



**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 **June 30, 2004**

**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

**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 July 31, 2004, the issuer had 21,033,958 shares of \$.001 par value common stock outstanding.

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



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**BLASTGARD INTERNATIONAL, INC.**  
**(A Development Stage Company)**

**Condensed Balance Sheet**  
**(Unaudited)**

	<u>June 30, 2004</u>
<b>Assets</b>	
Current Assets:	
Cash	\$ 499,570
Employee advances	1,836
	<hr/>
Total current assets	501,406
Property and equipment, net	15,041
Deferred costs	4,485
	<hr/>
	<b>\$ 520,932</b>
	<hr/>
<b>Liabilities and Shareholders' Deficit</b>	
Current Liabilities:	
Accounts payable and accrued expenses	\$ 239,737
Indebtedness to related parties (Note 2)	1,780
Note payable (Notes 4)	350,000
Accrued interest payable (Note 4)	31,500
	<hr/>
Total current liabilities	623,017
	<hr/>
Shareholders' deficit (Note 5):	
Preferred stock, -0- shares outstanding	—
Common stock, 20,928,791 shares outstanding	20,929
Outstanding common stock options - 1,955,175	55,576
Outstanding common stock warrants - 70,000	243,251
Additional paid-in capital	1,413,778
Deficit accumulated during development stage	(1,835,619)
	<hr/>
Total shareholder's deficit	(102,085)
	<hr/>
	<b>\$ 520,932</b>
	<hr/>

See accompanying notes to condensed financial statements



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

	<u>Three Months Ended</u> <u>June 30, 2004</u>	<u>Six Months Ended</u> <u>June 30, 2004</u>	<u>September 26, 2003</u> <u>(Inception)</u> <u>Through</u> <u>June 30, 2004</u>
Licensing fee revenue	\$ —	\$ —	\$ 5,000
Operating expenses:			
Stock-based compensation (Note 5):			
Officers and directors	—	—	12,500
Consulting services	450,000	1,154,000	1,154,000
Granted stock options	3,676	13,076	13,076
General and administrative	297,854	501,478	505,633
Research and development	54,341	54,341	54,341
Contract settlement fee (Note 5)	—	16,000	16,000
Depreciation and amortization	1,064	1,705	1,705
Gain on settlement of liabilities	(2,465)	(2,465)	(2,465)
Loss on disposal of assets	—	1,834	1,834
Total operating expenses	<u>804,470</u>	<u>1,739,969</u>	<u>1,756,624</u>
Operating loss	(804,470)	(1,739,969)	(1,751,624)
Interest income	7	7	7
Interest expense (Note 4)	<u>(42,000)</u>	<u>(84,002)</u>	<u>(84,002)</u>
Loss before income taxes	(846,463)	(1,823,964)	(1,835,619)
Income tax provision (Note 3)	—	—	—
Net loss	<u>\$ (846,463)</u>	<u>\$ (1,823,964)</u>	<u>\$ (1,835,619)</u>
Basic and diluted loss per share	<u>\$ (0.04)</u>	<u>\$ (0.09)</u>	
Basic and diluted weighted average common shares outstanding	<u>20,560,880</u>	<u>20,006,819</u>	

Blastgard International, Inc. was incorporated on September 26, 2003; therefore, there are no comparative periods for the three and six months ended June 30, 2003.

See accompanying notes to condensed financial statements

**BLASTGARD INTERNATIONAL, INC.**  
**(A Development Stage Company)**  
**Condensed Statement of Changes in Shareholders' Deficit**  
**(Unaudited)**

	Common Stock		Outstanding Common Stock Options	Outstanding Common Stock Warrants	Additional Paid-In Capital	Deficit Accumulated During Development Stage	Total
	Shares	Par Value					
Balance at January 1, 2004	61,880,000	\$ 61,880	\$ —	\$ —	\$ (49,380)	\$ (11,655)	\$ 845
January 2004, sale of common stock (Note 5)	29,120,000	29,120	—	—	(28,800)	—	320
January 2004, stock issued to acquire the net liabilities of OPUS Resource Group (Note 1)	4,396,903	4,397	223,308	293,250	(1,127,367)	—	(606,412)
January 31, 2004, following reverse business combination	95,396,903	95,397	223,308	293,250	(1,205,547)	(11,655)	(605,247)
February 2004, sale of common stock (Note 5)	1,000,000	1,000	—	—	199,000	—	200,000
February 2004, granted stock options (Note 5)	—	—	9,400	—	—	—	9,400
March 2004, expired stock options and warrants (Note 5)	—	—	(180,808)	(49,999)	230,807	—	—
March 2004, stock issued in exchange for consulting services (Note 5)	3,520,000	3,520	—	—	700,480	—	704,000
March 2004, reverse stock split (Note 5)	(79,933,479)	(79,934)	—	—	79,934	—	—
March 2004, stock issued as payment for contract settlement fee (Note 5)	16,000	16	—	—	15,984	—	16,000
April 2004, granted stock options (Note 5)	—	—	3,446	—	—	—	3,446
April through June 2004, sale of common stock (Note 5)	629,367	630	—	—	943,420	—	944,050
May 2004, granted stock options (Note 5)	—	—	230	—	—	—	230
May 2004, stock issued in exchange for consulting services (Note 5)	300,000	300	—	—	449,700	—	450,000
Net loss for the six months ended June 30, 2004	—	—	—	—	—	(1,823,964)	(1,823,964)
Balance at June 30, 2004	20,928,791	\$ 20,929	\$ 55,576	\$ 243,251	\$ 1,413,778	\$ (1,835,619)	\$ (102,085)

See accompanying notes to condensed financial statements





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

	<b>Six Months Ended June 30, 2004</b>	<b>September 26, 2003 (Inception) Through June 30, 2004</b>
Net cash used in operating activities	\$ (605,203)	\$ (600,718)
Cash flows from investing activities:		
Payments for deferred costs	—	(4,485)
Purchases of property and equipment	(14,597)	(14,597)
Net cash used in investing activities	(14,597)	(19,082)
Cash flows from financing activities:		
Proceeds from the sale of common stock (Note 5)	1,144,370	1,144,370
Principal payments on notes payable	(25,000)	(25,000)
Net cash provided by financing activities	1,119,370	1,119,370
Net change in cash	499,570	499,570
Cash, beginning of period	—	—
Cash, end of period	\$ 499,570	\$ 499,570
Supplemental disclosure of cash flow information:		
Cash paid for:		
Income taxes	\$ 2,500	\$ 2,500
Interest	\$ —	\$ —

Blastgard International, Inc. was incorporated on September 26, 2003; therefore, there is no comparative period for the six months ended June 30, 2003.

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, 2003, 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.

Financial data presented herein are unaudited.

**Agreement and Plan of Reorganization**

On January 31, 2004, OPUS Resource Group, Inc. ("OPUS"), the former Registrant, 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 (pre-split) shares of its common stock. Following the acquisition, the former shareholders of BTI held approximately 94.4 percent of the Company's outstanding common stock, resulting in a change in control. In addition, BTI became a wholly-owned subsidiary of OPUS. However, for accounting purposes, the acquisition has been treated as a recapitalization of BTI, with OPUS the legal surviving entity. Since OPUS had minimal assets and no operations, the recapitalization has been accounted for as the sale of 4,396,903 shares of BTI common stock for the net liabilities of OPUS. Therefore, the historical financial information prior to the date of the reverse business acquisition, is the financial information of BTI.

On March 31, 2004, OPUS changed its name to BlastGard International, Inc.

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 June 30, 2004, the Company has devoted substantially all of its efforts to financial planning, raising capital and developing markets.

**Note 2: Related party transactions**

During the six months ended June 30, 2004, officers paid expenses on behalf of the Company totaling \$49,173 and advanced the Company an additional \$27,000. Prior to June 30, 2004, the Company repaid the officers \$74,393. The remaining balance of \$1,780 is included in the accompanying condensed financial statements as "Indebtedness to related parties".

As part of the reverse business acquisition, the Company obtained a liability owed to a former officer. The Company owed the former officer \$1,441 for expenses paid on behalf of the Company, which was repaid as of June 30, 2004.

**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 promissory notes payable consist of the following at June 30, 2004:

Promissory note payable, 10 percent interest rate, matures June 30, 2004	\$250,000
Promissory note payable, 10 percent interest rate, matures March 31, 2004, unsecured	100,000
	<hr/>
	\$350,000
	<hr/>

The Company has capitalized debt issue costs totaling \$125,000 related to the \$250,000 promissory note. All \$125,000 was amortized to interest expense as of June 30, 2004.

Both notes are in default as of June 30, 2004.

Accrued interest payable on the notes totaled \$31,500 at June 30, 2004.

**Note 5: Shareholders' deficit**

During January 2004, prior to the recapitalization, BTI sold 29,120,000 shares (5,824,000 post-split) of its common stock to unrelated, third-party investors for \$320.

During February 2004, the Company sold 1,000,000 shares (200,000 post-split) of its common stock to unrelated, third-party investors for \$200,000, or \$.20 per share.

On March 30, 2004, the Company issued 3,520,000 shares (704,000 post-split) of its common stock in exchange for business consulting services. The common stock was valued at \$.20 per share (pre-split) on the transaction date based on contemporaneous sales of stock to unrelated third-party investors. Stock-based compensation expense of \$704,000 was recognized in the accompanying condensed financial statements for the six months ended June 30, 2004.

On March 12, 2004, the Company's Board of Directors declared a 1 for 5 reverse split of its \$.001 par value common stock for shareholders of record on March 31, 2004. The stock split reduced the number of common shares outstanding from 99,916,903 to 19,983,424 on March 31, 2004.

On March 31, 2004, the Company issued 16,000 shares (post-split) of its common stock to settle a disputed contract. The common stock was valued at \$1.00 per share (post-split) on the transaction date based on contemporaneous sales of stock to unrelated third-party investors. The \$16,000 fee is included in the accompanying condensed financial statements as "Contract settlement fee".

From April through June 2004, the Company sold 629,367 shares (post-split) of its common stock to unrelated, third-party investors for \$944,050, or \$1.50 per share.

On May 26, 2004, the Company issued 300,000 shares (post-split) of its common stock in exchange for business consulting services. The common stock was valued at \$1.50 per share (post-split) on the transaction date based on contemporaneous sales of stock to unrelated third-party investors. Stock-based compensation expense of \$450,000 was recognized in the accompanying condensed financial statements for the six months ended June 30, 2004.



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

On February 17, 2004, the Company granted a consultant options to purchase an aggregate of 40,000 shares (post-split) of the Company's common stock at an exercise price of \$2.00 per share. Half of the options vested on the date of grant, the remaining 20,000 options vest on January 1, 2005. The options expire on December 31, 2007. On February 17, 2004 the market value of the stock was \$.75 per share. The Company determined that the options had a fair value of approximately \$.47 per share, or \$18,800, in accordance with SFAS 123. As a result, \$9,400 was recorded as stock-based compensation in the accompanying condensed financial statements for the 20,000 options that had vested as of March 31, 2004.

During April and May 2004, the Company granted three consultants options to purchase an aggregate of 27,000 shares (post-split) of the Company's common stock at an exercise price of \$2.00 per share. The options vest at a rate of 1,500 per month over a period of 18 months. The options expire on December 31, 2008. The fair market value of the stock was \$1.50 per share on the date of grant. The Company determined that the options had a fair value of approximately \$.92 per share, or \$24,813, in accordance with SFAS 123. As a result, \$3,676 was recorded as stock-based compensation in the accompanying condensed financial statements for the 4,000 options that had vested as of June 30, 2004.

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

On January 31, 2004, the Company granted its officers options to purchase an aggregate of 1,860,000 shares (post-split) of the Company's common stock at an exercise price of \$2.00 per share. The options vest as follows:

<u>Number of Options</u>	<u>Date Vested</u>
40,000	February 23, 2004
600,000	June 1, 2004
630,000	January 1, 2005
590,000	January 1, 2006
1,860,000	

The options expire on December 31, 2007. 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.



On January 31, 2004 the market value of the stock was \$1.07 per share. The Company determined that the options had a fair value of approximately \$.70 per share, or \$1,310,360, in accordance with SFAS 123. 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:

	<u>June 30, 2004</u>
Net loss, as reported	\$(1,823,964)
Decrease due to:	
Employee stock options	(1,310,360)
Pro forma net loss	<u>\$(3,134,324)</u>
As reported:	
Net loss per share - basic and diluted	\$ (0.09)
Pro Forma:	
Net loss per share - basic and diluted	<u>\$ (0.16)</u>

Following is a schedule of changes in common stock options and warrants for the six months ended June 30, 2004:

<u>Description</u>	<u>Options</u>	<u>Warrants</u>
Outstanding at December 31, 2003	670,433	250,000
Granted	1,927,000	—
Expired	(529,558)	—
March 2004 reverse stock split	(112,700)	(180,000)
Outstanding at June 30, 2004	<u>1,955,175</u>	<u>70,000</u>



## 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 June 30, 2004, 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 91,000,000 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 reverse split of the outstanding common stock on a 5:1 basis. 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 not record any revenues from inception to date. At June 30, 2004, the Company had an accumulated deficit of \$1,835,619, and cash on hand of \$499,570. As of the date of this filing, the Company has not completed its financing, as described below.

In February 2004, the Company raised \$200,000 by selling 200,000 (as adjusted to reflect the 5:1 reverse split of the outstanding common stock that occurred on March 31, 2004, as described in Part II, Item 2, below) shares of its common stock to five investors. Substantially all of these funds had been used primarily to compensate employees and consultants, during the first quarter of 2004.



During the quarter ending March 31, 2004, the Company issued an aggregate of 720,000 shares (as adjusted to reflect the 5:1 reverse split of the outstanding common stock that occurred on March 31, 2004, as described in Part II, Item 2, below) to six persons as compensation for services rendered. The Statement of Operations for the quarter reflects a charge of \$704,000 as stock based compensation for consulting services, and \$16,000 as a contract settlement fee (for services rendered).

During the quarter ending June 30, 2004, the Company raised \$944,050 by selling 629,367 shares of its restricted common stock to thirty four investors. These funds have been used to implement the Company's business plan.

***Need for Additional Funding***

The Company commenced a private placement offering to accredited investors in April 2004 to raise up to \$3 million through the sale of common stock at \$1.50 per share. As of the date of filing of this report, approximately \$1,101,800 has been raised. There can be no assurance, however, that market conditions will permit the Company to raise sufficient funds or 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 or achieve material revenues or profitable operations.

**Item 3. Controls and Procedures**

Based on their most recent evaluation, which was completed as of the end of the period covered by this periodic report on Form 10-QSB, the Company's Chief Executive Officer and Chief Financial Officer believe the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) are effective to ensure that information required to be disclosed by the Company in this report is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. During the fiscal quarter to which this report relates, there were no significant changes in the Company's internal controls or other factors that could significantly affect these controls subsequent to the date of their evaluation and there were no corrective actions with regard to significant deficiencies and material weaknesses.



**PART II – OTHER INFORMATION**

**Item 1. Legal Proceedings.** None.

**Item 2. Changes in Securities and Use of Proceeds.**

During the quarter ending June 30, 2004, the Company sold 629,367 shares of its restricted common stock to thirty four investors, with gross proceeds to the Company of \$944,050. The Company believes this private placement 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 each certificate evidencing the shares.

On May 25, 2004, the Company entered into an agreement with Prisma Capital Markets, LLC, appointing Prisma as an exclusive distributor of the Company’s products in Kuwait. Prisma also agreed to arrange for, and pay the costs and expenses related to, the testing and demonstration of the Company’s products in Kuwait, in exchange for 300,000 shares of restricted common stock of the Company. The Company also granted Prisma warrants entitling Prisma to purchase up to 4,401,720 shares of Common Stock of the Company at an exercise price of \$2.062 per share, which would be exercisable only upon Prisma’s meeting various sales goals totaling \$30,000,000 in sales. The Company believes this transaction 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 each certificate evidencing the securities. In July 2004, the Company notified Prisma that the agreement was cancelled due to Prisma’s failure to arrange for the testing of the Company’s products in Kuwait, and demanded the return of the certificates representing the common stock and the warrants. The Company has subsequently been dealing directly with the U.S. Military and U.S. Embassy in Kuwait and has successfully arranged for the testing and demonstration of the Company’s products at a U.S. test range in Kuwait in October 2004.

**Item 3. Defaults Upon Senior Securities.** None.

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

**Item 5. Other Information.**

On April 20, 2004, the Company established an advisory board with respect to internal operations, which includes advice regarding: a) the formation of corporate goals and their implementation; b) the financial structure, programs, and projects of the Company; c) corporate organization and personnel; and d) rendering advice with respect to any acquisition program of the Company. The current members of the advisory board are David E. Forbes and Colonel John C. Garrett.

On April 27, 2004, the Company hired Kevin Sharpe as Vice President - Engineering & Product Development, effective May 1, 2004. Mr. Sharpe was with Dstl/DERA (Defence Science and Technology Laboratory (an agency of the UK Ministry of Defence) and Defence Evaluation and Research Agency), where Mr. Sharpe held a series of increasingly responsible positions during his twenty-three year employment in explosive engineering, structural response to blast loading and ballistic impact, explosives and munitions design and ordnance disposal.

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

(a) Exhibits

<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).
- 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.)

(b) Reports on Form 8-K

There were no reports on Form 8-K during the quarter.



### 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: August 13, 2004

By: /s/ James F. Gordon

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

Dated: August 13, 2004

By: /s/ Michael J. Gordon

\_\_\_\_\_  
Michael J. Gordon,  
Chief Financial Officer



## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
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).
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., certify that:

1. I have reviewed this quarterly report on Form 10-QSB for the period ended June 30, 2004, 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.

August 13, 2004

/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., certify that:

1. I have reviewed this quarterly report on Form 10-QSB for the period ended June 30, 2004, 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.

August 13, 2004

/s/ Michael J. Gordon

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Michael J. Gordon, Chief Executive 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 June 30, 2004, 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.

August 13, 2004

/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., that, to his knowledge, the Quarterly Report of the company on Form 10-QSB for the period ended June 30, 2004, 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.

August 13, 2004

/s/ Michael J. Gordon

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Michael J. Gordon, Chief Financial Officer