SECURITIES AND EXCHANGE COMMISSION

FORM 10QSB/A

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d) [amend]

Filing Date: **2005-05-02** | Period of Report: **2004-11-30**
SEC Accession No. 0000823070-05-000030

FILER

NOFIRE TECHNOLOGIES INC

CIK:**823070**| IRS No.: **223218682** | State of Incorp.:**DE** | Fiscal Year End: **0831**
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SIC: **2890** Miscellaneous chemical products

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UPPER SADDLE RIVER NJ
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2018181616

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB/A

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended November 30, 2004

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from _________

Commission File Number: 0-19945

NoFire Technologies, Inc.

(Name of small business issuer in its charter)

Delaware	22-3218682
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

21 Industrial Avenue, Upper Saddle River, New Jersey 07458

(Address of principal executive offices) (Zip Code)

Issuer's telephone number (201) 818-1616

Check whether the issuer (1) 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 X NO

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by the Court.

YES X NO

State the number of shares of each of the issuer's classes of common equity outstanding at the latest practicable date: 34,298,407 shares of Common Stock as of January 15,2004.

Transitional Small Business Disclosure Format (check one):

YES ___ NO X___

NOFIRE TECHNOLOGIES, INC.

FORM 10-QSB

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NOFIRE TECHNOLOGIES, INC.
BALANCE SHEETS

	November 30, 2004 (UNAUDITED)	August 31, 2004
ASSETS		
CURRENT ASSETS:		
Cash	$17,520	$ 33,706
Accounts receivable - trade	38,509	15,962
Inventories	83,312	86,113

Prepaid expenses and other current assets	64,254	12,294
Receivable for sale of tax loss carry forward	49,928	-
Total Current Assets	253,523	148,705
EQUIPMENT, less accumulated depreciation	3,968	4,399
OTHER ASSETS:		
Patents, less accumulated amortization of $1,529,275 at November 30, 2004 and $1,528,023 at August 31, 2004	3,758	5,008
Security deposits	24,879	24,880
	28,637	29,888
	$ 286,128	$ 182,992

See accompanying notes to financial statements

NOFIRE TECHNOLOGIES, INC.
BALANCE SHEETS

	November 30, 2004 (UNAUDITED)	August 31, 2004
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)		
CURRENT LIABILITIES:		
Settled liabilities	$1,153,426	$1,153,426
Accounts payable and accrued expenses	607,588	481,234

Loans and advances payable to stockholders	130,421	29,071
Deferred salaries	507,360	504,195
Loans payable	250,173	250,173
Convertible Debentures 8%	427,108	482,208
Total Current Liabilities	3,076,076	2,900,307
LONG TERM LIABILITY		
Convertible Debenture 8%	326,894	1,610,294
STOCKHOLDERS' EQUITY (DEFICIENCY):		
Common stock $.20 par value:		
Authorized - 50,000,000 shares		
Issued and outstanding -32,026,466 shares at November 30, 2004 and 21,744,019 shares at August 31, 2004	6,405,293	4,348,804
Capital in excess of par value	6,234,531	6,774,313
Accumulated Deficit	(15,756,666)	(15,450,726)
Total Stockholders' Equity (Deficiency)	(3,116,842)	(4,327,609)
	$ 286,128	$ 182,992

See accompanying notes to financial statements

NOFIRE TECHNOLOGIES, INC.

STATEMENTS OF OPERATIONS

	For the Three Months Ended November 30, 2004	2003
	(UNAUDITED)	
NET SALES	$ 116,274	$ 73,443
COSTS AND EXPENSES:		
Cost of sales	68,298	30,683
General and administrative	287,061	299,266
	355,359	329,949
LOSS FROM OPERATIONS	(239,085)	(256,506)
OTHER EXPENSES:		
Interest expense	116,862	159,640
Interest income	(79)	(75)
	116,783	159,565
LOSS BEFORE INCOME TAXES	(355,868)	(416,071)
DEFERRED INCOME TAX BENEFIT	49,928	43,290
NET LOSS	$ (305,940)	$(372,781)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	26,645,492	20,939,019
BASIC AND DILUTED EARNINGS LOSS PER COMMON SHARE	$ (0.01)	$ (0.02)

See accompanying notes to financial statements

NOFIRE TECHNOLOGIES, INC.
STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	For the Three Months Ended November 30, 2004	2003
	(UNAUDITED)	
<S>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (305,940)	(372,781)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Depreciation and amortization	1,683	2,233
Amortization of interest expense for discount on convertible debentures		138,000
Repricing of warrants	10,100	-
Warrants issued with debt conversion	86,808	
Changes in operating assets and liabilities		
Inventory	2,800	
Accounts receivable - trade	(22,547)	23,028
Prepaid expenses and other	(51,330)	(73)
Receivable for sale of state tax loss	(49,928)	(43,290)
Accounts payable and accrued expenses	113,101	(106,011)
Security deposits		(5,500)
Deferred salaries	99,265	13,658
Net cash flows from operating activities	(115,988)	(393,236)

</TABLE>

See accompanying notes to financial statements

NOFIRE TECHNOLOGIES, INC.
STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

<S>	For the Three Months Ended November 30, 2004 <C> (UNAUDITED)	2003 <C>
Proceeds from issuance of common stock, net of related expenses	40,000	
Payments on advances from stockholders	(10,500)	(6,500)
Loans and advances from stockholders	21,550	-
Interest accrued on loans from stockholders	18,753	-
Proceeds from issuance of convertible debentures	30,000	230,000
Net cash flows from financing activities	99,803	223,500
NET CHANGE IN CASH	(16,185)	(169,736)
CASH AT BEGINNING OF PERIOD	33,706	197,161
CASH AT END OF PERIOD	$ 17,521	$ 27,425
SUPPLEMENTAL CASH FLOW INFORMATION		
Interest paid	$ 663	$ 1,154
Common stock issued in exchange for debt	$1,381,800	$ -

</TABLE>

See accompanying notes to financial statements

NOFIRE TECHNOLOGIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
(Unaudited)

November 30, 2004

NOTE 1 - Basis of Presentation:

The balance sheet at the end of the preceding fiscal year has been derived from the audited balance sheet contained in the Company's Form 10-KSBA for the year ended August 31, 2004 (the "10-KSBA") and is presented for comparative purposes. All other financial statements are unaudited. In the opinion of management, all adjustments which include only normal recurring adjustments necessary to present fairly the financial position, results of operations and cash flows for all periods presented have been made. The results of operations for interim periods are not necessarily indicative of the operating results for the full year.

Footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted in accordance with the published rules and regulations of the Securities and Exchange Commission. These financial statements should be read in conjunction with the financial statements and notes thereto included in the 10-KSBA for the most recent fiscal year.

NOTE 2 - Reorganization:

The Company owned 89% of the outstanding common stock of both No Fire Ceramic Products, Inc. and No Fire Engineering, Inc. together with an option to acquire the remaining 11% of such stock. Both of those subsidiaries were dissolved during the fiscal year ended August 31, 1997.

Under a Chapter 11 proceeding, the Bankruptcy Court confirmed a Plan of Reorganization for the Company which became effective on August 11, 1995. Claims of creditors, to the extent allowed under the Plan, were required to be paid over a four-year period.

NOTE 3- SUMMARY OF SIGNIFICANT ACCOUNTING POLOCIES:

Loss per Share - Loss per share is based on the weighted average number of shares outstanding during the periods. The effect of warrants outstanding is not included since it would be anti-dilutive.

Equity Based Compensation- The Company follows the intrinsic value method of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to

Employees" (APB 25) and related interpretations in accounting for its employee stock options because, in the opinion of management, Financial Accounting Standards Board Statement No. 123, Accounting for Stock-Based Compensation "(FAS 123) requires use of option valuation models that were not developed for use in valuing employee stock options. FAS 123 permits a company to elect to follow the intrinsic value method of APB 25 rather than the alternative fair value accounting provided under FAS 123, but requires pro forma net income (loss) and earnings (loss) per share disclosures as well as various other disclosures. The Company has adopted the disclosure provisions required under Financial Accounting Standards Board Statement No. 148, "Accounting for Stock-Based Compensation Transition and Disclosure " (FAS 148).

If the recognition provisions of SFAS 123 using the Black-Scholes option pricing model were applied, the resulting pro-forma net income (loss) available to common shareholders and pro-forma net income (loss) available to common shareholders per share would be as follows:

	For the Three months ended November 30, 2004	2003
Net loss available to common Shareholders, as reported	$ (305,940)	$(372,781)
Deduct: Stock-based compensation Net of tax	6,000	-
Net loss available to common Shareholders, pro-forma	$ (311,940)	$(372,781)
Basic earnings per share:		
As reported	$ (.01)	$ (.02)
Pro-forma	$ (.01)	$ (.02)

The above stock-based employee compensation expense has been determined utilizing a fair value method, the Black-Scholes option-pricing model.

The Company has recorded no compensation expense for stock options and warrants granted to employees during the three months ended November 30, 2004 and 2003.

In accordance with SFAS 123, the fair value of each option grant has been estimated as of the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	For the Three months ended November 30, 2004	2003
Risk free interest rate	4.0%	0
Expected life	8.5 years	n/a
Dividend rate	0.00%	0.00%
Expected volatility	18%	n/a

New Accounting Pronouncements -

FASB 151 - Inventory Costs

In November 2004, the FASB issued FASB Statement No. 151, which revised ARB No.43,relating to inventory costs. This revision is to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material (spoilage). This Statement requires that these items be recognized as a current period charge regardless of whether they meet the criterion specified in ARB 43. In addition, this Statement requires the allocation of fixed production overheads to the costs of conversion be based on normal capacity of the production facilities. This Statement is effective for financial statements for fiscal years beginning after June 15, 2005. Earlier application is permitted for inventory costs incurred during fiscal years beginning after the date of this Statement is issued. Management believes this

Statement will have no impact on the financial statements of the Company once adopted.

FASB 152 - Accounting for Real Estate Time-Sharing Transactions

In December 2004, the FASB issued FASB Statement No. 152, which amends FASB Statement No. 66, Accounting for Sales of Real Estate, to reference the financial accounting and reporting guidance for real estate time-sharing transactions that is provided in AICPA Statement of Position (SOP) 04-2, Accounting for Real Estate Time-Sharing Transactions. This Statement also amends FASB Statement No. 67, Accounting for Costs and Initial Rental Operations of Real Estate Projects, to state that the guidance for (a) incidental operations and (b) costs incurred to sell real estate projects does not apply to real-estate time-sharing transactions. The accounting for those operations and costs is subject to the guidance in SOP 04-2. This Statement is effective for financial statements for fiscal years beginning after June 15, 2005. Management believes this Statement will have no impact on the financial statements of the Company once adopted.

FASB 153 - Exchanges of Nonmonetary Assets

In December 2004, the FASB issued FASB Statement No. 153. This Statement addresses the measurement of exchanges of nonmonetary assets. The guidance in APB Opinion No. 29, Accounting for Nonmonetary Transactions, is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. The guidance in that Opinion, however, included certain exceptions to that principle. This Statement amends Opinion 29 to eliminate the exception for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This Statement is effective for financial statements for fiscal years beginning after June 15, 2005. Earlier application is permitted for nonmonetary asset exchanges incurred during fiscal years beginning after the date of this Statement is issued. Management believes this Statement will have no impact on the financial statements of the Company once adopted.

FASB 123 (revised 2004) - Share-Based Payments

In December 2004, the FASB issued a revision to FASB Statement No. 123, Accounting for Stock Based Compensation. This Statement supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and its related implementation guidance. This Statement establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. This Statement focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. This Statement does not change the accounting guidance for share-based payment transactions with parties other than employees provided in Statement 123 as originally issued and

EITF Issue No. 96-18, "Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services." This Statement does not address the accounting for employee share ownership plans, which are subject to AICPA Statement of Position 93-6, Employers' Accounting for Employee Stock Ownership Plans.

A nonpublic entity will measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of those instruments, except in certain circumstances.

A public entity will initially measure the cost of employee services received in exchange for an award of liability instruments based on its current fair value; the fair value of that award will be re-measured subsequently at each reporting date through the settlement date. Changes in fair value during the requisite service period will be recognized as compensation cost over that period. A nonpublic entity may elect to measure its liability awards at their intrinsic value through the date of settlement.

The grant-date fair value of employee share options and similar instruments will be estimated using the option-pricing models adjusted for the unique characteristics of those instruments (unless observable

market prices for the same or similar instruments are available).

Excess tax benefits, as defined by this Statement, will be recognized as an addition to paid-in-capital. Cash retained as a result of those excess tax benefits will be presented in the statement of cash flows as financing cash inflows. The write-off of deferred tax assets relating to unrealized tax benefits associated with recognized compensation cost will be recognized as income tax expense unless there are excess tax benefits from previous awards remaining in paid-in capital to which it can be offset.

The notes to the financial statements of both public and nonpublic entities will disclose information to assist users of financial information to understand the nature of share-based payment transactions and the effects of those transactions on the financial statements.

The effective date for public entities that do not file as small business issuers will be as of the beginning of the first interim or annual reporting period that begins after June 15, 2005. For public entities that file as small business issuers and nonpublic entities the effective date will be as of the beginning of the first interim or annual reporting period that begins after December 15, 2005. Management intends to comply with this Statement at the scheduled effective date for the relevant financial statements of the Company.

NOTE 4 - Management's Actions to Overcome Operating and Liquidity Problems:

The Company's financial statements have been presented on the going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company's viability as a going concern is dependent upon its ability to achieve profitable operations through increased sales and/or obtaining additional financing. Without achieving these, there is substantial doubt about the Company's ability to continue as a going concern.

The Company has a liability for settled claims payable to creditors in connection with its reorganization under the Plan. Without the achievement of profitable operations or additional financing, funds for repayment would not be available.

Management believes that successful passing of stringent tests, obtaining various civil and government approvals, and actions it has undertaken to revise the Company's operating and marketing structure should provide it with the opportunity to generate revenues needed to realize profitable operations and to attract the necessary financing and/or capital for the payment of outstanding obligations.

NOTE 5 - CONVERTIBLE DEBENTURES:

On August 30, 2004 the company entered into conversion of debt agreement whereby officers and directors of the company agreed to convert certain debt into an 8% convertible debenture. The debenture allows for a conversion at the rate of $0.14 per share of common stock.

On November 30, 2004 $ 1,283,400 of the above debenture was converted into common stock. The balance of $326,894 was converted in December (see subsequent events.)

In addition warrants were issued at the rate of 3 times the number of shares. These warrants cannot be exercised until such time as the company increases the authorized number of common stock shares.

During the quarter two accredited investors converted $85,000 of their Convertible debentures into 659,003 shares of the company's common stock.

On August 30,2004 the officers and directors returned 8,305,460 previously Issued warrants as part of the transaction.

During the quarter ended November 30, 2004 no warrants expired

On November 30, 2004 the Company issued to two accredited investors 285,714 shares of the company's common stock for $40,000. In addition the company issued 857,145 $0.14 ten-year warrants to purchase the company's common stock. The warrants vested immediately.

Note 6- STOCK-BASED COMPENSATION

The Company follows the intrinsic value method of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25) and related interpretations in accounting for its employee stock options because, in the opinion of management, Financial Accounting Standards Board Statement No. 123, Accounting for Stock-Based Compensation" (FAS 123) requires use of option valuation models that were not developed for use in valuing employee stock options. FAS 123 permits a company to elect to follow the intrinsic value method of APB 25 rather than the alternative fair value accounting provided under FAS 123, but requires pro forma net income (loss) and earnings (loss) per share disclosures as well as various other disclosures. The Company has adopted the disclosure provisions required under Financial Accounting standards Board Statement No. 148, "Accounting for Stock-Based Compensation Transition and Disclosure " (FAS 148).

During the 3 months ended November 30,2004 200,000 warrants were issued to four employees. The warrants are convertible into the company's common stock at $0.14 per share and expire in five years. The warrants vested immediately. There was no stock based compensation issued in the quarter ended November 2003

NOTE 7- SUBSEQUENT EVENTS

In December 2004 the company received $49,928 in payment on the sale of the company's New Jersey Carry Forward Loss for 2004. In addition $29,859 was used to retire the remaining loan which was collaterized by the receivable.

In December 2004 the balance of the Convertible Debenture totaling $326,894 Was converted into the company's common stock at $0.14 per share.

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

GENERAL

The Company continued its product development and application testing, and now has numerous certifications for specific applications. Since August 1995, the Company has applied for eight patents, five of which have been issued. The other three are pending. Additionally, one patent has been purchased by the Company. The Company has been increasing its marketing efforts principally by retaining the services of specialized distribution firms. The Company's management believes that marketing efforts to date have brought the

Company closer to achieving greater sales for applications in many diverse industries including: military, maritime, wood products, structural steel and nuclear power plants. Significant tests have been passed and approvals received to qualify the Company's products in naval and other military and governmental applications. Aggressive marketing efforts are underway to obtain orders in these applications. Obstacles encountered in obtaining orders for most applications are the continuing tests and approvals required, competition against well established and better capitalized companies, cost, the slow process of specifying new products in highly regulated industrial applications, and the decisions not to use any fire retardant product.

In general, the Company's products perform their intended uses well and are in a form that is safe and easy to use. The Company's most pressing need continues to be cash infusion as discussed below in the section on Liquidity and Capital Resources. The Company is limiting its research and development efforts in order to concentrate on sales of existing products. While new market opportunities frequently arise, the Company has opted to concentrate on targeting sales of present products rather than developing new products. Efforts to establish additional U.S. distributors are being accelerated. Additional efforts are also being directed to increase international sales by establishing distributor relationships in strategic locations throughout the industrialized world.

The number of manufacturing and quality control employees will increase with increased production. The salaried administrative and marketing staff will be evaluated and may be increased to support sales and marketing initiatives. Additional support for direct sales is expected to be provided by independent commission agents or employees compensated principally by commission.

COMPARISON THREE MONTHS ENDED NOVEMBER 30, 2004 AND NOVEMBER 30, 2003

Sales of $116,274 for the three months ended November 30, 2004 represented an increase of 58.3% from the $73,443 for the comparable three-month period of the prior year. Cost of goods sold during the same periods increased from $30,683 to $68,298 resulting in a gross profit of $47,976 compared to $42,760 in the prior year. Selling, general and administrative expenses for the three months ended November 30, 2004 was $287,061, representing a decrease of $12,205 or 4.25% from the $299,266 of the similar period of the prior year.

During the quarters ended November 30, 2004 and 2003 the Company realized approximately $50,000 and $43,000, respectively, through the sale of a portion of its New Jersey Net Operating Loss Carry Forward under a program sponsored by that state.

LIQUIDITY AND CAPITAL RESOURCES

At November 30, 2004 the Company had cash balances of $ 17,520. In order to fund continuing operations during the three months ended on that date, the Company issued to two accredited investors 285,714 shares of the company's common stock for $40,000. In addition the company issued 857,145 $0.14 five-year warrants to purchase the company's common stock.

The Company has deferred payment of $1,153,426 of the installments of the Chapter 11 liability to unsecured creditors that were due in September 1996, 1997, 1998 and 1999. Of that deferred amount, $775,394 is due to officers and directors of the Company. In order to pay those liabilities and meet working capital needs until significant sales levels are achieved, the Company will continue to explore alternative sources of funding including exercise of warrants, bank and other borrowings, issuance of convertible debentures, issuance of common stock to settle debt, and the sale of equity securities in a public or private offering. There is no assurance that the Company will be successful in securing requisite financing.

Item 3 CONTROLS AND PROCEDURES

Our management, including the Chief Executive Officer and Chief Financial Officer, have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended, (the "1934 Act"), as of the end of the period covered by this Quarterly Report on Form 10-QSB/A. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective in ensuring that information required to be disclosed by us in the reports we file or submit under the 1934 Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There have been no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting during the period covered by this report.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibits 31.1 31.2 Certification of Financial Information

Exhibit 32.1 32.2 Sarbanes-Oxley Act Section 906 Certification

On November 3,2004 an 8K was filed under section 5.01 (Changes in control of Registrant) (See Note 5 Convertible Debentures above)

SIGNATURES

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

Dated: April 29, 2005 NoFire Technologies, Inc.

By: /s/ Samuel Gottfried
Sam Gottfried
Chief Executive Officer

By: /s/ Sam Oolie
Sam Oolie
Chairman of the Board,
Chief Financial Officer

Exhibit 31.1
CERTIFICATIONS*
I, Sam Gottfried, certify that:
1. I have reviewed this 10QSB/A of NoFire Technologies 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 statement, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer'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 small business issuer and have:
(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, is made known to us by others 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 small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal

control over financial reporting.
Date: _April 29, 2005_______________

/s/ Sam Gottfried
Sam Gottfried
Chief Financial Officer

Exhibit 31.2

CERTIFICATIONS*

I, Sam Oolie, certify that:

1. I have reviewed this 10QSB/A of NoFire Technologies 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 statement, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer'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 small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, is made known to us by others 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 small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: _April 29 , 2005________________

/s/ Sam Oolie

Sam Oolie

Chief Financial Officer

Exhibit 32-1
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Financial Report of NoFire Technologies, Inc. on Form 10QSB/A for the Quarter ended 11/30/04 as filed with the Securities and Exchange Commission on the date hereof, I, Sam Gottfried, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Form 10QSB/A fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10QSB/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 29 , 2005

Name /s/ Sam Gottfried (CEO)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to NoFire Technologies, Inc. and will be retained by NoFire Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32-2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Financial Report of NoFire Technologies, Inc. on Form 10QSB/A for the Quarter ended 11/30/2004 as filed with the Securities and Exchange Commission on the date hereof, I, Sam Oolie, Chief Financial Officer Of the Company, certify, pursuant to 18 U.S.C 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Form 10QSB/A fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10QSB/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated April 29, 2005

Name Sam Oolie (CFO)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to NoFire Technologies, Inc. and will be retained by NoFire Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.