FORM 10QSB

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

Filing Date: **2005-05-02** | Period of Report: **2005-03-31**
SEC Accession No. 0001094328-05-000093

(HTML Version on secdatabase.com)

FILER

GAMEZNFLIX INC

CIK:**1099234**| IRS No.: **541838089** | State of Incorp.:**NV** | Fiscal Year End: **1231**
Type: **10QSB** | Act: **34** | File No.: **000-29113** | Film No.: **05790871**
SIC: **7841** Video tape rental

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

FORM 10-QSB

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

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: 0-29113

GAMEZNFLIX, INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada	54-1838089
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1535 Blackjack Road, Franklin, Kentucky 42134
(Address of Principal Executive Offices)

(270) 598-0385
(Registrant's Telephone Number)

(Former Name, Former Address, and Former Fiscal Year, if Changed Since Last Report)

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) been subject to such filing requirements for the past 90 days.
Yes X No .

As of March 31, 2005, the Registrant had 756,801,665 shares of common stock issued and outstanding.

Transitional Small Business Disclosure Format (check one): Yes No X .

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCAL STATEMENTS.

GAMEZNFLIX, INC.
CONSOLIDATED BALANCE SHEET
MARCH 31, 2005
(Unaudited)

ASSETS

Current assets	
Cash	$ 77,657
Accounts receivable	62,500
Inventory	27,828
Prepaid expenses	103,404
Other assets	56,075
Total current assets	327,464
DVD's and video games library, net	436,184
Fixed assets, net	368,621
Other assets	--
Total assets	1,132,269

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities	
Accounts payable	203,198
Accrued expenses	271,483
Notes payable	37,161
Notes payable - related parties	258,370
Customer deposits	--
Convertible debenture, net of unamortized debt discounts of $106,983	43,017

Total current liabilities	813,229
Long-term liabilities	--
Total liabilities	813,229
Commitments and contingencies	--
Stockholders' equity	
Common stock; $0.001 par value; 2,000,000,000 shares authorized, 756,801,665 issued and outstanding	56,802
Additional paid-in capital	19,333,258
Stock subscriptions receivable	(394,549)
Prepaid fees paid with common stock	(197,633)
Accumulated deficit	(19,178,838)
Total stockholders' equity	319,040
Total liabilities and stockholders' equity	1,132,269

See Accompanying Notes to Consolidated Financial Statements

GAMEZNFLIX, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

<TABLE>
<CAPTION>

	For the Three Months Ended March 31, 2005	For the Three Months Ended March 31, 2004
<S>	<C>	<C>
Revenues	$ 160,773	$ 30,434
Cost of revenues	138,261	4,484
Gross profit	22,512	25,950
Operating expenses		
Selling, general and administrative	279,098	375,999
Amortization and depreciation	221,343	2,248
Consulting fees	--	1,320,448
Professional fees	197,906	78,067
Total operating expenses	698,347	1,776,762
Loss from operations	(675,835)	(1,750,812)
Other income (expense)		
Forgiveness of debt	--	--
Interest expense	--	(3,381)
Interest income	131	362
	131	(3,019)
Loss before provision for income taxes	(675,704)	(1,753,831)
Provision for income taxes	--	--
Net loss	(675,704)	(1,753,831)

Basic loss per common share	(0.00)	(0.00)
Diluted loss per common share	(0.00)	(0.00)
Basic weighted average common shares outstanding	633,746,331	516,461,430

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See Accompanying Notes to Consolidated Financial Statements

GAMEZNFLIX, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<TABLE>
<CAPTION>

<S>	For the Three Months Ended March 31, 2005 <C>	For the Three Months Ended March 31, 2004 <C>
Cash flows from operating activities:		
Net loss	$ (675,704)	$ (1,753,831)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	45,967	1,188,022
Depreciation and amortization	221,343	2,248
Changes in operating assets and liabilities:		
Change in accounts receivable	5,744	--
Change in accounts receivable - employees	--	1,892
Change in stock subscription receivable	10,549	20,000
Change in inventory	--	(158,131)
Change in prepaid expenses	121,616	(20,000)
Change in other assets	123,410	(3,589)
Change in accounts payable	(203,658)	55,740)
Change in accrued expenses	(6,600)	258,758
Change in other liabilities	--	--
Net cash provided used in operating activities	(357,333)	(520,371)
Cash flows from investing activities:		
Purchase of DVD's & games library	(149,937)	--
Purchase of fixed assets	(75,915)	--
Net cash used in investing activities	(225,852)	--
Cash flows from financing activities:		
Payments on notes payable	--	(4,800)
Payments on related party notes payable	(109,983)	--
Proceeds on notes payable	27,079	--
Proceeds from related party notes payable	--	63,411
Proceeds from stock issuances	680,451	972,462
Net cash provided by investing activities	597,547	1,031,073
Net change in cash and cash equivalents	14,362	510,702
Cash, beginning of period	63,295	43,778
Cash, end of period	77,657	554,480

</TABLE>

See Accompanying Notes to Consolidated Financial Statements

GAMEZNFLIX, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of GameZnFlix, Inc. ("Company") have been prepared in accordance with Securities and Exchange Commission requirements for interim financial statements. Therefore, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The financial statements should be read in conjunction with the Form 10-KSB of the Company for the year ended December 31, 2004.

The interim financial statements present the balance sheet, statements of operations, stockholders' equity and cash flows of the Company. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States.

The interim financial information is unaudited. In the opinion of management, all adjustments necessary to present fairly the financial position as of March 31, 2005 and the results of operations, stockholders' equity and cash flows presented herein have been included in the financial statements. Interim results are not necessarily indicative of results of operations for the full year.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires 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.

History - The Company provides online movie (also referred to as "DVD") and video game rentals to subscribers through its Internet website www.gameznflix.com. Aside from having a comprehensive movie library of titles, the Company also provides subscribers with access to a comprehensive games library of Xbox, Playstation 2, Playstation, and Nintendo Gamecube titles. Subscribers of the Company are located within the United States of America. The Company maintains its headquarters in Franklin, Kentucky and its movie and games rental shipping facilities in California, Colorado, Kentucky, and Pennsylvania.

Going concern - The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of common stock and, ultimately, the achievement of significant operating results. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to recover the value of its assets or satisfy its liabilities. As of March 31, 2005, the Company had an accumulated deficit of approximately $19,179,000. In addition, the Company had excess current liabilities over current assets of approximately $486,000. The Company has a substantial need for working capital. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern.

In March 2004, the Company launched its website, http://www.gameznflix.com, and began operating in the online DVD and video game rental industry. In conjunction with the website launch, the company also launched a national television ad campaign designed to create awareness among the Company's target consumers and to generate traffic to the website.

In addition, the Company has generated over $680,000 in working capital during the first three months of 2005 through the issuance of common stock from options exercised.

As a result of these actions and estimates of revenues that will be generated from its online presence, management feels that there is sufficient evidence they will be able to generate any additional working capital needed to allow the Company to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

Use of estimates - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires 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 consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

DVD's and video games library - DVD's and video games are recorded at historical cost and depreciated using the straight-line method over a twelve-month period. The Company has no immediate plans to have any part of its DVD's and video games library sold and accordingly no salvage value is provided. However if the Company does sell any of its DVD's and video games library, the Company will re-evaluate its depreciation policy in terms of the salvage value.

Because of the nature of the business, the Company experiences a certain amount of loss, damage, or theft of its DVD's and video games. This loss is shown in the cost of sales section of the accompanying consolidated statement of operations. Any accumulated depreciation associated with this item is accounted for on a first-in-first-out basis and treated as a reduction to depreciation expense in the month the loss is recognized.

Inventory - Inventory consists of DVD and video game products for sale. All inventory items are stated at the lower of cost (first-in, first-out) or market value.

Revenue recognition and cost of revenue - Subscription revenues are recognized ratably during each subscriber's monthly subscription period. Refunds to subscribers are recorded as a reduction of revenues. Revenues from sales of DVD's and video games are recorded upon shipment.

Cost of subscription revenues consists of referral expenses, fulfillment expenses, and postage and packaging expenses related to DVD's and video games provided to paying subscribers. Revenue sharing expenses are recorded as DVD's subject to revenue sharing agreements are shipped to subscribers. Cost of DVD sales include the net book value of the DVD's sold and, where applicable, a contractually specified percentage of the sales value for the DVD's that are subject to revenue share agreements.

Revenue from proprietary software sales that does not require further commitment from the Company is recognized upon shipment. Consulting revenue is recognized when the services are rendered. License revenue is recognized ratably over the term of the license.

The cost of services, consisting of staff payroll, outside services, equipment rental, communication costs and supplies, is expensed as incurred.

3. PREPAID FEES PAID WITH COMMON STOCK

For the three months ended March 31, 2005, the Company entered into various consulting agreements extending over a twelve-month period that were compensated through issuance of common stock. The Company issued a total of 15,800,000 of common stock related to these consulting agreements with total value of $216,000 based upon the fair value of such stock that will be expensed over the twelve-month term of such agreements. Accordingly, the Company has incurred approximately $18,000 in expenses during the three months ended March 31, 2005 related to these new consulting agreements. As a result, the Company's remaining prepaid consulting expenses as of March 31, 2005 totals $198,000.

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

The following management's discussion and analysis of financial condition and results of operations is based upon, and should be read in conjunction with, its unaudited financial statements and related notes included elsewhere in this Form 10-QSB, which have been prepared in accordance with accounting principles generally accepted in the United States.

Overview.

The Company, through its website www.gameznflix.com, is an online DVD movie and video game rental business dedicated to providing subscribers a quality rental experience. We offer subscribers a reliable, web-based alternative to traditional store-based DVD and video game rentals on a national scale. Our standard subscription plan of $17.25 per month allows subscribers to have up to three DVD and video game titles out at the same time with no due dates, late fees or shipping charges. Subscribers select titles at our website which are then sent via U.S mail with a prepaid return mailer. Our service is an alternative to store- based video game rentals as we offer a high level of customer service, quality titles, and superior product availability.

In March 2004, we launched our website, http://www.gameznflix.com, however, did not fully commence our operations in the online DVD and video game rental until September 2004. In conjunction with the website launch, we also launched a national television ad campaign designed to create awareness among our target consumers and to generate traffic to the website.

We believe that our planned growth and profitability will depend in large part on our ability to promote our services, gain subscribers and expand our relationship with current subscribers. Accordingly, we intends to focus our attention and investment of resources in marketing, strategic partnerships and development of our subscriber base. If we are not successful in promoting our services and expanding our subscriber base, this may have a material adverse effect on our financial condition and the ability to continue to operate the business.

Results of Operations.

Since our DVD and video game rentals operations did not fully commence until late fiscal year 2004, which is our business focus, discussions regarding comparative results between the three months March 31, 2005 compared to March 31, 2004 may not always be meaningful. Accordingly, discussions related to revenue and cost of revenue will be limited to the current period.

(a) Revenues.

The Company reported gross revenues of $160,773 for the three months ended March 31, 2005 of which substantially all of our gross revenues were derived from monthly subscription fees. During the three months ended March 31, 2005, our subscriber base averaged approximately 3,800 subscribers per month. We continue to focus on growing our subscriber base through marketing and affiliate partnership program whereby a referral fee is paid for each new subscriber signed. Since our DVD and video games rental activities have a limited history, we are unable to provide any meaningful churn figures. Churn is a monthly measure defined as customer cancellations in the quarter derived by the sum of beginning subscribers and gross subscriber additions, then divided by three months. Customer cancellations in the quarter include cancellations from gross subscriber additions, which is included in the gross subscriber additions in the denominator. Once we have more operational activity history, management will use churn as a measure to evaluate whether we are obtaining new subscribers while retaining our existing subscribers in accordance to our business plans.

(b) Cost of Revenues.

The Company reported cost of revenues of $138,261 for the three months ended March 31, 2005. The cost of revenues was primarily attributable to fulfillment expenses and mail delivery. We anticipate these two expenses to continue to comprise a significant portion of our overall cost of revenues. In March 2005, the Company changed its fulfillment services from an external provider to internally providing such services. We believe we can reduce the overall percentage of fulfillment expense in relation to gross revenues and better maintaining overall fulfillment services.

(c) Selling, General and Administrative Expenses.

The Company reported selling, general and administrative expenses of $279,098 for the three months ended March 31, 2005 compared to $375,999 for the same period in prior year, an overall decrease of $96,901 or approximately 26%. Selling, general and administrative expenses comprised primarily of related payroll expenses of approximately $117,000, advertising expenses of approximately $35,000, certain repairs and maintenance expenses of approximately $22,000 that we do not anticipate as being a recurring expense, and Internet connectivity fees of approximately $19,000. We believe that the current level of selling, general and administrative expenses will tend to fluctuate by about 20% in the next twelve months.

(d) Amortization and Depreciation Expenses.

The Company reported amortization and depreciation expenses of $221,343 for the three months ended March 31, 2005 compared to $2,248 for the same period in prior year, an overall increase of $219,095. Amortization and depreciation expenses comprised mainly of amortization expense of approximately $198,000 related to our DVD and game library. The library is amortized over twelve months based on the month of purchase of new additions to the library. As our overall DVD and game library increases in future periods, such increase will impact our amortization and depreciation expense.

(e) Consulting and Professional Fees.

The Company reported consulting and professional fees of $197,906 for the three months ended March 31, 2005 compared to $1,398,515 for the same period in the prior year, an overall decrease of $1,200,609 or approximately 86%. Consulting and professional fees in 2004 were primarily related to hiring of business consultants to develop our business model for the launching of the DVD and video game rental business that approximate 88% of overall consulting and professional fees. Accordingly, we will continue to continue consulting and professional fees but not at such levels as in prior periods. We believe that the current level of consulting and professional fees will tend to fluctuate by about 25% in the next twelve months.

(f) Net Loss.

The Company reported a net loss of $675,704 for the three months ended March 31, 2005 as result of the foregoing factors mentioned above. We anticipate having a recurring net loss for the next eight months in 2005.

Factors That May Affect Operating Results.

The operating results of the Registrant can vary significantly depending upon a number of factors, many of which are outside its control. General factors that may affect the Registrant's operating results include:

- market acceptance of and changes in demand for services;

- a small number of customers account for, and may in future periods account for, substantial portions of the Registrant's revenue, and revenue could decline because of delays of customer orders or the failure to retain customers;

- gain or loss of clients or strategic relationships;

- announcement or introduction of new services by the Registrant or by its competitors;

- price competition;

- the ability to upgrade and develop systems and infrastructure to accommodate growth;

- the ability to introduce and market services in accordance with market demand;

- changes in governmental regulation; and

- reduction in or delay of capital spending by clients due to the effects of terrorism, war and political instability.

The Company believes that its planned growth and profitability will depend in large part on the ability to promote its services, gain clients and expand its relationship with current clients. Accordingly, we intend to invest in marketing, strategic partnerships, and development of our customer base. If the Company is not successful in promoting its services and expanding its customer base, this may have a material adverse effect on its financial condition and its ability to continue to operate its business.

The Company is also subject to the following specific factors that may affect our operations:

(a) Ability to Attract and Retain Subscribers.

The Company must continue to attract and retain subscribers. To succeed, we must continue to attract subscribers who have traditionally used video and game retailers, video and game rental outlets, cable channels, such as HBO and Showtime and pay-per-view. The Company's ability to attract and retain subscribers will depend in part on its ability to consistently provide its subscribers a high quality experience for selecting, viewing or playing, receiving and returning titles. If consumers do not perceive the service offering to be of quality, or if the Company introduces new services that are not favorably received by them, we may not be able to attract or retain subscribers. If the efforts to satisfy its existing subscribers are not successful, we may not be able to attract new subscribers, and as a result, revenues will be affected adversely.

The Company must minimize the rate of loss of existing subscribers while adding new subscribers. Subscribers cancel their subscription to our service for many reasons, including a perception that they do not use the service sufficiently, delivery takes too long, the service is a poor value and customer service issues are not satisfactorily resolved. The Company must continually add new subscribers both to replace subscribers who cancel and to grow the business beyond the current subscriber base. If too many of subscribers cancel the Company's service, or if the Company is unable to attract new subscribers in numbers sufficient to grow the business, operating results will be adversely affected. Further, if excessive numbers of subscribers cancel the service, we may be required to incur significantly higher marketing expenditures than currently anticipated to replace these subscribers with new subscribers.

Subscribers to the service can view as many titles and/or play games as they want every month and, depending on the service plan, may have out between three and eight titles at a time. With the Company's use of three shipping centers and the associated software and procedural upgrades, we have reduced the transit time of DVD's and games. As a result, our subscribers have been able to exchange more titles each month, which has increased operating costs. As the Company established additional planned shipping centers or further refines its distribution process, it may see a continued increase in usage by subscribers. If subscriber retention does not increase or operating margins do not improve to an extent necessary to offset the effect of increased operating costs, operating results will be adversely affected.

Subscriber demand for titles may increase for a variety of other reasons beyond the Company's control, including promotion by studios and seasonal variations in movie watching. Subscriber growth and retention may be affected adversely if the company attempts to increase monthly subscription fees to offset any increased costs of acquiring or delivering titles and games.

The Company may not be able to continue to support the marketing of its service by current means if such activities are no longer available or are adverse to its business. In addition, the Company may be foreclosed from certain channels due to competitive reasons. If companies that currently promote the Company's service decide to enter its business or a similar business, we may no longer be given access to such channels. If the available marketing channels are curtailed, the ability to attract new subscribers may be affected adversely.

The GameZnFlix brand is young, and the Company must continue to build strong brand identity. To succeed, we must continue to attract and retain a number of owners of DVD and video game players who have traditionally relied on store-based rental outlets and persuade them to subscribe to its service through its website. The Company may be required to incur significantly higher advertising and promotional expenditures than currently anticipated to attract numbers of new subscribers. The Company believes that the importance of brand loyalty will increase with a proliferation of DVD and game subscription services and other means of distributing titles. If our efforts to promote and maintain its brand are not successful, our operating results and ability to attract and retain subscribers will be affected adversely.

(b) Selection of Certain Titles by Subscribers.

Certain titles cost the Company more to acquire depending on the source from whom they are acquired and the terms on which they are acquired. If subscribers select these titles more often on a proportional basis compared to all titles selected, DVD or game acquisition expenses could increase, and gross margins could be adversely affected.

(c) Mix of Acquisition Sources May Affect Subscriber Levels.

The Company utilizes a mix of incentive-based and fixed-cost marketing programs to promote its service to potential new subscribers. We obtain a portion of its new subscribers through online marketing efforts, including third party banner ads, direct links and an active affiliate program. While the Company opportunistically adjusts its mix of incentive-based and fixed-cost marketing programs, it attempts to manage the marketing expenses to come within a prescribed range of acquisition cost per subscriber. To date, the Company has been able to manage its acquisition cost per subscriber; however, if we are unable to maintain or replace sources of subscribers with similarly effective sources, or if the cost of existing sources increases, subscriber levels may be affected adversely and the cost of marketing may increase.

(d) Competition.

The market for on-line rental of DVD's and games is competitive and the Company expects competition to continue to increase. In addition, the companies with whom we have relationships could develop products or services, which compete with the Company's products or services. Also, some competitors in our market have longer operating histories, significantly greater financial, technical, marketing and other resources, and greater brand recognition than we do. The Company also expects to face additional competition as other established and emerging companies enter the market for on-line rentals. To be competitive, we believe that we must, among other things, invest resources in developing new products, improving its current products and maintaining customer satisfaction. Such investment will increase the Company's expenses and affect its profitability. In addition, if it fails to make this investment, the Company may not be able to compete successfully with its competitors, which could have a material adverse effect on its revenue and future profitability.

(e) Potential Delivery Issues Could Result in the Loss of Subscribers.

The Company relies exclusively on the U.S. Postal Service to deliver DVD's and games from its shipping centers and to return DVD's and games from subscribers. We are subject to risks associated with using the public mail system to meet its shipping needs, including delays caused by bioterrorism, potential labor activism and inclement weather. The Company's DVD's and games are also subject to risks of breakage during delivery and handling by the U.S. Postal Service. The risk of breakage is also impacted by the materials and methods used to replicate DVD's and games. If the entities replicating DVD's and games use materials and methods more likely to break during delivery and handling or the company fails to timely deliver DVD's and games to subscribers, subscribers could become dissatisfied and cancel the service, which could adversely affect operating results. In addition, increased breakage rates for DVD's and games will increase the company's cost of acquiring titles.

(f) Limitations on Liability and Indemnification.

The Company's bylaws include provisions to the effect that we may indemnify any director, officer, or employee. In addition, provisions of Nevada law provide for such indemnification, as well as for a limitation of liability of our directors and officers for monetary damages arising from a breach of their fiduciary duties. Any limitation on the liability of any director or officer, or indemnification of any director, officer, or employee, could result in substantial expenditures being made by the Company in covering any liability of such persons or in indemnifying them.

(g) Adjustable Conversion Price Feature of Debentures Could Require the Issuance of Greater Number of Shares.

The Company's obligation to issue shares upon conversion of the convertible debentures to Golden Gate Investors, Inc. (see Liquidity and Capital Resources, below) is essentially limitless. The following is an example of the amount of shares of GameZnFlix common stock that are issuable upon conversion of the convertible debentures (excluding accrued interest), based on market prices 25%, 50% and 75% below the market price as of April 26, 2005 of $0.01:

% Below Market	Price Per Share	Price With Discount at 18%	Number of Shares Issuable	% of Outstanding Stock
25%	$0.0075	$0.0062	2,720,000,000	78.23%
50%	$0.0050	$0.0041	4,095,000,000	73.01%
75%	$0.0025	$0.0021	8,220,000,000	84.45%

As illustrated, the number of shares of common stock issuable upon conversion of the convertible debentures will increase if the market price of the stock declines, which will cause dilution to the existing stockholders.

(h) Adjustable Conversion Price Feature of Debentures May Encourage Short Sales.

The convertible debentures issued to Golden Gate Investors, Inc. are convertible into shares of Company common stock at an 18% discount to the trading price of the common stock prior to the conversion. The significant downward pressure on the price of the common stock as the selling stockholder converts and sells material amounts of common stock could encourage short sales by investors. This could place further downward pressure on the price of the common stock. The selling stockholder could sell common stock into the market in anticipation of covering the short sale by converting their securities, which could cause the further downward pressure on the stock price. In addition, not only the sale of shares issued upon conversion or exercise of debentures, warrants and options, but also the mere perception that these sales could occur, may adversely affect the market price of the common stock.

(i) Issuance of Shares upon Conversion of Debentures and Exercise of Warrants.

The issuance of shares upon conversion of the convertible debentures issued to Golden Gate Investors, Inc. and exercise of warrants may result in substantial dilution to the interests of other stockholders since the selling stockholder may ultimately convert and sell the full amount issuable on conversion. Although the selling stockholder may not convert their convertible debentures and/or exercise its warrants if such conversion or exercise would cause them to own more than 9.9% of Company outstanding common stock, this restriction does not prevent the selling stockholder from converting and/or exercising some of its holdings and then converting the rest of its holdings. In this way, the selling stockholder could sell more than this limit while never holding more than this limit. There is no upper limit on the number of shares that may be issued which may have the effect of further diluting the proportionate equity interest and voting power of holders of the common stock.

(j) If Stock Price Declines, the Company May Be Required to File A Subsequent Registration.

Based on the Company's current market price and the potential decrease in its market price as a result of the issuance of shares upon conversion of the convertible debentures issued to Golden Gate Investors, Inc., the Company has made a good faith estimate as to the amount of shares of common stock that it is required to register and allocate for conversion of the convertible debentures. In the event that the Company's stock price decreases, the shares of common stock the company has allocated for conversion of the convertible debentures and are registering hereunder may not be adequate. If our shares allocated to the registration statement are not adequate and the company is required to file an additional registration statement, we may incur substantial costs in connection with the preparation and filing of such registration statement.

(k) Repayment of Debentures, If Required, Would Deplete Available Capital.

The convertible debentures issued to Golden Gate Investors, Inc, are due and payable, with 4 3/4% interest, three years from the date of issuance, unless sooner converted into shares of common stock. In addition, any event of default could require the early repayment of the convertible debentures at a price equal to 125% of the amount due under the debentures. The Company anticipates that the full amount of the convertible debentures, together with accrued interest, will be converted into shares of its common stock, in accordance with the terms of the convertible debentures. If Company is required to repay the convertible debentures, we would be required to use its limited working capital and/or raise additional funds. If Company were unable to repay the debentures when required, the debenture holders could commence legal action against the company and foreclose on assets to recover the amounts due. Any such action may require the Company to curtail or cease operations.

Operating Activities.

The net cash used in operating activities was $357,333 for the three months ended March 31, 2005 compared to $520,371 for the same period in prior year, a decrease of $163,038 or approximately 31%. This decrease is attributed to many changes from period to period, including the payment of stock based compensation.

Investing Activities.

Net cash used in investing activities increased to $225,852 during the three months ended March 31, 2005 as compared to zero for the same period in prior year as a result of the purchase of DVD and game library.

Liquidity and Capital Resources.

As of March 31, 2005, the Company had total current assets of $327,464 and total current liabilities of $813,229, resulting in a working capital deficit of $485,765; as of that date, the Company had cash of $77,657. During the three months ended March 31, 2005 and 2004, the Company incurred losses of $675,704 and $1,753,831, respectively, and the Company had an accumulated deficit of $19,178,838 as of March 31, 2005. These factors raise substantial doubt as to the Company's ability to continue as a going concern.

The accompanying financial statements have been prepared assuming that the Company continues as a going concern that contemplates the realization of assets and the satisfaction of liabilities in the normal course of business assuming the Company will continue as a going concern. However, the ability of the Company to continue as a going concern on a longer-term basis will be dependent upon its ability to generate sufficient cash flow from operations to meet its obligations on a timely basis, to retain its current financing, to obtain additional financing, and ultimately attain profitability. Our current cash flow from operations will not be sufficient to maintain our capital requirements for the next twelve months. Accordingly, we will need to continue raising capital through either debt or equity instruments. We believe we will need to raise at least $5,000,000 within the next twelve months so we may continue executing our business plans. Whereas the Company has been successful in the past in raising capital, no assurance can be given that these sources of financing will continue to be available to us and/or that demand for our equity/debt instruments will be sufficient to meet its capital needs, or that financing will be available on terms favorable to the Company. The financial statements do not include any adjustments relating to the recoverability and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

If funding is insufficient at any time in the future, we may not be able to take advantage of business opportunities or respond to competitive pressures, or may be required to reduce the scope of our planned product development and marketing efforts, any of which could have a negative impact on its business and operating results. In addition, insufficient funding may have a material adverse effect on our financial condition, which could require us to:

- curtail operations significantly;

- sell significant assets;

- seek arrangements with strategic partners or other parties that may require the company to relinquish significant rights to products, technologies or markets; or

- explore other strategic alternatives including a merger or sale of the Company.

To the extent that we raise additional capital through the sale of equity or convertible debt securities, the issuance of such securities may result in dilution to existing stockholders. If additional funds are raised through the issuance of debt securities, these securities may have rights, preferences and privileges senior to holders of common stock and the terms of such debt could impose restrictions on our operations. Regardless of whether our cash assets prove to be inadequate to meet our operational needs, we may seek to compensate providers of services by issuance of stock in lieu of cash, which may also result in dilution to existing shareholders.

The Company has been successful in obtaining the required cash resources through private placements, convertible debentures and notes payable to service the Company through to the end of 2005. In addition, the Company entered into a Securities Purchase Agreement with Golden Gate Investors, Inc. on November 11, 2004 for the sale of (i) $150,000 in convertible debentures and (ii) warrants to buy 15,000,000 shares of our common stock (see Exhibits 4.20 to 4.24). This summary relates to the resale of the common stock underlying these convertible debentures and warrants. The investor provided us with an aggregate of $150,000 as follows:

- $100,000 was disbursed to us on November 11, 2004; and;

- $50,000 has been retained for services provided to our company by various professionals, which shall be disbursed upon effectiveness of the Form SB-2 registration statement.

The debentures bear interest at 4 3/4%, mature three years from the date of issuance, and are convertible into our common stock, at the selling stockholder's option. The convertible debentures are convertible into the number of our shares of common stock equal to the principal amount of the debentures being converted multiplied by 110, less the product of the conversion price multiplied by 100 times the dollar amount of the debenture. The conversion price for the convertible debentures is the lesser of (i) $0.20, (ii) 82% of the average of the three lowest volume weighted average prices during the twenty trading days prior to the conversion or (iii) 82% of the volume weighted average price on the trading day prior to the conversion. Accordingly, there is in fact no limit on the number of shares into which the debenture may be converted. However, in the event that our market price is less than $0.015, we will have the option to prepay the debenture at 150% rather than have the debenture converted. If we elect to prepay the debenture, Golden Gate may withdraw its conversion notice. In addition, the selling stockholder is obligated to exercise the warrant concurrently with the submission of a conversion notice by the selling stockholder. The warrant is exercisable into 15,000,000 shares of common stock at an exercise price of $1.09 per share.

The selling stockholder has contractually agreed to restrict its ability to convert or exercise its warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates after such conversion or exercise does not exceed 9.9% of the then issued and outstanding shares of common stock.

Inflation.

The impact of inflation on our costs and the ability to pass on cost increases to its customers over time is dependent upon market conditions. We are not aware of any inflationary pressures that have had any significant impact on our operations over the past quarter, and the company does not anticipate that inflationary factors will have a significant impact on future operations.

Other.

The Registrant does not provide post-retirement or post-employment benefits requiring charges under Statements of Financial Accounting Standards No. 106 and No. 112.

Critical Accounting Policies

The SEC has issued Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies" ("FRR 60"), suggesting companies provide additional disclosure and commentary on their most critical accounting policies. In FRR 60, the SEC has defined the most critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Registrant's most critical accounting policies include: (a) use of estimates in the preparation of financial statements; (b) impairment of long-lived assets; (c) DVD's and video games library; (d) revenue recognition and cost of revenue; and (e) non-cash compensation valuation. The methods, estimates and judgments the Registrant uses in applying these most critical accounting policies have a significant impact on the results the Registrant reports in its financial statements.

(a) Use of Estimates in the Preparation of Financial Statements.

The preparation of these financial statements requires our company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate these estimates, including those related to revenue recognition and concentration of credit risk. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

(b) Impairment of Long-Lived Assets.

Long-lived assets such as property and equipment and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Recoverability of assets groups to be held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If the carrying amount of an asset group exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of an asset group exceeds fair value of the asset group. The Company evaluated its long-lived assets and no impairment charges were recorded for any of the years presented.

(c) DVD's and Video Games Library.

DVD's and video games are recorded at historical cost and depreciated using the straight-line method over a twelve-month period. The Company has no immediate plans to have any part of its DVD's and video games library sold and accordingly no salvage value is provided. However if the Company does sell any of its DVD's and video games library, the Company will re-evaluate its depreciation policy in terms of the salvage value.

Because of the nature of the business, the Company experiences a certain amount of loss, damage, or theft of its DVD's and video games. This loss is shown in the cost of sales section of the Income Statement. Any accumulated depreciation associated with this item is accounted for on a first-in-first-out basis and treated as a reduction to depreciation expense in the month the loss is recognized.

(d) Revenue Recognition and Cost of Revenue.

Subscription revenues are recognized ratably during each subscriber's monthly subscription period. Refunds to subscribers are recorded as a reduction of revenues. Revenues from sales of DVD's and video games are recorded upon shipment.

Cost of subscription revenues consists of referral expenses, fulfillment expenses, and postage and packaging expenses related to DVD's and video games provided to paying subscribers. Revenue sharing expenses are recorded as DVD's subject to revenue sharing agreements are shipped to subscribers. Cost of DVD sales include the net book value of the DVD's sold and, where applicable, a contractually specified percentage of the sales value for the DVD's that are subject to revenue share agreements.

Revenue from proprietary software sales that does not require further commitment from the Company is recognized upon shipment. Consulting revenue is recognized when the services are rendered. License revenue is recognized ratably over the term of the license.

The cost of services, consisting of staff payroll, outside services, equipment rental, communication costs and supplies, is expensed as incurred.

(e) Non-Cash Compensation Valuation.

The Company intends to issue shares of common stock to various individuals and entities for management, legal, consulting and marketing services. These issuances are valued at the fair market value of the services provided and the number of shares issued is determined, based upon the open market closing price of common stock as of the date of each respective transaction. These transactions will be reflected as a component of selling, general and administrative expenses in our statement of operations.

Forward Looking Statements.

Information in this Form 10-QSB contains "forward looking statements" within the meaning of Rule 175 of the Securities Act of 1933, as amended, and Rule 3b-6 of the Securities Act of 1934, as amended. When used in this Form 10-KSB, the words "expects," "anticipates," "believes," "plans," "will" and similar expressions are intended to identify forward-looking statements. These are statements that relate to future periods and include, but are not limited to, statements regarding our adequacy of cash, expectations regarding net losses and cash flow, statements regarding our growth, our need for future financing, our dependence on personnel, and our operating expenses.

Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, those discussed below, as well as risks related to our ability to manage market fluctuations and our ability to obtain future financing, and the risks set forth below under "Factors That May Affect Our Results." These forward-looking statements speak only as of the date hereof. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

ITEM 3. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures.

The Company maintains disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our management carried out an evaluation, under the supervision and with the participation of our principal (chief) executive officer and principal (chief) financial officer, of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based upon the evaluation, our principal (chief) executive officer and principal (chief) financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms.

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, will be or 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. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, and/or by management override of the control. The design of any system of controls also 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; over time, controls may become inadequate because of changes in conditions, and/or the degree of compliance with the policies and procedures may deteriorate. Because of the inherent limitations in a cost-effective internal control system, misstatements due to error or fraud may occur and not be detected.

Changes in Disclosure Controls and Procedures.

There were no significant changes in the Company's disclosure controls and procedures, or in factors that could significantly affect those controls and procedures, since their most recent evaluation.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, the Company become party to litigation or other legal proceedings that we consider to be a part of the ordinary course of our business. There are no material legal proceedings to report.

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

The Company made the following sales of unregistered (restricted) securities during the quarter ended on March 31, 2005:

From January 24, 2005 to March 17, 2005, the Company issued options to purchase a total of 60,000,000 shares of common stock under our Stock Incentive Plan to one employee and one consultant of the Company. These options, which are exercisable into free trading shares of common stock under that plan, are exercisable for a period of ten years after the grant at $0.01 per share.

No commissions were paid in connection with any of these sales. These sales were undertaken under Rule 506 of Regulation D under the Securities Act of 1933. Each of the transactions did not involve a public offering and each of the investors represented that he/she was a "sophisticated" or "accredited" investor as defined in Rule 502 of Regulation D.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not Applicable.

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

None.

ITEM 5. OTHER INFORMATION.

Subsequent Event.

On April 15, 2005, the Company adopted Amendment No. 3 to its Stock Incentive Plan, which increased the number of authorized shares under this plan by 200,000,000 to 400,000,000. The additional shares were registered under a Form S-8 POS filed with the SEC on April 18, 2005.

ITEM 6. EXHIBITS.

Exhibits included or incorporated by reference herein are set forth in the Exhibit Index.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

GameZnFlix, Inc.

Dated: May 2, 2005	By: /s/ John Fleming John Fleming, President
Dated: May 2, 2005	By: /s/ Arthur de Joya Arthur de Joya, Chief Financial Officer

EXHIBIT INDEX

Number	Description
2.1	Agreement and Plan of Merger between GameZnFlix and Syconet.com, Inc., a Delaware corporation, dated December 1, 2001 (incorporated by reference to Exhibit 2.1 of the Form 10-KSB filed on April 15, 2003).
2.2	Acquisition Agreement between GameZnFlix and shareholders of AmCorp Group, Inc., dated September 13, 2002 (incorporated by reference to Exhibit 2 of the Form 8-K filed on September 23, 2002).

2.3 Acquisition Agreement between GameZnFlix and shareholders of Naturally Safe Technologies, Inc., dated October 31, 2002 (incorporated by reference to Exhibit 2 of the Form 8-K filed on November 13, 2002).

2.4 Acquisition Agreement between GameZnFlix and shareholders of Veegeez.com, LLC, dated September 25, 2003 (incorporated by reference to Exhibit 2 of the Form 8-K filed on October 9, 2003).

3.1 Articles of Incorporation, dated December 19, 2001 (incorporated by reference to Exhibit 3.1 of the Form 10-KSB filed on April 15, 2003).

3.2 Certificate of Amendment to Articles of Incorporation, dated November 21, 2002 (incorporated by reference to Exhibit 3.2 of the Form 10-KSB filed on April 15, 2003).

3.3 Certificate of Amendment to Articles of Incorporation, dated March 5, 2003 (incorporated by reference to Exhibit 3.3 of the Form 10-KSB filed on April 15, 2003).

3.4 Certificate of Amendment to Articles of Incorporation, dated July 11, 2003 (incorporated by reference to Exhibit 3.4 of the Form 10-QSB filed on August 20, 2003).

3.5 Certificate of Amendment to Articles of Incorporation, dated January 26, 2004 (incorporated by reference to Exhibit 3.5 of the Form 10-KSB filed on April 19, 2004).

3.6 Certificate of Amendment to Articles of Incorporation, dated December 16, 2004 (incorporated by reference to Exhibit 3 of the Form 8-K filed on December 21, 2004)

3.7 Bylaws (incorporated by reference to Exhibit 3.2 of the Form 10-SB filed on January 25, 2000).

4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4 of the Form 10-SB/A filed on March 21, 2000).

4.2 1997 Incentive Compensation Program, as amended (incorporated by reference to Exhibit 10.1 of the Form SB-2 POS filed on August 28, 2000).

4.3 Common Stock Purchase Warrant issued to Alliance Equities, Inc., dated May 21, 2000 (incorporated by reference to Exhibit 4.1 to the Form SB-2 filed on June 2, 2000).

4.4 Form of Redeemable Common Stock Purchase Warrant to be issued to investors in the private placement offering, dated January 27, 2000 (incorporated by reference to Exhibit 4.2 to the Form SB-2/A filed on June 27, 2000).

4.5 Redeemable Common Stock Purchase Warrant issued to Diversified Leasing Inc., dated May 1, 2000 (incorporated by reference to Exhibit 4.3 of the Form SB-2/A filed on June 27, 2000).

4.6 Redeemable Common Stock Purchase Warrant issued to John P. Kelly, dated August 14, 2000 (incorporated by reference to Exhibit 4.4 of the Form SB-2 POS filed on August 28, 2000).

4.7 Redeemable Common Stock Purchase Warrant for Frank

N. Jenkins, dated August 14, 2000 (incorporated by reference to Exhibit 4.5 of the Form SB-2 POS filed on August 28, 2000).

4.8 Redeemable Common Stock Purchase Warrant for Ronald Jenkins, dated August 14, 2000 (incorporated by reference to Exhibit 4.6 of the Form SB-2 POS filed on August 28, 2000).

4.9 Non-Employee Directors and Consultants Retainer Stock Plan, dated July 1, 2001 (incorporated by reference to Exhibit 4.1 of the Form S-8 filed on February 6, 2002).

4.10 Consulting Services Agreement between GameZnFlix and Richard Nuthmann, dated July 11, 2001 (incorporated by reference to Exhibit 4.2 of the Form S-8 filed on February 6, 2002).

4.11 Consulting Services Agreement between GameZnFlix and Gary Borglund, dated July 11, 2001 (incorporated by reference to Exhibit 4.3 of the Form S-8 filed on February 6, 2002).

4.12 Consulting Services Agreement between GameZnFlix and Richard Epstein, dated July 11, 2001 (incorporated by reference to Exhibit 4.4 of the Form S-8 filed on February 6, 2002).

4.13 Amended and Restated Non-Employee Directors and Consultants Retainer Stock Plan, dated July 1, 2002 (incorporated by reference to Exhibit 4 of the Form S-8 filed on July 30, 2002).

4.14 Amended and Restated Non-Employee Directors and Consultants Retainer Stock Plan (Amendment No. 2), dated April 25, 2003 (incorporated by reference to Exhibit 4.1 of the Form S-8 filed on May 12, 2003).

4.15 Stock Incentive Plan, dated April 25, 2003 (incorporated by reference to Exhibit 4.2 of the Form S-8 filed on May 12, 2003).

4.16 Amended and Restated Non-Employee Directors and Consultants Retainer Stock Plan (Amendment No. 3), dated August 17, 2003 (incorporated by reference to Exhibit 4 of the Form S-8 POS filed on September 3, 2003).

4.17 Amended and Restated Non-Employee Directors and Consultants Retainer Stock Plan (Amendment No. 4), dated November 17, 2003 (incorporated by reference to Exhibit 4 of the Form S-8 POS filed on December 9, 2003).

4.18 Amended and Restated Non-Employee Directors and Consultants Retainer Stock Plan (Amendment No. 5), dated May 20, 2004 (incorporated by reference to Exhibit 4 of the Form S-8 POS filed on May 25, 2004).

4.19 Amended and Restated Stock Incentive Plan, dated August 23, 2004 (incorporated by reference to Exhibit 4 of the Form S-8 POS filed on August 31, 2004).

4.20 Securities Purchase Agreement between GameZnFlix and Golden Gate Investors, Inc., dated November 11, 2004 (incorporated by reference to Exhibit 4.1 of the Form 8-K filed on November 30, 2004).

4.21 Warrant to Purchase Common Stock issued by GameZnFlix in favor of Golden Gate Investors, Inc., dated November 11, 2004 (incorporated by reference to Exhibit 4.2 of the Form 8-K filed on November 30, 2004).

4.22 Registration Rights Agreement between GameZnFlix and Golden Gate Investors, Inc., dated November 11, 2004 (incorporated by reference to Exhibit 4.3 of the Form 8-K filed on November 30, 2004).

4.23 Addendum to Convertible Debenture and Securities Purchase Agreement between GameZnFlix and Golden Gate Investors, Inc., dated November 17, 2004 (incorporated by reference to Exhibit 4.4 of the Form 8-K filed on November 30, 2004).

4.24 Addendum to Convertible Debenture and Securities Purchase Agreement between GameZnFlix and Golden Gate Investors, Inc., dated December 17, 2004 (incorporated by reference to Exhibit 4.5 of the Form 8-K/A filed on January 18, 2005).

4.25 Amended and Restated Non-Employee Directors and Consultants Retainer Stock Plan (Amendment No. 6), dated January 28, 2005 (incorporated by reference to Exhibit 4.1 of the Form S-8 POS filed on February 2, 2005).

4.26 Amended and Restated Stock Incentive Plan (Amendment No. 2), dated January 28, 2005 (incorporated by reference to Exhibit 4.2 of the Form S-8 POS filed on February 2, 2005).

16.1 Letter on Change in Certifying Accountant (incorporated by reference to Exhibit 16 of the Form 8-K/A filed on August 24, 2001).

16.2 Letter on Change in Certifying Accountant (incorporated by reference to Exhibit 16 of the Form 8-K/A filed on March 7, 2002).

16.3 Letter on Change in Certifying Accountant (incorporated by reference to Exhibit 16 of the Form 8-K/A filed on November 5, 2002).

16.4 Letter on Change in Certifying Accountant (incorporated by reference to Exhibit 16 of the Form 8-K/A filed on April 29, 2003).

16.5 Letter on Change in Certifying Accountant (incorporated by reference to Exhibit 16 of the Form 8-K/A filed on January 21, 2004).

21 Subsidiaries of GameZnFlix (incorporated by reference to Exhibit 21 of the Form 10-KSB filed on April 1, 2005).

23 Consent of independent registered public accounting firm (incorporated by reference to Exhibit 23 of the Form 10-KSB filed on April 1, 2005).

31.1 Rule 13a-14(a)/15d-14(a) Certification of John Fleming (filed herewith).

31.2 Rule 13a-14(a)/15d-14(a) Certification of Arthur DeJoya (filed herewith).

32 Section 1350 Certification of John Fleming and Arthur DeJoya (filed herewith).

99.1 Patent issued to Donald V. Duffy, Jr., dated October 17, 2000 (incorporated by reference to Exhibit 99.2 of the Form 10-KSB filed on April 15, 2003).

99.2 Text of Press Release Issued by GameZnFlix, dated September 30, 2004 (incorporated by reference to Exhibit 99 of the Form 8-K filed on October 8, 2004).

99.3 Text of Press Release Issued by GameZnFlix, dated February

4, 2005 (incorporated by reference to Exhibit 99 of the Form 8-K filed on February 7, 2005).

EX-31.1

RULE 13a-14(a)/15d-14(a) CERTIFICATION OF JOHN FLEMING

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, John Fleming, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of GameZnFlix, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. 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)) [omitted pursuant to extended compliance period] for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) [omitted pursuant to extended compliance period]

(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.

Dated: May 2, 2005

By: /s/ John Fleming
John Fleming, President

EX-31.2

RULE 13a-14(a)/15d-14(a) CERTIFICATION OF ARTHUR DE JOYA

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Arthur de Joya, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of GameZnFlix, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. 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)) [omitted pursuant to extended compliance period] for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) [omitted pursuant to extended compliance period]

(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.

Dated: May 2, 2005

By: /s/ Arthur de Joya
Arthur de Joya.,
Chief Financial Officer

EX-32

SECTION 1350 CERTIFICATION OF JOHN FLEMING AND ARTHUR DE JOYA

SECTION 1350 CERTIFICATION

In connection with the quarterly report of GameZnFlix, Inc. ("Company") on Form 10-QSB for the quarter ended March 31, 2005 as filed with the Securities and Exchange Commission ("Report"), the undersigned, in the capacities and on the dates indicated below, hereby certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), that to their knowledge:

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 results of operations of the Company.

Dated: May 2, 2005

By: /s/ John Fleming
John Fleming, President

Dated: May 2, 2005

By: /s/ Arthur de Joya
Arthur de Joya,
Chief Financial Officer