

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 JULY 31, 2005

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

For the transition period from _____ to _____ .

Commission file number 333-68008

EFOODSAFETY.COM, INC.

(Exact name of small business issuer as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or organization)

62-1772151

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

19125 N. INDIAN AVENUE, NORTH PALM SPRINGS, CA 92258

(Address of principal executive offices)

(760) 329-4304 (Issuer's
telephone number)

(Former name or former address, 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 for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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: 110,344,009 common shares issued and outstanding as of July 31, 2005

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

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

In the opinion of management, the interim financial statements for the quarter ended July 31, 2005 include all adjustments necessary in order to make the consolidated financial statements not misleading.

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

| | (Unaudited) | |
|--------------------------|------------------|-------------------|
| | July 31, 2005 | April 30, 2005 |
| Assets: | | |
| Current Assets | | |
| <S> | <C> | <C> |
| Cash | \$ 36,042 | \$ 38,336 |
| Marketable securities | - | 165,543 |
| Accounts receivable | - | 386 |
| Prepaid expenses | - | 7,000 |
| Deposits | 32,800 | 32,800 |
| | ----- | ----- |
| Total Current Assets | 68,842 | 244,065 |
| | ----- | ----- |
| Fixed Assets | | |
| Equipment | 62,191 | 61,500 |
| Furniture and fixtures | 8,033 | 7,583 |
| Computer and software | 18,937 | 18,937 |
| Building improvements | 16,361 | 16,361 |
| Vehicles | 11,170 | 11,170 |
| Accumulated Depreciation | (30,775) | (23,256) |
| | ----- | ----- |
| Total Fixed Assets | 85,917 | 92,295 |
| | ----- | ----- |
| Total Assets | \$ 154,759 | \$ 336,360 |
| | ===== | ===== |

</TABLE>

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
CONSOLIDATED BALANCE SHEETS
(continued)

<TABLE>
<CAPTION>

| | (Unaudited) | |
|--|------------------|-------------------|
| | July 31, 2005 | April 30, 2005 |
| Liabilities: | | |
| Current Liabilities | | |
| <S> | <C> | <C> |
| Accounts payable | \$ 224,746 | \$ 257,786 |
| Accrued interest | 41,016 | 39,661 |
| | ----- | |
| Total current liabilities | 265,762 | 297,447 |
| | ----- | |
| Long-Term Liabilities | | |
| Notes payable | 1,378,000 | 1,228,000 |
| Convertible debentures | 50,000 | 50,000 |
| Accrued interest | 67,376 | 56,009 |
| | ----- | |
| Total long-term liabilities | 1,495,376 | 1,334,009 |
| | ----- | |
| Total Liabilities | 1,761,138 | 1,631,456 |
| | ----- | |
| Stockholders' Equity: | | |
| Common Stock, \$.0001 Par Value | | |
| Authorized 500,000,000 shares, Issued | | |
| 110,344,009 at July 31, 2005 | | |
| and 107,026,190 at April 30, 2005 | | |
| | 11,034 | 10,703 |
| Paid-In Capital | 6,433,322 | 5,352,452 |
| Cumulative unrealized gains and losses | - | 258 |
| Deficit Accumulated During the | | |
| Development Stage | (8,050,735) | (6,658,509) |
| | ----- | |
| Total Stockholders' Equity | (1,606,379) | (1,295,096) |
| | ----- | |
| Total Liabilities and | | |
| Stockholders' Equity | \$ 154,759 | \$ 336,360 |
| | ===== | |

</TABLE>

The accompanying notes are an integral part of these financial statements.

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

| | For the three months ended July 31, | | Cumulative since January 28, 1998 inception | of development stage |
|---------------|--|-----------|---|----------------------------|
| | 2005 | 2004 | | |
| <S> | <C> | <C> | <C> | |
| Revenues | \$ 59,247 | \$ 17,634 | \$ 148,004 | |
| Cost of sales | 44,631 | 5,835 | 86,814 | |
| | ----- | | | |

| | | | |
|--|----------------|--------------|----------------|
| Gross Profit | 14,616 | 11,799 | 61,190 |
| ----- | | | |
| Expenses | | | |
| Sales and marketing | 7,118 | - | 87,277 |
| Research and development | 60,716 | 43,712 | 2,577,315 |
| Consulting | 896,202 | - | 1,785,271 |
| General and administrative | 430,923 | 305,306 | 3,532,266 |
| ----- | | | |
| Total Expenses | 1,394,959 | 349,018 | 7,982,129 |
| ----- | | | |
| Net Loss from Operations | (1,380,343) | (337,219) | (7,920,939) |
| Other Income (Expense) | | | |
| Interest income | 3 | 15 | 2,421 |
| Dividend income | 308 | - | 10,334 |
| Gain/Loss on sale of marketable securities | 529 | - | 5,788 |
| Interest Expense | (12,723) | (14,197) | (148,339) |
| ----- | | | |
| Net Loss | \$ (1,392,226) | \$ (351,401) | \$ (8,050,735) |
| ===== | | | |
| Basic & Diluted loss per share | \$ (0.01) | \$ - | |
| ===== | | | |
| Weighted Average Shares | 109,053,643 | 93,045,816 | |
| ===== | | | |

</TABLE>

The accompanying notes are an integral part of these financial statements.

EFOODSAFETY.COM, INC.
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<TABLE>
<CAPTION>

| | Cumulative Since January 28, 1998 | | |
|--|--|------------------|--------------------------------------|
| | For the three months ended July 31, 2005 | 2004 | Inception of Development Stage |
| | ----- | | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| <S> Net Loss | <C> \$ (1,392,226) | <C> \$ (351,401) | <C> \$ (8,050,735) |
| Adjustments used to reconcile net loss to net cash provided by (used in) operating activities: | | | |
| Depreciation | 7,519 | 1,636 | 30,775 |
| Common stock issued for accrued interest | | - | 9,497 |
| Common stock issued for expenses | | 1,081,202 | 3,737,105 |
| Gain/Loss on sale of marketable securities | | (529) | (5,788) |
| (Increase) Decrease in Inventory | | - | (248,165) |
| (Increase) Decrease in Prepaid Expenses & Deposits | | 7,000 | (32,800) |
| (Increase) Decrease in Accounts Receivable | | 386 | - |
| Increase (Decrease) in Accounts Payable | | (33,040) | 4,841 |
| Increase (Decrease) in Accrued Interest | | 12,722 | 14,197 |
| | | | 270,508 |

| | | | |
|--|-----------|--------------|-------------|
| Net Cash Used in operating activities | (316,966) | (578,892) | (3,978,808) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Purchase of fixed assets | (1,141) | (22,890) | (116,692) |
| Purchase of marketable securities | - | (500,000) | (500,000) |
| Dividends reinvested in marketable securities | (566) | - | (10,592) |
| Proceeds from sale of marketable securities | 166,379 | - | 516,379 |
| Net cash provided by investing activities | 164,672 | (522,890) | (110,905) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Proceeds from sale of stock | - | - | 3,910 |
| Capital contributed by shareholder | - | - | 663,845 |
| Proceeds from loans | 150,000 | 675,000 | 1,378,000 |
| Proceeds from convertible debentures | - | 1,969,550 | 2,080,000 |
| Net cash provided by Financing Activities | 150,000 | 2,644,550 | 4,125,755 |
| Net (Decrease) Increase in Cash and Cash Equivalents | (2,294) | 1,542,768 | 36,042 |
| Cash and Cash Equivalents at Beginning of Period | 38,336 | 83,600 | - |
| Cash and Cash Equivalents at End of Period | \$ 36,042 | \$ 1,626,368 | \$ 36,042 |

</TABLE>

EFOODSAFETY.COM, INC.
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(continued)

<TABLE>
<CAPTION>

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the year for:

| | | | |
|----------------------------|------|------|------|
| <S> | <C> | <C> | <C> |
| Interest | \$ - | \$ - | \$ - |
| Franchise and income taxes | \$ - | \$ - | \$ - |

</TABLE>

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

On October 29, 2003, the Company issued 1,500,000 restricted shares of common stock, par value \$.0001, to acquire Ozone Safe Food, Inc. On August 24, 2005, the Company sold Ozone Safe Food, Inc.

The accompanying notes are an integral part of these financial statements.

EFOODSAFETY.COM, INC.
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of accounting policies for eFoodSafety.com, Inc. & Subsidiaries (a development stage company) is presented to assist in understanding the Company's consolidated financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the consolidated financial statements.

Interim Financial Statements

The unaudited consolidated financial statements for the three months ended July 31, 2005 reflect, in the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to fairly state the financial position and results of operations for the three months ended July 31, 2005 and 2004. Operating results for interim periods are not necessarily indicative of the results which can be expected for full years.

Organization and Basis of Presentation

The Company was incorporated in Nevada on October 28, 1996 as DJH International, Inc. to market products through the Internet. On October 16, 2000, the Company entered into an agreement and plan of reorganization with Global Procurement Systems, Inc. ("GPS") whereby the Company acquired GPS. This business combination was accounted for as a reverse merger with GPS being the surviving entity for financial reporting purposes. As a result of the acquisition, the Company issued 37,620,000 shares of common stock in exchange for the outstanding shares of GPS and changed its name to eFoodSafety.com, Inc.

GPS was incorporated under the laws of the State of Nevada on January 28, 1998. The Company has been in the development state since January 28, 1998 and although planned principal operations have commenced, there has been no significant revenue therefrom.

On October 29, 2003, the Company issued 1,500,000 restricted shares of common stock to acquire Ozone Safe Food, Inc. As of October 29, 2003, Food Safe, Inc. was a wholly owned subsidiary of the Company. On August 24, 2005, the Company sold Ozone Safe Food, Inc.

In May 2004, the Company issued 1,000,000 restricted shares of common stock to acquire Knock-Out Technologies, Ltd. ("Knock-Out") as a wholly-owned subsidiary of the Company. Knock-Out is to be a manufacturer of all-natural, non-toxic, food-grade products.

Nature of Business

The Company was organized as a vehicle to provide methods and products to ensure the safety of fruits and vegetables being marketed worldwide. Knock-Out Technologies, Ltd., a wholly owned subsidiary, has developed an environmentally safe sporicidal product that eradicates anthrax and a germicidal

product that kills six major bacteria.

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Pervasiveness of Estimates

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

Business Condition

These accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of July 31, 2005, the Company has accumulated operating losses of \$8,050,735 since its inception. The continuation of the Company is dependent upon the continuing financial support of directors and stockholders. It is the intention of the Company to raise new equity financing of approximately \$2,500,000 within the upcoming year. Amounts raised will be used to implement the company's plan of operations. While the Company is expending its best efforts to achieve the above financing, there is no assurance that any such activity will generate funds that will be available for operations.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

Principles of Consolidation

The consolidated financial statements for the year ended April 30, 2005 and the three months ended July 31, 2005 include the accounts of eFoodSafety.com, Inc. and its subsidiaries Ozone Safe Food, Inc. and Knock-Out Technologies, Ltd. Ozone Safe Food, Inc. was acquired by the Company on October 29, 2003. Knock-Out Technologies, Ltd. was acquired by the Company in May 2004.

All significant intercompany balances and transactions have been eliminated.

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)

Depreciation

Office furniture, equipment and leasehold improvements, are stated at cost. Depreciation and amortization are computed using the straight-line method over the estimated economic useful lives of the related assets as follows:

| | |
|------------------------|------------|
| Furniture & Fixtures | 5-10 years |
| Equipment | 5- 7 years |
| Computers | 3- 5 years |
| Leasehold improvements | 2-10 years |

Maintenance and repairs are charged to operations; betterments are capitalized. The cost of property sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the property and related accumulated depreciation accounts, and any resulting gain or loss is credited or charged to income.

Earnings (Loss) per Share

Basic loss per share has been computed by dividing the loss for the year applicable to the common stockholders by the weighted average number of common shares outstanding during the years. There were no common equivalent shares outstanding at July 31, 2005 and 2004.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with one financial institution, in the form of demand deposits.

Revenue recognition

Revenue is recognized from sales of product at the time of shipment to customers. Title passes to the customer at the time the items are shipped, and are no longer owned by the Company.

Reclassifications

Certain reclassifications have been made in the 2004 financial statements to conform with the 2005 presentation.

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)

Investment in Marketable Securities

The Company's securities investments that are bought and held for an indefinite period of time are classified as available-for-sale securities. Available-for-sale securities are recorded at fair value on the balance sheet in current assets, with the change in fair value during the period excluded from earnings and recorded net of tax as a component of other comprehensive income.

Investments in securities are summarized as follows:

<TABLE>
<CAPTION>

July 31, 2005

Gross Gross

| | Unrealized Gain | Unrealized Loss | Fair Value | |
|--------------------------------------|--------------------|--------------------|---------------|---|
| <S> Available-for-sale securities | <C> \$ | <C> - \$ | <C> - \$ | - |

</TABLE>

<TABLE>
<CAPTION>

April 30, 2005

| | Gross Unrealized Gain | Gross Unrealized Loss | Fair Value | |
|--------------------------------------|-----------------------------|-----------------------------|---------------|---------|
| <S> Available-for-sale securities | <C> \$ | <C> 258 \$ | <C> - \$ | 165,543 |

</TABLE>

Realized gains and losses are determined on the basis of specific identification. During the three months ended July 31, 2005 and 2004, sales proceeds and gross realized gains and losses on securities classified as available-for-sale securities were:

<TABLE>
<CAPTION>

| | For the Three Months Ended July 31, | | |
|-----------------------|--|-------------------|---|
| | 2005 | 2004 | |
| <S> Sale Proceeds | <C> \$ | <C> 166,379 \$ | - |
| Gross Realized Losses | \$ | - \$ | - |
| Gross Realized Gains | \$ | 529 \$ | - |

</TABLE>

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

NOTE 2 - INCOME TAXES

As of April 30, 2005, the Company had a net operating loss carryforward for income tax reporting purposes of approximately \$6,000,000 that may be offset against future taxable income through 2025. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carryforwards will expire unused. Accordingly, the potential tax benefits of the loss carryforwards are offset by a valuation allowance of the same amount.

NOTE 3 - DEVELOPMENT STAGE COMPANY

The Company has recently begun principal operations and as is common with a development stage company, the Company has had recurring losses during its development stage. The Company's financial statements are prepared using

generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other material assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. In the interim, shareholders of the Company have committed to meeting its minimal operating expenses. Revenues as of July 31, 2005 are not considered significant enough for the Company to come out of the development stage.

NOTE 4 - COMMON STOCK TRANSACTIONS

On February 9, 1998, the Company issued approximately 50,385,000 shares (post split) of common stock to its officers and directors for payments made on the Company's behalf during its formation in the amount of approximately \$3,910.

On October 16, 2000, the Company entered into an agreement and plan of reorganization with Global Procurement Systems, Inc. ("GPS") whereby the Company acquired GPS. This business combination was accounted for as a reverse merger with GPS being the surviving entity for financial reporting purposes. As a result of the acquisition, the Company issued 37,620,000 shares of common stock in exchange for the outstanding shares of GPS and changed its name to eFoodSafety.com, Inc.

The merger was recorded as a recapitalization. In connection with this recapitalization, the number of shares outstanding prior to the merger have been restated to their post merger equivalents (increased from 360 shares to 50,385,000) and the par value of the common stock changed from no par value to \$.0001. All references in the accompanying financial statements to the number of common shares and per-share amounts since inception have been restated to reflect the equivalent number of post merger shares.

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

NOTE 4 - COMMON STOCK TRANSACTIONS (continued)

In August 2003, the Company issued 6,750,000 shares of common stock (post-split) for services valued at \$11,250.

On October 29, 2003, the Company issued 1,500,000 restricted shares of common stock to acquire Food Safe, Inc. As of October 29, 2003, Food Safe, Inc. is a wholly owned subsidiary of the Company.

On November 10, 2003, the Company issued 1,800,000 shares of common stock for general and administrative expenses valued at \$30,000.

On April 19, 2004, the Company issued 200,000 shares of common stock for general and administrative expenses valued at \$100,000.

On April 21, 2004, the Company issued 1,500,000 shares of common stock for research and development expenses valued at \$750,000.

During March and April of 2004, the Company issued 40,816 shares of common stock for general and administrative expenses valued at \$19,184.

On May 3, 2004, the Company issued 1,000,000 restricted shares of common stock to acquire Knock-Out Technologies, Ltd. ("Knock-Out") as a wholly-owned subsidiary of the Company. The acquisition was expensed.

On May 3, 2004, the Company issued 750,000 restricted shares of common stock for expenses of \$375,000.

On July 9, 2004, the Company issued 40,816 shares of common stock for

general and administrative expenses valued at \$24,490.

On August 5, 2004, the Company issued 20,408 shares of common stock for general and administrative expenses valued at \$10,612.

On September 17, 2004, the Company issued 20,408 shares of common stock for general and administrative expenses valued at \$8,367.

In August 2004, the Company issued 300,000 shares of common stock for general and administrative expenses valued at \$177,000.

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

NOTE 4 - COMMON STOCK TRANSACTIONS (continued)

During the year ended April 30, 2005, the Company issued 5,098,742 shares of common stock as payment towards the Company's convertible debentures. The total payment was valued at \$2,039,497.

During the quarter ended July 31, 2005, the Company issued 3,317,819 shares of common stock for services. The shares were valued at the market price of the stock on the date of issuance. The services were valued at \$1,081,202.

On November 14, 2003, the Company changed the number of authorized common shares from 50,000,000 to 500,000,000. Par value of the Company's common shares was changed from \$.0005 to \$.0001. On December 5, 2003, the Company did a 3 for 1 forward stock split. All references in the accompanying financial statements to the number of common shares and per-share amounts since inception have been restated to reflect the equivalent number of post stock split shares.

NOTE 5 - RENT AND LEASE EXPENSE

The Company relocated its corporate offices to 19125 N. Indian Avenue, North Palm Springs, California, effective September 1, 2004 and has finalized a three year lease for 30,000 square feet of warehouse space, 12,000 square feet of outside space, and executive office space. The Company will pay \$32,000 per month for the lease.

The minimum future lease payments under these leases for the next five years are:

| Year Ended April 30, | Real Property |
|--|---------------|
| ----- | ----- |
| 2006 | \$ 384,000 |
| 2007 | 384,000 |
| 2008 | 128,000 |
| 2009 | - |
| 2010 | - |
| ----- | ----- |
| Total five year minimum lease payments | \$ 896,000 |
| | ===== |

The lease generally provides that insurance, maintenance and tax expenses are obligations of the Company. It is expected that in the normal course of business, leases that expire will be renewed or replaced by leases on other properties.

NOTE 6 - RELATED PARTY TRANSACTIONS

During 2004, shareholders have paid general and administrative expenses on behalf of the Company. These payments have been recorded as expenses and as paid-in capital to the Company. The amount of paid-in capital contributed by

shareholders totaled \$24,630 for the year ended April 30, 2004.

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

NOTE 6 - RELATED PARTY TRANSACTIONS (continued)

During the year ended April 30, 2004, shareholders loaned the Company \$325,000. During the year ended April 30, 2005, shareholders loaned the Company an additional \$903,000. During the three months ended July 31, 2005, shareholders loaned the Company an additional \$150,000. The notes are payable in a lump-sum including interest of 5% to 6%, and are due between June 3, 2009 and June 1, 2010. The total amount of principal and interest due on these notes is \$1,453,376 and \$1,284,009 as of July 31, 2005 and April 30, 2005, respectively.

NOTE 7 - ACQUISITION

On October 29, 2003, the Company issued 1,500,000 restricted shares of common stock to acquire Ozone Safe Food, Inc. Ozone Safe Food, Inc. had no assets or liabilities, except for a patent pending that has been valued at \$650,000 and expensed as part of research and development expense in the financial statements. As of October 29, 2003, Ozone Safe Food, Inc. was a wholly owned subsidiary of the Company. On August 24, 2005, the Company sold Ozone Safe Food, Inc.

On May 3, 2004, the Company issued 1,000,000 restricted shares of common stock to acquire Knock-Out Technologies, Ltd. ("Knock-Out") as a wholly-owned subsidiary of the Company. Knock-Out is to be a manufacturer of all-natural, non-toxic, food-grade products. Knock-Out had no assets or liabilities. The acquisition has been expensed in the financial statements. Knock-Out has developed an environmentally safe sporicidal product that eradicates anthrax and a germicidal product that kills six major bacteria.

NOTE 8 - CONVERTIBLE DEBENTURES

On July 21, 2004, the Company sold \$2.0 million in convertible debentures. The convertible debentures carry an interest rate of 6% per annum, payable quarterly. The debentures carry a conversion price of \$.40 per share of the Company's common stock. The outstanding principal balance of the debentures are due on July 21, 2007.

The purchasers of the debentures received an A Warrant to purchase an amount of common stock equal to 50% of the number of shares of common stock purchased via this investment. The A Warrants expire two years from the date of issuance and the exercise price of the A Warrants is \$.80 per share.

The purchasers of the debentures also received a B Warrant to purchase an amount of common stock equal to 50% of the number of shares of common stock purchased via this investment. The B Warrants expire two years from the date of issuance and the exercise price of the B Warrants is \$1.00 per share.

During the year ended April 30, 2005, the Company issued 5,098,742 shares of common stock as payment towards the Company's convertible debentures. The total payment was valued at \$2,039,497.

At July 31, 2005 and April 30, 2005, the total amount of principal and interest due on the convertible debentures is \$91,016 and \$89,661, respectively.

NOTE 9 - LITIGATION

EFOODSAFETY.COM, INC. V. KARNEY, ET al. (Case No. INC 046894). The Company filed a complaint in the Superior Court of Riverside County, California on November 5, 2004 against Mr. Karney, AmeriFinancial, Inc., Trac Force, Inc., and Does 1-50 alleging breach of fiduciary duty, conversion, constructive trust, fraud and declaratory relief. The Company alleges that Mr. Karney misappropriated no less than \$189,000 from the Company and attempted to cause the Company to enter into invalid contracts with close personal friends without proper authorization. All named defendants have been served. The case is still at the pleading stage and only limited discovery has taken place as certain defendants are contesting jurisdiction and venue. No trial date has been sent.

GARCIA V. EFOODSAFETY.COM, INC. (Case No. 50-2004-CA-010352-MB-AH). On November 4, 2004, Edward Garcia and Stephen Baugh, principals of Trac Force, Inc., filed a Complaint in the Circuit Court of the 15th Judicial Circuit in Palm Beach County, Florida seeking to enforce an agreement to acquire Trac Force, Inc. in exchange for shares of the Company's common stock and a seat on the Company's Board. The case is still in the early stages and only limited discovery has taken place. No trial date has been sent.

AMERIFINANCIAL, INC. V. EFOODSAFETY.COM, INC. (Case No. H-05-0205). On December 17, 2004, AmeriFinancial, Inc. filed a Complaint in the US District Court for the Southern District of Texas (Houston Division) against the Company seeking to enforce an agreement for the issuance of shares in exchange for consulting and capital raising services. The Company strongly disputes the claims alleged and denies the validity of the purported agreement. This case is presently stayed pending changes in California litigation.

A legal proceeding was instituted in the Superior Court of the State of Arizona in and for the Yavapi County on July 8, 2005 against eFoodSafety.com, Inc., the registrant, and Patricia Ross-Gruden, William R. Nelson, Mark Taggatz and Robert Bowker, officers and/or directors, by Richard Speidell, alleging breach of an employment agreement and seeking specific performance, damages and other relief. A similar legal proceeding was instituted in that court on that date against Mark Taggatz, an officer and director of the registrant, Aquentium Inc. and other unnamed defendants, by Clarence Karney, alleging breach of an employment agreement and seeking damages and other relief.

Both Mr. Speidell and Mr. Karney were terminated by the Board of Directors of the registrant on September 27, 2004, as Chief Operating Officer and Chairman and Chief Executive Officer, respectively. As also reported above, the Company instituted a legal proceeding against Mr. Karney and others in the Superior Court of Riverside County, California on November 5, 2004, alleging breach of fiduciary duty, conversion, constructive trust and fraud; the complaint alleges, among other things, that Mr. Karney misappropriated \$189,000 and entered into contracts with close personal friends without any authorization.

The Board of Directors of the registrant and the individual defendants believe both complaints are without any merit whatsoever and intend to defend themselves vigorously. They believe the legal proceedings merely represent the latest attempts by disgruntled former employees to pursue personal grievances, to harass the registrant and its officers and directors and to interfere with their devoting time, energy and attention to the business of the registrant.

EFOODSAFETY.COM, INC. & SUBSIDIARIES
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

NOTE 10 - SUBSEQUENT EVENTS

On August 24, 2005, the Company sold its Ozone Safe Food, Inc. subsidiary to Mark Taggatz, former President and Chief Executive Officer of the Company, in exchange for 1.5 million shares of the Company's common stock and an agreement to receive royalty payments on equipment sales up to \$60 million

through December 31, 2008. The shares were used to eliminate \$300,000 of the Company's debt.

On August 31, 2005, the Company acquired MedElite, Inc. from Dr. Richard Goldfarb in exchange for 10,000,000 shares of the Company's common stock, plus potential bonuses of restricted shares if certain sales/revenue benchmarks are achieved. MedElite distributes clinically proven products to physicians who then prescribe the products for their patients. It is the exclusive U.S. distributor of the Talsyn(TM) product line that has been clinically proven to facilitate and improve the appearance, redness and strength of scars.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION AND RISK FACTORS

Certain statements in this report constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements deal with our current plans, objectives, projections, expectations, assumptions, strategies, and future events. Words such as "may," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will," "should," "could," and variations of such words and similar expressions are intended to identify such forward-looking statements. Similarly, statements that describe our plans, our strengths and weaknesses and other information that is not historical information also are forward-looking statements.

Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements, expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions, which will, among other things, impact the ability of the Company to implement its business strategy, and changes in, or failure to comply with, governmental regulations affecting food and health.

In addition to the other information contained in this annual report, the following risk factors, among others, that make investment in shares of the Company's common stock speculative and risky should be carefully considered.

Poor Financial Position. For each of the fiscal years ended April 30, 2004 and 2005, we had net losses of \$1,735,965 and \$4,281,321, respectively. At April 30, 2005, our total liabilities exceeded our total assets by \$1,391,818 and the deficit accumulated during the development stage was \$6,662,936. For the three months ended July 31, 2005, we had a net loss of \$1,392,226. At July 31, 2005, our total liabilities exceeded our total assets by \$1,606,379 and the deficit accumulated during the development stage was \$8,050,735. As a result of our recurring losses from operations and our having no established source of revenue, we require considerable additional financing to continue in as a going-concern. The continuing financial

support of directors, officers and shareholders to satisfy our liabilities and commitments is essential to the continuation of the Company and there can be no assurance that such financial support will be available in the future.

Dependence on Key Personnel. The success of the Company is largely dependent upon the continued contributions of its key management personnel, particularly Patricia Ross-Gruden and Robert Bowker. The success of the Company also depends upon its ability to attract and retain additional qualified personnel. The process of locating personnel with the combination of skills and attributes required to implement our strategies is very competitive and there can be no assurance that we will be successful in attracting and retaining such personnel, particularly in view of our poor financial position. The loss of the services of our key management personnel or the inability to attract and retain additional qualified personnel could limit or disrupt our future business operations.

Government Regulation. Increased federal or state government regulation of the food and health industries could adversely affect our business, financial condition and results of operation, by requiring further testing of our products

and imposing other or different licensing requirements.

No Dividends Expected. We have not paid any cash or other dividends on our common shares since inception and we do not expect to pay any dividends in the future. We expect to use any earnings in our operations.

Intense Competition in the Food and Health Industries. There is intense competition among providers, both individuals and entities, of various technologies to improve food and health conditions. Many of these competitors have substantially greater financial and marketing resources than the Company, stronger name recognition, brand loyalty and long-standing relationships with our target customers. Our future success is dependent upon our ability to compete and our failure to do so could adversely affect our business, financial condition and results of operation.

Limited or Sporadic Market Quotations; Possible Illiquidity; Penny Stock Restrictions. Shares of our common stock are quoted and traded from time to time on the OTC Bulletin Board and in the so-called "Pink Sheets," but the quotations and trades are limited and sporadic. As a result, our shareholders may find it difficult to obtain accurate quotations concerning the market value of their shares. Our shareholders also may experience more difficulty in attempting to sell their shares than if the shares were listed on a national stock exchange or quoted on the Nasdaq Stock Market. Also, our common shares are classified as a "penny stock" because they are not traded on a national stock exchange or on the Nasdaq Stock Market and the market price is less than \$5 per share. Rules of the Securities and Exchange Commission impose additional sales practice requirements on broker-dealers that recommend the purchase or sale of penny stocks to persons other than those who qualify as an "established customer" or an "accredited investor." Among other things, a broker-dealer must make a determination that investments in penny stocks are suitable for the customer and must make special disclosures to the customer concerning the risks of penny stocks. Application of the penny stock rules to our common shares could adversely affect the market liquidity of the shares, which in turn may adversely affect the ability of shareholders to sell their shares.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THREE MONTHS ENDED JULY 31, 2005 AND 2004

SALES

Our revenues from operations for the three months ended July 31, 2005 were \$59,247 compared to revenues of \$17,634 for the three months ended July 31, 2004.

COST OF SALES AND GROSS PROFIT

Our cost of sales for the three months ended July 31, 2005 was \$44,631 compared to cost of sales of \$5,835 for the three months ended July 31, 2004.

RESEARCH AND DEVELOPMENT

Research and Development expenses for the three months ended July 31, 2005 was \$60,716. For the three months ended July 31, 2004, research and development expense was \$43,712.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

A summary of our Selling, General and Administrative costs is as follows:

Cash based compensation was paid to our staff of eleven full-time employees, consulting fees for outside directors, legal advisors and marketing consultants. The Company also issued 3,117,819 shares of common stock for expenses of \$1,021,202.

Other selling, general and administrative costs include rent, office expenses, and travel expenses.

INTEREST EXPENSE

Interest expenses of \$12,723 were incurred during the three months ended July 31, 2005 and relate to interest accrued on outstanding promissory notes payable to related parties in lump-sum, including interest of 5% to 6%, and are due between June 3, 2009 and June 1, 2010.

LIQUIDITY AND CAPITAL RESOURCES

As of July 31, 2005, we had working capital deficit of \$196,920. As a result of our operating losses during the three months ended July 31, 2005, we generated a cash flow deficit of \$316,966 from operating activities. We provided cash flows in connection with investing activities of \$164,672 during the three months ended July 31, 2005, for the purchase of fixed assets, and the purchase and sale of marketable securities. We met our cash requirements for the three months ended July 31, 2005 through loans of \$150,000 from shareholders.

On July 21, 2004, the Company sold \$2.0 million in convertible debentures. The convertible debentures carry an interest rate of 6% per annum, payable quarterly. We paid a consultant 10% of the gross proceeds of \$2.0 million (\$200,000) as a finder's fee. The debentures are convertible at \$0.40 per share and expire July 21, 2007.

The purchasers of the debentures also received an A Warrant to purchase an amount of common stock equal to 50% of the number of shares of common stock purchased upon conversion. The A Warrants expire two years from the date of issuance and the exercise price of the A Warrants is \$0.80 per share.

The purchasers of the debentures also received a B Warrant to purchase an amount of common stock equal to 50% of the number of shares of common stock upon conversion. The B Warrants expire two years from the date of issuance and the exercise price of the B Warrants is \$1.00 per share.

Our operating revenues may be less than adequate to fund future operations and growth. We expect to continue to meet our cash requirements during the fiscal year ending April 30, 2006 and to fund operations through additional sales of our securities and/or through shareholder loans. There is no guarantee that we will be successful in obtaining any additional financing should it be required. If we cannot secure additional financing when needed, we may be required to cease operations.

By adjusting the Company's operations and development to the level of capitalization, management believes it has sufficient capital resources to meet projected cash flow deficits through the next twelve months. However, if thereafter we are not successful in generating sufficient liquidity from operations or in raising sufficient capital resources on terms acceptable to us, this could have a material adverse effect on our business, results of operations, liquidity and financial condition.

Our independent certified public accountants have stated in their report which was part of our audited financial statements for the fiscal years ended April 30, 2004 and 2005, that we have suffered recurring losses from operations and have no established source of revenue and those matters raise substantial doubt about our ability to continue as a going concern.

We have no off-balance sheet arrangements, special purpose entities, financing partnerships or guarantees.

ITEM 3. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting and disclosure controls and procedures for the Company.

(a) Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's Chief Executive Officer and its Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rule 15d-15 under the Securities Exchange Act of 1934 (the "Exchange Act") and the Company's internal control over financial reporting. Based upon the evaluations, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period, the Company's disclosure controls and procedures and internal control over financial reporting were effective in timely alerting them to material information relating to the Company required to be included in the reports that the Company files and submits pursuant to the Exchange Act.

The public accounting firm that audited the financial statements in our April 30, 2005 annual report did not issue an attestation report on management's assessment of the Company's internal control over financial reporting.

(b) Changes in Internal Control Over Financial Reporting

Based on the evaluation as of July 31, 2005, there were no significant changes in the Company's internal controls over financial reporting or in any other areas that could significantly affect the Company's internal controls subsequent to the date of the most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

EFOODSAFETY.COM, INC. V. KARNEY, ET al. (Case No. INC 046894). The Company filed a complaint in the Superior Court of Riverside County, California on November 5, 2004 against Mr. Karney, AmeriFinancial, Inc., Trac Force, Inc., and Does 1-50 alleging breach of fiduciary duty, conversion, constructive trust, fraud and declaratory relief. The Company alleges that Mr. Karney misappropriated no less than \$189,000 from the Company and attempted to cause the Company to enter into invalid contracts with close personal friends without proper authorization. All named defendants have been served. The case is still at the pleading stage and only limited discovery has taken place as certain defendants are contesting jurisdiction and venue. No trial date has been sent.

GARCIA V. EFOODSAFETY.COM, INC. (Case No. 50-2004-CA-010352-MB-AH). On November 4, 2004, Edward Garcia and Stephen Baugh, principals of Trac Force, Inc., filed a complaint in the Circuit Court of the 15th Judicial Circuit in Palm Beach County, Florida seeking to enforce an agreement for the Company to acquire Trac Force, Inc. in exchange for shares of the Company's common stock and a seat on the Company's Board. The case is still in the early stages and only limited discovery has taken place. No trial date has been sent.

AMERIFINANCIAL, INC. V. EFOODSAFETY.COM, INC. (Case No. H-05-0205). On December 17, 2004, AmeriFinancial, Inc. filed a complaint in the United States District Court for the Southern District of Texas (Houston Division) against the Company seeking to enforce an agreement for the issuance of shares in exchange for consulting and capital raising services. The Company strongly disputes the claims alleged and denies the validity of the purported agreement. This case is presently stayed pending changes in California litigation.

A legal proceeding was instituted in the Superior Court of the State of Arizona in and for the Yavapi County on July 8, 2005 against eFoodSafety.com, Inc., and Patricia Ross-Gruden, William R. Nelson, Mark Taggatz and Robert Bowker, officers and/or directors, by Richard Speidell, alleging breach of an employment agreement and seeking specific performance, damages and other relief. A similar legal proceeding was instituted in that court on that date against Mark Taggatz, an officer and director of the Company, Aquentium Inc. and other unnamed defendants, by Clarence Karney, alleging breach of an employment agreement and seeking damages and other relief.

Both Mr. Speidell and Mr. Karney were terminated by the Board of

Directors of the registrant on September 27, 2004, as Chief Operating Officer and Chairman and Chief Executive Officer, respectively. Also, the Company instituted a legal proceeding against Mr. Karney and others described in the first paragraph above.

The Board of Directors and the individual defendants believe both complaints by Messrs. Speidell and Karney are without any merit whatsoever and intend to defend themselves vigorously. They believe the

legal proceedings merely represent the latest attempts by disgruntled former employees to pursue personal grievances, to harass the Company and its officers and directors and to interfere with their devoting time, energy and attention to the business of the Company.

ITEM 2. CHANGES IN SECURITIES.

During the quarter ended July 31, 2005, the Company issued 3,317,819 shares of common stock for services. The shares were valued at the market price of the stock on the date of issuance. The services were valued at \$1,081,202.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES. None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS. None.

ITEM 5. OTHER INFORMATION. None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

On August 16, 2005, the Company filed a Form 8-K under Item 502, Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On August 30, 2005, the Company filed a Form 8-K under Item 2.01, Completion of Acquisition or Disposition of Assets.

On September 7, 2005, the Company filed a Form 8-K under Item 2.01, Completion of Acquisition or Disposition of Assets.

EXHIBITS

Exhibits Required by Item 601 of Regulation S-B

3 ARTICLES OF INCORPORATION AND BY-LAWS

3.1 Articles of Incorporation (incorporated by reference from our Registration Statement on Form SB-2 as amended on February 4, 2003)

3.2 Corporate Bylaws (incorporated by reference from our Registration Statement on Form SB-2 as amended on February 4, 2003)

31 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly

authorized.

EFOODSAFETY.COM, INC.

By:/s/Patricia Ross-Gruden
Patricia Ross-Gruden, Director, Chief
Executive Officer and Chief Financial Officer
Date: September 14, 2005

SECTION 302 CERTIFICATION

I, Patricia Ross-Gruden, Chief Executive Officer and Chief Financial Officer of the Company, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of eFoodSafety.com, 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 small business issuer as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer 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 small business issuer, 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 disclosure 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small issuer'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 small business issuer'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 small business issuer's internal control over financial reporting

Date: September 14, 2005

By:/s/Patricia Ross-Gruden
Patricia Ross-Gruden, Director, Chief
Executive Officer and Chief Financial Officer

SECTION 906 CERTIFICATION

In connection with the Quarterly Report of eFoodSafety.com, Inc. on Form 10-QSB for the period ending July 31, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patricia Ross-Gruden, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By:/s/Patricia Ross-Gruden
Patricia Ross-Gruden, Director, Chief
Executive Officer and Chief Financial Officer

September 14, 2005