FORM 10QSB

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

Filing Date: **2004-08-12** | Period of Report: **2004-06-30**
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FILER

MEDIANET GROUP TECHNOLOGIES INC
CIK:**1097792**| IRS No.: **134067623** | State of Incorp.:**NV** | Fiscal Year End: **1231**
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SIC: **7389** Business services, nec

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

FORM 10-QSB

[X] Quarterly report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended JUNE 30, 2004

[ ] Transition report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _________ to _________.

Commission File Number: 0-32307

MEDIANET GROUP TECHNOLOGIES, INC.
(Name of small business in its charter)

NEVADA	13-4067623
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

5100 W. COPANS ROAD, SUITE 710, MARGATE, FL 33063
(Address of Principal Executive Office)

954-974-5818
Issuer's telephone number

Not Applicable
(Former address if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

At June 30, 2004, the following shares were outstanding: 7,521,566

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

MEDIANET GROUP TECHNOLOGIES, INC.

FORM 10-QSB
Quarter Ended June 30, 2004

Table of Contents

PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

(a) The unaudited financial statements of registrant for the six months ended June 30, 2004, follow. The financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim period presented.

MEDIANET GROUP TECHNOLOGIES, INC.

FINANCIAL STATEMENTS

Quarter Ended June 30, 2004

I N D E X

MEDIANET GROUP TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEET
JUNE 30, 2004
(UNAUDITED)

ASSETS

Current assets:	
Cash and cash equivalents	$ 1,188
Accounts receivable - net	19,750
Prepaid expenses	5,154
Total current assets	26,092
Property and equipment - net	3,648
Other assets:	
Website and software development costs - net	55,909
Trademark - net	2,800
Licenses and agreements	875,000
Total other assets	933,709
Total assets	$ 963,449

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:	
Accounts payable and accrued liabilities	$ 105,921
Due to stockholders	119,357
Total current liabilities	225,278
Other liabilities:	
Due to stockholders	30,857
Total liabilities	256,135
Commitments and contingencies	
Stockholders' equity	

Common stock - $.001 par value; 50,000,000 shares authorized; 7,521,566 shares issued and outstanding	7,522
Additional paid-in-capital	2,517,192
Deficit	(1,817,400)
Total stockholders' equity	707,314
Total liabilities and stockholders' equity	$ 963,449

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

MEDIANET GROUP TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended June 30,		For The Six Months Ended June 30,	
	2004	2003	2004	2003
Revenues	$ 38,186	$ 12,731	$ 50,101	$ 25,890
Cost of sales	13,035	21,005	30,454	42,189
Gross income (loss)	25,151	(8,274)	19,647	(16,299)
Operating expenses	72,717	35,248	151,553	72,855
Loss from operations	(47,566)	(43,522)	(131,906)	(89,154)
Other expenses:				
Interest expense	20,000	10,000	30,000	20,456
Net loss	$ (67,566)	$ (53,522)	$ (161,906)	$ (109,610)
Basic and diluted net loss per share	$ (.01)	$ (.01)	$ (.02)	$ (.02)

Weighted average number of common shares outstanding	7,521,566	6,539,064	6,775,687	6,539,064

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

MEDIANET GROUP TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Six Months Ended June 30,	
	2004	2003
Cash flows from operating activities:		
Net cash used in operating activities:	$ (72,369)	$(52,926)
Cash flows from financing activities:		
Proceed from issuance of common stock	-	68,850
Due to shareholders, net	65,542	(14,309)
Net cash provided by financing activities	65,542	54,541
Net increase (decrease) in cash and cash equivalents	(6,827)	1,615
Cash and cash equivalents - beginning of period	8,015	367
Cash and cash equivalents - end of period	$ 1,188	$ 1,982
Noncash disclosure:		
Conversion of debt to equity	$ 695,000	$ -

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

MEDIANET GROUP TECHNOLOGIES, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of American for interim financial information and with the instructions to Form 10-QSB and Item 310 of Regulation SB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The consolidated operating results for the six months ended June 30, 2004 are not necessarily indicative of the results that may be expected for the year ending December 31, 2004. For further information, refer to the financial statements and footnotes thereto included in the Form 10-KSB/A for the year ended December 31, 2003.

NATURE OF BUSINESS

The Company was incorporated on June 4, 1999 in the State of Nevada as Clamshell Enterprises, Inc. ("Clamshell") and was organized for the purpose for creating a corporate vehicle to locate and acquire an operating business.

On April 1, 2003, Clamshell changed its name to MEDIANET GROUP TECHNOLOGIES, INC. ("MEDIANET" or the "Company").

Shutterport, Inc. ("Shutterport") formerly named Eshutterbug.com, Inc., a Florida corporation, was founded February 4, 2000. The Company was formed to become an online provider of branded, business to business and business to consumer web portals to a variety of businesses. The Company will act as an aggregator (to bring in a variety of interests to the portal), facilitator (to assist users in communicating with each other) and infomediary (to gather and supply information to users). The Company is also developing a loyalty rewards program ("BSP rewards") and intends to sign member providers and merchants during its initial launch anticipated in 2004. The Company will charge merchants participating in BSP rewards, a percentage of the value of transactions it does.

MERGER

By a stock purchase agreement dated February 3, 2003 and approved by the board of directors effective March 31, 2003, ("Merger Date"), MEDIANET issued 5,926,662 shares of restricted common stock to the shareholders of Shutterport, in exchange for 100% of the issued and outstanding shares of Shutterport. Since the former stockholders of Shutterport owned a majority of the issued and outstanding shares of common stock of Clamshell after the merger and private placement of Clamshell stock, this transaction was accounted for as a recapitalization of Shutterport, whereby Shutterport, is deemed to be the accounting acquirer and has adopted the capital structure of Clamshell.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

MERGER (Continued)

The Company's future operations are subject to all of the risks inherent in the establishment of a new business enterprise. At June 30, 2004, current liabilities exceeded current assets by $199,186.

The financial statements have been prepared on the basis that the Company will continue as a going concern, which contemplates the realization and satisfaction of liabilities and commitments in the normal course of business. At June 30, 2004, the Company had an accumulated deficit of $1,817,400. The Company also realized net losses of $161,906 and $109,610 for the six months ended June 30, 2004 and 2003, respectively.

Operations to date have been primarily financed by stockholder debt and equity transactions. As a result, the Company's future operations are dependent upon the identification and successful completion of permanent equity financing, the continued support of shareholders and ultimately, the achievement of profitable operations. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to amounts and classification of liabilities that may be necessary should it be unable to continue as a going concern.

CONTROL BY PRINCIPAL STOCKHOLDERS

The directors, executive officers and their affiliates or related parties, own beneficially and in the aggregate, the majority of the voting power of the outstanding shares of the common stock of the Company. Accordingly, the directors, executive officers and their affiliates, if they voted their shares uniformly, would have the ability to control the approval of most corporate actions, including increasing the authorized capital stock of the Company and the dissolution, merger or sale of the Company's assets.

STOCK TRANSACTIONS - OUTSTANDING WARRANTS

MidContinental Securities Corp. holds warrants to purchase 500,000 shares of common stock at an exercise price of $1.50 per share. The warrants expire on December 31, 2005.

USE OF ESTIMATES

The preparation of the financial statements, in conformity with accounting principles generally accepted in the United States of America, 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

SIGNIFICANT ESTIMATES

Several areas require management's estimates relating to uncertainties for which it is reasonably possible that there will be a material change in the near term. The more significant areas requiring the use of management estimates related to valuation of website development costs, accrued liabilities and the useful lives for amortization and depreciation.

LONG-LIVED ASSETS

The carrying values of long-lived assets are periodically reviewed by management and impairments would be recognized if the expected future non discounted cash flows derived from an asset were less than carrying value. No impairments have been recorded for the six months ended June 30, 2004 and 2003.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments reported in the Company's consolidated balance sheet consist of cash, accounts receivable, prepaid expenses, accounts payable, notes payable and accrued expenses, the carrying value of which approximate fair value at June 30, 2004.

2. LOSS PER SHARE

Basic loss per common share ("LPS") is calculated by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted earnings per common share are calculated by adjusting the weighted average outstanding shares, assuming conversion of all potentially dilutive stock options.

The numerator and denominator used in the basic and diluted LPS of common stock computations are presented in the following table.

	For the Six Months Ended June 30, 2004	For the Six Months Ended June 30, 2003
NUMERATOR FOR BASIC AND DILUTED LPS		
Net loss to common shareholders ..	$ (161,906)	$ (109,610)
DENOMINATOR FOR BASIC AND DILUTED LPS		
Weighted average shares of common stock outstanding	6,775,687	6,539,064
LPS - Basic and diluted	$ (.02)	$ (.02)

3. EQUIPMENT

Equipment, at cost, consists of at June 30, 2004:

Computer software and equipment	$17,263
Less: accumulated depreciation	13,615
Total	$ 3,648

Depreciation expense for the six months ended June 30, 2004 and 2003 was $1,726.

4. INCOME TAXES

The Company accounts for income taxes in accordance with the provisions of SFAS No. 109, "Accounting for Income Taxes."

As of June 30, 2004, the Company has available a federal net operating loss carryforwards to offset future taxable income. The federal net operating loss carryforwards of approximately $ 1,817,000 to expire during the years 2020 through 2025.

The Company has recorded a full valuation allowance against the deferred tax assets, including the federal and state net operating loss carryforwards as management believes that it is more likely than not that substantially all of the deferred tax assets will not be realized.

5. CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Company is 50,000,000 shares of Common Stock, $.001 par value. Each share of capital stock entitles the holder thereof to one vote at each meeting of the stockholders of the Company.

6. LEGAL PROCEEDINGS

From time to time, the Company has disputes that arise in the ordinary course of its business. Currently, according to management, there are no material legal proceedings to which the Company is party of or to which any of their property is subject.

7. COMMITMENTS AND CONTINGENCIES

During the period of January 1, 2004 through June 30, 2004, the Company has signed Reseller and/or Member Provider Agreements the ("Agreements") with various individuals or companies. These agreements allow companies to become Resellers and/or Member Providers of licenses of the MediaNet portals, BSP Rewards and other products and services offered by the Company.

The terms of these agreements are generally 1 year from the effective date, and can be renewed for successive 1 year periods after the initial 1 year term, if agreed by both parties in writing within 30 days of license expiration. Either party may terminate the "AGREEMENT" on 60 days written notice during a renewed term. Compensation to the resellers should be made within 30 days of receipt of cleared funds.

The Company has signed a Rights Acquisition Agreement with Good Times Entertainment granting them a license to manufacture and distribute 40 of the Howdy Doody episodes to retailers and on the internet.

The Company has also signed a Licensing Agreement with Madacy

Entertainment for certain episodes of its Howdy Doody library. The Agreement grants a license to Madacy Entertainment for 25 episodes to be produced as a DVD box set.

8. CONVERSION OF NOTE PAYABLE

On June 30, 2004, the principal amount of the $675,000 note payable ("Note"), plus the accrued, unpaid interest through June 30, 2004 amounting to $20,000, was converted to 750,000 shares of the Company's common stock.

9. SUBSEQUENT EVENTS

On July 31, 2004, Martin Berns, the Company's President and CEO, converted $103,750 of current debt and $20,000 of accrued salary owed to him by the Company, for an aggregate amount of $123,750, in exchange for 75,000 restricted shares of the Company's shares of common stock at a per share price of $1.65. The $1.65 per share price for the conversion of debt owed to Martin Berns is consistent with the proposed maximum offering price per share in the Company's Form SB-2 Registration Statement and related amendments (SEC File No. 333-105792) as filed with the U.S. Securities and Exchange Commission.

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

Certain statements in this report, including statements in the following discussion which are not statements of historical fact, are what are known as "forward looking statements," which are basically statements about the future. For that reason, these statements involve risk and uncertainty since no one can accurately predict the future. Words such as "plans," "intends," "will," "hopes," "seeks," "anticipates," "expects "and the like often identify such forward looking statements, but are not the only indication that a statement is a forward-looking statement. Such forward looking statements include statements concerning our plans and objectives with respect to the present and future operations of the Company, and statements which express or imply that such present and future operations will or may produce revenues, income or profits. Numerous factors and future events could cause the Company to change such plans and objectives or fail to successfully implement such plans or achieve such objectives, or cause such present and future operations to fail to produce revenues, income or profits. Therefore, the reader is advised that the following discussion should be considered in light of the discussion of risks and other factors contained in this report on Form 10QSB and in the Company's other filings with the Securities and Exchange Commission. No statements contained in the following discussion should be construed as a guarantee or assurance of future performance or future results.

OVERVIEW

Clamshell Enterprises, Inc. was organized under the laws of the State of Nevada on June 4, 1999 as a "blind pool" or "blank check" company whose business plan was to seek to acquire a business opportunity through completion of a merger, exchange of stock, or similar type of transaction. On May 22, 2003 we changed our name to MediaNet Group Technologies, Inc.

On March 31, 2003 we completed the acquisition of all of the issued and outstanding shares of ShutterPort, Inc., a Florida corporation, in a share exchange transaction. The former stockholders of ShutterPort acquired a majority of our issued and outstanding common stock as a result of completion of the share exchange transaction. Although the result of the share exchange transaction was that ShutterPort became our wholly-owned subsidiary, the transaction was accounted for as a recapitalization of ShutterPort, whereby ShutterPort was deemed to be the accounting acquirer and was deemed to have adopted our capital structure. Therefore, in our audited financial statements for the year ended December 31, 2003, which are included in this Prospectus, the financial information for periods prior to March 31, 2003 is that of ShutterPort alone, and the financial information as of December 31, 2003, and for periods after March 31, 2003, is that of Clamshell and ShutterPort consolidated.

All of our current operations are carried on through ShutterPort and its operating divisions. We anticipate that all planned future operations will also be carried on through ShutterPort and its operating divisions.

RESULTS OF OPERATIONS

We currently have limited business operations primarily related to development of our Brand-A-Port application software. This software has been in development for approximately 18 months and during this period we have sold a total of approximately 30 internet web portals at an average price of $995. We also receive a monthly fee of $79 per month for hosting and maintenance of these internet web portals.

We have been developing the BSP Rewards program during 2003. The development and beta testing of this program was completed in December 2003, and initial operations commenced in January 2004. These consisted primarily of a sale program offering the BSP Rewards program application to companies, organizations, and retail merchants, including both merchants with physical store locations. To date, no significant revenues have been generated.

On January 5, 2003, we completed the acquisition of 130 color episodes of the 1970's Howdy Doody television show. We intend to market this intellectual property through video sales and television and radio syndication. The purchase price for this acquisition consisted of a promissory note in the original principal amount of $675,000 plus issuance of 200,000 shares of our common stock. The promissory note bears an annual interest rate of approximately 6% and the total principal amount of the note matures on January 5, 2012. We have the option of paying the interest due under this note either in cash or through issuance of shares of our common stock. If we elect to make payment of interest through issuance of shares, the number of shares is computed based on 60% of the average bid price for our common stock for the 10 trading days ending on the interest payment date.

During the first quarter of 2003 we completed the sale of 1800 videos to a video wholesaler for resale through two catalogs.

As of June 30, 2004, we had cash on hand of approximately $1,188, but we are operating on a cash flow deficit of approximately $10,000 to $12,500 per month. For the quarter ended June 30, 2003, we had gross revenues from operations of $12,731, and a net loss of $53,522. For the quarter ended June 30, 2004, we had gross revenues from operations of $38,186, and a net loss of $67,566.

During the quarter ended June 30, 2003, net cash used in operations was $52,926, and during the quarter ended June 30, 2004, net cash used in operations was $72,369. We currently maintain a low overhead of approximately $20,000 per month primarily by paying minimal remuneration to management, hiring consultants as needed and by maintaining operating expenses at a low level. However, our operations are not yet profitable, and we continue to require additional funding in order to continue business operations.

To date, we have funded our cash shortage and obtained the cash necessary to continue operations primarily through debt and equity transactions with management. As a result, as of June 30, 2004, we had outstanding loans from stockholders totaling approximately $119,357, which consists of two short term notes in the amounts of $84,757 and $34,600. Each note bears an annual interest rate of 6.750%, payable monthly. The maturity dates of these notes is January 1, 2005, and the notes will become non-interest bearing if fully repaid by March 1, 2005. Any outstanding balances after March 1, 2005, will bear an annual interest rate of 6%. Upon mutual agreement between the stockholders and the Company, these notes are convertible on a quarterly basis, into restricted common shares valued at $1.65 per share.

PLAN OF OPERATION

The Company is involved in web based application development, loyalty programs and intellectual properties. The operating divisions include:

- Brandaport www.brandaport.com
- BSP Rewards www.bsprewards.com
- MemoryLane Syndication www.memorylanesyndication.com and www.doodyville.com (Howdy Doody TV and videos)
- MediaNet Group Technologies www.MediaNet Group

o Technologies.com Total Home View www.totalhomeview.com

Our plan of operations is to seek to simultaneously develop several aspects of our business. The timing and the extent to which we are able to implement our expansion plan will primarily be dependent upon our ability to obtain outside working capital. Although management believes we have established a base through which we can continue to grow even without obtaining outside working capital, receipt of such capital would allow us to enhance our existing applications and commence a speedier and more complete marketing program.

The Company completed the initial development and beta testing of its BSP program at the end of December 2003. Subsequently the Company has signed Reseller and/or Member Provider Agreements with 21 individuals or companies to sell for the Company on a straight commission basis. Additionally the Company has signed their first 3 Private Branded Merchant Agreements with a web-based retailer who will give and redeem BSP Rewards and place their customers into the program as members. The Company believes it will begin to receive limited revenues from these sales during the 2nd quarter of 2004.

The Company has signed a Rights Acquisition Agreement with Good Times Entertainment granting them a license to manufacture and distribute 40 of the Howdy Doody episodes to retailers and on the internet. Good Times Entertainment is expected to commence sales efforts in the first quarter of 2004 and will pay us a royalty of ten percent of the net wholesale price on any sales that are made. The Agreement has a term of five years, commencing on September 25, 2003. The Company has the right to terminate the Agreement if it does not receive at least $50,000 in royalties during the first two years of the Agreement. There is no assurance that Good Times Entertainment will be successful in selling videos and, accordingly, there is no assurance that we will realize any revenues under the terms of the agreement.

The Company has signed a second Licensing Agreement with Madacy Entertainment for certain episodes of its Howdy Doody library. The Agreement grants a license to Madacy Entertainment for 25 episodes to be produced as a DVD box set. The Company will receive a royalty of fifteen percent of the net wholesale price on all sales and expects to begin receiving revenues during the fourth quarter of 2004. The term of the Agreement is for five years, commencing December 1, 2003. The Company has the right to terminate the Agreement if the Company does not receive at least $50,000 in royalties during the first two years.

Although we currently expect to incur an overall cash flow deficit from operations of up to $120,000 over the next twelve months, during that time we also expect to gradually decrease our monthly cash flow deficit by maintaining overhead at its current level while increasing our revenues from operations. In order to minimize the cash flow deficit, Martin Berns, CEO, has agreed to continue to defer the salary otherwise payable to him under his employment agreement until January 1, 2005. On October 1, 2003, he also entered into an agreement with the Company contractually binding himself to fund the potential cash flow deficit over the succeeding 12 months, by advancing a maximum of an additional $120,000, as necessary to fund the operating deficit. Since October 1, 2003, he has advanced a total of approximately $30,857 pursuant to this commitment. Any such advances shall be treated as non-interest bearing loans if repaid on or before March 1, 2005. Thereafter, any unpaid balance will bear interest at the rate of 6% per annum until paid in full. Upon mutual agreement with Company, Mr. Berns also has the right to convert his advances into shares of Company common stock at a price of $1.65 per share.

Without receiving any additional capital investment other than the amounts Mr. Berns has agreed to advance, management believes we can continue current business operations, and continue the current gradual expansion of our operations for the next twelve months, because the web sites, portals and marketing materials for our various divisions are completed and ready for use. However, until operating revenues increase significantly, we will continue to seek outside funding for the purpose of accelerating the expansion of our operations.

Although we will seek to gradually expand our operations in all areas during the next 12 months by establishing a base of resellers that will allow us to expand our marketing efforts with no increased overhead, we intend to direct our greatest emphasis toward marketing of the BSP Rewards program because management believes it currently has the greatest potential for growth and production of revenue.

We are aware that business trends relative to the internet are fluid and are constantly changing. We are also aware that the U.S. economy is currently in a state of uncertain growth. The combination of changing trends relative to the internet and uncertainty regarding economic growth could have a material impact on our short-term or long-term liquidity or on our net sales or revenues or income from operations.

ITEM 3. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer (or those persons performing similar functions), after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended) as of a date within 90 days before the filing date of this quarterly report (the "Evaluation Date"), have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective to ensure the timely collection, evaluation and disclosure of information relating to the Company that would potentially be subject to disclosure under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. There were no significant changes in the Company's internal controls or in other factors that could significantly affect the internal controls subsequent to the Evaluation Date.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

On June 30, 2004, the principal amount of the $675,000 note payable ("Note"), plus the accrued, unpaid interest through June 30, 2004 amounting to $20,000, was converted to 750,000 shares of the Company's common stock.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

None.

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

(a) Exhibits

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

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

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

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

(b) Reports On Form 8-K

None

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.

MEDIANET GROUP TECHNOLOGIES, INC.

Date: August 12, 2004	By: /S/ MARTIN BERNS Martin Berns President and Chief Executive Officer
Date: August 12, 2004	By: /S/ IVAN BIAL Ivan Bial Director, Secretary and Principle Financial Officer

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Martin Berns, certify that:

1. I have reviewed this Form 10-QSB of MEDIANET GROUP 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 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(s) 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)) 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) 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

(c) 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(s) 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: August 12, 2004

By: /S/ MARTIN BERNS
Martin Berns, President, CEO, Director
and Principle Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ivan Bial, certify that:

1. I have reviewed this Form 10-QSB of MEDIANET GROUP 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 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(s) 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)) 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) 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

(c) 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(s) 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: August 12, 2004

By: /S/ IVAN BIAL
Ivan Bial, Director, Secretary and
Principle Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Form 10-QSB of MEDIANET GROUP TECHNOLOGIES, INC. (the "Company") on Form 10-QSB for the period ending June 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin Berns, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Martin Berns
Martin Berns
Chief Executive Officer

August 12, 2004

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Form 10-QSB of MEDIANET GROUP TECHNOLOGIES, INC. (the "Company") on Form 10-QSB for the period ending June 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ivan Bial, Principle Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Ivan Bial
Ivan Bial
Director, Secretary and
Principle Financial Officer

August 12, 2004