Joystar Inc
Form 10QSB
May 23, 2005

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

FORM 10-QSB

(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

( ) Transition report pursuant of Section 13 or 15(d) of the Securities Exchange Act of 1939 for the transition period ____ to______

COMMISSION FILE NUMBER 000-25973

JOYSTAR, INC.
(Exact name of registrant as specified in its charter)

California	68-0406331
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

95 Argonaut St. Alisa Viejo, CA 92656, Telephone (949) 837-8101

(Address of Principal Executive Offices, including Registrant's zip code and telephone number)

5 Whatney, Irvine, Ca. 92618

Former address

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

The number of shares of the registrant's common stock as of March 31, 2005: 23,973,633 shares.

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

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JOYSTAR, INC.
BALANCE SHEETS
(UNAUDITED)

	March 31, 2005	December 31, 2004
ASSETS		
Current assets:		
Cash	$ 75,664	$ 283,869
Other receivables	2,454	100
Prepaid expenses	40,201	16,265
Total current assets	118,319	300,234
Property and equipment, net	48,438	37,327
Total assets	$ 166,757	$ 337,561

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

Current liabilities:		
Accounts payable	$ 157,888	$ 144,416
Accrued salaries	198,574	172,038
Accrued payroll taxes	278,077	203,970
Accrued rent	35,000	35,000
Loans from shareholder	365,831	259,834
Total current liabilities	1,035,370	815,258
Commitments and contingency	--	--
Stockholders' equity:		
Preferred stock, no par value, 10,000,000 shares authorized; none issued	--	--
Common stock, no par value, 50,000,000 shares authorized; 23,973,633 and 23,228,633 shares issued and outstanding at March 31, 2005 and December 31, 2004, respectively	4,585,163	4,178,663
Stock issued for deferred compensation	(553,000)	(621,250)
Stock subscribed not issued, 487,333 shares and 887,333 shares at March 31, 2005 and December 31, 2004, respectively	594,800	794,800
Accumulated deficit	(5,495,576)	(4,829,910)
Total stockholders' (deficit)	(868,613)	(477,697)
Total liabilities and stockholders' equity (deficit)	$ 166,757	$ 337,561

The accompanying notes are an integral part of these financial statements

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JOYSTAR, INC.
STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the three months ended March 31, 2005	For the three months ended March 31, 2004
Revenues:		
Travel agent programs and commissions	$ 469,023	$ 31,244
Cost of revenues	452,258	--
Net revenues	16,765	31,244
Operating expenses:		
General and administrative	504,193	363,135

Marketing and sales	178,238	340,950
Total operating expenses	682,431	704,085
Loss from operations before interest and taxes	(665,666)	(672,841)
Interest expense	--	--
Provision for taxes - State	--	--
Net loss	$ (665,666)	$ (672,841)
Loss per share	$ (0.03)	$ (0.03)
Weighted average number of common shares outstanding	23,438,466	21,086,332

The accompanying notes are an integral part of these financial statements

JOYSTAR, INC.
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
(UNAUDITED)

	COMMON STOCK		Stock issued for Deferred Compensation	Stock Subscrib not Issued
	Number of Shares	Amount		
Balance at December 31, 2004	23,228,633	$ 4,178,663	$ (621,250)	$ 794,8
Stock issued for services	345,000	206,500	--	
Stock issued for cash	400,000	200,000	--	(200,0
Deferred compensation earned	--	--	68,250	
Net loss	--	--	--	
Balance March 31, 2005	23,973,633	$ 4,585,163	$ (553,000)	$ 594,8

The accompanying notes are an integral part of these financial state

JOYSTAR, INC.
STATEMENTS OF CASH FLOWS

(UNAUDITED)

	For the three months ended March 31, 2005	For the three months ended March 31, 2004
Cash flows from operating activities:		
Net loss	$(665,666)	$(672,841)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	2,889	1,540
Stock issued for services	274,750	239,750
Changes in assets and liabilities:		
Increase in bank overdraft	--	28,320
Decrease (increase) in prepaid expenses	(23,936)	5,042
Decrease (increase) in other receivables	(2,354)	1,000
Increase in accounts payable	13,472	17,680
Increase in accrued salaries and payroll taxes	26,536	41,954
Increase in payroll taxes	74,107	--
Increase in accrued rent	--	466
Net cash used by operations	(300,202)	(337,089)
Cash flows from investing activities:		
Acquisition of property and equipment	(14,000)	(13,914)
Net cash used by investing activities	(14,000)	(13,914)
Cash flows from financing activities:		
Loans from shareholders	105,997	--
Issuance of common stock	--	12,000
Stock subscribed not issued	--	202,684
Net cash provided by financing activities	105,997	214,684
Increase in cash	(208,205)	(136,319)
Cash at the beginning of the period	283,869	136,319
Cash at the end of the period	$ 75,664	$ --

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

Issuance of stock for services	$ 274,750	$ 239,750
Income taxes paid	$ --	$ --
Shares issued for shareholder loan	$ --	$ 83,295
Interest paid	$ --	$ --
Subscribed shares issued	$ 200,000	$ --

The accompanying notes are an integral part of these financial statements

JOYSTAR, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004
(UNAUDITED)

1. BASIS OF PRESENTATION

Joystar, Inc. a California corporation (" the Company") was incorporated on February 5, 1998. The Company specializes in selling complex travel products including cruises, vacation packages and group travel through its national sales force of independent travel agents.

All adjustments (consisting only of normal recurring adjustments) have been made which, in the opinion of management, are necessary for a fair presentation. Results of operations for the three months ended March 31, 2005 and 2004 are not necessarily indicative of the results that may be expected for any future period. The balance sheet at December 31, 2004 was derived from audited financial statements.

Certain information and footnote disclosures, normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been omitted. These financial statements should be read in conjunction with the audited financial statements and notes for the year ended December 31, 2004.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

REVENUE RECOGNITION

The Company recognizes revenue when the travel is completed and Joystar has been paid the corresponding commission from the supplier. The Company records revenues from travel related sales transactions where the Company both purchases from the supplier and sells to the customer the requested travel service. This is reflected in the Statement of

Operations at the net amount, which reflects the gross amount charged to the customer less the cost paid to the supplier. The Company also receives commissions from travel suppliers for processing reservations.

Revenues derived in the future from annual memberships or other activities where a time factor is involved will be deferred over the appropriate period and recognized as earned.

PROPERTY AND EQUIPMENT

Property and equipment is stated at cost and depreciated using the straight-line method over the estimated useful life of the assets, which is seven years for furniture and equipment and three years for computer equipment.

USE OF ESTIMATES

The preparation of financial statements in accordance 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, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

INCOME TAXES

Deferred income taxes are reported using the liability method. Deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

NET LOSS PER SHARE

In February 1997, the Financial Accounting Standards Board (FASB) issued SFAS No. 128 "Earnings Per Share" which requires the Company to present basic and diluted earnings per share, for all periods presented. The computation of loss per common share (basic and diluted) is based on the weighted average number of shares actually outstanding during the period. The Company has no common stock equivalents, which would dilute earnings per share.

3. GOING CONCERN

The accompanying financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America, contemplates the continuation of the Company as a going concern. However, the Company had been in the development stage since its inception, sustained significant losses and
has used capital raised through the issuance of stock and debt to fund activities. Continuation of the Company as a going concern is contingent upon establishing and achieving profitable operations. Such operations will require management to secure additional financing for the Company in the form of debt or equity.

Management believes that actions currently being taken to revise the Company's funding requirements will allow the Company to continue its development stage operations. However, there is no assurance that the necessary funds will be realized by securing debt or through stock offerings.

4. LEGAL PROCEEDINGS

In March, 2004 a former employee of the Company who was terminated prior to the acquisition of Joystar, filed a lawsuit in Orange County Superior Court for breach of contract and specific performance relating to the exercise of options, among other causes of action. A proposed settlement has been submitted to the Company in which the Company will issue an additional 300,000 shares and a cash payment of $12,700 for cost. As of the date of this report, this agreement has not yet been finalized. The Company's financial statements do not reflect any adjustment to record the possible settlement.

An independent third party stockbroker has filed a lawsuit against the Company for refusal to register certain shares to them. A proposed settlement has been submitted by the Company in which the Company will register an additional 138,600 shares. As of the date of this report, this agreement has not yet been finalized. The Company's financial statements do not reflect any adjustment to record the possible settlement.

5. SUBSEQUENT EVENTS

In April 2005 12,500 shares of common stock were issued in payment of compensation totalling $2,500 in accordance with an employment agreement.

At various dates in April and May 2005 the Company issued 285,294 and 344,857 of common stock for services and $128,000 in cash, respectively.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

PRELIMINARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

ALL FORWARD-LOOKING STATEMENTS CONTAINED HEREIN ARE DEEMED BY THE COMPANY TO BE COVERED BY AND TO QUALIFY FOR THE SAFE HARBOR PROTECTION PROVIDED BY THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. PROSPECTIVE SHAREHOLDERS SHOULD UNDERSTAND THAT SEVERAL FACTORS GOVERN WHETHER ANY FORWARD - LOOKING STATEMENT CONTAINED HEREIN WILL BE OR CAN BE ACHIEVED. ANY ONE OF THOSE FACTORS COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE PROJECTED HEREIN. THESE FORWARD - LOOKING STATEMENTS INCLUDE PLANS AND OBJECTIVES OF MANAGEMENT FOR FUTURE OPERATIONS, INCLUDING PLANS AND OBJECTIVES RELATING TO THE PRODUCTS AND THE FUTURE ECONOMIC PERFORMANCE OF THE COMPANY. ASSUMPTIONS RELATING TO THE FOREGOING INVOLVE JUDGMENTS WITH RESPECT TO, AMONG OTHER THINGS, FUTURE ECONOMIC, COMPETITIVE AND MARKET CONDITIONS, FUTURE BUSINESS DECISIONS, AND THE TIME AND MONEY REQUIRED TO SUCCESSFULLY COMPLETE DEVELOPMENT PROJECTS, ALL OF WHICH ARE DIFFICULT OR IMPOSSIBLE TO PREDICT ACCURATELY AND MANY OF WHICH ARE BEYOND THE CONTROL OF THE COMPANY. ALTHOUGH THE COMPANY BELIEVES THAT THE ASSUMPTIONS UNDERLYING THE FORWARD - LOOKING STATEMENTS CONTAINED HEREIN ARE REASONABLE, ANY OF THOSE ASSUMPTIONS COULD PROVE INACCURATE AND, THEREFORE, THERE CAN BE NO ASSURANCE THAT THE RESULTS CONTEMPLATED IN ANY OF THE FORWARD - LOOKING STATEMENTS CONTAINED HEREIN WILL BE REALIZED. BASED ON ACTUAL EXPERIENCE AND BUSINESS DEVELOPMENT, THE COMPANY MAY ALTER ITS MARKETING, CAPITAL EXPENDITURE PLANS OR OTHER BUDGETS, WHICH MAY IN TURN AFFECT THE COMPANY'S RESULTS OF OPERATIONS. IN LIGHT OF THE SIGNIFICANT UNCERTAINTIES INHERENT IN THE FORWARD - LOOKING STATEMENTS INCLUDED THEREIN, THE INCLUSION OF ANY SUCH STATEMENT SHOULD NOT BE REGARDED AS A REPRESENTATION BY THE COMPANY OR ANY OTHER PERSON THAT THE OBJECTIVES OR PLANS OF THE COMPANY WILL BE ACHIEVED.

General

Joystar, Inc., a California corporation, (the "Company") was incorporated in the State of California on February 5, 1998.

Joystar specializes in selling complex travel products including cruises, vacation packages and group travel through its national sales force of over 1,300 of independent travel agents.

These financial statements should be read in conjunction with the financial statements and notes for the year ended December 31, 2004.

RESULTS OF OPERATIONS

The Company had sales of $469,000 for the three months ended March 31, 2005 as compared to $31,000 for the three months ended March 31, 2004. The Company has expended significant time and money in promoting the benefits of travel agents aligning themselves with the Company. The Company now has an estimated over 1,300 agents using our online services for booking travel.

General and administrative expenses for the three months ended March 31, 2005 were $504,000 as compared to $363,000 for the three months ended March 31, 2004, an increase of $141,000 due primarily to the increases in salaries of

$52,000, independent contractor fees of $50,000 and a general increase in other expenses due to increased activity.

Marketing and sales expenses for the three months ended March 31, 2005 were $178,000 down $163,000 from the $341,000 for the three months ended March 31, 2004. This was due to the Company's successful results of marketing over the past year.

LIQUIDITY AND SOURCES OF CAPITAL

At March 31, 2005 our cash position required that we actively seek additional sources of capital. At March 31, 2005 the Company had a cash balance of $75,664 as compared to a cash balance of $283,869 at December 31, 2004.

The Company had negative working capital at March 31, 2005. To date the Company has financed operations by issuance of shares of common stock in private placements of 1,811,000 and issuance of shares for services in the amount of 2,777,000.

The Company expects to finance the capital needed with additional issuances of its securities. In order to fund the Company's growth, the Company has engaged an NASD member firm to provide investment banking services. The Company intends to raise approximately 5 million dollars in 2005. There is no assurance that the Company will be able to secure such financing.

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ITEM 3. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of March 31, 2005, that the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")) are effective to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is accumulated, recorded, processed, summarized and reported to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding whether or not disclosure is required.

During the quarter ended March 31, 2005, there were no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal proceedings

In March, 2004 a former employee of the Company who was terminated prior to the acquisition of Joystar, filed a lawsuit in Orange County Superior Court for breach of contract and specific performance relating to the exercise of options, among other causes of action. A proposed settlement has been submitted to the Company in which the Company will issue an additional 300,000 shares and a cash payment of $12,700 for cost. As of the date of this report, this agreement has not yet been finalized. The Company's financial statements do not reflect any adjustment to record the possible settlement.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds NONE

Item 3. Defaults on Senior Securities NONE

Item 4. Submission of Items to a Vote NONE

Item 5. Other Information NONE

Item 6.

(a) Exhibits

Exhibit No.	Description
Exhibit 2.2	Articles of Merger (Nevada)
Exhibit 2.3	Certificate of Ownership (California)
Exhibit 31	CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT
Exhibit 32	CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT

b) Reports on 8K during the quarter: 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.

JOYSTAR, INC.

Date: May 23, 2005

By /s/ William Alverson

Chief Executive Officer and Chief
Financial Officer