GENOMED INC
Form 10QSB
November 23, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2004

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

Commission File Number: 000-49720

GenoMed, Inc.
(Exact name of Small Business Issuer as specified in its Charter)

Florida
(State or other jurisdiction of incorporation or organization)

43-1916702
(I.R.S. Employer Identification No.)

9666 Olive Boulevard, Suite 310, St. Louis, Missouri 63132
(Address of principal executive offices) (Zip Code)

(314) 983-9933
(Issuer's telephone number)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 [X] This report is being filed late.

APPLICABLE ONLY TO CORPORATE ISSUERS
As of November 17, 2004, we had 194,547,387 shares of our common stock outstanding.

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PART I.

Item 1. CONSOLIDATED FINANCIAL STATEMENTS

GenoMed, Inc.
(A Development Stage Company)
Condensed Consolidated Balance Sheet

(Unaudited)

	As of September 30, 2004
Assets	
Current assets:	
Cash	$ 855,250
Employee advances	3,925
Prepaids	298,625
Property and equipment, net	110,751
Total Assets	$1,268,551
Liabilities and stockholders' equity	
Current liabilities:	
Accounts payable and accrued expenses	$ 166,583
Due to officers	46,023
Total current liabilities	$ 212,606
Stockholders' equity:	
Common stock, $.001 par value, 1,000,000,000 shares authorized, 194,502,387 shares issued and outstanding	194,502
Additional paid in capital	7,724,434
Subscribed common shares	35,500
(Deficit) accumulated during the development stage	(6,898,491)
Total Stockholders' equity	1,055,945
Total current liabilities and Stockholders' equity	$1,268,551

See accompanying notes to the consolidated financial statements.

GenoMed, Inc.
(A Development Stage Company)
Condensed Consolidated Statements of Operations
Three and Nine Months Ended September 30, 2004 and 2003, and
the Period From Inception (January 3, 2001) through September 30, 2004

(Unaudited)

	Three Months Ended September 30, 2004	Three Months Ended September 30, 2003	Nine Months Ended September 30, 2004
Revenue	$ 1,486	$ 2,767	$ 2,733
Operating expenses:			
Research and development	-	-	-
Selling, general and administrative expenses (credit)	(2,117,172)	380,061	3,507,783
	(2,117,172)	380,061	3,507,783
Income (Loss) from operations	2,118,658	(377,294)	(3,505,050)
Other (income) and expenses:			
Interest income	(2,003)	-	(3,988)
Impairment		-	-
Interest expense	-	20,000	-
	(2,003)	20,000	(3,988)
Net income (loss)	$ 2,120,661	$ (397,294)	$(3,501,062)
Per share information - basic and diluted:			
Weighted average shares outstanding - basic	194,450,455	123,235,065	180,556,718
Weighted average shares outstanding - diluted	216,749,010	123,235,065	180,556,718
Net income (loss) per share - basic	$0.01	$(0.00)	$(0.02)
Net income (loss) per share - diluted	$0.01	$(0.00)	$(0.02)

See accompanying notes to the condensed consolidated financial statements.

GenoMed, Inc.
(A Development Stage Company)
Condensed Consolidated Statements of Cash Flow
Nine Months Ended September 30, 2004 and 2003, and
the Period From Inception (January 3, 2001) Through September 30, 2004
(Unaudited)

	Nine Months Ended September 30, 2004	Nine Months Ended September 30, 2003
Cash flow from operating activities:		
Net cash (used in) operating activities	$ (923,907)	$ (29,940)
Cash flows from investing activities:		
Net cash (used in) investing activities	(8,473)	-
Cash flows from financing activities:		
Net cash provided by financing activities	1,776,161	26,500
Net increase in cash	843,781	(3,440)
Beginning - cash balance	11,469	13,031
Ending - cash balance	$ 855,250	$9,591

See accompanying notes to the condensed consolidated financial statements.

GenoMed, Inc.
(A Development Stage Company)
Notes to Condensed Consolidated Financial Statements
September 30, 2004
(Unaudited)

(1) BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. They do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year. For further information, refer to the financial statements as of December 31, 2003, the years ended December 31, 2003 and 2002 and the period from inception (January 3, 2001) through December 31, 2003 including notes thereto included in our annual report on Form 10-KSB for the year ended December 31, 2003.

(2) EARNINGS PER SHARE

Net income (loss) per share is calculated as required by SFAS No. 128, "Earnings per Share." Basic earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares and dilutive common stock equivalents outstanding. During the three-month period ended September 30, 2003, the nine-month periods ended September 30, 2004 and 2003 and the period from

inception (January 3, 2001) through September 30, 2004, common stock equivalents were not considered, as their effect would be anti-dilutive. All common stock equivalents included in dilutive shares outstanding for the nine-month period ended September 30, 2004 were from stock options.

(3) NOTE PAYABLE - AFFILIATE

At December 31, 2003, GenoMed, Inc. (the "Company") had an outstanding note aggregating $1,000,000, which had been advanced by an affiliated entity by virtue of stock ownership in the Company. The note bears interest at 8% per annum and is due on January 1, 2005. The note may be converted into common shares of the Company as follows:

a. The unpaid principal in whole or in part together with accrued interest shall at the option of the holder be converted into the class of the Company's shares on the same terms and conditions applicable to any investors in a financing agreement. The holder may elect to negotiate separate terms and conditions, however, the unpaid balance will not be payable in cash, but convertible only into shares of the Company. For the purposes of this calculation, the aggregate value of our shares received by the holder in conversion shall be determined by subtracting $1,000,000 from the unpaid original principal balance of the note, which remains unpaid at the time of conversion. A financing agreement is defined as the receipt

by the Company of at least $1,500,000 of net cash proceeds from the sale of capital stock.

b. The unpaid principal in whole or in part together with accrued interest shall be converted into shares if we realize revenue of $1,500,000 during the period commencing April 9, 2003 and ending on December 31, 2004. The price per share shall be determined as provided in c below. The unpaid balance will not be payable in cash, but convertible only into shares of the Company. For the purposes of this calculation, the aggregate value of our shares received by the holder in conversion shall be determined by subtracting $1,000,000 from the unpaid original principal balance of the note, which remains unpaid at the time of conversion.

c. If no financing agreement has occurred by December 31, 2004 and/or the Company has not realized the requirements of a and b above, the holder may elect to convert the unpaid principal balance and accrued interest into the number of common shares of the Company determined by dividing the unpaid balance by the average bid price of our common stock for the previous 30 trading days. The unpaid balance will not be payable in cash, but convertible only into shares of the Company.

During March 2004 the holder contributed the $1,000,000 principal balance of the note to the capital of the Company and converted the unpaid interest into common shares (see Note 4).

(4) STOCKHOLDERS' EQUITY

During the three and nine month periods ended September 30, 2004, the Company charged $7,500 and $29,250, respectively, to operations pursuant to our agreement to issue 500,000 shares of common stock at various dates in accordance with the terms of advisory board contracts. As of September 30, 2004, June 30, 2004 and March 31, 2004, 100,000 shares, 75,000 shares, and 75,000 shares, respectively, had been earned and had not been issued. The shares have been valued at the trading price of the stock as of the measurement date. The above

amount has been included as subscribed common shares. Through September 30, 2004, an aggregate of 850,000 shares with a value of $44,250 have been earned pursuant to the advisory board contracts.

During March 2002, the Company granted an officer options to purchase 37,500,000 shares of common stock at an exercise price of 20% of the fair market value of our common stock on the exercise date. The options may be exercised after May 6, 2002 for a period of 10 years as to 12,500,000 options and after November 6, 2002 for a period of 10 years as to 25,000,000 options. The change in the discount from the fair market value of the common stock related to the options will be charged to operations as general and administrative expenses during the period from the grant date to the exercise date. During the three months ended September 30, 2004, $2,400,000 was credited to operations related to these options. During the nine months ended September 30, 2004, $600,000 was charged to operations related to these options.

During the three months ended March 31, 2004, the Company issued an aggregate of 10,716,327 shares of common stock to an affiliate who held the note described in Note 3 for cash aggregating $480,000. In addition, the Company issued 12,737,995 shares of common stock to

this affiliate related to the conversion of $333,738 in debt. The discount on these shares of $2,222,757 had been charged to operations during the period. In addition, the affiliate forgave the balance of $1,000,000 due on the note payable described in Note 3, which has been recorded as a contribution to capital.

During the three months ended March 31, 2004, the Company issued 33,464,230 shares of common stock to Advanced Optics Electronics for $900,000 in cash. These shares were sold at a discount from the trading price of our common stock.

During the three and nine month period ended September 30, 2004, the Company issued 77,778 and 6,495,563 shares of common stock to Pierpoint Investissements SA ("Pierpoint") and its designees for $3,500 and $308,950, respectively, in cash. These shares were sold at a discount from the trading price of our common stock. Under the Company's agreement with Pierpoint, Pierpoint is entitled to 5,000,000 warrants to purchase our common stock with a strike price fixed at the 30-day average immediately prior to the exercise of the warrants less a discount of 50% with a two-year expiry date from issue. As of September 30, 2004, the warrants to Pierpoint had been earned but not issued.

During the three and nine month periods ended September 30, 2004, employees and board members exercised 100,000 and 1,869,231 options and received 100,000 and 1,869,231 common shares for cash of $1,000 and $45,462, respectively.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATIONS

FORWARD-LOOKING STATEMENTS

The following discussion contains forward-looking statements, such as those pertaining to our scientific research, therapies, plan of operations, marketing, future earnings, capital requirements and resources and results of operations, and should be read in conjunction with our financial statements and related notes contained elsewhere in this report. Words or phrases such as "believe," "expect," "may," "should," "anticipate," "plan," "project," "intend," "goal," "forecast," "continue," "expect," "hope" or similar expressions, or discussions of strategy, plans or intentions, are intended to identify forward-looking statements. Forward-looking statements involve numerous risks and uncertainties, and you should not rely on them as predictions of actual events. There is no assurance the events or circumstances reflected in the forward-looking

statements will occur.

Our actual financial condition, results of operations or business may vary materially from those contemplated by these forward-looking statements and involve substantial risks and uncertainties, including but not limited to the risks described below:

- We are a development stage company with no history of significant revenues. We have incurred substantial operating losses since inception. Our ability to support our future operations will depend on our ability to generate positive earnings and cash flows, which cannot be assured.

- We are dependent on outside investments to fund our operations. There is no assurance we can obtain any additional investments when required or that the terms of such investments will be favorable to us. We have had to raise funds by

  selling restricted stock at a substantial discount from the market price, which is dilutive to our public shareholders.

- Our management does not have significant accounting or financial reporting experience or expertise in accounting or financial reporting. We have outsourced our accounting functions to an independent contractor.

- We are a "penny stock" company. Our common stock is not listed on any exchange or quotation system, other than the pink sheets. Our stock is thinly traded. There can be no assurance of an active market for our stock. The market price for our stock is volatile and could be abnormally affected by significant buying or selling activity. Our shares are a high risk, speculative investment.

- Although we believe our disclosure controls and procedures and internal controls are effective, we cannot assure you that our procedures for monitoring those controls and procedures are adequate. Because of the small size of our staff, our controls and procedures are more informal than would be required for a larger company.

- Some of our therapies involve "off-label" prescriptions for existing drugs that are already on the market. We have also developed proprietary formulas on which we've applied for patent protection. Although we have obtained promising results with some of our therapies, there can be no assurance all of our therapies will be effective. To the extent our therapies involve off-label uses of drugs already on the market, we may not derive any revenue from those therapies.

- Our therapies have not yet achieved widespread acceptance in the medical community.

- The patient outcomes we believe can be achieved by our therapies may not be achievable on a widespread basis.

- We have not yet determined how to effectively commercialize our research or therapies. There may be no significant market for our research or therapies.

- The science of genomics is new and untested. We cannot assure that any discoveries we make in this field will be beneficial or commercially

viable.

- There can be no assurance government agencies, such as Medicare or Medicaid, or insurance companies or other third-party payors will provide reimbursement for any therapies we may develop, which could substantially reduce the commercial viability of those therapies.

- We may not obtain patents or licenses for our discoveries, which could substantially reduce their market potential. Any patents we do obtain may not be sufficiently broad to exclude competitors.

- We cannot assure you that any therapies we develop would be proprietary or would not infringe the intellectual property rights of third parties.

- Our business may be adversely affected by regulatory costs which would negatively affect our business and potential profitability.

- We believe our method of gene identification is a relatively novel gene identification method. Because of this, the medical profession, government, insurance companies, prospective strategic partners or others may not accept it as an acceptable gene identification method, which would negatively affect our operations and potential revenues.

- Our competitors may develop genomics procedures and therapies before we do. Those procedures and therapies may be more effective or achieve greater clinical acceptance than ours. Most of our competitors have superior financial and technical resources and may have superior technologies. Our ability to compete will depend on our development of safe and effective procedures and therapies and our ability to develop and exploit markets for those procedures and therapies. Due to our small size and lack of capital, we may not be able to commercialize any of our therapies before other companies with superior resources are able to commercialize theirs. We may not be able to adequately compete against any such companies.

- We may be subject to medical or product liability claims that could adversely affect our potential profitability and may lead to substantial losses.

- Because we will lack control over the outsourcing of sample collection, genotyping and data analysis, our quality control may be negatively affected.

- If we fail to recruit sufficient test patients for our clinical trials, our development of potential products will be delayed, which would negatively affect our potential revenues.

- Our business plan is dependent upon forming strategic alliances with others. If we fail to create such alliances, or if the alliances we do create are not successful, we may never generate significant revenues. If we fail to conduct adequate due diligence regarding our strategic alliances, we could be subject to increased costs and operational difficulties.

- Almost all of our management decisions are made by Dr. David Moskowitz, who serves as our President, Chief Executive Officer, Chairman of the Board and Chief Medical Officer. If we lose his services, we may not be able to remain in business.

- We have only two directors on our Board. Our Board does not have a majority of independent directors or an independent audit, compensation or nominating committee. None of our Board members is an "audit committee financial expert," as defined in SEC rules.

- We have a substantial amount of options outstanding. The exercise price for most of these options is below the market price for our stock on the date the options were granted. The exercise of these options would result in substantial dilution to our public shareholders.

RESULTS OF OPERATIONS

Because we earned only minimal revenue from operations during the three and nine month periods ended September 30, 2004 and 2003, this report does not contain an analysis of our operating results or a comparison of those results from period to period.

We recorded net income of $2,118,658 in the six months ended September 30, 2004, as compared to a net loss of $377,294 for the six months ended September 30, 2003. The net income amount resulted from a selling, general and administrative credit of $2,400,000 for the quarter attributable to variable rate options granted to our President. Fluctuations in the market price of our stock result in expense related to those options when the market price of our stock increases, and a credit related to those options when the market price decreases. Recurring selling, general and administrative expenses during the quarter were $282,828.

RECENT DEVELOPMENTS

We received a fair amount of media attention to our activities during the quarter ended September 30, 2004. In July, the initial case series of 8 patients with West Nile virus encephalitis was published in an issue of "Current Topics of Medicinal Chemistry," a peer review journal. Also in July, KTVI, the Fox television network affiliate in St. Louis, aired a news segment profiling our unusual and highly successful approach to treatment of West Nile Virus Encephalitis. As part of the two-part segment that aired over two nights, Dr. Moskowitz was interviewed and gave details of his research. In August, Dr. Moskowitz was also a speaker at two conferences. On August 2, Dr. Moskowitz spoke at the Second Annual Disease Management Conference on the topic "Genomic and Biotechnology Applications to Disease Management," and on August 4, Dr. Moskowitz spoke at the Third Annual FACES Conference on the topic "A Novel Approach to Encephalitis."

In September, we created a Business Advisory Board. Dr. Dennis A. Robbins, a national expert in ethics and clinical reimbursement, serves as the Chairman for the Business Advisory Board. Dr. Joel Brill, a national expert in predictive modeling and physician reimbursement, was also named to serve as a member of the Business Development Advisory Board.

Also in September, we created an Ethical, Legal and Social Issues (ELSI) Committee within its SAB to reflect the guiding principles of the Human Genome Project. The ELSI Committee is chaired by Dr. Dennis A. Robbins, PhD, MRP. The ELSI Committee also consists of the following individuals:

- Sylvia Johnson, PhD, the Director of Research and Epidemiology for the United Automobile Aerospace and Agricultural Implement Workers of America (UAW), the largest union in the world.

- David Sundwall, MD , a center of influence in health policy and standards in the clinical laboratory world. Dr. Sundwall is Chairman of the Center of Disease Control's Clinical

  Laboratory Improvement Act Advisory Committee and the Senior Medical and Scientific Officer of the American Clinical Laboratory Association.

- Sherly Dasco, PhD (medical genetics), JD who was recently named the number one health attorney in Texas.

- David W. Moskowitz, MD, CEO and Chief Medical Officer for GenoMed, who discovered that ACE is a "master" disease gene: and

We moved into our new office space in St. Louis, Missouri. The lab space on the premises has been renovated so we can perform sample processing in-house.

PLAN OF OPERATIONS

We are a development stage company. We have had minimal revenue from operations and have incurred substantial operating losses since inception. We have concentrated most of our efforts on attempting to demonstrate the clinical potential of our scientific research and in identifying potential markets for our genomic testing and therapies. We have not yet identified a viable commercial market for our work and cannot assure you that any work we do will be commercially viable.

Our plan of operations for the next 12 months includes the following activities:

- continued genotyping of collected samples
- applying for patents for scientific discoveries
- identifying potential treatments for selected diseases
- conducting clinical trials
- identifying potential markets for commercial exploitation of our discoveries

We intend to focus our plan of operations over the next twelve months on common cancers such as lung, prostate, colon, breast and pancreas. We intend to conduct screening genotyping, followed by validation genotyping, in hopes of finding SNPs that could lead to early warning of these diseases and enable us to develop possible therapies. We plan to collaborate with a genetics statistician to perform these analyses at no expense to the Company.

We have begun the process of direct employer marketing with some preliminary interest from employer groups and will continue to pursue that venue. We have begun marketing at industry trade shows to make our name known in the medical community. We also continue to market directly to providers believing they are the link to the patient. We cannot predict whether these efforts will be successful, or whether we will have sufficient financial or human resources to conduct an effective marketing program.

Although we have conducted limited West Nile virus trials, we intend on concentrating on our prescription protocols for delaying chronic renal failure. We have a patent pending on the latter formula, which we hope will be a future

source of revenue for us.

LIQUIDITY AND CAPITAL RESOURCES

We anticipate the following expenses will be incurred over the next 12 months:

Type	Estimated Amount
Salaries *	$550,000
Operating expenses **	200,000
Genotyping	700,000
Sample Collection	50,000
Marketing	50,000
Total	$1,600,000

*Includes six staff members and salaries and benefits

**Operating Expenses include office rent, utilities, insurance, legal and accounting expenses, also general lab supplies

Our cash on hand at September 30, 2004 was approximately $855,000, or approximately $745,000 less than the amount of cash expenditures projected above, barring unforeseen expenses. We have generated almost no revenues and have accumulated a net loss of $6,898,492 since inception. Almost all of our cash on hand was derived from third-party investments. We hope to fund the remaining $745,000 in expenses from third-party investments, although there can be no assurance we will obtain sufficient funds for that purpose. We cannot predict when our revenues will be sufficient to sustain operations. We anticipate being completely dependent on equity investments to fund operations for the foreseeable future. If we cannot obtain sufficient funds to meet these obligations, or if we incur greater expenses than anticipated, we may not be able to remain in business. If we are not able to generate sufficient funds to support operations or meet our obligations, we may be required to file for reorganization or liquidation under the Bankruptcy Code, or our creditors may file an involuntary bankruptcy proceeding against us.

If any of these foregoing events occur, you could lose your entire investment in our shares.

Item 3. CONTROLS AND PROCEDURES

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2004 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Our Chief Executive Officer and Chief Financial Officer do not have accounting or finance backgrounds or formal training in accounting, finance or financial reporting. We can give no assurance that our procedures for monitoring disclosure controls and procedures or internal control over financial reporting are adequate.

Our lack of experience in accounting, finance and financial reporting represents a material weakness in our disclosure controls and procedures.

PART II
OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Not applicable.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES

During the quarter ended September 30, 2004, we issued an aggregate of 77,778 shares of common stock to Pierpoint Investissements SA and certain of its designees for an aggregate of $3,500 in cash. These sales were made in private placements in reliance on the exemption contained in Section 4(2) of the Securities Act of 1933. Pierpoint represented to us that these investors were accredited investors. We placed restrictive legends on all certificates issued.

Item 3. DEFAULT UPON SENIOR SECURITIES

Not applicable.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable

Item 5. OTHER INFORMATION

Not applicable

Item 6. EXHIBITS

(a) Exhibits required by Item 601 of Regulation S-B

EXHIBIT NUMBER	DESCRIPTION
2	In re: e-Miracle Network, Inc. - Amended Plan or reorganization (1)
3.1	Articles of Incorporation - E-Kids Network, Inc. (1)
3.2	Articles of Amendment of the Articles of Incorporation of E-Kids Network, Inc. (1)
3.3	Amended and Restated By Laws of GenoMed, Inc. (1)
10.1	Agreement and Plan of Exchange by and Between GenoMed, Inc. and Genomic Medicine, LLC and its sole owner (1)
10.2	Amendment to the Agreement and Plan of Exchange (1)
10.3	Agreement with Research Capital, LLC (1)
10.4	Amendment to Agreement with Research Capital, LLC (1)
10.5	Agreement with DNAPrint Genomics, Inc. (1)
10.6	Agreement with Muna, Inc. (1)
10.7	Agreement with Sequence Sciences, LLC (1)
10.8	Agreement with Better Health Technologies, Inc. (1)

10.9	Employment Agreement with Jerry E. White (1)
10.10	Employment Agreement with David Moskowitz (1)
10.11	Option Agreement with David Moskowitz (1)
10.12	Scientific Advisory Board Agreement with Jason Moore (1)
10.13	Scientific Advisory Board Agreement with Scott Williams (1)
10.14	Scientific Advisory Board Agreement with Tony Frudakis (1)
10.15	Resignation of Jerry E. White (3)
10.16	Settlement Agreement with Jerry E. White (3)
10.17	Convertible Promissory Note dated April 9, 2003 payable to Research Capital, LLC (4)
10.18	Scientific Advisory Board Agreement with Frank Johnson (4)
10.19	Scientific Advisory Board Agreement with Sergio Danilov (4)
10.20	Scientific Advisory Board Agreement with Geoffrey Boner (4)
10.21	Stock Option Agreement with Peter C. Brooks (4)
10.22	Stock Option Agreement with David W. Moskowitz (4)
10.23	Stock Option Award Letter to Jason Moore (4)
10.24	Stock Option Award Letter to Scott Williams (4)
10.25	Stock Option Award Letter to Tony Frudakis (4)
10.26	Stock Option Agreement with Richard A. Kranitz (4)
10.27	Agreement with Advanced Optics Electronics (5)
10.28	Agreement with Pierpoint Investments (5)
10.29	Agreement with E & E Communications (5)
21	List of subsidiaries (1)
23	Consent of Stark Winter Schenkein & Co., LLP, Certified Public Accountants (2)
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Previously filed on April 4, 2002, as exhibit to Form 10-SB Registration Statement, hereby incorporated by reference

(2) Previously filed on July 19, 2001, as exhibit to Form 10-SB Registration Statement, hereby incorporated by reference

(3) Previously filed on October 31, 2002, as exhibit to Form 10-SB Registration Statement, hereby incorporated by reference

(4) Previously filed on May 6, 2003 as an exhibit to Form 10-KSB Annual Report

(5) Previously filed on April 22, 2004 as an exhibit to Form 10-KSB Annual Report

SIGNATURE

Pursuant to the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized officers.

GenoMed, Inc.

By: /s/ David Moskowitz

Dr. David Moskowitz
President/Chief Executive Officer/Chairman of the Board

DATED: November 22, 2004