FORM 10QSB

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

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

CYTOGENIX INC

CIK:**1005302**| IRS No.: **760484097** | State of Incorp.:**NV** | Fiscal Year End: **1231**
Type: **10QSB** | Act: **34** | File No.: **000-26807** | Film No.: **04815902**
SIC: **8071** Medical laboratories

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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 March 31, 2004

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

For the transition period from _____ to _____.

Commission file number: 0-26807

CYTOGENIX, INC.
(Exact name of small business issuer as specified in its charter)

NEVADA	76-0484097
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

3100 Wilcrest, Suite 140, Houston, Texas	77042
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number, including area code: (713) 789-0070

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

As of March 31, 2004, 99,568,144 shares of the issuer's common stock was outstanding.

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

<TABLE>

<CAPTION>

CYTOGENIX, INC.
A DEVELOPMENT STAGE COMPANY

BALANCE SHEET
MARCH 31, 2004
(UNAUDTIED)

ASSETS

<S> <C>

CURRENT ASSETS:	
Cash	$ 152,628
Prepaid expenses	26,403
Total current assets	179,031
Property and equipment, net of $122,907 accumulated depreciation	88,167
Deposits	6,399
Total assets	$ 273,597
LIABILITIES AND STOCKHOLDERS' DEFICIT	
CURRENT LIABILITIES:	
Accounts payable	$ 212,051
Accrued expenses	283,588
Deposits received on stock purchases	162,990
Total current liabilities	658,629
COMMITMENTS AND CONTINGENCIES	
STOCKHOLDERS' DEFICIT:	
Preferred stock, $.001 par value; 50,000,000 shares authorized, none issued and outstanding	--
Common stock, $.001 par value; 300,000,000 shares authorized, 99,568,144 shares issued and outstanding	99,568
Additional paid-in capital	17,687,363
Treasury stock	(629,972)
Deficit accumulated during the development stage	(17,541,991)
Total stockholders' deficit	(385,032)
Total liabilities and stockholders' deficit	$ 273,597

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CYTOGENIX, INC.
A DEVELOPMENT STAGE COMPANY

STATEMENTS OF OPERATIONS
THREE MONTHS ENDED MARCH 31, 2004 AND 2003 AND PERIOD
FROM FEBRUARY 10, 1995 (INCEPTION) THROUGH MARCH 31, 2004
(UNAUDTIED)

	2004	2003	Inception Through 2004
<S>	<C>	<C>	<C>
REVENUES	$ --	$ --	$ 82,575
COST OF REVENUES	--	--	264,891

GROSS MARGIN	--	--	(182,316)
COSTS AND EXPENSES:			
Research and development	(89,800)	(124,327)	(5,340,203)
General and administrative	(283,255)	(363,811)	(11,441,133)
Depreciation and amortization	(9,385)	(9,506)	(215,460)
Impairment expense	--	--	(345,588)
Equity in losses of joint venture	--	--	(10,000)
LOSS FROM OPERATIONS	(382,440)	(497,644)	(17,534,700)
OTHER INCOME:			
Gain on sale of security	--	--	881
Loss on disposal of property of equipment	--	--	(9,805)
Dividend income	--	--	1,633
NET LOSS	$ (382,440)	$ (497,644)	$(17,541,991)
Net loss per share:			
Basic and diluted net loss per share	$ (.00)	$ (.01)	
Weighed average shares outstanding:			
Basic and diluted	98,926,811	63,391,514	

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CYTOGENIX, INC.
A DEVELOPMENT STAGE COMPANY

Consolidated Statement of Cash Flows
THREE MONTHS ENDED MARCH 31, 2004 AND 2003 AND PERIOD
FROM FEBRUARY 10, 1995 (INCEPTION) THROUGH MARCH 31, 2004
(UNAUDTIED)

	2004	2003	Inception Through 2004
<S>	<C>	<C>	<C>
OPERATING ACTIVITIES:			
Net loss	$ (382,438)	$ (497,644)	$(17,541,991)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	9,385	9,506	215,461
Impairment expense	--	--	345,588
Stock issued for services	34,651	213,245	7,013,888
Stock option expense	--	--	2,062,191
Loss on disposal of property & equipment	--	--	9,805
Equity in losses of joint venture	--	--	10,000
Changes in operating assets and liabilities:			

Prepaid expenses	(6,029)	7,414	(26,403)
Deposits	--	--	(6,399)
Accounts payable & accrued expenses	(101,563)	131,700	724,067
Deposits received on stock purchases	162,990	--	162,990
Net cash used in operating activities	(283,004)	(135,779)	(7,030,803)
INVESTING ACTIVITIES:			
Purchase of property and equipment	(7,330)	--	(280,645)
Issue note receivable	--	--	(25,100)
Investment in joint venture	--	--	(10,000)
Net cash used in investing activities	(7,330)	--	(315,745)
FINANCING ACTIVITIES:			
Proceeds from notes payable	--	--	250,000
Payments on notes payable	--	--	(250,000)
Treasury shares sold	--	--	1,290,568
Purchase of treasury shares	--	--	(60,000)
Sale of common stock, net fundraising	--	145,199	5,461,108
Sale of common stock for exercised warrants	206,000	--	655,000
Contributions to capital	--	--	152,500
Net cash provided by financing activities	206,000	145,199	7,499,176
NET CHANGE IN CASH	(84,334)	9,420	152,628
CASH, beginning of period	236,962	0	--
CASH, end of period	$ 152,628	$ 9,420	$ 152,628
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	$ --	$ --	$ --
Income taxes paid	$ --	$ --	$ --
NONCASH TRANSACTIONS:			
Common stock issued for debt	$ --	$ --	$ 231,804
Received treasury stock for note receivable	--	--	25,100
Common stock issued for patent	--	--	375,000

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CYTOGENIX, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
(UNAUDTIED)

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of CytoGenix, Inc. ("CytoGenix") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in CytoGenix's latest annual report filed with the SEC on Form 10KSB. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of

operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for fiscal year 2003, as reported in the 10KSB, have been omitted.

NOTE 2 - COMMON STOCK

In the three months ending March 31, 2004, CytoGenix issued 49,079 shares of common stock for services valued at $34,651.

In March 2004, 41,667 shares were cancelled due to a double issuance in a prior period.

In connection with the private placement memorandums, CytoGenix issued 100,025 shares of common stock for cost of capital.

In March 2004 $162,990 was collected for 362,200 shares of common stock as part of a private placement. These shares have still not been issued.

NOTE 3 - STOCK OPTIONS AND WARRANTS

In the three months ending March 31, 2004, 735,714 warrants were exercised for $0.28 per share or $206,000.

PART I

ITEM 1 FINANCIAL STATEMENTS

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

IN ACCORDANCE WITH THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995, THE COMPANY NOTES THAT CERTAIN STATEMENTS IN THIS FORM 10-QSB WHICH ARE FORWARD-LOOKING AND WHICH PROVIDE OTHER THAN HISTORICAL INFORMATION, INVOLVE RISKS AND UNCERTAINTIES THAT MAY IMPACT THE COMPANY'S RESULTS OF OPERATIONS. THESE FORWARD-LOOKING STATEMENTS INCLUDE, AMONG OTHERS, STATEMENTS CONCERNING THE COMPANY'S GENERAL BUSINESS STRATEGIES, FINANCING DECISIONS, AND EXPECTATIONS FOR FUNDING CAPITAL EXPENDITURES AND OPERATIONS IN THE FUTURE. WHEN USED HEREIN, THE WORDS "BELIEVE," "PLAN," "CONTINUE," "HOPE," "ESTIMATE," "PROJECT," "INTEND," "EXPECT," AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY SUCH FORWARD-LOOKING STATEMENTS. ALTHOUGH THE COMPANY BELIEVES THAT THE EXPECTATIONS REFLECTED IN SUCH FORWARD-LOOKING STATEMENTS ARE BASED ON REASONABLE ASSUMPTIONS, NO STATEMENTS CONTAINED IN THIS FORM 10-QSB SHOULD BE RELIED UPON AS PREDICTIONS OF FUTURE EVENTS. SUCH STATEMENTS ARE NECESSARILY DEPENDENT ON ASSUMPTIONS, DATA OR METHODS THAT MAY BE INCORRECT OR IMPRECISE AND MAY BE INCAPABLE OF BEING REALIZED. THE RISKS AND UNCERTAINTIES INHERENT IN THESE FORWARD-LOOKING STATEMENTS COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED IN OR IMPLIED BY THESE STATEMENTS.

READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THE FORWARD-LOOKING STATEMENTS CONTAINED HEREIN, WHICH SPEAK ONLY AS OF THE DATE HEREOF. THE INFORMATION CONTAINED IN THIS FORM 10-QSB IS BELIEVED BY THE COMPANY TO BE ACCURATE AS OF THE DATE HEREOF. CHANGES MAY OCCUR AFTER THAT DATE, AND THE COMPANY WILL NOT UPDATE THAT INFORMATION EXCEPT AS REQUIRED BY LAW IN THE NORMAL COURSE OF ITS PUBLIC DISCLOSURE PRACTICES.

IMPORTANT RISK FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE EXPECTATIONS REFLECTED IN ANY FORWARD-LOOKING STATEMENT HEREIN INCLUDE AMONG OTHER THINGS: (1) THE ABILITY OF THE COMPANY TO QUICKLY PENETRATE THE MARKET WITH ITS CURRENT THERAPEUTIC PRODUCTS AGAINST LARGER, WELL-FINANCED COMPETITORS WITHIN THE MARKETPLACE; (2) THE ABILITY OF THE COMPANY TO GENERATE REVENUES IS SUBSTANTIALLY DEPENDENT UPON CONTINUED RESEARCH AND DEVELOPMENT FOR, AND FDA APPROVAL OF, THERAPEUTIC PRODUCTS; (3) THE ABILITY OF THE COMPANY TO ATTRACT AND RETAIN KEY OFFICERS, KNOWLEDGEABLE SALES AND MARKETING PERSONNEL AND HIGHLY TRAINED TECHNICAL PERSONNEL; (4) THE ABILITY OF THE COMPANY TO OBTAIN ADDITIONAL FINANCING FROM PUBLIC AND PRIVATE EQUITY MARKETS TO FUND OPERATIONS AND FUTURE GROWTH; AND (5) THE ABILITY OF THE COMPANY TO GENERATE REVENUES TO COVER OPERATING LOSSES AND POSITION THE COMPANY TO ACHIEVE POSITIVE CASH FLOW.

The Company has budgeted approximately $3,200,000 for operations in fiscal year 2004, of which approximately $1,700,000 has been allocated for general and administrative costs and $1,500,000 for research and development. We will rely on equity financing to satisfy its working capital requirements, and has as of December 31, 2003 $236,962 of cash on hand for fiscal year 2004. Of the $1,500,000 budgeted for research and development expenses, the Company anticipates $1,100,000 will be utilized for pre-clinical development and $155,000 will be paid as salary to the Company's employees and researchers and $55,000 will be paid for supplies.

The Company will rely on equity financing to satisfy its working capital requirements, and as of March 31, 2004 the Company had $152,628 in cash on hand.

There are currently over 800 U.S. patents for Antisense molecules with therapeutic potential, each of which is a prospective licensee for the Company. The Company anticipates entering into licenses for revenues upon successful completion of phase I/II FDA clinical studies of its pre-clinical product candidates.

The Company's ability to continue operations through December 31, 2004 depends on its success in obtaining equity financing in an amount sufficient to support its operations through that date. There is substantial doubt that the Company will be able to generate sufficient revenues or be able to raise adequate capital to remain a going concern through December 31, 2004. Based on historical yearly financial requirements, operating capital of approximately $3.2 million will be needed for each of the calendar years 2004 and 2005.

The Company expects its sources of revenue for the next several years to consist primarily of payments under future product development joint ventures and of licensing agreements as well as possible royalties. The process of developing the Company's products will require significant additional research and development, preclinical testing and clinical trials, as well as regulatory approvals. These activities, together with the Company's general and administrative expenses, are expected to result in operating losses for at least two more years. The Company will not receive product revenue from therapeutic products unless it completes clinical trials and successfully commercializes or arranges for the commercialization of one or more products, the accomplishment

of which no assurance can be given.

CytoGenix has begun animal testing of its first DNA drug product candidate. The topical cream to be evaluated will have applications against genital herpes (HSV-2) and labial herpes or cold sores (HSV-1). The HSV virus is known to be highly evolved and its genome contains instructions for several phases of viral activity including infection, replication, production, and latency. CytoGenix proprietary gene regulation technology is being applied to inhibit key genes that control one or more of these functions, which are critical for the Herpes virus survival in the body.

During the past few months, the Company has continued to refine its course of developing applications for its core technology. Most significant is the pre-clinical program for an anti-viral HSV topical preparation. We have teamed-up with a group of leading herpes and STD investigators at a large academic medical center to conduct a comprehensive cell and animal study program designed to yield safety and efficacy data in preparation for an IND submission planned for August 2004 and subsequent human trials.

The Genomics field has expanded the number of potential drug targets to several thousand. The CytoGenix proprietary gene down-regulation system is a powerful tool in confirming gene target function. In July 2002, we inaugurated a service geared towards assisting pharmaceutical and biotech companies improve drug discovery efficiency. In addition to our work on in-house targets, we are conducting a pilot studies for several companies. For a fixed fee, we will knockdown a gene in a cell system. This will confirm the gene's relevance to the disease of interest. Those genes found to be highly disease-related become targets for new drug or molecular therapies.

CytoGenix is confident about the Company's technology's ability to inhibit these genes. This six to nine month program includes extensive toxicology and efficacy studies in various model animals.

The Company is subject to risks common to biopharmaceutical companies, including risks inherent in its research and development efforts and clinical trials, reliance on collaborative partners, enforcement of patent and proprietary rights, the need for future capital, potential competition and uncertainty in obtaining required regulatory approval. In order for a product to be commercialized, it will be necessary for the Company and its collaborators to conduct pre-clinical tests and clinical trials, demonstrate efficacy and safety of the Company's product candidates, obtain regulatory clearances and enter into distribution and marketing arrangements either directly or through sublicenses. From the Company's inception through the date of this document, the major role of management has been to obtain sufficient funding for required research, monitoring research progress and developing and licensing intellectual property.

The Company expects to incur losses for the foreseeable future due to the ongoing activities of the Company to develop new products through research and development and to develop joint ventures and licensing agreements with third parties. The Company expects its existing operations to continue to result in negative cash flow and working capital deficiencies that will require the Company to continue to obtain additional capital. There can be no assurance that the necessary financing will be available to the Company or, if available, that the same will be on terms satisfactory or favorable to it. It is possible that additional equity financing will be highly dilutive to existing shareholders.

The Company is currently operating at a loss and expects to continue to depend on cash generated from the sale of debt and equity securities to fund its operating deficit. There can be no assurance that the Company will be able to generate sufficient revenues to meet its operating cash and growth needs or that

any equity or debt funding will be available or at terms acceptable to the Company in the future to enable it to continue operating in its current form.

PART II

ITEM 1. LEGAL PROCEEDINGS

CytoGenix, Inc. is a named Plaintiff in cause number 2004-06834 styled CytoGenix, Inc. v. William B. Waldroff and Applied Veterinary Genomics, Inc.; now pending in the 11th Judicial district Court of Harris County, Texas. The pleadings seek a declaratory judgment that CytoGenix has no legal obligations pursuant to certain purported license agreements that are claimed by the Defendants to date back to 1998. The Company seeks costs and attorney's fees.

ITEM 2. CHANGES IN SECURITIES

On February 18, 2004 the Company issued 49,079 shares of common stock. Of these shares, 49,079 were issued to executive officers (Malcolm Skolnick-12,695 shares, Frank Vazquez- 7,934 shares, Yin Chen-7,111 shares and Lawrence Wunderlich-8,463 shares) and employees (Xin-Xing Tan-5,554 shares, Jennifer Valentine-Budet-2,472, and Harilyn McMicken-4,850 shares) of the Company as bonus for compensation for an aggregate price of $34,951 or an average of $0.71 per share (based on bonus of 25% of annual gross salary period) in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933 for transactions not involving a public offering.

On March 10, 2004, the Company issued 100,025 shares of common stock. Of these shares 100,025 were issued to (Douglas Nelkin-16,150 shares, Robert Houston-75,000 shares, James Ernest-2,500 shares, Ralph Lloyd-625 shares, Joe Denson-750 shares, and Hydeman Family Partners-5,000 shares) for fundraising services rendered pursuant to the exemption from registration provided by Section 3(b) of the Securities Act of 1933 and Rule 504 thereunder.

On March 28, 2004 the Company was returned 41,667 shares of common stock. Of these shares, 41,667 shares were issued incorrecting to Frederick Decker in a private placement to accredited investors pursuant to the exemption from registration provided by Section 3(b) of the Securities Act of 1933 and Rule 504 thereunder)

On March 31, 2004 the Company issued 735,714 shares of common stock. Of these shares, 735,714 shares were sold for an aggregate cash price of $206,000 (or $0.28 per share) in a private placement to accredited investors (Kenneth Howard-50,000 shares, A&E Kim Ltd.- 142,857 shares, Robert Maddox - 50,000 shares, Paul Goldman - 100,000 shares, Bradley Houston- 214,286 shares, G. Don Edwards - 150,000 shares, and Marc Nelkin - 28,571 shares) pursuant to the exemption from registration provided by Section 3(b) of the Securities Act of 1933 and Rule 504 thereunder. The consideration for these shares was received during the first quarter, but certificates were not issued until April 22, 2004 and will be applied to the first quarter financials.

In March 2004 the Company received $162,990 for 362,200 shares (or $0.45 per share) of common stock in a private placement to accredited investors (Sandra Jedziniak-48,889 shares, Scott & Sylvia McDonald- 66,667 shares, Marcus Kuypers - 44,444 shares, David & Susan Nicolau - 50,000 shares, Robert & Jane Pietrantonio- 50,000 shares, John & Connie Repucci - 30,000 shares, Ed

Tucker-22,200 shares, and Yvonne Gattinere -50,000 shares) pursuant to the exemption from registration provided by Section 3(b) of the Securities Act of 1933 and Rule 504 thereunder. The consideration for these shares was received during the first quarter, and will be applied to the first quarter financials. As of the date of this filing the shares have not been issued.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

NONE

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.
NONE

ITEM 5. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

Exhibit Number	Description
3.1*	Articles of Incorporation of Cryogenic Solutions, Inc.
3.2*	Certificate of Amendment dated November 1, 1995 of Articles of Incorporation of Cryogenic Solutions, Inc.
3.3*	Bylaws of Cryogenic Solutions, Inc..
99.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Chief Executive Officer
99.2.	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Chief Financial Officer

* Incorporated by reference to such Exhibit to the 10-SB of the Company filed on January 31, 2001.

(b) Financial Statement Schedules.

All schedules are omitted because they are not applicable or because the required information is contained in the Financial Statements or the Notes thereto.

(c) 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.

CYTOGENIX, INC.

Date: May 18, 2004

By: /s/ Malcolm Skolnick

MALCOLM SKOLNICK
PRESIDENT AND CHIEF
EXECUTIVE OFFICER

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

I, Lawrence Wunderlich, Chief Financial Officer certify that:

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

2. Based on my knowledge, this quarterly 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 quarterly report;

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

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the

Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 18, 2004

/s/ Lawrence Wunderlich

LAWRENCE WUNDERLICH
CHIEF FINANCIAL OFFICER

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

I, Malcolm Skolnick, President and Chief Executive Officer certify that:

2. I have reviewed this quarterly report on Form 10-Q of CytoGenix, Inc.;

2. Based on my knowledge, this quarterly 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 quarterly report;

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

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 18, 2004

/s/ Malcolm Skolnick

MALCOLM SKOLNICK
PRESIDENT & CEO

EXHIBIT 99.1

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

In connection with the Quarterly Report of CytoGenix, Inc. (the "Company") on Form 10-QSB for the period ending March 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Malcolm H. Skolnick, Chief Executive Officer of the Company, certify, pursuant to 18

U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to the best of my 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 result of operations of the Company.

/s/ Malcolm H. Skolnick

MALCOLM H. SKOLNICK
CHIEF EXECUTIVE OFFICER

May 18, 2004

EXHIBIT 99.2

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

In connection with the Quarterly Report of CytoGenix, Inc. (the "Company") on Form 1O-Q for the period ending June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof' (the "Report"), I, Lawrence Wunderlich, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the SarbanES- Oxley Act of 2002, that to the best of my 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 result of operations of the Company.

/s/ Lawrence Wunderlich

LAWRENCE WUNDERLICH
CHIEF FINANCIAL OFFICER

May 18, 2004