

Edgar Filing: OMNI MEDICAL HOLDINGS INC - Form 10QSB

OMNI MEDICAL HOLDINGS INC  
Form 10QSB  
February 11, 2005

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

FORM 10-QSB

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

For the quarterly period ended December 31, 2004

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

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

Commission File No. 000-26177

OMNI MEDICAL HOLDINGS, INC.  
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(Name of Small Business Issuer in its Charter)

UTAH  
-----

87-0425275  
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(State or Other Jurisdiction of  
incorporation or organization)

(I.R.S. Employer I.D. No.)

1107 Mt. Rushmore Road, Suite 2  
Rapid City, South Dakota 57701  
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(Address of Principal Executive Offices)

Issuer's Telephone Number: (605) 718-0380

Indicate by check mark whether the Registrant (1) has filed all reports  
required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
Registrant was required to file such reports), and (2) has been  
subject to such filing requirements for the past 90 days.

(1) Yes  X No  ---  
(2) Yes  X No  ---

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

Not applicable.

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the Registrant's classes  
of common stock, as of the latest practicable date:

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December 31, 2004

22,139,140  
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## PART I - FINANCIAL INFORMATION

### Item 1. Financial Statements. -----

The Financial Statements of the Registrant required to be filed with this 10-QSB Quarterly Report were prepared by management, and commence on the following page, together with Related Notes. In the opinion of management, the Financial Statements fairly present the financial condition of the Registrant.

Omni Medical Holdings, Inc.

Condensed Consolidated Financial Statements

December 31, 2004

Omni Medical Holdings, Inc.

Unaudited Condensed Consolidated Balance Sheet

December 31, 2004

#### ASSETS

##### Current assets:

Cash and cash equivalents	\$	16,420
Accounts receivable, net, including unbilled amounts of approximately \$275,000		398,721
Short-term investments, at fair value-Note 3		161,326
Employee advances		3,935
Prepaid expenses		57,640
		-----

Total current assets		638,042
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Property & equipment, net		200,191
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##### Other assets:

Deposits		730
Deferred financing costs		25,000
Goodwill		72,300
Intangible assets, net		396,190
		-----

Total other assets		494,220
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TOTAL ASSETS		\$ 1,332,453
		=====

See notes to condensed consolidated financial statements

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Omni Medical Holdings, Inc.

Unaudited Condensed Consolidated Balance Sheet [continued]

December 31, 2004

#### LIABILITIES AND STOCKHOLDERS' EQUITY

##### Current liabilities:

Accounts payable	\$	176,412
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Accrued expenses	121,931
Line of credit	71,606
Notes payable, current portion	696,731
	-----
Total current liabilities	1,066,680
Notes payable, net of current portion	60,256
	-----
Total long-term liabilities	60,256
Total liabilities	1,126,936
Stockholders' equity-Note 3:	
Preferred stock, no par value, 1,000,000 shares authorized, no shares issued and outstanding	-
Common stock, par value \$0.001 per share; 50,000,000 shares authorized; 22,139,140 issued and outstanding	22,139
Common stock to be issued under reorganization agreement 474,659 shares	475
Capital in excess of par value	2,752,173
Unrealized loss on investment	(161,327)
Accumulated deficit	(2,407,943)
	-----
Total stockholders' equity	205,517
	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,332,453
	=====

See accompanying notes to financial statements  
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Omni Medical Holdings, Inc.  
Unaudited Condensed Consolidated Statements of Operations  
For the three month and nine month periods ended December 31, 2004 and 2003

	For the three months ended		For the Nine months ended	
	December 31,		December 31,	
	2004	2003	2004	2003
Revenue	\$ 414,411	\$ 363,476	\$ 1,221,915	\$ 743,315
Cost of sales	310,213	242,119	842,946	446,593
	-----	-----	-----	-----
Gross operating profit	104,198	121,357	378,969	296,722
General and administrative expenses	243,384	275,703	752,942	585,250
	-----	-----	-----	-----
Income (loss) from operations	(139,186)	(154,346)	(373,973)	(288,528)
Other income (expense):				
Interest income	29	-	29	260
Interest expense	(16,389)	(8,750)	(46,745)	(26,728)
Loss on sale of assets	(16,274)	-	(21,878)	-
Realized loss on investment	(77,582)	-	(77,582)	-
	-----	-----	-----	-----
Total other income (expense)	(110,216)	(8,750)	(146,176)	(26,468)
	-----	-----	-----	-----
Loss from continuing operations before income taxes	(249,402)	(163,096)	(520,149)	(314,996)
Provision for income taxes	-	-	-	-

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Loss from continuing operations	(249,402)	(163,096)	(520,149)	(314,996)
Loss from discontinued operations	-	-	-	(33,736)
Net loss	\$ (249,402)	\$ (163,096)	\$ (520,149)	\$ (348,732)
Other Comprehensive Income:				
Unrealized gain (loss) on investments	(161,327)	-	(161,327)	
Total Comprehensive income (loss)	\$ (410,729)	\$ (163,096)	\$ (681,476)	\$ (348,732)
Loss per share basic and diluted:				
Continuing operations	\$ (0.01)	\$ (0.01)	\$ (0.03)	\$ (0.02)
Discontinued operations	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Net loss per share-basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.03)	\$ (0.02)
Weighted average number of common shares outstanding -basic and diluted				
	22,011,934	14,166,781	19,108,566	14,601,451

See notes to condensed consolidated financial statements  
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Omni Medical Holdings, Inc.  
Unaudited Consolidated Statements of Cash Flows  
For the nine month periods ended December 31, 2004 and 2003

	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss from continuing operations	\$ (520,149)	\$ (314,996)
Loss from discontinued operations	-	(33,736)
Adjustments to reconcile net loss to net cash used in continuing operations:		
Depreciation and amortization	151,752	69,055
Stock-based compensation expense	7,342	39,196
Stock issued for services	67,725	-
Loss on sale of assets	21,878	-
Realized loss on investment	77,582	
Changes in operating assets and liabilities, net of effect of business acquisition and disposition:		
Accounts receivable	(21,395)	(172,178)
Prepaid expenses	2,568	(2,421)
Deposits	(350)	-
Accounts payable	7,685	113,940
Accrued expenses	3,432	150,666
Net cash used in operating activities	(201,930)	(150,474)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(1,114)	(16,387)

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Proceeds from sale of assets	1,021	-
Proceeds from sale of investments	107,219	-
Payment for disposition of subsidiary, net	-	(36,000)
Payments for purchase of businesses	-	(250,000)
	-----	-----
Net cash provided by (used in) investing activities	107,126	(302,387)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repurchase of dissenter's common stock	-	(120)
Deferred financing costs	-	(25,000)
Borrowings on line of credit	26,650	-
Proceeds from issuance of debt	78,000	75,378
Net payments of notes payable	(15,916)	(20,633)
Proceeds from the issuance of common stock	16,350	166,000
	-----	-----
Net cash provided by financing activities	105,084	195,625
	-----	-----
NET INCREASE (DECREASE) IN CASH	10,280	(257,236)
CASH AT BEGINNING OF PERIOD	6,140	257,963
	-----	-----
CASH AT END OF PERIOD	\$ 16,420	\$ 727
	=====	=====

See accompanying notes to financial statements  
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Omni Medical Holdings, Inc.  
Consolidated Statements of Cash Flows [continued]  
For the nine month periods ended December 31, 2004 and 2003

	2004	2003
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest in continuing operations	\$ 23,818	\$ 19,802
Cash paid for interest in discontinued operations	-	1,402
Cash paid for income taxes	-	-
NON-CASH OPERATING ACTIVITIES:		
Stock issued as prepaid expenses	\$ 72,379	\$ -
NON-CASH INVESTING ACTIVITIES:		
Stock issued for short-term investments	\$ 507,454	\$ -
NON-CASH FINANCING ACTIVITIES:		
Stock issued to relinquish debt	\$ 137,500	\$ -
BUSINESS ACQUISITIONS:		
Fair value of assets acquired	\$ -	\$790,000
Issuance of debt/assumption of liabilities	-	(540,000)
	-----	-----
Cash paid	\$ -	\$250,000
	=====	=====

See accompanying notes to financial statements

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Omni Medical Holdings, Inc.  
Notes to Condensed Consolidated Financial Statements  
December 31, 2004

## Note 1 BUSINESS, ORGANIZATION AND INTERIM FINANCIAL STATEMENTS

Business - Omni Medical Holdings, Inc. ("Omni"), a Utah corporation, provides medical billing and transcription services to medical practitioners in Alabama, Mississippi, South Dakota and Kentucky.

Organization - The company was previously organized as Piezo Instruments, Inc. ("Piezo"), a Utah corporation. Effective September 5, 2003, Piezo and Omni Medical of Nevada, Inc., a Nevada Corporation ("Omni Nevada") executed an Agreement and Plan of Reorganization (the "Reorganization Agreement"), whereby Piezo agreed to acquire 100% of the issued and outstanding shares of common stock of Omni Nevada in exchange for up to 16,000,000 newly issued shares of common stock of Piezo, (of which 12,913,815 were issued as of March 31, 2004, 480,753 shares were issued in July 2004 and 474,659 shares are to be issued as of December 31, 2004 for a total of 13,869,227 shares,) or approximately 86% of the post-Reorganization Agreement outstanding securities of Piezo. The transaction was accounted for as a reverse acquisition of Piezo by Omni Nevada. Shares of common stock authorized and issued have been retroactively restated to present the capital structure of Piezo. Concurrent with the merger, Piezo changed its name to Omni Medical Holdings, Inc.

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

## Note 2 DISCONTINUED OPERATIONS

Through May 2, 2003, Omni also produced handheld surgical instruments used by ophthalmic surgeons in refractive, corneal and LASIK surgeries and was also a developer of technology to ophthalmic surgeons, specifically within the domain of anterior segment cataract extraction, and foldable intra ocular lens placement as well as keratorefractive procedures such as LASIK. Omni operated its surgical instruments business through its wholly-owned subsidiary, Mastel Precision Surgical Instruments, Inc ("MPSI") out of its facility in Rapid City, South Dakota.

Effective May 2003, Omni entered into an agreement with one of its officers and shareholders whereby Omni agreed to exchange 100% of the common stock of MPSI and \$36,000 cash for all shares of common stock of Omni owned individually or jointly by the officer and his wife. As of April 30, 2003, the assets of MPSI had a carrying value of approximately \$442,000 (primarily accounts receivable of approximately \$53,000, inventories of approximately \$387,000 and property and equipment of

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approximately \$30,000) and MPSI's obligations and liabilities had a carrying value of approximately \$527,000 (primarily accounts payable of approximately \$226,000 and debt of approximately \$286,000). Due to the related party nature of the transaction, no gain was recognized and shareholders equity was increased by \$49,000. The results of operations from MPSI have been retroactively restated as discontinued operations.

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Omnimedical Holdings, Inc.  
Notes to Condensed Consolidated Financial Statements  
December 31, 2004

### Note 3 STOCKHOLDERS' EQUITY

During the nine months ended December 31, 2004 the Company issued 147,200 shares of its of restricted common stock to offshore investors pursuant to Regulation S, promulgated under the Securities Act of 1933, and received consideration of \$16,350.

During the nine month period ended December 31, 2004, the Company issued 981,000 shares of restricted common stock to various consultants for services to be performed over a term of 6 months to 2 years. Management has estimated the fair market value of the fees at \$97,100, of which \$40,725 have been expensed and the remaining \$56,375 have been recorded as a prepaid expense to be amortized over the life of the contracts.

In June 2004, the Company issued 3,700,000 shares of common stock and placed the shares in escrow pending the completion of a loan agreement. However, the loan agreement was never completed and on November 12, 2004 the stock certificate was cancelled.

In July 2004, the Company issued 480,753 shares of common stock pursuant to the September 5, 2003 Reorganization agreement. These shares are in addition to the original 12,913,815 shares issued during the year ended March 31, 2004. The shareholders tendered in a timely fashion according to the terms of the agreement, but had subsequently lost his certificate.

Also in July 2004, the Company entered into a Stock Purchase Agreement ("The agreement") with a London based investment company. On September 30, 2004, pursuant to the agreement, the Company exchanged 4,400,000 shares of its restricted common stock for 906,167 shares in an off-shore investment trust. On that date the investment trust shares were trading at a price equivalent to \$.56 per share for a total investment of \$507,454. The Company has classified the investment as available for sale and carries the investment at fair market value in accordance with Statement of Financial Accounting Standards No. 115, "Accounting for Certain Investments in Debt and Equity Securities". The Company also issued 220,000 shares of its common stock to an investment banker as compensation in this transaction. Management has estimated the fair market value of these services at \$22,000 which has been recorded as an expense in the accompanying financial statements. The investment banker also received 22,500 shares in the investment trust.

On September 7, 2004 by unanimous consent the Company's board of directors approved and authorized the exchange of 600,000 shares of the Company's common stock to the Company's President and Chief Executive Officer in return for all accrued salary and any interest or penalties in connection with the accrued salary totaling \$137,500.

On September 28, 2004 the Company issued 50,000 to its Vice President

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for services. Management has estimated the fair market value of the services to be \$5,000, which has been recorded as an expense in the accompanying financial statements.

### Note 4 RELATED PARTY TRANSACTIONS

During the nine month period ended December 31, 2004 the Company's President and Chief Executive Officer loaned the Company \$43,000. The loan is payable on demand, unsecured and interest free. The balance of the loan as of December 31, 2004 is \$42,320.

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Omni Medical Holdings, Inc.  
Notes to Condensed Consolidated Financial Statements  
December 31, 2004

### Note 5 SUBSEQUENT EVENTS

In January 2005, the Company placed stop orders on two stock certificates totaling 500,000 shares. These shares were issued to consultants who in the opinion of management are not fulfilling the terms of their contract. The Company will continue to show these shares as issued and outstanding until they are returned to the Company.

Also in January 2005, the Company transferred 22,500 shares of its short terms investments in exchange for 220,000 shares of its own common stock that had previously been issued to an investment banker. The 220,000 shares were included in issued and outstanding shares as of December 31, 2004.

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### Item 2. Management's Discussion and Analysis

"SAFE HARBOR" STATEMENT UNDER THE UNITED STATES PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995.

This Form 10-QSB contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Omni Medical Holdings, Inc. is referred to herein as "we" or "our". The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those projected in the forward looking statements as a result of a number of risks and uncertainties. Statements made herein are as of the date of the filing of this Form 10-QSB with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. Except as may otherwise be required by applicable law, we do not undertake, and specifically disclaim, any obligation to update any forward-looking statements contained in this Form 10-QSB to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

### RESULTS OF OPERATIONS

Three months ended December 31, 2004.  
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During the quarterly period ended December 31, 2004, we recorded revenue of \$414,411, a 14% increase from revenue of \$363,476 in the quarter ended December 31, 2003.

Cost of sales totaled \$310,213, versus \$242,119 in the third fiscal quarter of 2003. This increase is due to higher expenses and lower operating margins of McCoy Business Services. McCoy is engaged in providing medical transcription services and was acquired December 1, 2003.

During the third fiscal quarter of 2004, we recorded general and administrative expenses of \$243,384. These expenses totaled \$275,703 in the year-ago period.

Interest expense was \$16,389 and \$8,750 for the three-month period ended December 31, 2004, and December 31, 2003, respectively.

For the three-month period ended December 31, 2004, we incurred a loss from continuing operations of \$249,402, as compared to a loss of \$163,096 for the three-month period ended December 31, 2003.

During the three months ended December 31, 2004, we had an unrealized loss on investments of \$161,327, which gave us a total comprehensive loss of \$410,729.

The reasons for the fluctuations from the three months ended December 31, 2003, to the three months ended December 31, 2004, are as discussed below under the subheading "Nine months ended December 31, 2004."

Nine months ended December 31, 2004.  
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Our revenue totaled \$1,221,915 in the nine months ended December 31, 2004, as compared to revenue of \$743,315 in the prior year period. This increase of approximately 64% is principally due to our acquisition of Medical Billing Management, Inc. ("MBM") on May 30, 2003 and McCoy Business Services on December 1, 2003.

Cost of sales also rose significantly, to \$842,946 in the current period, from \$446,593 in the nine months ended December 31, 2004. Again, this increase is principally the result of our acquisitions.

General and administrative expenses totaled \$752,942 in the nine month period ended December 31, 2004. These expenses were \$585,250 in the year-ago period. This increase is primarily due to our acquisitions, as well as increases in consulting services fees.

During the nine month periods ended December 31, 2004, and 2003, interest expense totaled \$46,745 and \$26,728, respectively.

Net loss during the nine months ended December 31, 2004, was \$520,149, versus \$348,732 in the period ended December 31, 2003.

During the quarter ended December 31, 2004, we had an unrealized loss on investments of \$161,327, for a total comprehensive loss of \$681,476.

### CAPITAL RESOURCE REQUIREMENTS

#### LIQUIDITY

As of December 31, 2004, Omni's working capital deficit was \$428,638. Our cash at December 31, 2004 was \$16,420.

We currently have a commitment under an Employment Agreement with one

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of the former owners of McCoy through November 30, 2005, guaranteeing annual compensation of \$30,000 plus a performance based bonus. We currently lease office space under an operating lease for \$6,000 per month, which terminates July 31, 2006.

Effective October 1, 2003, Omni entered into an Employment Agreement with Arthur D. Lyons, its chief executive officer and president through December 31, 2008. The agreement provides compensation at an annual base salary of \$150,000 and increases to \$180,000 annually the first month Omni's gross revenue exceeds \$450,000 in a month. The Agreement also provides for a \$75,000 bonus to be paid as of February 1, 2004, and awards stock options based upon revenue targets. As of December 31, 2004, no stock options have been earned under the Agreement. We have been paying Mr. Lyons' salary since March, 2004. His salary for the period from October, 2003, through February, 2004, has been paid through the issuance of "unregistered" and "restricted" shares of our common stock. See Part II, Item 2 of this Quarterly Report.

During December 2003, Omni entered into a Loan Agreement and Security Agreement with Presidential Financial Corporation allowing the Company to borrow up to 80% of its accounts receivable or \$300,000, whichever is less. The loan is secured by accounts receivable and other tangible assets of Omni and accrues interest at prime plus 2%. As of December 31, 2004 \$71,606 was owed on the line of credit.

### Item 3. Controls and Procedures.

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As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our President and Treasurer, of the effectiveness of our disclosure controls and procedures. Based on this evaluation, our President and Treasurer concluded that our disclosure controls and procedures are effective in timely alerting them to material information required to be included in our periodic Securities and Exchange Commission reports. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. In addition, we reviewed our internal controls over financial reporting, and there have been no changes in our internal controls or in other factors in the last fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings.

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None; not applicable.

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

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In January 2005, the Company placed stop orders on two stock certificates totaling 500,000 shares. These shares were issued to consultants who in the opinion of management are not fulfilling the terms of their contract. The Company will continue to show these shares as issued and outstanding until they are returned to the Company.

Also in January 2005, the Company transferred 22,500 shares of its short term investments in exchange for 220,000 shares of its own common stock

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that had previously been issued to an investment banker. The 220,000 shares were included in issued and outstanding shares as of December 31, 2004.

Item 3. Defaults Upon Senior Securities.  
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None; not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.  
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None; not applicable.

Item 5. Other Information.  
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None; not applicable.

Item 6. Exhibits.  
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(a) Exhibits.

31 302 Certification of Arthur D. Lyons.

32 906 Certification.

SIGNATURES

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

OMNI MEDICAL HOLDINGS, INC.

Date: Feb. 11, 2005  
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/s/ Arthur D. Lyons  
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Arthur D. Lyons, President,  
Treasurer and Director

Date: Feb. 11, 2005  
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/s/ John Globoker  
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John Globoker, Vice President,  
Secretary and Director