UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)
☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2009

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission file number 333-68008

NUVILEX, INC.

(Exact name of registrant as specified in its charter)

Nevada	**62-1772151**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1971 Old Cuthbert Road, Cherry Hill, New Jersey 08034
(Address of principal executive offices)

(856) 354-0707
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 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. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☑

(Do not check if a smaller reporting company)

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

As of August 15, 2009, the registrant had 254,231,800 outstanding shares of Common Stock.

PART 1 – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The unaudited financial statements included herein have been prepared by Nuvilex, Inc. (the "Company"). In the opinion of management, the interim financial statements reflect all adjustments of a normal recurring nature necessary for a fair statement of the results for interim periods. It is suggested that these financial statements and notes to the financial statements be read in conjunction with the financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2009.

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.

C O N T E N T S

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.
CONSOLIDATED BALANCE SHEETS

	July 31, 2009 (Unaudited)	April 30, 2009
ASSETS		
Current Assets		
Cash	$ 55,860	$ 603,727
Marketable securities	-	31,185
Accounts receivable - net	28,838	156,312
Inventory	126,319	117,095
Prepaid expenses	203,178	214,418
Current portion of loan receivable	-	60,000
Total Current Assets	414,195	1,182,737
Property, plant and equipment - net	2,656,746	2,643,875
Goodwill	2,113,412	2,113,412
Intangible assets	857,025	857,025
Other non-current assets		
Loan receivable, net of current portion	-	45,000
Total Assets	$ 6,041,378	$ 6,842,049
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 310,155	$ 209,942
Accrued expenses	154,315	223,459
Current portion of long-term debt	556,724	485,395
Total Current Liabilities	1,021,194	918,796
Long-term Liabilities		
Long-term debt	1,830,337	1,929,690
Tenant deposits	3,987	3,987
Total Liabilities	2,855,518	2,852,473
Stockholders' Equity:		
Preferred stock, authorized 10,000,000 shares, $0.0001 par value, 10,000 and 10,000 shares issued and outstanding respectively	1	1
Common stock, authorized 500,000,000 shares, $0.0001 par value, 251,231,800 and 245,173,330 shares issued and outstanding respectively	25,123	24,517
Additional paid in capital	33,467,360	33,197,848
Comprehensive income	-	8,910
Stock not yet issued	-	250,000
Accumulated deficit	(30,306,624)	(29,491,700)
Total Stockholders' Equity	3,185,860	3,989,576
Total Liabilities and Stockholders' Equity	$ 6,041,378	$ 6,842,049

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

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	For the Three Months Ended July 31, 2009	2008
Revenues	$ 67,947	$ 290,255
Cost of revenue	41,792	54,424

Gross profit	26,155	235,831
Expenses		
Sales and marketing	147,645	16,242
Research and development	244,047	9,724
Consulting - paid in stock	-	540,815
General and administrative	362,117	138,918
Total operating expenses	753,809	705,699
Net loss from operations	(727,654)	(469,868)
Other income (expense)		
Interest income	2	4,323
Dividend income	2	134
Loss on settlement of loan receivable	(55,000)	-
Interest expense	(37,699)	(360)
Other income (expense), net	5,425	-
Total other income (expense)	(87,270)	4,097
Net loss from continuing operations	(814,924)	(465,771)
Loss from discontinued operations	-	(32,855)
Net loss	$ (814,924)	$ (498,626)
Loss per share		
Basic	$ (0.00)	$ (0.00)
Diluted	$ (0.00)	$ (0.00)
Weighted average shares outstanding		
Basic	248,905,592	192,074,851
Diluted	284,619,878	203,702,757

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

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	For the Three Months Ended July 31, 2009	2008
Cash flows from operating activities:		
Net loss	$ (814,924)	$ (498,626)
Adjustments used to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	32,906	2,479
Common stock issued for services	-	501,550
Common stock dividend	20,117	-
Loss on disposal of fixed asset	529	-
Loss on settlement of loan receivable	55,000	-
Increase (Decrease) in comprehensive income	(8,910)	-
Change in assets and liabilities , net of effects from business acquisition:		
(Increase) Decrease in accounts receivable	127,474	(87,252)
(Increase) Decrease in inventory	(9,224)	27,306
Decrease in prepaid expenses and deposits	11,240	17,898
Increase (Decrease) in accounts payable	100,213	(103,635)
(Decrease) in accrued expenses	(69,144)	(19,627)
(Decrease) in deferred revenue	-	(7,500)
Net cash used in operating activities	(554,723)	(167,407)
Cash flows from investing activities:		
Purchase of fixed assets	(46,305)	(541)
Proceeds from sale of marketable securities	31,185	-
Collection of loan receivable	50,000	-
Net cash provided by (used in) investing activities	34,880	(541)

Cash flows from financing activities:		
Proceeds from new borrowings	43,572	-
Repayment of debt	(71,596)	-
Net cash provided by financing activities	(28,024)	-
Net (decrease) increase in cash and cash equivalents	(547,867)	(167,948)
Cash and cash equivalents at beginning of period	603,727	1,513,541
Cash and cash equivalents at end of period	$ 55,860	$ 1,345,593
SUPPLEMENTAL CASH FLOW INFORMATION:	-	-
Cash paid during the year for:		
Interest	$ (5,425)	$ 226
Non-cash investing and financing activities:		
Stock issued for cash received in prior quarter	$ 250,000	$ -

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

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - BACKGROUND AND LIQUIDITY

This summary of accounting policies for Nuvilex, Inc. and its subsidiaries 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.

Background

The Company was founded as DJH International, Inc., a Nevada corporation on October 28, 1996, and changed its name to eFoodSafety.com, Inc. following its October 16, 2000 acquisition of Global Procurement Systems, Inc. The Company acquired Ozone Safe Food, Inc. for Common Stock on October 29, 2003. The Company's early mission was to provide methods and products to ensure the safety of marketed fruits and vegetables worldwide. On February 4, 2004, the Company registered shares with the Securities and Exchange Commission and its Common Stock began publicly trading on the OTC Bulletin Board under the trading symbol EFSF. The Company did not issue shares of Common Stock pursuant to an initial public offering. With less than projected demand for its produce sterilization methods and software tracking products, the Company changed its strategy and acquired Knock-Out Technologies, Ltd. and MedElite, Inc. in May 2004 and August 2005, respectively. Knock-Out Technologies, Ltd. is a developer of products using organic, non-toxic food based substances. MedElite, Inc. is the exclusive U.S. distributor of Talsyn™-CI Scar Cream ("Talsyn"), a topical scar reducing cream. The Company's new strategy was to bring to market scientifically derived products designed to improve the health and well-being of those who use them. The Company sold its Ozone Safe Foods operations in August 2005. In November 2006, the Company formed Cinnergen, Inc., a wholly-owned subsidiary, to manufacture and market a non-prescription liquid nutritional supplement designed to promote healthy glucose metabolism, and purEffect, Inc., another wholly-owned subsidiary, to manufacture and market purEffect™, a four-step non-prescription acne treatment. On March 10, 2006, the Company licensed the marketing rights for purEffect™ to Charlston Kentrist 41 Direct, Inc. ("CK41"). In July 2007, the Company formed I-Boost, Inc., a wholly-owned subsidiary, to manufacture and market a food bar designed to improve the effectiveness of the human immune system. In March 2008, the Company formed Cinnechol, Inc., a wholly-owned subsidiary, to manufacture and market a non-prescription nutritional supplement designed to promote cardiovascular health. In February 2009, the Company sold its remaining rights in the purEffect™ product to CK41 for an equity position in CK41 and future royalty compensation. In March 2009, the Company acquired Freedom2, the manufacturer and marketer of Infinitink®, a permanent tattoo ink designed to be removed more easily using conventional laser removal methods. On March 18, 2009, the Company changed its name to Nuvilex, Inc.

NOTE 2 - Going Concern and Management's Plans

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America ("GAAP") applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. In addition, as of July 31, 2009, the Company has an accumulated deficit of $30,306,624, has incurred a net loss for the three months ended July 31, 2009 of $814,924, and has a working capital deficit of $606,999. The Company's current business plan requires additional funding beyond its anticipated cash flows from operations. These and other factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company's current business plan and strategy involves five elements that the Company believes are key to its success. Part I of the plan is to improve the marketing and sales efforts of the better performing, existing products and products the Company believes have potential for meaningful sales growth and discontinue the sale of poor performing products. For example, in April 2009, the Company launched a new Internet based advertising campaign for its Cinnergen™ product line through dLife.com ("dLife"). dLife is a leading Internet site for diabetic patients. In addition, the Company has undertaken a substantial review and adjustment to its pricing strategy. For example, the Company lowered its retail price for a 32 ounce bottle of Cinnergen™ from $39.99 to $26.95 and made corresponding adjustments to its wholesale pricing structures in an effort to improve retail outlet sales and better compete against alternative products. In June 2009, the Company also lowered its retail price for Talsyn™ from $65.00 to $29.95 as part of its competitive pricing strategy. In May 2009, the Company discontinued its low revenue producing I-Boost Immune Bar™. The Company will continue to evaluate its marketing, pricing and sales strategies with a view to maximize revenue growth and cash in-flows from its existing product lines.

Part II includes the design and market release of new products, including the Last Shot Hangover Remedy™, Prevorex™ and the Cyclosurface3™ cosmetics product line. The Company believes these products meet its strategy of focusing on higher margin products targeting large market segments with rapid growth opportunities.

Part III is a cost containment and expense reduction program, the primary goal of which is to reduce overhead expenses. One of Company's largest overhead expenses is the Cherry Hill, New Jersey facility. The Cherry Hill facility at 22,400 square feet is more than twice the amount of space required by the Company to operate efficiently. Accordingly, the Company has listed the property for sale or lease. The estimated fair market value of the property is $1.7 million.

Part IV is the out-license or sale of intellectual property, assets and/or product lines. The Company is actively engaged in business development discussions for its Oraphyte™ and Citroxin™ product lines, which may yield material short term milestone income, future royalties, or product line acquisition income.

Part V involves the Company securing additional debt or equity funds to finance its inventory production and marketing efforts in support of its sales goals.

Management believes that its multi-part strategy will strengthen the Company's position and both the short and long term viability of Nuvilex, Inc.

NOTE 3 – Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Nuvilex, Inc. and its subsidiaries, Knock-Out Technologies, Ltd., MedElite, Inc., Cinnergen, Inc., Cinnechol, Inc., Freedom-2 Holdings, Inc., Freedom-2, Inc. and Exceptional Tattoo Equipment and Ink Supply Company, Inc. With respect to the latter three subsidiaries the financials do not include any profit and loss activity from May 1, 2008 to July 31, 2008 as the acquisition was accounted for under the purchase method of accounting.

All significant intercompany balances and transactions have been eliminated.

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.

Inventories

Inventories are stated at the lower of cost or market. Cost is computed on a weighted-average basis, which approximates the first-in, first-out method, and market is based upon estimated replacement costs. Costs included in inventory primarily include finished spirit product and packaging.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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.

Property and Equipment

Property and equipment are recorded at cost. Expenditures that increase the useful lives or capacities of the plant and equipment are capitalized. Expenditures for repairs and maintenance are charged to income as incurred. Depreciation is provided using the straight-line method over the estimated useful lives as follows:

Computer equipment/software	3 years
Furniture and fixtures	7 years
Machinery and equipment	7 years
Building improvements	15 years
Building	40 years

Goodwill and other indefinite-lived intangibles

The Company records the excess of purchase price over the fair value of the identifiable net assets acquired as goodwill and other indefinite-lived intangibles. Statements of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, prescribes a two-step process for impairment testing of goodwill and indefinite-lived intangibles, which is performed annually, as well as when an event triggering impairment may have occurred. The first step tests for impairment, while the second step, if necessary, measures the impairment. The Company has elected to perform its annual analysis at the end of its reporting year. No indicators of impairment were identified in the years ended April 30, 2009 and 2008.

Valuation of long-lived assets

The Company accounts for the valuation of long-lived assets under SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 requires that long-lived assets and certain identifiable intangible assets be reviewed for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the long-lived assets is measured by a comparison of the carrying amount of the asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less cost to sell.

Basic and Diluted Earnings (Loss) per Share

Basic earnings per share is calculated using the weighted-average number of common shares outstanding during the period without consideration of the dilutive effect of stock warrants, convertible notes and convertible preferred shares. Diluted earnings per share is calculated using the weighted-average number of common shares outstanding during the period after consideration of the dilutive effect of stock warrants and convertible notes and convertible preferred shares.

Fair value of financial instruments

For certain of the Company's nonderivative financial instruments, including cash and cash equivalents, receivables, accounts payable, and other accrued liabilities, the carrying amount approximates fair value due to the short-term maturities of these instruments. The estimated fair value of long-term debt is based primarily on borrowing rates currently available to the Company for similar debt issues. The fair value approximates the carrying value of long-term debt.

Investment in Marketable Securities

In May and June 2009, the Company sold 2,227,500 shares in Sustainable Power Corporation (PK:SSTP). The shares were purchased for $22,275. The transaction resulted in a realized gain of $2,692.

The Company has made no additional investment in marketable securities.

Comprehensive Income

Comprehensive income is presented in the Stockholders' Equity section of the Consolidated Balance Sheet and consists of unrealized gains or losses on marketable securities.

Revenue Recognition

Sales of products and related costs of products sold are recognized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) the price is fixed or determinable and (iv) collectability is reasonably assured. These terms are typically met upon shipment of product to the customer.

Allowance for Doubtful Accounts

The Company provides an allowance for estimated uncollectible accounts receivable balances based on historical experience and the aging of the related accounts receivable.

Income Taxes

Deferred taxes are calculated using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of SFAS 109, Accounting for Income Taxes ("FIN 48"). This interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS 109 by prescribing the minimum recognition threshold and measurement attributable to a tax position taken or expected to be taken on a tax return is required to be met before being recognized in the financial statements. The adoption of FIN 48 had no material impact on the Company's financial statements for the year ended April 30, 2009. As of April 30, 2009, the Company had a net operating loss carry forward for income tax reporting purposes of approximately $29,000,000 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 carry forwards will expire unused. Accordingly, the potential tax benefits of the loss carry forwards are offset by a valuation allowance of the same amount.

Research and Development Costs

Expenditures for research and development are expensed as incurred. Such costs are required to be expensed until the point that technological feasibility is established.

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.

Reclassifications

Certain items in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current period's presentation. These reclassifications have no effect on the previously reported income (loss).

NOTE 4 – DISCONTINUED OPERATIONS

In May 2009, I-Boost Immune Bars^{TM} sales were discontinued. The results of operations of I-Boost for the three months ended July 31, 2008 have been classified within discontinued operations and include the following:

Revenue	$ 1,588
Loss from discontinued operations	$ (32,855)

NOTE 5 – ACCOUNTS RECEIVABLE

The Company recognizes a receivable predominately on sales of its Cinnergen product. For the three months ended July 31, 2009 and 2008, the Company established an allowance for doubtful accounts equal to $25,605 and $35,000, respectively, based upon its experience.

During the year ended April 30, 2009, the Company issued credit memos to a customer in the amount of $336,452 representing the entire amount billed to date. In exchange the customer forgave approximately $400,000 of chargebacks. The settlement agreement was signed by both parties on July 23, 2009.

NOTE 6- INVENTORY

At July 31, 2009 and April 30, 2009, the total amount of inventory was allocated between raw materials and finished product as follows:

	July 31, 2009		April 30, 2009	
	$	%	$	%
Finished goods	79,532	63.0%	90,280	77.1%
Raw materials	46,787	37.0%	26,815	22.9%
	126,319	100.0%	117,095	100.0%

At July 31, 2009 and April 30, 2009, the allocation of inventory by company is as follows:

Allocation of Inventory by Company

	July 31, 2009	April 30, 2009
Cinnechol , Inc.	24.5%	30.5%
Cinnergen , Inc.	25.6%	35.5%
Exceptional Tattoo Equipment and Ink Supply Company, Inc.	0.0%	12.7%
Freedom2 , Inc.	7.7%	1.5%
Med Elite , Inc.	17.3%	19.8%
Nuvilex , Inc.	25.0%	0.0%
	100.0%	100.0%

NOTE 7-LOAN RECEIVABLE

On August 7, 2006, the Company loaned Diamond Ranch Foods, Ltd. $100,000. Per the terms of the loan agreement, the loan carries an interest rate of 7.5% per annum and had a maturity date of December 31, 2008. At the maturity date, the Company elected to receive $5,000 per month for 24 months beginning in February 2009. As a result, $60,000 was classified as a short term receivable with the balance of $45,000 as a long term receivable.

On July 28, 2009, the Company agreed to receive a lump sum payment of $35,000 in exchange for cancellation of the note receivable. The remaining balance of $55,000 was recorded as a loss from settlement of loan receivable.

NOTE 8-FIXED ASSETS

Fixed assets consisted of the following:

	July 31, 2009	April 30, 2009
Building	$ 2,388,296	$ 2,388,296
Computers/software	63,567	64,960
Furniture and fixtures	39,029	38,393
Manufacturing equipment	46,305	-
Lab equipment	182,980	182,980
	2,720,177	2,674,629
Less: accumulated depreciation	(63,433)	(30,754)
	$ 2,656,744	$ 2,643,875

Depreciation expense for the three months ended July 31, 2009 and 2008 was $32,906 and $2,479, respectively.

NOTE 9 - DEBT

As of July 31, 2009 the Company had the following long-term debt:

Long Term Debt	
Note payable to insurance carriers at 8.43% interest monthly payment of $5,659 due within one year	$ 33,136
Note payable to a Bank for a mortgage secured by the building, interest at 7.75 % payable in monthly installments of $19,202, with a balloon payment due 2/1/2013	1,600,000
Note Payable to a Law Firm, secured by a second mortgage on the building with interest at 2.5% payable in monthly installments of $5,787	183,925
Note Payable to an individual secured by a third mortgage on the property due 12/31/2009 with interest at 10% payable on the first day of April, July and October until the maturity date with the balance payable on the maturity date	150,000
Note Payable for a license fee agreement with Brown University, amended February 12,2009 for intellectual property rights	400,000
Bridge Loan payable initiated 12/01/2008 accruing interest at 8% and payable upon maturity on 6/30/2010	20,000
Total notes payable	$ 2,387,061
Less: current portion	556,724
Long term portion	$ 1,830,337

In July 2009, the mortgage agreement with Cornerstone bank was modified whereby the principle of $43,572 paid to date on the note was readvanced to the borrower returning the principle balance to $1,600,000. Payments under the modified agreement are to commence September 1, 2009. All other terms of the original agreement remain in force.

NOTE 10- COMMON STOCK TRANSACTIONS

On June 1, 2009, the Company's Board of Directors declared a stock dividend of one (1) Common Stock share for every five hundred (500) Common Stock shares owned. The dividend was payable to stockholders of record as of June 30, 2009 and resulted in 502,915 shares being issued. The transaction was recorded at market with $20,117 recorded as general and administrative expense.

On June 2, 2009, 5,555,555 shares of Common Stock were issued to a shareholder for $250,000 cash received prior to April 30, 2009. The $250,000 was originally recorded on the balance sheet as of April 30, 2009 under the caption "stock not issued".

NOTE 11- PREFERRED STOCK

In December 2007, the Company issued 5,000 shares of Series E Preferred Stock to a single shareholder for cash of $500,000.

In April 2008, the Company issued an additional 5,000 shares of Series E Preferred Stock to the same shareholder for cash of $500,000.

Series E Preferred Stock has, among others, the following features:

- Series E Preferred Shares will not bear any dividends.
- Each share of Series E Preferred Stock is entitled to receive its share of assets distributable upon the liquidation, dissolution or winding up of the affairs of the Company. The holders of the Series E Preferred Shares shall be entitled to receive in cash out of the assets of the Company before any amount shall be paid to the holders of any capital stock of the Company of any class junior in rank to the Series E Preferred Shares.
- Each share of Series E Preferred Stock is convertible, at the holder's option, into shares of Common Stock, at the average Closing Bid Price of the Company's common stock for five (5) trading days prior to the Conversion Date.
- At every meeting of stockholders, every holder of Series E Preferred Stock is entitled to 50,000 votes for each share of Series E Preferred Stock in his name, with the same and identical voting rights as a holder of a share of Common Stock.

The average Closing Bid Price at July 31, 2009 was $0.028. Based on the Series E Preferred Stock provisions, if converted on July 31, 2009, the outstanding Series E Preferred Shares would have converted into 35,714,286 shares of the Company's common stock.

NOTE 12 - COMMITTMENTS AND CONTINGENCIES

Legal

On June 11, 2009, Kurt Mussina, former Senior Vice President, Sales and Marketing, for Freedom-2, Inc., instituted a lawsuit in the Superior Court of New Jersey, captioned Mussina v. Freedom-2, Inc., et al., against, inter alia, Freedom-2, Inc., Freedom-2 Holdings, Inc. and Nuvilex seeking payment of certain severance monies he argues are due to him under the terms of his previous employment agreement and subsequent severance agreement. Mr. Mussina's claim, exclusive of costs and fees, seeks approximately $175,000.00 in unpaid severance. The Company disputes the basis for Mr. Mussina's entitlement to such severance payments, as well as the amount claimed due, and is defending itself against this litigation.

On August 28, 2009, the Company filed its response to Mr. Mussina's action with the Superior Court of New Jersey.

NOTE 13- SIGNIFICANT CUSTOMERS

Concentration of Risk

For the three months ended July 31, 2009 and 2008, approximately 77% and 88%, respectively, of the Company's revenues were from the sale of Cinnergen™.

Few Customers

For the three months ended July 31, 2009 and 2008 sales of Cinnergen were made to customers of which two in fiscal year end 2009 and four in fiscal year end 2008 amounted to 23% and 70% respectively, of the Cinnergen sales.

NOTE 14- RELATED PARTY TRANSACTION

On February 11, 2009, the Company and Charlston Kentrist 41 Direct, Inc. (CK-41) restructured its Marketing Agreement (the "Restructured Agreement") surrounding purEffect™ a four-step acne treatment system. Under the terms of the Restructured Agreement, the Company will transfer all of its rights to purEffect™ to CK-41 for four million two hundred-fifty thousand (4,250,000) shares of CK-41 common stock at the price of $0.01 per share. CK-41 will also grant the Company a three year warrant to purchase an additional four million two hundred-fifty thousand (4,250,000) shares of common stock at $6.00 per share. Additionally, the Company will receive a two percent (2%) royalty on worldwide purEffect™ adjusted gross sales. The restructured agreement sets minimum royalty payments of one hundred-fifty thousand ($150,000) dollars payable March 1, 2010 and two hundred-fifty thousand ($250,000) dollars payable on March 1, 2011. The Company will hold one seat on the board of directors of CK-41.

NOTE 15- SUBSEQUENT EVENTS

<u>Capital Stock</u>

In August 2009, 3,000,000 shares of Common Stock were issued for investor relations consulting services to be performed through January 2010. The transaction was recorded at market and resulted in $28,571 being recorded as prepaid expense to be recognized over 6 months.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THREE MONTHS ENDED JULY 31, 2009 and 2008

SALES

Revenues from operations for the three months ended July 31, 2009 were $67,947. Comparative revenues from operations for the three months ended July 31, 2008 were $290,255; however, revenues from operations for the three months ended July 31, 2008 adjusted for subsequently issued credits were $213,255. The decline in quarterly revenues is primarily attributable to the terminated Cinnergen™ retail contract with a customer (see Note 5) and retail and wholesale pricing reductions for Cinnergen™ and Talsyn™ products. Newly initiated Company sales and marketing programs for Last Shot Hangover Remedy™ in July 2009 were commenced late in the quarter and therefore did not add to measurable revenues for the quarter ended July 31, 2009. The Company's cost of sales was $41,792 for the three months ended July 31, 2009 compared to $54,424 for the three months ended July 31, 2008.

RESEARCH AND DEVELOPMENT

During the three months ended July 31, 2009, the Company incurred research and development expenses of $244,047 compared with $9,724 during the three months ended July 31, 2008. The Company's research and development costs increased as the Company continued to research, and develop its new and existing products including Last Shot Hangover Remedy, Prevorex™, the Company's liquid dietary supplement, Cyclosurface3 Cosmetics, as well as continuing to sponsor research programs for Oraphtye™ at Louisiana State University and Citroxin™ at the University of Minnesota.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

A summary of the Company's Selling, General and Administrative costs is as follows:

During the three months ended July 31, 2009, the Company incurred sales and marketing expenses of $147,645 compared to sales and marketing expenses of $16,242 (not including $10,018 from discontinued operations of I-Boost) during the three months ended July 31, 2008. The primary increase in marketing and sales costs is directly related to the launch of Last Shot Hangover Remedy™. During the three months ended July 31, 2008, stock compensation was paid as certain consulting fees for outside directors, legal advisors and marketing consultants. The Company paid no consulting fees with stock in three months ended July 31, 2009 compared to $540,815 in the three months ended July 31, 2008.

General and administrative expenses increased to $362,117 from $138,918 for the three months ended July 31, 2009 as compared to the prior year. The increase is primarily attributable to patent expense; the cost of operating the building acquired with Freedom-2 and increased costs related to operating as a publicly traded company.

LIQUIDITY AND CAPITAL RESOURCES

As of July 31, 2009, the Company had a working capital deficit of $681,999.

By adjusting the Company's operations including a decrease in ongoing salary, benefits, facilities, research and development expenses and through bridge financing to be provided by existing shareholders, management believes it has sufficient capital resources to meet projected cash flow deficits. Any failure by the Company to generate sufficient liquidity from operations or in raising sufficient capital resources on terms acceptable to it would have a materially adverse effect on the Company's business, results of operations, liquidity and financial condition.

The Company's independent certified public accountants have stated in their report which is included as part of the Company's audited financial statements for the fiscal years ended April 30, 2009 and 2008, that the Company has suffered recurring losses from operations, which raises substantial doubt about the Company's ability to continue as a going concern.

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

ITEM 3. QUANTITATIVE AND QUALITIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4T. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to be effective in providing reasonable assurance that information required to be disclosed in the Company's reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission ("SEC"), and that such information is accumulated and communicated to the Company's management to allow timely decisions regarding required disclosure.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. 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.

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of its principal executive officer and principal financial officer, of the Company's disclosure controls and procedures. Based on their evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures need improvement and were not adequately effective as of July 31, 2009 to cause the information required to be disclosed in reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods prescribed by SEC, and that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate, to ensure timely decisions regarding required disclosure. Management is in the process of identifying deficiencies with respect to the Company's disclosure controls and procedures and implementing corrective measures.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting identified in connection with the requisite evaluation that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

On June 11, 2009, Kurt Mussina, former Senior Vice President, Sales and Marketing, for Freedom-2, Inc., instituted a lawsuit in the Superior Court of New Jersey, captioned Mussina v. Freedom-2, Inc., et al., against, inter alia, Freedom-2, Inc., Freedom-2 Holdings, Inc. and Nuvilex seeking payment of certain severance monies he argues are due to him under the terms of his previous employment agreement and subsequent severance agreement. Mr. Mussina's claim, exclusive of costs and fees, seeks approximately $175,000.00 in unpaid severance. The Company disputes the basis for Mr. Mussina's entitlement to such severance payments, as well as the amount claimed due, and is defending itself against this litigation.

On August 28, 2009, the Company filed its response to Mr. Mussina's action with the Superior Court of New Jersey.

ITEM 1A. RISK FACTORS

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION AND RISK FACTORS

You should carefully consider these factors that may affect future results, together with all of the other information included in this Form 10-Q, in evaluating the business and the Company. The risks and uncertainties described below are those that the Company currently believes may materially affect its business and results of operations. Additional risks and uncertainties that Nuvilex is unaware of or that it currently deems immaterial also may become important factors that affect its business and result of operations. Nuvilex' common shares involve a high degree of risk and should be purchased only by investors who can afford a loss of their entire investment. Prospective investors should carefully consider the following risk factors concerning the Company's business before making an investment.

In addition, you should carefully consider these risks when you read "forward-looking" statements elsewhere in this Form 10-Q. These are statements that relate to the Company's expectations for future events and time periods. Generally, the words "anticipate," "expect," "intend," and similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties, and future events and circumstances could differ significantly from those anticipated in the forward-looking statements.

Doubt Regarding Ability to Continue as a Going Concern

Nuvilex' financial statements have been presented on the basis that it is and will remain a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company had minimal revenues and incurred net operating losses for the period October 1999 (inception) to July 31, 2009. As the Company's independent auditors have concluded, these factors create an uncertainty about Nuvilex' ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent, among other factors, on its continued success in marketing its products, containing costs, establishing a credit facility, and/or raising additional equity capital. The financial statements of Nuvilex do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Early Revenue Stage Company: Generation of Revenues

Nuvilex is an early revenue stage company and an investor cannot reasonably determine if the Company will ever be profitable. Nuvilex is likely to continue to experience financial difficulties during its early revenue stage and beyond. The Company may be unable to operate profitably, even if it generates additional revenues. Nuvilex may not obtain the necessary working capital to continue developing and marketing its products. Furthermore, Nuvilex' products may not receive sufficient interest to generate revenues or achieve profitability.

Need for Future Capital: Long-Term Viability of Company

Nuvilex will need additional capital to continue its operations.

There can be no assurance that the Company will generate revenues from operations or obtain sufficient capital on acceptable terms, if at all. Failure to obtain such capital or generate such operating revenues would have an adverse impact on the Company's financial position, operations and ability to continue as a going concern. Nuvilex' operating and capital requirements during the next fiscal year and thereafter will vary based on a number of factors, including the level of sales and marketing activities for its services and products. There can be no assurance that additional private or public financing, including debt or equity financing, will be available as needed or if available, on terms favorable to the Company. Any additional equity financing may be dilutive to stockholders and such additional equity securities may have rights, preferences, or privileges that are senior to those of Nuvilex' existing common stock.

Furthermore, debt financing, if available, will require payment of interest and may involve restrictive covenants that could impose limitations on the flexibility of the Company to operate. Nuvilex' failure to successfully obtain additional funding may jeopardize its ability to continue the business and its operations.

If the Company raises additional funds by issuing equity securities, existing stockholders may experience a dilution in their ownership. In addition, as a condition to giving additional funds to the Company, future investors may demand, and be granted, rights superior to those of existing shareholders.

Unpredictability of Future Revenues: Potential Fluctuations in Operating Results

As a result of Nuvilex' limited operating history, the Company is currently unable to accurately forecast its revenues. Current and future expense levels are based largely on the Company's marketing and development plans and estimates of future revenues. Sales and operating results generally depend on the volume and timing of orders and on the Company's ability to fulfill such orders, both of which are difficult to forecast at this stage. Nuvilex may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in revenues in relation to planned expenditures could have an immediate adverse effect on the Company's business, prospects, financial condition and results of operations. Further, as a strategic response to changes in the competitive environment, Nuvilex may from time to time make certain pricing, service or marketing decisions that could have a material adverse effect on its business, prospects, financial condition and results of operations.

Nuvilex may experience significant fluctuations in future operating results due to a variety of factors, many of which are outside the Company's control. Factors that may affect operating results include: (i) ability to obtain and retain customers, attract new customers at a steady rate and maintain customer satisfaction with products, (ii) the announcement or introduction of new services by Nuvilex or its competitors, (iii) price competition, (iv) the level of use and consumer acceptance of its products, (v) the amount and timing of operating costs and capital expenditures relating to expansion of the business, operations and infrastructure, (vi) governmental regulations, and (vii) general economic conditions.

Concentration of ownership of and the rights associated with the Company's preferred stock gives one of the Company's shareholders the ability to control all votes of shareholders.

One of the Company's shareholders, Berkshire Capital Management Co., Inc. ("Berkshire"), owns all of the Company's 10,000 outstanding shares of preferred stock. Each share of the Company's preferred stock has the right to 50,000 votes on matters presented for a vote of shareholders. As a result, that shareholder holds approximately 66.6% of the outstanding voting power of the Company's capital stock and can determine the outcome of all votes of shareholders, including the election of directors. Further, holders of the Company's preferred stock, voting as a class, have the right to elect one member of the Company's Board of Directors. As a result of the foregoing, Berkshire can influence management and the operation of the Company's business by determining the members of the Board of Directors and the outcome of all matters submitted to a vote of shareholders, including the election of directors, amendment of the Company's charter documents and approval of significant corporate transactions such as a merger or a sale of all or substantially all of the Company's assets. The interests of this shareholder may conflict with the interests of the Company's other shareholders with regard to such matters. Furthermore, this concentration of voting control could allow Berkshire to delay, deter or prevent a third party from acquiring control of us at a premium over the then-current market price of the Company's common stock, which could result in a decrease in the Company's stock price.

Flaws and Defects in Products

Products offered by Nuvilex may contain undetected flaws or defects when first introduced or as new versions are released. Any inaccuracy or defects may result in adverse product reviews and a loss or delay in market acceptance. There can be no assurance that flaws or defects will not be found in Nuvilex products. Flaws and defects, if found, could have a materially adverse effect upon the business operations and financial condition of the Company. Marketing of any of the Company's potential products may expose the Company to liability claims resulting from the use of the Company's products. These claims might be made by consumers, health care providers, sellers of the Company's products or others. A claim, particularly resulting from a clinical trial, or a product recall could harm the Company's business, results of operations, financial condition, cash flow and future prospects.

Stock Price Volatility

The market price of the Company's stock has fluctuated significantly in the past and may continue to fluctuate in the future. The Company believes that such fluctuations will continue as a result of many factors, including financing plans, future announcements concerning the Company, the Company's competitors or principal customers regarding financial results or expectations, industry supply or demand dynamics, new product introductions, governmental regulations, the commencement or results of litigation or changes in earnings estimates by analysts. In addition, in recent years the stock market has experienced significant price and volume fluctuations often for reasons outside the control of the particular companies. These fluctuations as well as general economic, political and market conditions may have an adverse affect on the market price of the Company's common stock as well as the price of the Company's outstanding convertible notes.

Worldwide Economic Conditions

The Company's financial performance depends significantly on worldwide economic conditions and the related impact on levels of consumer spending, which has recently deteriorated significantly in many countries and regions, including the U.S., and may remain depressed for the foreseeable future. Demand for the Company's products is adversely affected by negative macroeconomic factors affecting consumer spending. The severe tightening of consumer credit, low level of consumer liquidity, and extreme volatility in credit and equity markets have weakened consumer confidence and decreased consumer spending. These and other economic factors have reduced demand for the Company's products and harmed the Company's business, financial condition and results of operations, and to the extent such economic conditions continue, they could cause further harm to the Company's business, financial condition and results of operations.

Dependence on Sales through Retailers and Distributors

The Company's business depends significantly upon sales through retailers and distributors, and if the Company's retailers and distributors are not successful, the Company could experience reduced sales, substantial product returns or increased price protection, any of which would negatively impact the Company's business, financial condition and results of operations. A significant portion of the Company's sales are made through retailers, either directly or through distributors. If the Company's retailers and distributors are not successful, due to weak consumer retail demand caused by the current worldwide economic downturn, decline in consumer confidence, or other factors, the Company could continue to experience reduced sales as well as substantial product returns or price protection claims, which would harm the Company's business, financial condition and results of operations.

Limited Senior Management Personnel: Management of Potential Growth; New Management Team

Under Nuvilex' business plan, it intends to rapidly and significantly expand its operations to address potential growth in its customer base and market opportunities. This expansion is expected to place a significant strain on the Company's management, operations and financial resources.

To manage the expected growth of its operations and personnel, the Company may be required to implement new, transaction processing, operating and financial systems, procedures and controls, and to expand, train and manage a growing employee base. Nuvilex may also deem it prudent to expand its finance, administrative and operations staff.

There can be no assurance that Nuvilex' planned personnel, systems, procedures and controls will be adequate to support its future operations, that management will be able to hire, train, retain, motivate and manage personnel or that its management will be able to successfully identify, manage and exploit existing and potential market opportunities. If Nuvilex is unable to manage growth effectively, the Company's business, prospects, financial condition, results and operations could be materially adversely affected.

Competition

The market in which Nuvilex competes is highly competitive, and the Company has no assurance that it will be able to compete effectively, especially against established industry competitors with significantly greater financial resources. The Company expects to face competition from a few competitors with significantly greater financial resources, well-established brand names and large, existing customer bases. Nuvilex expects the level of competition to intensify in the future.

Dependence on Management

Nuvilex' performance will be substantially dependent on the continued services and on the performance of the current senior management and other key personnel of the Company. Nuvilex' performance will also depend on the Company's ability to retain and motivate its other officers and key employees. The loss of the services of any of its executive officers or other key employees could have a material adverse effect on Nuvilex' business, prospects, financial condition and results of operations. Nuvilex' future success will depend on its ability to identify, attract, hire, train, retain and motivate other highly skilled technical, managerial, merchandising, marketing and customer service personnel. Competition for such personnel is intense and there can be no assurance that Nuvilex will be able to successfully attract, assimilate and retain sufficiently qualified personnel. The failure to retain and attract the necessary technical and managerial personnel could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

Nuvilex' success will be dependent, in large part, on the services of the Company's principal officers and employees: Martin Schmieg, Christine Solari and Marylew Barnes. The loss of any of these individuals could have a material adverse effect on Nuvilex' business or results of operations. Nuvilex does not maintain "key-man" life insurance policies on the lives of its officers to compensate the Company in the event of their deaths. Nuvilex currently has employment agreements with Executives Schmieg, Solari and Barnes, and expects to obtain employment agreements with non-compete and confidentiality covenants with any senior officers that it hires.

Other than for matters requiring shareholder approval, investors in the Company's common stock will have no voice in the management of Nuvilex, including decisions regarding the operations and marketing of the Company and its products, any future expansion of Nuvilex, and the selection of additional lines of business to enter (unless such matters are put to a shareholder vote). No person should become a shareholder in the company unless that person is willing to entrust all such investment and operational decisions to management.

Development of Brand Awareness

For certain market segments that Nuvilex plans to pursue, the development of its brand awareness is essential for it to reduce its marketing expenditures over time and realize greater benefits from marketing expenditures. If the Company's brand-marketing efforts are unsuccessful, growth prospects, financial condition and results of operations would be materially adversely affected. Nuvilex' brand awareness efforts have required, and will continue to require, incurrence of significant expenses.

Intellectual Property Protection: Uncertainty of Protection of Proprietary Rights

Nuvilex currently relies on a combination of patents, trademarks, trade secret protection, non-disclosure agreements and licensing arrangements to establish and protect its proprietary rights. Despite efforts to safeguard and maintain Nuvilex' proprietary rights, there can be no assurance that the Company will be successful in doing so or that its competitors will not independently develop products that are substantially equivalent or superior to Nuvilex' products.

Nuvilex also relies on trade secrets and proprietary know-how, which the Company seeks to protect by confidentiality and non-disclosure agreements with its employees, consultants, and third parties. There can be no assurance that these agreements will not be breached, that the Company will have adequate remedies for any breach, or that certain of Nuvilex' trade secrets and proprietary know-how will not otherwise become known or be discovered by competitors.

Litigation may become necessary to enforce Nuvilex' intellectual property rights, to protect trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Such litigation, whether successful or unsuccessful, could result in substantial costs and diversions of management resources, either of which could have a materially adverse effect on Nuvilex' business, prospects, financial condition, or operating results.

Availability and Coverage of Insurance

For certain risks, the Company does not maintain insurance coverage because of cost and/or availability. Because the Company retains some portion of its insurable risks, and in some cases self-insures completely, unforeseen or catastrophic losses in excess of insured limits could have a material adverse effect on the Company's financial condition and operating results.

Federal, State, Local and Foreign Laws and Regulations

The Company's past research, product development and manufacturing activities have involved the controlled use of hazardous materials, and the Company may incur significant costs as a result of the need to comply with numerous laws and regulations. The Company is subject to laws and regulations enforced by the FDA, the DEA, the CDHS, foreign health authorities and other regulatory statutes including the Occupational Safety and Health Act, the Environmental Protection Act, the Toxic Substances Control Act, the Food, Drug and Cosmetic Act, the Resource Conservation and Recovery Act, and other current and potential federal, state, local and foreign laws and regulations governing the use, manufacture, storage, handling and disposal of the Company's products, materials used to develop the Company's products, and resulting waste products.

Penny Stock Regulation

The Company's securities may be subject to "penny stock rules" that impose additional sales requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally those with assets in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 together with their spouse). For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of such securities and have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the "penny stock rules" require the delivery, prior to the transaction, of a disclosure schedule prescribed by the Securities and Exchange Commission relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information on the limited market in penny stocks. Consequently, the "penny stock rules" may restrict the ability of broker-dealers to sell the Company's securities. The foregoing required penny stock restrictions will not apply to the Company's common stock if such securities maintain a market price of $5.00 or greater. The market price of the Company's common stock may not reach or remain at such a level.

Nuvilex anticipates that it will expend significant financial and management resources in its efforts to comply with the internal control attestation provisions of Section 404 of the Sarbanes-Oxley Act of 2002 beginning with the fiscal year ending April 30, 2010.

Section 404 of the Sarbanes-Oxley Act of 2002, and the rules and regulations promulgated there under, requires Nuvilex to have management attest to the adequacy of its internal controls in the Company's annual report on Form 10-K for the year ending April 30, 2010. There is a possibility that the Company will be required to make substantial changes to its internal controls in order for management to be able to attest that the Company's internal controls are effective as of April 30, 2009. Larger public companies that are currently required to comply with Section 404 have incurred significant monetary and other expenses from diversion of management time and attention, the acquisition of new computer software, the employment of additional personnel and training and third party internal controls consultants. In light of Nuvilex's current capital position, the Company anticipates that it will be time-consuming, costly and difficult for it to develop and implement the internal controls necessary for management to attest that the Company's internal controls are effective as of April 30, 2009. Nuvilex may need to hire additional financial reporting and internal controls personnel, acquire software and retain a third party consultant during 2009 and 2010. If management is unable to attest that the Company's internal controls are effective as of April 30, 2009, the price of Nuvilex common stock may be adversely affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

On June 2, 2009, the Company issued 5,555,555 shares of Common Stock for $250,000 cash received prior to April 30, 2009. The $250,000 was originally recorded on the balance sheet as of April 30, 2009 under the caption "stock not issued". The shares were issued without registration under the Securities Act of 1933 in reliance upon the exemption afforded by Section 4(2) of that Act, based upon the limited number of persons who acquired the securities in each issuance. No underwriters were involved.

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.

Exhibit No.	Description	Location
2.1	Asset Purchase Agreement, dated August 24, 2005, between the Company and Mark Taggatz.	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on August 30, 2005.
2.2	Share Purchase Agreement, dated August 31, 2005, between the Company and Dr. Richard Goldfarb.	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on September 7, 2005.
2.3	Addendum to Share Purchase Agreement, dated August 31, 2005, between the Company and Dr. Richard Goldfarb.	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on September 7, 2005.

2.4	Share Exchange Agreement, dated January 12, 2009, between the Company and Freedom2 Holdings, Inc.	Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.
3.1	Articles of Incorporation of DJH International, Inc. dated October 25, 1996.	Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001.
3.2	Certificate of Amendment of Articles of Incorporation of DJH International, Inc. dated October 20, 2000.	Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001.
3.3	Certificate of Amendment of Articles of Incorporation dated November 14, 2003.	Filed herewith.
3.4	Certificate of Amendment of Articles of Incorporation dated June 30, 2008.	Filed herewith.
3.5	Certificate of Amendment of Articles of Incorporation dated January 22, 2009.	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on March 26, 2009.
3.6	Corporate Bylaws.	Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001.
3.7	Certificate of Designations, Preferences and Rights of Series E Convertible Preferred Stock dated December 20, 2007.	Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.
3.8	Certificate of Designations, Preferences and Rights of Series E Convertible Preferred Stock, dated April 29, 2008.	Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.
4.1	Reference is made to Exhibits 3.1, 3.2 and 3.3.	
4.2	Form of Common Stock Certificate.	Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001.
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under Sarbanes-Oxley Act of 1934, as amended.	Filed herewith.
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under Sarbanes-Oxley Act of 1934, as amended.	Filed herewith.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith.

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.

NUVILEX, INC.

By: /s/ Martin Schmieg
Martin Schmieg, Director, President and Chief Executive Officer
(Principal Executive Officer On behalf of the Registrant)

Date: September 14, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

September 14, 2009	By: /s/ Martin Schmieg Martin Schmieg, Chairman of the Board of Directors and Principal Executive Officer
September 14, 2009	By: /s/ Marylew Barnes Marylew Barnes, Director, Secretary and Principal Financial Officer
September 14, 2009	By: /s/ Robert Bowker Robert Bowker, Director
September 14, 2009	By: /s/ Robert Creeden Robert Creeden, Director
September 14, 2009	By: /s/ Richard Goldfarb Richard Goldfarb, M.D., FACS, Director
September 14, 2009	By: /s/ Timothy Matula Timothy Matula, Director

EXHIBIT 31.1

SECTION 302 CERTIFICATION

I, Martin Schmieg, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Nuvilex, 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 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 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 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

Date: September 14, 2009

By: /s/Martin Schmieg
Martin Schmieg, Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

SECTION 302 CERTIFICATION

I, Marylew Barnes, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Nuvilex, 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 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 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 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

Date: September 14, 2009

By: /s/ Marylew Barnes
Marylew Barnes, Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

SECTION 906 CERTIFICATION

In connection with the Quarterly Report of Nuvilex, Inc. on Form 10-Q for the period ending July 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin Schmieg, Chief Executive 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/ Martin Schmieg
Martin Schmieg, Chief Executive Officer
(Principal Executive Officer)
Date: September 14, 2009

EXHIBIT 32.2

SECTION 906 CERTIFICATION

In connection with the Quarterly Report of Nuvilex, Inc. on Form 10-Q for the period ending July 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Marylew Barnes, 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/ Marylew Barnes
Marylew Barnes, Chief Financial Officer
(Principal Financial Officer)
Date: September 14, 2009

Exhibit 3.3

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

FILED # C 22368-96

NOV 14 2003

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form. ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation: EFOODSAFETY.COM, INC.

2. The articles have been amended as follows (provide article numbers, if available):

Amendment to Article IV, increasing authorized shares of common stock to FIVE HUNDRED MILLION (500,000,000) at a par value of $0.0001 per share.

(See attached for actual language of revised amendment)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 3 *

4. Effective date of filing (optional): ______
(must not be later than 90 days after the certificate is filed)

5. Officer Signature (required): [signature]

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

SUBMIT IN DUPLICATE

This form must be accompanied by appropriate fees. See attached fee schedule.

Certificate of Amendment

(PURSUANT TO NRS 78.385 and 78.390)

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE IV.

The total authorized capital stock of the corporation will be FIFTY THOUSAND DOLLARS AND NO/100 ($50,000.00). This will consist of FIVE HUNDRED MILLION (500,000,000) shares of common stock having a par value of $0.0001 per share. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

Exhibit 3.4

ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Filed in the office of	Document Number 20080446288-82
Ross Miller Secretary of State State of Nevada	Filing Date and Time 06/30/2008 7:38 AM
	Entity Number C22368-1996

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

eFoodSafety.com, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Amendment to Article IV. increasing authorized shares of preferred stock to TWENTY MILLION (20,000,000) at a par value of $0.0001 per share.

Below is the actual language of the revised amendment):

The total authorized capital stock of the corporation will be FIFTY-TWO THOUSAND DOLLARS AND NO/100 ($52,000.00). This will consist of FIVE HUNDRED MILLION (500,000,000) shares of common stock having a par value of $0.0001 per share and TWENTY MILLION (20,000,000) shares of preferred stock having a par value of $0.0001 per share. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the* articles of incorporation have voted in favor of the amendment is: Unanimous

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (Required): X Patricia Meade

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.