

SECURITIES AND EXCHANGE COMMISSION

FORM NT 10-Q

Notice under Rule 12b25 of inability to timely file all or part of a form 10-Q or 10-QSB

Filing Date: **2004-05-18** | Period of Report: **2004-03-31**
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FILER

HYDROFLO INC

CIK: **1107809** | IRS No.: **562171767**
Type: **NT 10-Q** | Act: **34** | File No.: **814-00647** | Film No.: **04815352**
SIC: **2890** Miscellaneous chemical products

Business Address
3721 JUNCTION BLVD
RALEIGH NC 27603
9197729925

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

FORM 12b-25

Commission File Number 333-100099

NOTIFICATION OF LATE FILING

(Check One): Form 10-K/KSB Form 20-F Form 11-K Form 10-Q/QSB
 Form N-SAR

For the Period Ended: March 31, 2004

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read attached instruction sheet before preparing form. Please print or type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

PART I
REGISTRANT INFORMATION

HydroFlo, Inc.

Full Name of Registrant

3721 Junction Blvd.

Address of Principal Executive Office (Street and Number)

Raleigh, NC 27603

City, State and Zip Code

PART II
RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- [X] (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K or Form N-SAR, or portion thereof will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III
NARRATIVE**

State below in reasonable detail why the Form 10-K, 11-K, 20-F 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period.

(Attach extra sheets if needed.)

N/A

**PART IV
OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Dennis Mast, Chief Executive Officer
(919) 772-9925
(Name) (Area Code) (Telephone Number)

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(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s). [X] Yes [] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the

earnings statements to be included in the subject report or portion thereof? [] Yes [X] No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

HydroFlo, Inc. has caused this notification to be signed on its behalf by the undersigned officer, thereunto duly authorized.

Date: May 18, 2004

HydrFlo, Inc.

By: /s/ Dennis Mast

Title: CEO, Principal Financial Officer and
Principal Accounting Officer