15	Employment Agreement with John L. Waddell, Jr. dated January 31, 2004. (Incorporated by reference to Exhibit 10.15 to the Company’s quarterly report on Form 10-QSB dated March 31, 2004).
10.16	Employment Agreement with Kevin J. Sharpe dated January 31, 2004. (Incorporated by reference to Exhibit 10.16 to the Company’s registration statement on Form SB-2, pre-effective amendment no. 3 (File No. 333-121455)).
10.17	Alliance Agreement with Centerpoint Manufacturing, Inc. dated October 25, 2004. (Incorporated by reference to Exhibit 10.17 to the Company’s registration statement on Form SB-2, pre-effective amendment no. 5 (File No. 333-121455)).
10.18	Advisory Agreement with The November Group, Ltd., dated June 29, 2005. (Incorporated by reference to Exhibit 10.18 of the current report on Form 8-K filed July 6, 2005).
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.)
99.1	Press Release – November 8, 2005 Popular Science announcement (Filed herewith).
99.2	Press Release – November 9, 2005 3rd Quarter Results (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., certify that:

1. I have reviewed this quarterly report on Form 10-QSB for the period ended September 30, 2005, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) 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
 - (d) 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.

November 9, 2005

/s/ James F. Gordon

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., certify that:

1. I have reviewed this quarterly report on Form 10-QSB for the period ended September 30, 2005, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) 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
 - (d) 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.

November 9, 2005

/s/ Michael J. Gordon

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., that, to his knowledge, the Quarterly Report of the company on Form 10-QSB for the period ended September 30, 2005, 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.

November 9, 2005

/s/ James F. Gordon

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., that, to his knowledge, the Quarterly Report of the company on Form 10-QSB for the period ended September 30, 2005, 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.

November 9, 2005

/s/ Michael J. Gordon

Michael J. Gordon, Chief Financial Officer



Exhibit 99.1

BLASTGARD INTERNATIONAL RECEIVES POPULAR SCIENCE® 2005 “BEST OF WHAT’S NEW” AWARD FOR ITS “BLASTWRAP®” TECHNOLOGY

Clearwater, FL November 8, 2005 – BlastGard International’s, (OTCBB:BLGA), “BlastWrap®” technology has been named a recipient of a 2005 Popular Science® “Best of What’s New Award” in the General Innovation category.

Each year, the editors of **Popular Science** review thousands of products in search of the top 100 tech innovations of the year — breakthrough products and technologies that represent a significant leap in their categories. The award-winning technologies will be on display from November 8-10 at New York’s Grand Central Terminal as part of the Popular Science “Best of What’s New” showcase event. A complete list of the winners of the 18th Annual awards will be featured in the December 2005 issue of Popular Science magazine, arriving on newsstands November 15th.

BlastWrap® technology is a product that is designed to mitigate blasts and suppress blast thermal output and the ensuing fires from blasts and explosions, regardless of the material or compound that causes the explosion. BlastWrap® is configurable and consists of two flexible films arranged one over the other and joined together by a plurality of seams filled with volcanic glass beads and an extinguishant that offers a revolutionary protection system against blast and fire/burn threats. BlastWrap® can be wrapped around or conform to any shape, and it is being used in applications such as trash receptacles, oil pipelines, transportation vehicles etc.

“As a recipient of a coveted 2005 Popular Science® “Best of What’s New Award”, we at BlastGard are extremely gratified and proud that our BlastWrap® technology has been recognized as a breakthrough technology by the world’s most respected science and technology magazine,” said James Gordon.

Mr. Gordon continued, “We believe that as BlastWrap® becomes known in the marketplace, it will revolutionize the way the world’s governments and private industries deal with threats from explosive devices. BlastWrap® is meant to save lives and reduce the damage caused by explosions in a way that is extremely effective but not intrusive.”

Popular Science® (www.popsci.com) is published by Time4 Media®, the world’s leading publisher of leisure magazines. Founded in 1872, POPSCI is the world’s largest science and technology magazine, with a circulation of 1.45 million subscribers and a readership of more than 6.5 million people.

About BlastGard International, Inc.

BlastGard International, Inc. creates, designs, develops, manufactures and markets proprietary blast mitigation materials. The Company’s patent-pending BlastWrap® technology effectively mitigates blast effects and suppresses post-blast fires. This unique technology can be used to create new, finished products or be used to retrofit to existing products. While the need for this technology has always been present, the security and safety concerns resulting from the September 11, 2001 acts and the subsequent development of Homeland Security make the timing of the Company’s emergence even more important. The Company’s core market focus is on blast effects mitigation for the commercial sector, military, law enforcement and government agencies. BlastWrap® is based upon well-defined principles and suppresses blast pressures by 50% or more. BlastWrap® products are made from two flexible films arranged one over the other and joined by a plurality of seams filled with attenuating filler material



(volcanic glass bead or other suitable two-phase materials), configurable (designed for each application) with an extinguishing coating that offers a revolutionary blast protection system against Blast & Fire/burn threats. BlastWrap® is a blast mitigation assembly that can be wrapped around or conform to any shape. BlastWrap® is a concept (not a chemical compound) from which blast protection products are built to save lives and reduce damage to valuable assets from explosions. Additional information on BlastGard can be found at <http://www.blastgardintl.com>.

“Safe Harbor” statement under the Private Securities Litigation Reform Act of 1995: Except for historical information, all of the statements, expectations and assumptions contained in the foregoing are forward-looking statements that involve a number of risks and uncertainties. It is possible that the assumptions made by management are not necessarily the most likely and may not materialize. In addition, other important factors that could cause actual results to differ materially include the following: the Company’s ability to market its products; the Company’s ability to obtain additional funding; the Company’s ability to obtain regulatory approvals on new products, the general economy; competitive factors; ability to attract and retain personnel; the price of the Company’s stock; and other risk factors. The Company takes no obligation to update or correct forward-looking statements.

Company Contact:
BlastGard International, Inc.
Michael J. Gordon
(727) 592-9400

Investor Relations Contact:
Investor Relations Group
Erik Lux, John Nesbett or
Adam Holdsworth
Media Contact:
Mike Graff
(212) 825-3210



Exhibit 99.2



BlastGard International Reports Third Quarter 2005 Results

BlastGard reports its first quarter of significant sales

CLEARWATER FL, November 9, 2005 BlastGard International (OTCBB; BLGA) reported revenues for the third quarter ended September 30, 2005 of \$481,129 compared to \$595 reported in the same quarter of last year. The increase in revenue is attributed to the initial sales of the company's fully commercialized, government service advantage approved, core product, BlastWrap[®].

For the third quarter of 2005, BlastGard International reported a net loss of \$378,309 or \$(0.02) per share based on the weighted average of 21,963,292 shares outstanding compared to a net loss of \$303,252 or \$(0.01) per share reported in the third quarter of 2004 based on the weighted average shares outstanding of 21,121,180. The increase in net loss is attributed to the increase in operating expenses related to the sales and marketing of the Company's BlastWrap[®] product and \$77,000 in final research and development expenses for BlastGard mitigating trash receptacles (MTRs).

During the third quarter, the Company announced several significant orders for its BlastWrap[®] product. In June, the Company received an order for 190 BlastGard MTRs from the Washington Metropolitan Transit Authority for use in MetroRail stations to be installed throughout the Washington D.C. area. The Company expects to recognize approximately \$735,000 from this order. In addition, the Company announced other orders of MTRs from the Naval Supply Systems Command, The Department of Homeland Security, and the Naval EOD Technology Division. The Company began delivery of its products in August, 2005.

According to James Gordon, CEO of BlastGard, "This quarter marks an important transition for BlastGard. We began to move from an organization in the product development stage to one that is focused on the marketing and sales of our revolutionary products. We completed significant orders for our products with several well-known, established customers, and we began the delivery of these products in August. In addition to these announced orders, we have many field tests of BlastWrap[®] in progress. We believe that BlastWrap[®] provides unequalled protection from blasts and explosions, and successful completion of these field tests could lead to significant revenue generating opportunities in 2006. We are extremely encouraged by the foundation that we have laid this quarter and we look forward to the continued market acceptance of our products."



About BlastGard International, Inc.

BlastGard International, Inc. creates, designs, develops, manufactures and markets proprietary blast mitigation materials. The Company's patent-pending BlastWrap[®] technology effectively mitigates blast effects and suppresses post-blast fires. This unique technology can be used to create new, finished products or be used to retrofit to existing products. While the need for this technology has always been present, the security and safety concerns resulting from the September 11, 2001 acts and the subsequent development of Homeland Security make the timing of the Company's emergence even more important. The Company's core market focus is on blast effects mitigation for the commercial sector, military, law enforcement and government agencies. BlastWrap[®] is based upon well-defined principles and suppresses blast pressures by 50% or more. BlastWrap[®] products are made from two flexible films arranged one over the other and joined by a plurality of seams filled with attenuating filler material (volcanic glass bead or other suitable two-phase materials), configurable (designed for each application) with an extinguishing coating that offers a revolutionary blast protection system against Blast & Fire/burn threats. BlastWrap[®] is a blast mitigation assembly that can be wrapped around or conform to any shape. BlastWrap[®] is a concept (not a chemical compound) from which blast protection products are built to save lives and reduce damage to valuable assets from explosions. Additional information on BlastGard can be found at <http://www.blastgardintl.com>.

``Safe Harbor`` statement under the Private Securities Litigation Reform Act of 1995: Except for historical information, all of the statements, expectations and assumptions contained in the foregoing are forward-looking statements that involve a number of risks and uncertainties. It is possible that the assumptions made by management are not necessarily the most likely and may not materialize. In addition, other important factors that could cause actual results to differ materially include the following: the Company's ability to market its products; the Company's ability to obtain additional funding; the Company's ability to obtain regulatory approvals on new products, the general economy; competitive factors; ability to attract and retain personnel; the price of the Company's stock; and other risk factors. The Company takes no obligation to update or correct forward-looking statements.

Company Contact:
BlastGard International
Michael Gordon
(727) 592-9400

Investor Relations Contact:
Investor Relations Group
Erik Lux, John Nesbett or
Adam Holdsworth
Media Contact:
Mike Graff
(212) 825-3210