NOVEX SYSTEMS INTERNATIONAL INC
Form 10KSB/A
December 02, 2002

FORM 10-KSB

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

|X| ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED May 31, 2002.

OR

|_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM __________ TO __________.

NOVEX SYSTEMS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

New York	0-26112	41-1759882
(State of Jurisdiction)	(Commission File Number)	(IRS Employer ID No.)

16 Cherry Street	Clifton, New Jersey	07014
(Address of Principal Executive offices)		(Zip Code)

Registrant's telephone number, including area code 973-777-2307

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock $.001 par value	OTC Electronic Bulletin Board

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 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 filing requirements for the past 90 days. Yes |X| No |_|

Indicate by check mark if the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K. |_|.

Based on the closing sale price of $.06 on May 31, 2002, the aggregate market value of the voting stock held by nonaffiliates of the registrant was approximately $1,200,000. The company had 26,870,187 shares of its $.001 par value common stock and 1,644,134 shares of its $.001 par value preferred stock issued and outstanding on May 31, 2002.

DOCUMENTS INCORPORATED BY REFERENCE

Location in Form 10-K	Incorporated Document
None	

NOVEX SYSTEMS INTERNATIONAL, INC.

Table of Contents

PART I

Item 1. Business and Risk Factors

Novex will be subject to numerous and substantial economic, operational and other risks which should be carefully evaluated. For a more detailed discussion of the risk factors involved in the investment being offered in this offering, see the following Risk Factors.

RISK FACTORS

Novex evolved from the development stage in mid-1998 and any evaluation of the Company and its business should only be made after having given careful consideration to the following risk factors, in addition to those appearing elsewhere in this Form 10-KSB.

Our limited operating history makes it difficult for investors to evaluate our business based on past performance - Novex has only had manufacturing operations and related revenues since April 1998 and we have only owned the Por-Rok business since August, 1999 and the Sta-Dri business since August, 2000. As a result, it may be difficult for investors to evaluate our business and its prospects based on prior performance.

Novex has had losses and may not be able to achieve profitability. Novex has recorded net losses for each year of operation (1994-2002). In addition, a significant portion of our assets are attributable to goodwill. In August, 2000, Novex purchased all the assets of The Sta-Dri Company, which resulted in goodwill of $149,000 and is being amortized on a straight-line method over 10 years. As of May 31, 2002, goodwill net of accumulated amortization amounted to $628,784. Amortization expense charged to operations for the fiscal year 2002 was approximately $49,452. Management will periodically review the recoverability of goodwill to determine if it has been impaired. Events that may cause an impairment would be Novex's future intentions with regard to the operations, and the operations forecasted undiscounted cash flows. Effective June 1, 2002, any reduction in the value of goodwill would be to the extent that the fair market value is less than the carrying amount of goodwill. This analysis may result in a complete or partial write-off or acceleration of the amortization period. A write-down of part or all of this would hurt our results of operations and make it even more difficult to achieve profitability in the future. Going forward, Novex anticipates incurring significant expenses, including product and service development expenses, sales and marketing costs and administrative expenses, as well as other problems, expenses, delays and other uncertainties inherent in a business with a relatively short history of operations which is seeking to expand its operations. Accordingly, these factors will also make it more difficult to achieve profitability in the near future. See "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Financial Statements and Notes."

If Novex cannot expand its limited product line, its ability to increase revenues and become profitable will be hampered. In the construction products industry, end-users would prefer to use one manufacturer's products in any given construction project and distributors generally prefer to stock an expanded rather than a limited product line. We currently market only a limited number of products and need to acquire companies with complementary products, or we need to have other companies private label products using our brand names and their own formulations and/or develop new products. Because of the uncertainties associated with obtaining acquisition financing and with closing these transactions, we may not achieve our objective to expand our product line this year. Furthermore, we do not currently know when new products under development will be ready for manufacturing, generate revenues, or whether they can be

successfully marketed. If we are unable to acquire new products or develop new products, our ability to achieve profitability through increased sales from an expanded product line would be delayed. See "Business-The Company's Future Operations" and "-Description of Products."

If Novex cannot obtain additional financing, it could default on its debt obligations, lose the Por-Rok facility and suffer a decrease in revenues. Novex is required to make monthly payments on the $890,000 Secured Term Loan Promissory Note in favor of Dime Commercial Corp. In addition, we have bridge loans outstanding in the amount of $1,011,000 that have matured on September 15, 2001 and are still outstanding, which notes are secured by our assets, but subordinated to the loans owed to Dime Commercial Corp. Our ability to pay off the debt owed to Dime Commercial Corp. and the bridge loan holders will be dependent to a large extent upon a successful refinancing of the company's entire business. If the revenues generated by our sales and marketing efforts are not sufficient to pay off the debt owed to Dime Commercial Corp. and the bridge loan holders, we will need to obtain financing from an outside source. If Novex shall need additional financing for working capital it does not have any assets to pledge, therefore any future financing would have to be in the form of unsecured debt financing that would be subordinated to current secured loans, or equity financing such as the sale of preferred or common stock. If Novex had to raise capital through unsecured debt the interest rate would be much higher than secured financing and could be as high as 15%-20%. It may also require the issuance of common stock or a warrant to purchase common stock at less than favorable prices. On the other hand, if Novex had to raise financing through the sale of preferred stock the dividend rate on the stock would likely be in the 10%-15% range. A potential investor could also require that the preferred stock be convertible into common stock at a future date on terms that are not favorable to current common shareholders. Lastly, Novex could offer to sell common stock to a prospective investor, however since the company has yet to become profitable it is likely that this form of financing would be very dilutive to current shareholders. If Novex is unable to obtain additional financing, it could default on the loans made by Dime Commercial Corp. and the bridge loan holders. Failure to make any of the payments to Dime Commercial Corp. could result in a re-transfer of the Por-Rok facility to Dime Commercial Corp. Any such re-transfer would reduce Novex's operations substantially, adversely effect its financial condition and results of operation and make it even more difficult to achieve profitability in the future. See "Business", "Management's Discussion and Analysis of Condition and Results of Operations" and "Financial Statements and Notes."

Because Novex has no patent protection for its product formulae, its competitors could copy its products and market them under another name which could decrease Novex's revenues and hamper its ability to achieve profitability. Since the formulae would become public knowledge if Novex were to obtain patent protection, Novex has chosen not to obtain patents on any of its proprietary technology. Therefore, the absence of patent protection represents a risk in that Novex will not be able to prevent other persons from developing competitive products. If Novex's competitors were to learn of the secret formulae for making its products, they could easily duplicate the products and offer them to Novex's customers without any suggestion of patent infringement. As a result, Novex's revenues would decline and its ability to achieve profitability would be hampered.

Novex has only one executive officer who performs multiple functions and may not be able to handle all financial and executive responsibilities required. Novex relies considerably on the services of Mr. Daniel W. Dowe, its President. At present, Mr. Dowe is the company's only executive officer, in that the company's chief financial officer recently left the company. Mr. Dowe is now directly handling all sales and marketing function and oversees financial and legal responsibilities. To the extent that the services of Mr. Dowe become unavailable, it would be very difficult to attract or retain personnel who would be able to adequately perform the functions previously performed by Mr. Dowe and the company's ability to continue its operations until a replacement is hired would be substantially hampered. See "Management".

2

Because our stock is presently considered to be a "penny stock", the applicability of "Penny Stock Rules" could make it difficult for investors to sell their shares in the future in the secondary trading market. Federal regulations under the Exchange Act regulate the trading of so-called "penny stocks" (the "Penny Stock Rules"), which are generally defined as any security not listed on a national securities exchange or NASDAQ, priced at less than $5.00 per share, and offered by an issuer with limited net tangible assets and revenues. In addition, equity securities listed on NASDAQ that are priced at less than $5.00 per share are deemed penny stocks for the limited purpose of Section 15(b)(6) of the Exchange Act. Therefore, during the time which the common stock is quoted on the NASDAQ OTC Bulletin Board at a price below $5.00 per share, trading of the common stock will be subject to the full range of the Penny Stock Rules. Under these rules, broker dealers must take certain steps prior to selling a "penny stock," which steps include: (i) obtaining financial and investment information from the investor; (ii) obtaining a written suitability questionnaire and purchase agreement signed by the investor; and (iii) providing the investor a written identification of the shares being offered and in what quantity. If the Penny Stock Rules are not followed by the broker-dealer, the investor has no obligation to purchase the shares. Accordingly, the application of the comprehensive Penny Stock Rules may be more difficult for broker-dealers to sell the common stock, and purchasers of the shares of common stock offered hereby may have difficulty in selling their shares in the future in the secondary trading market.

If a trading market is not maintained, holders of the common stock may experience difficulty in reselling such Common Shares or may be unable to resell them at all. The Common Shares of the Company are presently quoted on the NASDAQ Over-The-Counter (OTC) Bulletin Board, a regulated quotation service that captures and displays real-time quotes and indications of interest in securities not listed on The NASDAQ Stock Market, or any U.S. securities exchange. The current trading ticker symbol for the Common Shares is "HARD". The Company may, but has not, entered into any agreements with market makers to make a market in the Company's Common Stock. In addition, any such market making activity would be subject to the limits imposed by the Securities Act, and the Securities Exchange Act of 1934, as amended, ("Exchange Act") and it is possible that the market in the common stock can be discontinued at any time. Accordingly, if there is no active market available for the common shares, no liquidity or if the market is discontinued, holders of the common stock may have difficulty or may be unable to sell the shares which he or she may hold.

3

Certain information included in this Form 10-KSB contain statements that are forward-looking, such as statements relating to future anticipated direction of Novex, plans for expansion, corporate acquisitions, anticipated sales growth and capital funding sources. Such forward-looking information involves risks and uncertainties that could significantly affect anticipated results in the future, and accordingly, such results may even materially differ from those expressed in any forward-looking statements made by or on behalf of Novex. All forward looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

BUSINESS

a. General Business Development

Novex Systems International, Inc. ("Novex") is a corporation formed under the laws of New York and has its principal place of business and executive offices located at 16 Cherry Street, Clifton, New Jersey 07014, telephone 973-777-2307. Until May 11, 1999, Novex was known as Stratford Acquisition Corp. and had been a corporation organized under the laws of Minnesota. Effective May 11, 1999, Stratford merged into its wholly-owned subsidiary, Novex Systems International, Inc., a newly-formed New York corporation, which was the surviving corporation. The purpose of the merger was to "redomesticate" the company from the state of Minnesota where it had virtually no business activity, to the State of New York where the company had its corporate headquarters. Furthermore, it was management's belief that New York has a more developed body of laws governing public companies than does Minnesota. For this reason, the new entity, Novex, was incorporated in the State of New York, and the Minnesota company, Stratford, was merged into Novex. As a result, the Minnesota company essentially dissolved into and became a part of the surviving entity, Novex.

Novex also has a wholly-owned operating subsidiary, Novex Systems International, Ltd. (formerly known as Novacrete Technology (Canada) Inc.), which is a company registered under the laws of the Province of Ontario, Canada and is located at 2525 Tedlo Street, Unit B, Mississauga, Ontario L5A 4A8, telephone 905-566-0716 ("Novex Canada"). The operations of Novex Canada were discontinued in October, 2001 and the entity is now dormant.

Before August 15, 1995, Stratford was a dormant corporation. On August 15, 1995, it acquired from the inventor, the exclusive right to manufacture and market a proprietary admixture for the enhancement of cementitious products now known as "Adment". Novex granted the inventor 500,000 shares of common stock and a royalty of 2% of the gross sales of Adment up to a maximum royalty amount of $500,000. The inventor is deceased and is now represented by his wife and daughter who are not affiliated with Novex, other than through the royalty agreement. No payments were made under the royalty agreement, nor are any future payments expected to be made as a result of management's decision to abandon the marketing of Adment due to the large capital costs needed to develop the technology into a commercially viable product that could be successfully marketed in a very competitive environment.

Upon acquiring the technology in 1995, Novex's initial plan was to conduct further research and development of Adment with the intention of marketing Adment and a line of pre-packaged concrete repair products using Adment.

On November 17, 1997, Novex made a major change in its business plan. In 1998, the Novex Canada facility was opened and the company began to manufacture a line of concrete repair products under the Novacrete brand name. Novex's also increased the number and caliber of its board of directors and senior management by appointing as chairman of the board Mr. William K. Lavin who has substantial

senior level management experience with the Woolworth Corporation and Mr. Edward J. Malloy who, as President of Building and Construction Labor Union in the Greater New York area brings substantial experience in construction practices and contacts to Novex.

In September 1998, Novex's wholly-owned subsidiary, Novex Canada purchased all of the issued and outstanding common stock of ARM PRO Inc. ("ARM PRO"), located in Ontario, Canada. The funds used to purchase ARM PRO were derived from Novex's sale of a 9% $800,000 (U.S.) debenture due to mature on September 4, 2000 and which included a warrant to purchase 1,500,000 shares of Novex's common stock at an exercise price of $.45 per share. The warrant expired on September 4, 2000. Since 1986, ARM PRO has manufactured and marketed the trademarked FIBERFORCE line of polypropylene fibers. Polypropylene fibers are blended into cementitious products to provide secondary reinforcement and reduce cracking. Novex's overall plan was to consolidate the operations of the acquired company with its existing operations, to realize greater operating efficiencies, and to achieve its targeted gross margin of 50% of net sales. Accordingly, in December 1998 Novex closed ARM PRO's Teeswater, Ontario plant and merged the ARM PRO operations into Novex Canada's Mississauga, Ontario operating facility. In October, 2001, the manufacturing operations of Novex Canada was discontinued after it had sold its fiber manufacturing business to Interstar Admixture Co. and its cement product operation to QEP/Roberts, Ltd. Novex retained the exclusive right to the Fiberforce brand name which it now sells to The Home Depot and other retailers.

On August 13, 1999, Novex acquired the Allied Composition/Por-Rok business unit from The Sherwin-Williams Company ("Por-Rok"). Por-Rok manufactures a well-known line of grouting and concrete patching products that are distributed nationally. The purchase price for the Por-Rok acquisition was $2.1 million and was paid for in part from the funds derived from a secured term loan from Dime Commercial Corp. in the amount of $890,000. In exchange for the line of credit from Dime, Novex was required to issue to Dime a warrant to purchase 233,365 shares of Novex's common stock. The warrants have an exercise price of $.25 per share and an exercise period commencing upon issuance and terminating on August 13, 2002. The balance of the purchase price was provided by The Sherwin-Williams Company in exchange for which Novex issued a 10% secured promissory note in the amount of $1.3 million and 1 million shares of Novex's common stock.

On August 7, 2000, Novex and The Sherwin-Williams Company entered into an agreement whereby, Sherwin-Williams agreed to convert the entire principal amount of its outstanding note having a face value of $1,281,351, plus all accrued and outstanding interest of $109,037 into 1,390,388 shares of Series A Redeemable Convertible Preferred Stock ("Preferred Stock"). The Series A Redeemable Preferred Stock pays an annual dividend of 139,038 shares of Preferred Stock for two consecutive years and if the Preferred Stock is not redeemed prior to August 7, 2002, an additional 208,558 shares of Preferred Stock shall be issued to Sherwin-Williams. If on August 7, 2002, any of the Preferred Stock that has not been redeemed it shall be converted into common stock at a rate equal to 85% of the Novex' average closing trading price for Novex' $.001 par value common stock for twenty consecutive trading days prior to August 7, 2002. In July, 2002, Sherwin-Williams agreed to extend the conversion date for one additional year to August 7, 2003.

On August 1, 2000, Novex acquired substantially all of the assets of the The Sta-Dri Company located in Odenton, Maryland ("Sta-Dri"). Sta-Dri manufactured a well-known line of waterproofing and building material products that have been in existence for over 40 years. Upon purchasing the Sta-Dri assets, Novex relocated the manufacturing processes, marketing and administration of the Sta-Dri products into its Clifton, New Jersey facility. The purchase price for the Sta-Dri acquisition was 1,000,000 shares of Novex' common stock that was valued at $137,000 based on the average trading price three days before and after the date the acquisition was agreed to and announced, which was August 1, 2000. In addition

5

Novex' President issued a check in the amount of $72,000 to the Sta-Dri shareholders that is collateralized by 350,000 shares of common stock owned by the President that was payable in October, 2000. The company's president and the company have entered into a agreement whereby the company will pay the president the full amount of the $72,000 paid to the Sta-Dri shareholders on behalf of the company. As part of the terms to the acquisition, the Company has provided the Selling Shareholders with certain piggyback registration rights. Therefore, in the event that the Company shall register any shares of its common stock with one year from August 1, 2000, the Company will register any of the unregistered and non-freely tradeable shares of common sock issued to the Sta-Dri shareholders. Additionally, the company has provided the Sta-Dri shareholders with the right to purchase any shares of the Novex common stock offered for sale or securities convertible into its common stock from August 1, 2000 until August 12, 2002. From August 1, 2001 until August 1, 2002, Novex has incurred an additional $6,000 each month in the aggregate to the Sta-Dri shareholders because the common stock of the Company has not traded above $1.00 per share for twenty consecutive trading days prior to August 1, 2002. If and when Novex common stock shall trade in excess of $1.00 per share for twenty consecutive trading days the $6,000 monthly obligation shall terminate. Regardless of the stock price, Novex's obligation to pay $6,000 to the Sta-Dri shareholders shall cease on August 1, 2002.

Novex believes that distributors would rather stock one manufacturer's product line to reduce the number of vendors with which they have to do business, meaning less shipments to their warehouses and less accounting for only a few large vendors versus multiple smaller ones. Furthermore, with larger orders, distributors are able to demand better pricing on all products. Accordingly, Novex believes that by diversifying the array of products that Novex can offer to distributors of building materials, it will become more favorable to distributors as well.

While having a smaller product line does not mean that Novex would be unable to market its products, the company believes that as its product line grows, it will become more favorable to end-users and distributor, resulting in increased sales to both of these types of customers. For this reason, Novex is proactively pursuing opportunities to acquire entire companies or selected product lines from companies to further expand its line of speciality building materials. Although there are no agreements or letters of intent to acquire any companies as of May 31, 2002, Novex has engaged in discussions with several targets with the goal of closing at least one more transaction in the next twelve months to expand the array of products that Novex offers and to increase its market share in the United States and in Canada. To date, there have been no discussions on price. In fact, the decision as to which companies would be suitable acquisition candidates does not rest solely on price, but also upon other factors such as the breadth of its product line, its management, its distribution channels and how easily its operations could be integrated with Novex's existing facilities in Clifton, New Jersey. Although we have identified acquisition targets, there can be no assurances that Novex will be able to reach agreements with any of the targets or that it can close these transactions. Management anticipates that it will finance future acquisitions in part with debt and equity capital sourced from third-parties. Therefore, any loans currently outstanding with Dime should not be an impediment to future financings. If additional financing is required to purchase a business this financing will need to be in the form of unsecured loans or equity. Assuming this type of financing arrangement could be achieved, Novex would not be hindered from financing future acquisitions on account of its current financial obligations.

Increasing Novex's product line and hiring additional staff to help management the business will be very challenging, but not impossible. To expand the product line apart from acquisitions, Novex would be required to undertake internal research and development. The cost to develop new products is minimal given the cost of the materials required for the desired products. Although Novex currently has the financial capability to develop these new products, the real "cost" in developing these products is the time needed to ensure that a new product will perform satisfactorily under field conditions and whether the product will gain market acceptance once it is completed. One advantage Novex has is that the brand name "Por-Rok" is well known and any new products that are marketed under the brand name Por-Rok should be easier to market than a "no-name" product. Nevertheless, until the new product is offered for sale, no one can actually gauge how successfully the product will sell. For this reason, management prefers to purchase products that are already accepted and have a loyal customer base rather than rely upon the development of new products. If Novex acquires a company having just a few products, it can then offer its own Por-Rok products to customers that purchase products offered by the newly acquired company. This is called "cross-marketing" which management believes is the most suitable approach to growing its product line.

At present, the company has insufficient cash flow to hire additional employees. If we were to acquire additional products, whether through acquisition or internal development, our existing manufacturing staff would be capable of manufacturing the new products until additional shifts were needed to meet increased demand. Furthermore, since the new products would be sold primarily to our existing customers, we would continue to use the same personnel and process for marketing our products.

A benefit of making acquisitions is that quality personnel that have considerable experience often can be attracted to stay with the acquiring company. For example, when Novex acquired Por-Rok it retained all the key employees that now contribute greatly to Novex's daily operations. If Novex were to improve its operating cash flow predicament and increase sales any new employees would likely be hourly plant employees and the current employment market would not make these positions difficult to fill.

In addition, Novex's success depends, to a large extent, on certain economic factors that are beyond its control. Unfavorable changes in factors such as general economic conditions, levels of unemployment, interest rates, tax rates at all levels of government, competition and other factors beyond Novex's control may have an adverse effect on its ability to sell its products and to collect its receivables.

b. Financial Information About Industry Segments

All assets, revenues and operating expenses are dedicated to one business segment -- the manufacturing and marketing of construction products. Accordingly, Novex accounts for its business operations within one industry, i.e. the building materials industry.

Based upon its current operations and its operating activity for the past three fiscal years, Novex believes that its financial information is adequately presented in its audited financial statements and is cross-referenced in this Form 10-KSB to Novex's balance sheet and statement of operations appearing on pages F-3 and F-4, respectively.

c. Subsequent Events

The company has reached an agreement with Dime to settle all litigation, conditional upon Novex paying Dime the full amount of all outstanding principal and interest, and court awarded costs of $62,850 by August 31, 2002. The company has been in negotiations with an investor group that is interested in purchasing the company's real property for $1,200,000 and loaning the company an additional $500,000. The first proceeds from the refinancing would be used to pay off the Dime Notes in full, plus certain accounts payable and leave the remaining cash for working capital. The transaction is still being finalized and Dime has granted Novex an extension to complete the transaction.

In August, 2002 the company entered into a strategic marketing alliance with the Florida-based, U.S. Anchor Corp. which began marketing the company's Por-rok products through its national sales force.

U.S. Anchor markets a full line of concrete accessory products including different types of anchoring and adhesive products. U.S. Anchor believes that its highly complimentary product line and its well-trained sales staff will provide additional exposure to the Por-Rok product line and result in increased sales. From August 1, 2002 to the date of this filing, U.S. Anchor Corp. purchased $150,000 of our Por-Rok products.

The marketing alliance is a non-exclusive marketing agreement that still enables Novex to market any and all of its products to customers and is limited to the commercial/industrial sector for building materials. The consumer sector, which includes outlets like, Home Depot, True Value, and ACE will not involve U.S. Anchor.

d. Novex's Current Business Operation

Novex is engaged in the business of manufacturing and marketing premium building product materials. The first line of products are pre-packaged concrete repair and floor resurfacing products that are marketed to contractors directly and also to distributors of building material products under the tradenames Por-Rok and Dash Patch. The second line of products are masonry waterproofing products also marketed to contractors and distributors of building materials and paint products under the brand name Sta-Dri. The third line of products is a line of polypropylene concrete reinforcing fibers that are sold under the Fiberforce trade name. (See Description of Products).

Novex currently has its executive offices at 16 Cherry Street, Clifton, New Jersey 07014. Novex's manufacturing operations are conducted at its 25,000 square foot facility and two 10,000 square foot warehouses located in Clifton, New Jersey. The overall facility consists of three buildings located on a 1.6 acre tract of commercially-zoned land.

The Clifton operating facility is a fully-integrated manufacturing plant with the capacity to manufacture approximately 30 million lbs. of product per annum which translates into roughly $10-12 million per annum in sales on a single shift basis. Novex has the capability of running at least two shifts and possibly a full third shift. Although Novex has the capacity to produce this quantity of product, it does not currently sell all that the company can produce. This operating plant currently runs at approximately 20% of its capacity on a single shift level. At present, the Clifton facility manufacturers 7.5 million lbs. of product or approximately $2.0 million in revenues per annum.

Novex plans to expand its product line by acquiring companies that manufacture and market compatible premium building material products that have already gained an acceptable level of market penetration. The building material industry is large and encompasses a wide variety of products, services and equipment. In particular, it is interested in acquiring manufacturers of premium flooring and concrete repair products and related accessory products as well as cement enhancing admixtures for concrete. These types of products usually achieve higher margins since they are not commodity products and are principally sold based on the product's added value. Because these products are usually made and packaged in either a fully-integrated or, in some instances, a semi-integrated manufacturing facility, large volumes of product can be produced in short time periods with minimal labor.

Novex's consolidation strategy is aimed at reaping the cost reductions afforded by eliminating excess facilities and overhead while building a full service specialty product line thereby offering one-stop shopping to professional contractors who prefer to choose from one line of products for convenience, product compatibility and warranty and liability reasons.

8

e. How Novex Manufactures and Distributes Its Products

Novex manufactures all of its products, with the exception of the Fiberforce products, from its Clifton, New Jersey facility. Novex' products are distributed from this facility as well as through seven warehouses operated by an affiliated entity, U.S. Anchor Corp. The Clifton facility is a fully-integrated blending and packaging facility having the capacity to produce and package both powder and liquid products. The majority of raw materials used at this facility are stored in silos affixed to the roof of one of the buildings. Through an automated raw material batching system that is controlled by a plant supervisor, the raw materials are fed through the silo system and into mixing blenders. When the raw materials have been blended into a finished product, the finished batch is forced from the blender by compressed air into an automated packaging system that packages the products into various bag sizes. The bags are then manually stacked onto wood pallets and are prepared for shipping. In addition, certain quantities of the blended finished product are transported within the factory to other packaging systems that package blended products into 1lb., 5lb., 7lb. and 50lb. pails and 1 and 5 gallon buckets. Most of the smaller quantity pails are then repacked into cardboard boxes in quantities of 4-8 pails per carton for distribution to hardware and retail outlets. The Fiberforce products are purchased in bulk and bagged in our facility.

f. How Novex Markets Its Products

Novex currently markets its products through distributors that have large sales forces, and through the efforts of the Company's president and sales assistant and through a marketing alliance with U.S. Anchor Corp. that commenced on August 1, 2002.

g. How Novex's Products Are Graded By Industry Standards

Building material products are classified in accordance with standardized performance criteria established by the American Society of Testing Materials (ASTM). The basic performance characteristics that are considered when classifying the types of building products that Novex sells are:

1. Compressive strength
2. Flexural strength (flexibility)
3. Tensile strength (splitting)
4. Bonding strength (adherence)
5. Shrinkage
6. Resistance to water penetration
7. Durability in freeze/thaw cycles

j. A Description of Novex's Products

As of the filing of this registration statement, the following is a list of the Por-Rok and Fiberforce products marketed by Novex:

POR-ROK PRODUCTS (A Line of Grouts and Patching Products)

POR-ROK Anchoring Cement - non-shrink expansion cement that requires only water at the job site to create a pourable, yet durable, anchoring, patching or grouting compound.

SUPER POR-ROK Exterior Anchoring Cement - non-shrink expansion cement for exterior applications that requires only water at the jobsite to create exceptionally high early strengths in the first three days from installation.

POR-ROK Halco Grout - contains expansive agents and flow enhancers to provide high strengths yet exceptional flowability for ease of application.

POR-ROK Aqua Plug - durable water resistant hydraulic cement which sets in 3-5 minutes. Designed to stop

leaks or running water, patch cracks and fill holes in masonry surfaces. Can be used in interior and exterior surfaces and sets under water.

POR-ROK Concrete Patch - requires only mixing of water at jobsite, will level or smooth most concrete or masonry surfaces and can be used to repair and patch spalled concrete, cracks in masonry, broken steps and porches. Sets in 40-80 minutes and is stronger than ordinary concrete. Can be used in interior and exterior surfaces.

POR-ROK Dash Patch - powder-based product that when mixed with water bonds well to concrete, wood or plaster that is used to smooth surfaces before the placement of carpeting or wood floors. Fills cracks, ruts and score lines, strong bond adhesion and no shrinkage.

POR-ROK Super Dash Patch - powder-based product that when mixed with water bonds well to concrete, wood or plaster that is used to smooth surfaces before the placement of tile, carpeting or wood. Fills cracks, ruts and score lines, strong bond adhesion and no shrinkage.

POR-ROK Dash Flow - powder-based product that when mixed with water is used to self-level floors prior to the installation of new flooring products. This product is used primarily when old floors and being converted into flooring surfaces and in new construction when newly poured concrete is either not level or rough and requires a smoother surface.

POR-ROK Lev-L-Astic - used as an underlayment over concrete, wood, quarry tile, terrazzo, before installing asphalt or vinyl asbestos, tile, linoleum, and other types of floor surfaces. Eliminates the need for felt paper over wood surfaces, eliminates high spots on floor, improves bonding base to new tile and linoleum.

STA-DRI PRODUCTS

STA-DRI Waterproofing Paint (Powder form) - this product is a cement-based product that is mixed with water and can be applied to all types of interior and exterior masonry surfaces with a brush or roller to provide a waterproof surface.

STA-DRI Heavy-Duty Waterproofing Paint - this product is an oil-based redi-mixed product that can be applied with a brush or roller and required no addition of water. It can be used on interior and exterior masonry surfaces and can be tinted with different color additives.

STA-DRI Latex Waterproofing Paint - this product is a latex-based redi-mixed product that can be applied with a brush or roller and required no addition of water. It can be used on interior and exterior masonry surfaces and can be tinted with different color additives.

Sta-Dri All Purpose Sealer - Clear, colorless sealer for all masonry and wood surfaces. Can be used as a primer for most paint systems, and as a curing membrane for new concrete. The product is designed to protect surfaces against deterioration and weathering.

LINK Superbonding Agrent - Liquid bonding agent that enhances the bond of most surface applied products to masonry. Can be used as a primer for hard-to-paint surfaces and when mixed with STA-DRI Waterproofing Paint (Powder form) it enhances the adhesion of this product, al it would for most paints and coatings.

STA-DRI Concrete Patch - acrylic resin fortified material that is mixed with water and used to patch all types of concrete surfaces: sidewalks, patios, driveways and walls.

10

STA-DRI Waterstop - quick-setting cement product that is mixed with water and can be used to plug holes in concrete surfaces even if and will water may be trickling through. The product hardens in 3-5 minutes and can be applied under water.

STA-DRI Anchoring Cement - fast-setting expanding cement that is mixed with water and used to anchor posts, railings, mailboxes, bolts, hooks and other devises that require a strong, permanent attachment to a wall or floor surface.

FIBERFORCE PRODUCTS - Fiberforce products are made from monofilament polypropylene fibers that are cut into specified lengths. Novex currently markets this product in 4 oz. bags.

k. Novex's Competitors

The principal methods of competition in our industry are price, service and the reliability of the product as demonstrated by performance. Each product offered by Novex currently has been on the market for at least 10 years and in some cases over 50 years. Because the products have been used for so long, they have achieved a level of market acceptance. It is very unlikely that someone would claim that our Por-Rok, Sta-Dri or Fiberforce products don't work inasmuch as customers have been using them for years. Our prices are competitive with other like products. We do not aim to be the lowest nor the highest price on the market, but to be competitive. When it comes to competing with major manufacturers, we cannot offer the full range of products that they can. Consequently we cannot offer volume price discounts to the extent our larger competitors can. Until we expand our product line, we cannot offer the complete repair kits which some of our larger competitors can. To remain competitive in the interim, we aim to provide customers with exceptional service and very favorable pricing and payment terms with respect to the product currently in our line.

The industry for building material products is highly fragmented and has various classes of competitors. Competition ranges from large multi-national companies to local manufacturers. Because the transportation of heavy products like building materials involves sizeable shipping costs, hundreds of manufacturers of building products have been able to sustain market share in local markets, thus resulting in a fragmented industry. Novex would like to capitalize on this situation by acquiring selected companies in various regions of North America for the purpose of:

- acquiring additional premium building products,
- increasing market share, and
- improving operating margins by consolidating operating facilities to eliminate excess overhead which is prevalent in the industry.

Novex competes with several other companies nationwide that manufacture and distribute construction products that are substantially similar to those manufactured and distributed by Novex. Until Novex can effect its business strategy, which will eliminate some competition, at least in certain markets, Novex believes the following companies will be its primary competitors.

Brand	Major Competitors
Por-Rok Anchoring Cement	Conspec Tamms Master Builders Quikcrete Sonneborn Sika W.R. Meadows ChemMasters Rockite UGL THORO Oldcastle
Super Por-Rok Exterior Anchoring Cement & Sta-Dri Anchoring Cement	(Same as above)
Por-Rok Aqua Plug & Sta-Dri Waterstop	(Same as above)
Por-Rok Concrete Patch & Sta-Dri Concrete Patch	(Same as above)
Por-Rok Halco Grout	Mapei Tamms
Por-Rok Lev-L-Astic	Mascrete Tamms Dependable Bostik/Findlay Mapei Dap

Por-Rok Dash Patch & Super Dash Patch	Dependable Mascrete Tamms CGM Underlayment Taylor Vitrex Armstrong QEP/Roberts
Por-Rok Dash Flow	Ardex Dependable Dayton-Richmond
Sta-Dri Waterproofing Paint (Powder)	Thoro UGL Quikcrete
Sta-Dri Waterproofing Paint (Latex)	Thoro UGL Quikcrete

Sta-Dri Waterproofing Paint (Oil)	Thoro UGL Quikcrete
Sta-Dri Sealer	Thompson
Link All Purpose Sealer	Thoro Quikcrete
Fiberforce Products	Columbian Fiber

Some of Novex's competitors may be better capitalized, better financed, more established and more experienced than Novex and may offer products at lower prices or with greater concessions than Novex. Should Novex be unable to compete effectively, Novex's results of operations and financial position would be materially and adversely affected.

l. Seasonality

Most of Novex's products are used in the maintenance of existing structures and have interior and exterior applications. Even in winter months a significant portion of construction and building maintenance continues, especially on interior projects where the company's products are used most. Although the high points of the construction season tends to be the busier period for sales, Novex does experience larges sales in the winter months.

m. Customer Dependence

Novex is not dependent upon any one customer nor does it anticipate becoming dependent upon one customer in the future. Its marketing strategy is to diversify its sales through major distributors that are located in various geographical areas and to a large number of construction professionals, such as engineers, architects, contractors, construction managers and end-users all of whom are involved in separate construction projects. The Por-Rok, Sta-Dri and Fiberforce products are sold to various distributors and retailers none of which account for more than 5% of the respective line of product sales.

n. Raw Materials

An important aspect of Novex's business is having an adequate supply of raw materials. The raw materials used in manufacturing the Por-Rok products are readily available in the United States and Canada. Novex currently purchases most of its raw materials from approximately twelve principal suppliers located in Canada and the United States and has access to numerous suppliers in the United States. The raw materials are purchased on an as needed basis and at market prices at the time of purchase. Novex does not anticipate that the prices and supplies of the raw materials will fluctuate substantially since the majority of the raw materials are commodity items such as sands and cement. Nor does Novex anticipate difficulty in obtaining these products if its relationship with one or more of its suppliers were to end. Novex further believes that the loss of any one supplier will not adversely affect Novex's business.

o. Intellectual Property Rights

Novex received a certificate of registration for the use of the trademark "Novacrete" from the Canadian Intellectual Property Office on June 15, 1997. The Certificate remains in effect until June 5,

2012 and can be renewed by Novex. On March 3, 1998, Novex received a Certificate of Trademark Registration No. 2,140,062 to use the trademark "Novacrete" in the United States. The term of the U.S. trademark registration is for ten years. With Novex's acquisitions of Por-Rok in August 1999 and Sta-Dri in August 2000, Novex acquired the registered trade names for all Por-Rok and Sta-Dri products currently being produced.

Novex has not filed an application for a patent on its proprietary technology. The core technology that is used in each of Novex's products is not easily replicated and any patent filing would make this information publicly available. Novex has developed internal controls to protect the confidentiality of its technology and does not believe that the lack of legal patent protection will impair its ability to effectively compete with other manufacturers of like products or cause Novex to incur unnecessary risk of loss of the technology. Even if Novex had patent protection over its technology, it still assumes the risk that a competitor may misappropriate the technology and then its only recourse would be to commence costly and time consuming litigation. The existence or absence of a patent poses no commercial disadvantage to marketing Novex's products.

On an internal basis, any proprietary technology is maintained by the manager of research and development and Novex's senior management on a "need-to-know" basis in order to perform their jobs. By keeping all laboratory developments in close confidence Novex seeks to limit misappropriation of company secrets by employees or third parties. Although Novex had initially thought to require its Por-Rok employees to sign confidentiality agreements relating to the Por-Rok products, upon reconsideration, the company has determined it will not require them to sign confidentiality agreements since these products have been manufactured for up to 40 years under previous management without confidentiality agreements in place.

Novex has learned that other companies have been issued a trademark for the name "Novex". We do not believe that our company will be injured by these uses of the name Novex nor do we consider our use of the name Novex to be an infringement upon any of these trademarks since these trademarks relate to companies, goods and services which are entirely distinguishable and unrelated to the construction products industry. Even if Novex were required to change its corporate name, this would not diminish our sales since our products are marketed under the brand names "Por-Rok" "Sta-Dri" and "Fiberforce". These product names are protected by registered trademarks in the United States, Canada and the United Kingdom.

p. Novex's Working Capital Requirements To Operate Its Business

Because of its early stage of development and that Novex was undercapitalized from its inception its working capital was derived from a number of sources. For the fiscal year ended May 31, 2000, Novex experienced less fluctuations in its working capital requirements to finance its operations due to the less seasonal nature of the Por-Rok products as well as the $750,000 revolving line of credit that Novex had with Dime Commercial Corp.

With the termination of the company's banking relationship with Dime, it was forced to fund its operation from accounts receivable and from additional cash advances from the same investor group that the company plans to sell its real property to and leaseback for a five year term and an option for an additional five years. Also, in July and August 2001 the company raised $179,651 by selling units of a security that consisted of one share of common stock at $.15 per share and a warrant to purchase one share of common stock for every three shares of common stock purchased. The warrants have an exercise price of $.20 per share and an expiration period of three years.

On December 21, 2000, Novex obtained from a private investor a six-month secured bridge loan in the amount of $600,000. The bridge loan bears interest at a rate of 10% per annum. In exchange for the bridge financing, Novex issued 600,000 shares of its common stock to the investor. The Bridge Note is secured by the same assets as, and is subordinated to, the Dime Note (discussed below). During the period February 21, 2001, through May 31, 2001, the same private investor made additional bridge loans of $511,000 for which he received 511,000 shares of common stock. The terms of the additional bridge loans are identical to those of the original Bridge Note. He also made an equity investment of $50,000 on January 21, 2001 for which he received 625,000 shares of Novex' common stock.

To cover its working capital requirements in 1999, Novex sold a 10% Debenture in February 1998 of $550,000. Had Novex been unable to sell the debenture and notes to generate working capital, it would have had a substantial negative cash flow and would likely have had to formally reorganize or cease its operations. In the fiscal year 1999 the net cash used in Novex's operations including investing activities was approximately $1.4 million. This amount was needed to fund Novex's expansion of its operating facility and for operating expenses for such as rent, payroll, new operating equipment, raw materials, research and development, professional fees and trade debts.

On September 4, 1998 Novex sold a 9% $800,000 Debenture that matures on September 4, 2000 and a warrant to purchase 1,500,000 shares of common stock at $.45 per share for a period expiring on September 4, 2000. From these proceeds Novex used $610,000 to purchase ARM PRO and reserved the remaining $190,000 for working capital and transaction expenses. Upon closing the ARM PRO transaction, pursuant to the definitive purchase agreement, ARM PRO was required to have approximately $175,000 of cash, $100,000 in account receivable, $100,000 in inventory and total liabilities not to exceed $50,000.

To further offset its working capital demands in 1999, Novex also secured a $250,000 bridge loan from a shareholder to cover the cash shortfall and entered into a factoring agreement with Montcap Financial Corporation which also provided Novex with $70,000 note that is secured by equipment located at the company's former Mississauga, Ontario facility. With the closing of the company's Canada operation the loan to Montcap was paid in full.

Although Novex's general credit policy is to invoice customers on a thirty day payment basis, to encourage customers to take larger volume orders Novex may, in limited circumstances, allow for payment of an invoice in sixty days. In addition, although invoices are stated as being due in thirty days, it is fairly common practice in the construction products industry for contractor customers to pay over a 45-day period. This delay results from the contractor having to submit invoices for work completed which includes the cost of materials used on the project. Although Novex will be very aggressive in allowing extending payment terms to customers where it will result in additional sales of Novex's products, extended payment terms will generally be discouraged.

q. Backlog Orders

As of May 31, 2002, the company had approximately $80,000 in backlog orders.

r. Government Contracts

Novex does not have any material contracts with the Government or any government agency and therefore does not have any exposure to these types of agreements.

s. Financial Information About Foreign and Domestic Operations and Export Sales.

Novex exports a small percentage of its annual sales to customers located outside of the United States. Whenever goods are sold outside of the United States the invoice is either paid in full prior to the shipment, or the goods are released upon confirmation of an irrevocable letter of credit. (See Note 2(n) Segment Information of Financial Statements.)

t. Novex's Research and Development Activities

In the fiscal period ending May 31, 2002, Novex spent approximately $10,000 in research and development. With the discontinuation of the Adment product and the development of a new product line under the Novacrete brand name, Novex's expenditures for research and development were substantially curtailed in the fiscal year ending May 31, 2001 to nominal levels. In fiscal year 2000, Novex spent aproximately $15,000 on fees payable to outside testing laboratories. In fiscal year 1999, Novex spent approximately $30,000 on fees payable to outside independent testing laboratories that were engaged to conduct various testing procedures to improve the Novacrete products. Novex further incurred approximately $60,000 in expenses for personnel and laboratory equipment. In fiscal year 1998 Novex spent approximately $40,000 on fees payable to outside testing laboratories to advance testing of its Novacrete products. Other than for a brief period in 1997 in which Novex employed the services of a cement technology consultant for approximately three months, Novex did not have any technical personnel on staff from January, 1997 through February, 1998 to conduct research and development on new products. In 1996, Novex spent less than $20,000 on fees payable to outside testing laboratories to advance testing of its Novacrete products and an old formulation for a Novacrete Fast-Set product that Novex has since abandoned.

u. Environmental Compliance

Novex does not manufacture products or use raw materials in its products that are deemed to be subject to rules or regulations relating to the discharge of certain materials into the environment. Although Novex has installed a compressed-air dust control system in its facilities to maintain a higher quality of air in its operating plant this system is not mandatory.

As part of the Por-Rok acquisition, a Phase I Environmental Compliance Review was conducted at the Clifton, New Jersey plant. No material findings were reported. During June, 2001 a physical inspection of our plant was made by a representative of OSHA, which resulted in fines of approximately $3,500 to address some violations of health and safety regulations. None of the violations were deemed by management to be material and some corrective measures were already being planned prior to the inspection by OSHA. As part of the pending sale/leaseback transaction another on-site inspection was conducted at the Clifton, New Jersey plant which resulted in a clean bill of health except for the removal of small amounts of asbestos in the floor tiles in a building used only for storage. The cost of removing the asbestos was $3,500.

With each shipment of product, Novex issues a material safety and data sheet (MSDS) which describes the product and its components and precautionary measures when using the product. Since

16

Novex's products are environmentally safe, unless new regulations are adopted by the governments of Canada or the United States, we expect to expend a nominal percentage of its operating budget on environmental compliance for the next fiscal year and for the foreseeable future.

v. Novex's Future Operations

Although an integral component of Novex's business plan and future growth will be the acquisition of targeted companies and product lines in the building materials industry, Novex's operating strategy will also include the following initiatives:

Developing Marketing Alliances with Larger Companies

Several companies in our industry have expressed interest in varying degrees of acquiring all or certain brand names that we own. Because we believe that having a wider range of products to sell to distributors is a preferred strategy, selling off fragments of the company would be contrary to our plans. However, the cost to develop a sales team and distribution system are very high and one means to achieve sales without incurring the additional cost is to enter into marketing agreements with larger companies that already have established sales teams and distribution systems. This approach will give us immediate access to trained sales teams that can sell our products at much lower sales costs. For instance, a U.S. Anchor sales person will incur costs to meet with a customer. At this meeting he would not incur any additional costs to sell our Por-Rok products - essentially our products would be one additional page in the product catalog. If, on the other hand, we had to have our own company-hired sales people they would have to incur the same costs to attend the same meeting and then be limited to offering a smaller line of products. Marketing alliances cut our selling costs and will give us immediate access to a larger sales force.

In August, 2002 we entered into a marketing alliance for our Por-Rok products and we are in negotiations with another company to represent our Sta-Dri products.

New Retail Channels

As part of Novex's efforts to expand sales of products in all possible distribution channels, Novex will work aggressively to expand Por-Rok's existing retail base by offering promotional discounts to other regional hardware outlets and purchasing cooperatives along with "big-box" stores like The Home Depot and Lowe's.

Advertising

Novex intends to present to the construction industry and the consumer channel for building and home improvement projects an ongoing marketing campaign. To achieve this, Novex will establish and maintain an advertising and marketing budget. The budget will be used primarily to participate in trade shows and trade journal advertising. Where possible, Novex will participate in cooperative advertising. Novex is also creating promotional materials and has formulated marketing plans to increase sales by Novex and other representatives throughout the U.S. and Canada. In the past fiscal year, Novex has advertised its products in publications serving the commercial and consumer sectors.

Future Acquisitions

Novex is currently considering the acquisition of companies that would expand its product line into specialized flooring and concrete repair products, cures and seals, moisture protection products, specialized industrial grouts, bonding agents, and other accessory products.

w. Number of Employees

As of May 31, 2002, Novex employed ten (10) full-time employees. All of the 10 employees are located in Novex's principal executive offices and manufacturing facility in Clifton, New Jersey. Of the 10 employees, six are in plant operations and four persons occupy sales and administrative positions. With the Por-Rok acquisition, Novex now has a collective bargaining agreement with the plant personnel in Clifton that terminated on June 1, 2002. Novex currently operates under the same wages rates and policies set forth in its former collective bargaining agreement. Novex has not experienced any work stoppages as a result of labor disputes and considers its employee relations to be good.

Item 2. Properties.

In November, 1999 Novex's principal executive offices were moved from 67 Wall Street, Suite 2001, New York, New York 10005, 212-825-9292 to 16 Cherry Street, Clifton, New Jersey 07014 973-777-2307, which is the location of the offices and manufacturing operation that Novex acquired from The Sherwin-Williams Company in August 1999. Upon closing that transaction, Novex became the owner of all the real property, buildings and personal property located at 16 Cherry Street, Clifton, New Jersey. The real property consists of a 1.58 acre tract of commercially-zoned land with three separate buildings. The main building is 15,000 square feet, of which 3,000 square feet is dedicated to office space and a reception area and the remaining 12,000 square feet is allocated to the manufacturing of Por-Rok products and the warehousing of certain raw materials. The other two buildings at the Por-Rok facility are approximately 5,000 square feet each and are used for warehousing supplies, raw materials and finished goods. In addition, there is another 10,000 square feet of undeveloped land that could be used to expand the manufacturing and warehousing capacity of this facility. This operating plant currently runs at approximately 25% of its capacity on a two shift level.

Until it was closed in October, 2000, Novex's subsidiary, Novex Canada operated from a facility housing its executive offices and a 12,500 square foot manufacturing facility located at 2525 Tedlo Street, Unit B, Mississauga, Ontario, Canada L5A 4A8, 905-566-0716. This facility was divided into the three areas: 2,500 square feet is allocated to offices and a research laboratory; 4,000 square feet is dedicated to the manufacturing of Novex's Novacrete line of cementitious concrete repair products and the remaining 6,000 square feet is used to manufacture the Fiberforce line of polypropylene fibers and for inventorying finished goods. The Canadian facility is subject to a five year lease commencing on May 1, 1997 and expiring on April 30, 2002. There is no option to renew the lease. The annual lease payments are $62,500 (CAN). This facility was closed in October 2000 upon the sale of the Fiberforce business.

Management believes that the facilities used by it in the operation of its business are adequately covered by insurance and are suitable and adequate for their respective purposes.

Item 3. Legal Proceedings

On March 5, 2002, Dime Commercial Corp. commenced two actions against the company to seek repayment on two notes owed to Dime. On July 10, 2002, we entered into a settlement agreement with Dime to repay all the notes in full, plus interest and court awarded attorney's fees of $62,850 by August 31, 2002. Due to delays in the closing of the pending real property sale and leaseback transaction and the equipment financing, the proceeds of which will be used to pay-off the notes owing to Dime the settlement agreement has not been completed. Dime has provided continuous extensions to enable us to complete the closing of the refinancing and pay-off its obligations Dime Commercial Corp. v. Novex Systems International, Inc., Index No. PAS-L-1577-02, Superior Court of New Jersey (Law Division) and Dime Commercial Corp. v. Novex Systems International, Inc., Index No. F-5859-02, Superior Court of New Jersey (Chancery Division).

In April, 2002, the former owners of the Sta-Dri company sued Novex to secure payment on outstanding monthly royalties of $6,000 and for inventory that was purchased when we acquire the Sta-Dri assets in August, 2000. Novex had paid most of the royalty payments and had to cease making payments when Dime stopped funding our business to preserve cash flow to operate our business until we were able to refinance the Dime obligations. We believe the parties will settle this matter to get it behind us since the the amount in controversy is less than $100,000. The Sta-Dri Company v. Novex Systems International, Inc., Index No. C-2002-79467.

On August 12, 1997, a shareholder who was once a director and officer of Novex ("the Plaintiff") commenced an action against Novex and its former president, Mr. A. Roy Macmillan, to enjoin Novex from taking any action that would restrict the sale of up to 300,000 shares of common stock that he allegedly owns and for the costs he will incur to conduct the lawsuit. He has not asked for, nor does Novex expect him to ask for, damages. The Plaintiff has since named Novex's current president, Mr. Dowe, in the lawsuit. The Plaintiff has no other affiliation with Novex other than for being a shareholder. The plaintiff submitted a motion for summary judgment which the court denied. Novex has raised several defenses to this action and believes that plaintiff's claims are without merit. Novex has also asserted multiple counterclaims against the plaintiff and, in December, 1999, it asserted multiple claims against two third-party defendants, Herbert Adams, a former consultant to the company, and Colin Raynor, a former director and former outside counsel to the company Novex has alleged that the plaintiff and the two third-party defendants (none of whom are presently affiliated with Novex) had caused the company to issue them stock for work that was never done and at a time when current management believes that fraudulent activities were being undertaken which caused the company's stock price to be overinflated. All three individuals are claiming that they received stock as compensation for services rendered. When Novex investigated the matter it found virtually no records of any tangible service. Their actions and omissions caused the U.S. Securities and Exchange Commission in or about 1997 to commence an investigation of the company, then known as Stratford Acquisition Corp. It is Novex's understanding that the investigation is still pending and the Company has no information as to what action, if any, the SEC may take pursuant to the investigation. Mel Greenspoon vs. Stratford Acquisition Corporation, et. al., Ontario Court (General Division), Index No. 97-CV-126814. The lawsuit was discontinued for failure of the plaintiff to procecute the action.

On January 25, 2001, Novex entered into a settlement agreement for $46,256.70 with Estes Express Lines to settle a dispute relating to shipping charges incurred in early 2000. As of the date of this filing, approximately $17,346.30 has been paid. Estes Express Lines v. Novex Systems International, Inc., Commonwealth of Virginia, (Richmond Circuit Court), Index No. 760CL00L01946-00.

19

Item 4. Submission of Matters to a Vote of Security Holders

During the fiscal year ended May 31, 2002, there were no proposals submitted to a vote of the shareholders. The company intends to call a shareholders meeting at the end of the calendar year.

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

Novex's common stock, $.001 par value, is traded on the Over-the-Counter ("OTC") Bulletin Board operated by the National Association of Securities Dealers under the ticker symbol "HARD". The table below presents the high and low closing bid prices for each of the first four quarters of the fiscal year ending May 31, 2002 and May 31, 2001, respectively. The quotations reflect interdealer prices without retail mark-up, mark-down or commissions and may not necessarily represent actual transactions. Novex's common stock became actively traded in July, 1995. On May 31, 2002, the closing bid price was $.06. Novex has paid no cash dividends in the fiscal year ended May 31, 2002 and does not expect to change its dividend policy in the foreseeable future.

Quarterly Common Stock Bid Price Ranges

Quarter	High	Low	Last Day of Quarter
1st	.17	.11	August 31, 2001
2nd	.14	.05	November 30, 2001
3rd	.11	.07	February 28, 2002
4th	.10	.05	May 31, 2002

Quarter	High	Low	Last Day of Quarter
1st	$.32	$.31	August 31, 2000
2nd	$.19	$.17	November 30, 2000
3rd	$.25	$.15	February 28, 2001
4th	$.28	$.14	May 31, 2001

Novex may, but has not, entered into any agreements with market makers to make a market in Novex's common stock. In addition, any market making activity would be subject to the limits imposed by the Securities Act, and the Securities Exchange Act of 1934, as amended. For example, federal regulations under the Exchange Act regulate the trading of so-called "penny stocks" (the "Penny Stock Rules"), which are generally defined as any security not listed on a national securities exchange or NASDAQ, priced at less than $5.00 per share, and offered by an issuer with limited net tangible assets and revenues. In addition, equity securities listed on NASDAQ that are priced at less than $5.00 per share are deemed penny stocks for the limited purpose of Section 15(b)(6) of the Exchange Act. Therefore, during the time which the common stock is quoted on the NASDAQ OTC Bulletin Board at a price below $5.00 per share, trading of the common stock will be subject to the full range of the Penny Stock Rules. Under these rules, broker dealers must take certain steps before selling a "penny stock," which steps include: (i) obtaining financial and investment information from the investor; (ii) obtaining a written suitability questionnaire and purchase agreement signed by the investor; and (iii) providing the investor a written identification of the shares being offered and in what quantity. If the Penny Stock Rules are not followed by the broker-dealer, the investor has no obligation to purchase the shares. Given the application of the

20

comprehensive Penny Stock Rules it may be more difficult for broker-dealers to sell the common stock.

Accordingly, no assurance can be given that an active market will always be available for the Common stock, or as to the liquidity of the trading market for the Common stock. If a trading market is not maintained, holders of the Common stock may experience difficulty in reselling them or may be unable to resell them at all. In addition, there is no assurance that the price of the Common stock in the market will be equal to or greater than the offering price when a particular offer of securities is made by or on behalf of a Selling Securityholder, whether or not Novex employs market makers to make a market in Novex's stock.

During the 2001 fiscal year the Company issued additional shares of its common stock, preferred stock and common stock options and warrant to finance various aspects of the Company's business. As part of its agreement with its preferred shareholders, the Company issued an additional 253,745 new shares of preferred stock to pay outstanding stock dividends. The Company also issued additional shares of common stock for the following reasons: (i) 285,786 shares were issued to the Company's President to pay- off outstanding loans made to the Company, (ii) 135,000 shares were issued to an investor relations group in satisfaction of $24,753 of services rendered, (iii) 261,000 shares were issued in exchange for the payment of $27,733 of loans from a shareholder, (iv) 190,000 shares were issued to a lender for making a $190,000 loan to the Company, (v) 1,349,413 shares were issued to raise $153,000 of working capital. All of the securities issued were unregistered and therefore restricted from resale, other than pursuant to Rule 144 of the federal securities regulations.

Item 6. Selected Financial Data

The following selected historical statement of operations for the three years ended May 31, 2002, 2001 and 2000 and balance sheet as of May 31, 2002, 2001 and 2000 have been derived from the financial statements of Novex that are included elsewhere in this Form 10-KSB. The statement of operations for the year ending May 31, 2002 and the balance sheet at May 31, 2002 have been audited by Radin, Glass & Co., LLP, whose reports with respect to the financial statements are also included elsewhere in this Form 10-KSB. The statement of operations for the years ending May 31, 2001 and 2000 and the balance sheets at May 31, 2001 and 2000 are unaudited. This information should be read in conjunction with the financial statements and notes to the financial statements appearing elsewhere in this Form 10-KSB and "Management's Discussion and Analysis of Financial Condition and Results of Operations".

	Years Ended May 31		
	2000	2001	2002
STATEMENT OF OPERATIONS DATA:			
Net Sales	$ 1,592,562	$ 2,007,705	$ 1,866,914
Gross Profit	649,341	616,864	672,313
Net Loss	(1,217,656)	(1,496,819)	(1,103,360)
Net Loss Per Common Share	$ (.06)	$ (.06)	$ (.04)
BALANCE SHEET DATA:			
Working Capital Deficit	$(2,972,578)	($2,430,940)	($2,954,752)
Goodwill, net	826,465	678,236	628,784
Total Assets	3,188,424	2,533,121	2,570,791
Long Term Debt	-0-	-0-	-0-
Stockholders' Deficiency	(735,327)	(550,808)	(1,094,569)

21

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

Year ended May 31, 2002 (Fiscal 2002) as compared to May 31, 2001 (Fiscal 2001)

While net sales for the year ending May 31, 2002 was $1,866,914 net sales for the same period ended May 31, 2001, were $2,007 705. The decrease in sales was attributable principally to the Company's inability to ship orders on a more timely basis due to cash constraints and the overall slowness of the economy. On May 31, 2002, Novex had approximately $80,000 in back orders that needed to be shipped.

Novex achieved a gross margin of 36% for the year ending May 31, 2002. The increase in gross margin during this period was attributable primarily to the discontinuation of certain lower margin products and some products that were associated with Novex' Canadian operation. Any further change in the gross margin will result directly from changes in product sales mix and sales volume.

For the year ending May 31, 2002, the Company generated a loss from operations of $661,088. Included in this loss are non-recurring expenses of $20,275 that were paid to an investor relations group, $72,000 of royalty payments to the former Sta-Dri shareholders and $24,057 in sales commissions to former manufacturer's representatives that were terminated when the company entered into a marketing alliance with U.S. Anchor Corp. Also, in this period, the Company incurred non-cash charges for depreciation and amortization of $137,588. The aggregate of the non-recurring expenses and the non-cash expenses was $253,920.

In addition, on account of Novex having been in a default position on its term loan with Dime Commercial Corp. its rate of interest during the entire fiscal year through may 31, 2002 which was approximately 2% over the referenced rate set forth in the loan agreements. Debt-related finance charges for the fiscal period 2002 were $347,266 and the company had to issue 137,879 shares of the same class of preferred stock that is outstanding to the existing holders of the Company's preferred stock. The total of these finance-related charges equals $476,362.

As of May 31, 2002, the Company had $710,608 in current assets, which consisted principally of accounts receivable of $386,218 and inventory of $156,284. The Company's net property, plant and equipment totaled $1,231,399 and goodwill of $628,784, which is attributable to the two acquisitions that the Company completed in 1999 and 2000.

Year ended May 31, 2001 (Fiscal 2001) as compared to May 31, 2000 (Fiscal 2000)

While net sales for the year ending May 31, 2001 was $2,007,705 net sales for the same period ended May 31, 2000, were $1,592,562. The increase in sales was attributable principally to the Company's acquisition of the Sta-Dri Company on August 1, 2000.

Novex only achieved a gross margin of 31% for the year ending May 31, 2001. The decrease in

22

gross margin during this period was attributable to two factors. The first factor being that for the year ended May 31 2000, Novex's revenues were primarily derived from the sale of its Fiberforce products which had considerably higher gross margins whereas for the year ended May 31, 2001, Novex generated a much higher volume of sales of its Por-Rok and Sta-Dri product lines which have a lower gross margin than the Fiberforce products. Secondly, the Company was able to source some raw materials and packaging supplies at lower costs, which have increased its gross margin in the fiscal year ending May 31, 2002. Management does not expect any further decline in the gross margin. Rather it expects the gross margin to reach a higher level with sales volume increases which will reduce the percentage of fixed factory overhead as a percentage of total net sales. Any further change in the gross margin will result directly from changes in product sales mix and sales volume.

For the year ending May 31, 2001, the Company generated a loss from operations of $1,496,819. The Company also incurred approximately $270,000 in outgoing freight expenses which the Company will pass on to its customers through a new pricing and shipping policy that became effective on June 1, 2000. Although the new pricing and shipping policy was mailed to all Por-Rok customers in March, its implementation was delayed until June, 2000 to accommodate major customers who wanted 90 days to implement the new policy within their own organizations. Also, in this period, the Company incurred non- cash charges for depreciation and amortization (including amortization of debt discount) of $222,595, and a stock dividend paid to the holders of its preferred stock in the amount of $115,866. In addition, as part of its acquisition of the Por-Rok business, Novex was required to register the stock issued to Sherwin-Williams which cost approximately $100,000 in auditing, legal internal accounting charges to complete the work.

For the year ended May 31, 2001, the Company's overall operating results do not reflect a normalized operation on a consolidated basis due to having owned the Sta-Dri operation for only ten of the twelve months in the 2001 fiscal period.

As of May 31, 2001, the Company had $537,123 in current assets, which consisted principally of accounts receivable of $302,649 and inventory of $204,254. The Company's net property, plant and equipment totaled $1,317,762 and goodwill of $678,236 which is attributable to the two acquisitions that the Company completed in 1999 and 2000. All of the Company's asset categories increased substantially when compared to its year ending balance sheet dated May 31, 2000 due to the integration of the assets it acquired in August 1999 as part of the Por-Rok transaction and the Sta-Dri acquisition in August, 2000.

Liquidity and Financial Resources

As of May 31, 2002, the Company had $3,665,360 in current liabilities, which includes a bridge loan of $1,011,000 from an investment group that is also a shareholder and is represented on the Company's board of directors, a $704,000 term loan and a revolving line of credit of $572,310 with Dime Commercial Corp. that matured on August 13, 2002, but was called prematurely by the lender and has resulted in two separate lawsuits. (See Legal Proceedings). It had accounts payable of $381,360, accrued expenses of $306,206 which includes accrued interest of $151,814.

The loans from shareholders of $152,671, consists of the net balance on a loan made by a shareholder in the amount of $190,000 to assist Novex with its operating cash flow requirements.

On December 21, 2000, Novex obtained from a private investor a six-month secured bridge loan in the amount of $600,000. The bridge loan bears interest at a rate of 10% per annum. In exchange for the

bridge financing, Novex issued 600,000 shares of its common stock to the investor. The Bridge Note is secured by the same assets as, and is subordinated to, the Dime Note (discussed below). During the period February 21, 2001, through May 31, 2001, the same private investor made additional bridge loans of $511,000 for which he received 511,000 shares of common stock. The terms of the additional bridge loans are identical to those of the original Bridge Note. He also made an equity investment of $50,000 on January 21, 2001 for which he received 625,000 shares of Novex' common stock.

The current portion of the long-term debt also includes a debenture payable for $125,000 that is past due as it matured on May 31, 1999. This $125,000 note is the remaining balance on a bridge loan of $250,000 that was purchased by Novex' largest shareholder, which is a private equity fund managed by Quilcap Corporation.

The Dime Note is secured by all the assets that are located at the Por-Rok operation at 16 Cherry Street, Clifton, New Jersey. These assets include the land (1.58 acres), the main manufacturing building and the two warehouses, including all the equipment in these buildings and all trademarks owned by Novex. In addition, the revolving line of credit that Novex has with Dime is secured by the accounts receivable generated at the Por-Rok unit and all inventory.

On September 1, 2000, Dime Commercial Corp. issued a formal default notice to the company and demanded full payment of its two notes. The default notice was retracted on December 26, 2000 as a result of Novex's payment of approximately $444,000 on the Dime's credit facility. The funds to pay down the loans were made available through the sale of Novex' Canadian facility as well as through the secured bridge loan of $600,000 which the company received from a private investor on December 21, 2000.

In September, 1998 Novex sold a 9% $800,000 Debenture to the same entity that had purchased $500,000 of the debenture that was sold by Novex in February 1998. Of the $800,000 note, $610,000 was used to purchase ARM PRO, Inc. The balance of the proceeds was used for working capital, transaction expenses and primarily to move the ARM PRO operations to Novex's Mississauga, Ontario facility. The debenture holder agreed to convert the principal amount of the February debenture which was due to mature on October 31, 1998 into Novex's common stock at a rate equal to the average of the eleven lowest closing trading prices during the month of October, 1998, which was $.17 per share and resulted in the issuance of 2,730,737 shares of Novex's common stock.

In addition, Montcap Financial Corporation, loaned Novex Canada $70,000 that was secured by equipment at the Mississauga location. This loan was paid off upon the sale of the assets of the Canadian subsidiary. Mr. Friedenberg also loaned Novex a total of $145,000 in notes to assist with cashflow shortfalls during the summer of 1998 before Novex acquired ARM PRO and received a bridge loan of $250,000 during February 1999. This loan has also been repaid.

For the year ended May 31, 2001, the company was unable to increase sales volume while selling, general and administrative expenses have been slightly lower when compared to year ended May 31, 2000. The increase in sales has resulted in higher levels of accounts receivable and inventory as well as accounts payable and accrued expenses. In addition, the acquisition of Por-Rok and the Bridge Loans have increased the amount of debt, which has resulted in higher amounts of interest payments that Novex needs to fund from operations. Thus, while future operating cash inflows should continue to increase, unless Novex's sales volume increases, the company will not have sufficient cash flow to cover its operating,

investing and debt payment requirements. Therefore, Novex has developed plans to improve profitability and cash flows and to raising capital, if necessary.

To improve Novex's profitability, management is undertaking a number of initiatives to increase sales and reduce expenses. For example, Novex has issued a new price list and freight policy that became effective June 1, 2000. The new price list will improve Novex's margins on sales of its Por-Rok products and the new freight policy will pass all outgoing freight charges to the customers. In addition, management is aggressively pursuing sales of the Por-Rok products to large home center stores and major cooperative retailers of building materials. On August 1, 2002 the company entered into a marketing alliance with a larger company that sells similar products into one of the company's two distribution channels. This marketing alliance is intended to provide the company with additional sales representation and much wider distribution capabilities.

If these efforts do not generate additional sales to enable Novex to meet all of its operating and financing expense requirements, it would then seek additional financing from third-party sources. Although the Novex's assets are fully secured by loans outstanding to Dime Commercial Corp. and the Bridge Note holders, Novex would seek to raise additional capital through the sales of assets, unsecured debt securities, unsecured debt combined with equity securities or preferred and common stock. It is likely, however, that any unsecured debt financing would carry a higher interest rate than secured financing or that any equity financing might be on terms which are not favorable to Novex and which are dilutive to existing shareholders.

Inflation and Changing Prices

Novex does not foresee any risks associated with inflation or substantial price increase in the near future. In addition, the raw materials that are used by Novex in the manufacturing of its materials are available locally through many sources and are for the most part commodity. For these reasons, while Novex will always have exposure to inflationary risks, it does not believe that inflation will have any materially significant impact on its operations in the near future.

25

Item 8. Financial Statements and Supplementary Data

NOTE - The financial statements relating to the periods ending May 31, 2000 and May 31, 2001 are marked "unaudited" and are now deemed to be unaudited, notwithstanding that the financial statements were in fact audited when filed in the applicable periods. The change of status to unaudited is attributable to the Company's change in independent auditors and its failure to secure the consent of its former auditors to refile the financial statements for the periods ending May 31, 2000 and May 31, 2001 with the Company's Form 10-KSB for the period ending May 31, 2002. The Company's financial statements for the period ending May 31, 2002 are in fact audited. The Company plans to refile the financial statements for the periods ending May 31, 2000 and May 31, 2001, as audited, upon securing the consent of its former auditors, or after having the financial statements re-audited by its current auditors, whichever is the most expeditious process. The failure to secure the necessary consent stems from a fee dispute with the Company's former auditors.

Schedules not listed above have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the Financial Statements or Notes thereto.

26

Index to Financial Statements

NOTE: The financial statements relating to the periods ending May 31, 2000 and May 31, 2001 are marked "unaudited" and are now deemed to be unaudited, notwithstanding that the financial statements were in fact audited when filed in the applicable periods. The change of status to unaudited is attributable to the Company's change in independent auditors and its failure to secure the consent of its former auditors to refile the financial statements for the periods ending May 31, 2000 and May 31, 2001 with the Company's Form 10-KSB for the period ending May 31, 2002. The Company's financial statements for the period ending May 31, 2002 are in fact audited. The Company plans to refile the financial statements for the periods ending May 31, 2000 and May 31, 2001, as audited, upon securing the consent of its former auditors, or after having the financial statements re-audited by its current auditors, whichever is the most expeditious process. The failure to secure the neccessary consent stems from a fee dispute with the Company's former auditors.

Schedules not listed above have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the Financial Statements or Notes thereto.

F-1

INDEPENDENT AUDITOR'S REPORT

Shareholders and Directors
Novex Systems International, Inc.

We have audited the accompanying balance sheet of Novex Systems International, Inc. as of May 31, 2002, and the related statements of operations, shareholders' deficiency, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of Novex Sytems International, Inc. as of May 31, 2001 were audited by other auditors whose report dated August 10, 2001, expressed an unqualified opinion on those statements with a going concern uncertainties explanatory paragraph.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of May 31, 2002, and the results of its operations and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered from recurring losses from operations, including a net loss of $965,481 for the year ended May 31, 2002, and has a negative working capital and shareholder deficiency as of May 31, 2002. These factors raise substantial doubt the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Radin, Glass & Co., LLP
Certified Public Accountants

New York, New York
October 10, 2002

F-2

NOVEX SYSTEMS INTERNATIONAL, INC.
BALANCE SHEET
May 31, 2002

ASSETS

CURRENT ASSETS:	
Cash	$ 24,629
Accounts receivable, net of allowance for doubtful accounts of $77,338	386,218
Inventories	156,284
Prepaid expenses and other current assets	143,477
Total Current Assets	710,608
PROPERTY, PLANT AND EQUIPMENT - at cost, net	1,231,399
GOODWILL - at cost, net	628,784
	$ 2,570,791

LIABILITIES AND SHAREHOLDERS' DEFICIENCY

CURRENT LIABILITIES:	
Current portion of long term debt	$ 2,018,832
Bank line of credit	572,310
Accounts payable	381,360
Loans payable - shareholder	152,671
Accrued expenses and other current liabilities	306,206
Accrued payroll taxes	233,981
Total Current Liabilities	3,665,360
COMMITMENTS AND CONTINGENCY	
SHAREHOLDERS' DEFICIENCY:	
Preferred stock - $0.001 par value, 10,000,000 shares authorized, 1,644,133 shares issued and outstanding (liquidation value $1,644,133)	1,644,133
Common stock - $0.001 par value, 50,000,000 shares authorized 26,870,187 shares issued and outstanding	26,870
Additional paid-in capital	6,399,653
Accumulated deficit	(9,165,225)
Total shareholders' deficiency	(1,094,569)
	$ 2,570,791

See notes to financial statements.

F-3

NOVEX SYSTEMS INTERNATIONAL, INC.
STATEMENT OF OPERATIONS

Year Ended May 31, 2002

NET SALES	1,866,914
COST OF GOODS SOLD	1,194,601
GROSS PROFIT	672,313
SELLING, GENERAL AND ADMINISTRATIVE	1,333,401
LOSS FROM OPERATIONS	(661,088)
OTHER INCOME(EXPENSES):	
Interest expense	(312,529)
Amortization or debt discount	(38,016)
(Loss) gain on change in valuation of put warrant	3,279
OTHER EXPENSES, net	(347,266)
LOSS FROM CONTINUING OPERATIONS	(1,008,354)
DISCONTINUED OPERATIONS	
Loss from operations of Novex Canada	--
Loss on disposal of Novex Canada including operating losses during the phase out period of $102,190	--
LOSS FROM DISCONTINUED OPERATIONS	0
LOSS BEFORE EXTRAORDINARY ITEM	(1,008,354)
EXTRAORDINARY ITEM:	
Gain on extinguishment of debt	42,873
NET LOSS	(965,481)
Less: Preferred stock dividend	137,879
NET LOSS TO COMMON SHAREHOLDERS	$ (1,103,360)
LOSS PER COMMON SHARE, basic and diluted:	
FROM CONTINUING OPERATIONS	(0.04)
FROM DISCONTINUED OPERATIONS	--
FROM EXTRAORDINARY ITEM	--
TOTAL LOSS PER COMMON SHARE, basic and diluted	$ (0.04)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, basic and diluted	26,085,795

See notes to financial statements.

F-4

NOVEX SYSTEMS INTERNATIONAL, INC.
STATEMENT OF OPERATIONS
(Unaudited)

	Year Ended May 31, 2001
NET SALES	2,007,705
COST OF GOODS SOLD	1,390,841
GROSS PROFIT	616,864
SELLING, GENERAL AND ADMINISTRATIVE	1,394,701
LOSS FROM OPERATIONS	(777,837)
OTHER INCOME(EXPENSES):	
Interest expense	(279,735)
Amortization or debt discount	(90,613)
(Loss) gain on change in valuation of put warrant	(19,649)
OTHER EXPENSES, net	(389,997)
LOSS FROM CONTINUING OPERATIONS	(1,167,834)
DISCONTINUED OPERATIONS	
Loss from operations of Novex Canada	(48,124)
Loss on disposal of Novex Canada including operating losses during the phase out period of $102,190	(229,056)
LOSS FROM DISCONTINUED OPERATIONS	(277,180)
LOSS BEFORE EXTRAORDINARY ITEM	(1,445,014)
EXTRAORDINARY ITEM:	
Gain on extinguishment of debt	64,061
NET LOSS	(1,380,953)
Less: Preferred stock dividend	115,866
NET LOSS TO COMMON SHAREHOLDERS	$ (1,496,819)
LOSS PER COMMON SHARE, basic and diluted:	
FROM CONTINUING OPERATIONS	(0.05)
FROM DISCONTINUED OPERATIONS	(0.01)
FROM EXTRAORDINARY ITEM	--

TOTAL LOSS PER COMMON SHARE, basic and diluted	$ (0.06)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, basic and diluted	23,569,139

See notes to financial statements.

NOVEX SYSTEMS INTERNATIONAL, INC.
STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additio Paid- Capit
BALANCE, May 31, 2001	1,390,388	$1,390,388	24,648,988	$24,649	$6,096,
Conversion of debt to common stock	--	--	285,786	286	42,
Issuance of common stock and warrants for services	--	--	135,000	135	24,
Issuance of common stock with debt	--	--	261,000	261	27,
Issuance of common stock with loan from shareholder	--	--	190,000	190	13,
Proceeds from sale of common stock	--	--	1,349,413	1,349	179,
Value of options issued with debt	--	--	--	--	16,
Preferred stock dividend	253,745	253,745			
Net loss	--	--	--	--	
BALANCE, May 31, 2002	1,644,133	$1,644,133	26,870,187	$26,870	$6,399,

See notes to financial statements.

NOVEX SYSTEMS INTERNATIONAL, INC.
STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Unaudited)

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additio Paid- Capit
BALANCE, May 31, 2000	--	$ --	22,143,988	$22,144	$5,807,
Issuance of common stock in connection with acquisition	--	--	1,000,000	1,000	136,
Issuance of common stock					

for services	--	--	130,000	130	7,
Issuance of common stock for cash	--	--	625,000	625	49,
Issuance of series A preferred stock - for debt	1,390,388	1,390,388	--	--	
Issuance of stock in connection with note payable	--	--	750,000	750	95,
Preferred stock dividend					
Net loss	--	--	--	--	
BALANCE, May 31, 2001	1,390,388	$1,390,388	24,648,988	$24,649	$6,096,

See notes to financial statements.

F-5A

NOVEX SYSTEMS INTERNATIONAL, INC.
STATEMENT OF CASH FLOWS

	Year Ended May 31, 2002
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	$ (965,481)
Adjustments to reconcile net loss to net cash used in operating activities:	
Provision for bad debts	77,799
Depreciation and amortization	137,588
Loss (gain) on change in valuation of put warrant	(3,279)
Gain on extinguishment of debt	(42,873)
Common stock and options issued for payment of services and compensation	24,753
Amortization of debt discount	38,016
Changes in assets and liabilities, net of the effect from acquisition:	
Accounts receivable	(107,560)
Inventories	47,970
Prepaid and other current assets	(113,257)
Other assets	0
Net assets from discontinued operations	0
Accounts payable	(130,205)
Accrued expenses and other current liabilities	424,213
NET CASH USED IN OPERATING ACTIVITIES	(614,088)
CASH FLOWS FROM INVESTING ACTIVITIES:	
Acquisition of property and equipment	0
Acquisition of business, net of cash acquired	0
NET CASH USED IN INVESTING ACTIVITIES	0
CASH FLOWS FROM FINANCING ACTIVITIES:	
Cash overdraft	(28,343)
Due to factor	0
(Repayment of) proceeds from loans payable - shareholders	80,653
(Repayment of) proceeds from bank line of credit	115,902

Proceeds from debt financing	300,000
Repayment of debt obligations	(69,500)
Proceeds from issuance of debt	27,733
Proceeds from the sale of common stock and exercise of options	194,500
Proceeds from options issued with debt	16,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	636,945
NET INCREASE (DECREASE) IN CASH	24,629
CASH AT BEGINNING OF YEAR	0
CASH AT END OF YEAR	$ 24,629
SUPPLEMENTAL CASH FLOW INFORMATION:	
Cash paid during the period for:	
Interest	$ 205,748
Income taxes	$ 0
Non-cash flow and investing and financing activities:	
Conversion of debt to equity	$ 0
Common stock issued for assets	$ 0
Accrued preferred stock dividend	$ 137,879

See notes to financial statements.

NOVEX SYSTEMS INTERNATIONAL, INC.
STATEMENT OF CASH FLOWS
(Unaudited)

	Year Ended May 31, 2001
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	$ (1,380,953)
Adjustments to reconcile net loss to net cash used in operating activities:	
Provision for bad debts	251,318
Depreciation and amortization	131,982
Loss (gain) on change in valuation of put warrant	19,649
Gain on extinguishment of debt	(64,061)
Common stock and options issued for payment of services and compensation	8,000
Amortization of debt discount	90,613
Changes in assets and liabilities, net of the effect from acquisition:	

Accounts receivable	(697)
Inventories	185,324
Prepaid and other current assets	(22,180)
Other assets	11,445
Net assets from discontinued operations	433,454
Accounts payable	(40,339)
Accrued expenses and other current liabilities	(38,977)
NET CASH USED IN OPERATING ACTIVITIES	(415,422)
CASH FLOWS FROM INVESTING ACTIVITIES:	
Acquisition of property and equipment	(424)
Acquisition of business, net of cash acquired	(108,588)
NET CASH USED IN INVESTING ACTIVITIES	(109,012)
CASH FLOWS FROM FINANCING ACTIVITIES:	
Cash overdraft	(11,954)
Due to factor	(68,184)
(Repayment of) proceeds from loans payable - shareholders	530
(Repayment of) proceeds from bank line of credit	(244,902)
Proceeds from debt financing	886,000
Repayment of debt obligations	(87,341)
Proceeds from issuance of debt	0
Proceeds from the sale of common stock and exercise of options	50,000
Proceeds from options issued with debt	0
NET CASH PROVIDED BY FINANCING ACTIVITIES	524,149
NET INCREASE (DECREASE) IN CASH	(285)
CASH AT BEGINNING OF YEAR	285
CASH AT END OF YEAR	$ --
SUPPLEMENTAL CASH FLOW INFORMATION:	
Cash paid during the period for:	
Interest	$ 159,987
Income taxes	$ 0
Non-cash flow and investing and financing activities:	
Conversion of debt to equity	$ 1,390,388
Common stock issued for assets	$ 137,000
Accrued preferred stock dividend	115,866

See notes to financial statements.

F-6A

NOVEX SYSTEMS INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MAY 31, 2002 AND 2001
(INFORMATION FOR THE YEAR ENDED MAY 31, 2001 IS UNAUDITED)

1. DESCRIPTION OF BUSINESS

Novex Systems International, Inc. ("Novex" or the "Company") is engaged in the business of manufacturing and marketing a diversified line of construction products including pre-packaged concrete repair, grouting and patching products and masonry waterproofing products. The principal markets for the Company's products are retailers, construction professionals and distributors located throughout the United States and in certain areas of Canada.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Presentation - The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred net losses of $965,481 and $1,380,953 for the years ended May 31, 2002, and 2001, respectively. Additionally, the Company had approximately a net working capital deficiency of $2,954,752, an accumulated deficit of $9,165,225 at May 31, 2002 and negative cash flow from operations for the years ended May 31, 2002 and 2001, of $614,088 and $415,422, respectively. The Company is also in default of its bank lines of credit and in arrears with paying payroll taxes by several months. Those conditions raise substantial doubt about the Company's ability to continue as a going concern. Management expects to incur additional losses for the foreseeable future and recognizes the need to raise capital to achieve their business plans. During fiscal year 2002, the Company raised $300,000 from short term financing and $190,000 from the sale of common stock. The Company plans to raise additional capital through various methods including the private placements of securities, and the issuance of debt. Further, the Company plans to enhance its existing product line and is developing new marketing strategies. In addition, the Company will search for potential strategic acquisitions that will complement the Company's existing products and that are synergistic with its future growth prospects. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

b. Inventories - Inventories are stated at the lower of cost (first-in, first-out method) or market.

c. Property, Plant and Equipment - Property and equipment are recorded at cost. Depreciation is provided on the straight-line method based upon the estimated useful lives of the respective assets. Property and equipment are being depreciated over a period of five years. Maintenance, repairs and minor renewals are charged to operations as incurred, whereas the cost of significant betterments is capitalized. Upon the sale or retirement of property and equipment, the related costs and accumulated depreciation are eliminated from the accounts and gains or losses are reflected in operations.

d. Impairment of Long-Lived Assets - The Company reviews long-lived assets, certain identifiable assets and goodwill related to those assets on a quarterly basis for impairment whenever circumstances and situations change such that there is an indication that the carrying amounts may not be recovered. At May 31, 2002, the Company does not believe that any impairment has occurred.

e. Income Taxes - The Company utilizes the asset and liability method of accounting for income taxes as set forth in FASB Statement No.109, "Accounting for Income Taxes". Under the asset and liability method, deferred taxes are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

f. Fair Value of Financial Instruments - The carrying value of cash and cash equivalents, accounts receivable, other receivables, due to factor, accounts payable and accrued expenses approximate their fair values based on the short-term maturity of these instruments. The carrying amounts of long-term debt were also estimated to approximate fair value.

g. Revenue Recognition - Revenue is recognized when the product is shipped to the customer. Allowances for estimated bad debts, sales returns and allowances are provided when sales are recorded.

h. Shipping and Handling Fees - The Company records the amounts billed to customers for shipping and handling in net sales and the related costs in selling, general and administrative expenses. For the years ended May 31, 2002 and 2001, the Company recorded shipping and handling fees of $140,730 and $264,406, respectively.

i. Advertising Costs - All advertising costs, excluding cooperative advertising programs, are expensed as incurred or the first time the advertisement takes place. Novex establishes an allowance for cooperative advertising costs at the time the related sale is recognized. Advertising expense charge to operations for the years ended May 31, 2002 and 2001 amounted to approximately $25,875 and $ 41,015, respectively.

j. Loss Per Share - Basic net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding. For the years ended May 31, 2002 and 2001, diluted loss per share is the same as basic loss per share since the inclusion of stock options and warrants would be antidilutive.

k. Stock Options - The Company accounts for all transactions under which employees, officers and directors receive shares of stock in the Company in accordance with the provisions of Accounting Principles Board Opinion No. 25. "Accounting for Stock Issued to Employees." In accordance with Statement of Financial Accounting Standards No. 123 ("SFAS 123"), "Accounting for Stock-Based Compensation," the Company adopted the pro forma disclosure requirements of SFAS 123. Accordingly, no compensation has been recognized

in the results of operations for the employees, officers and directors stock option plan.

l. Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

m. Comprehensive Income - SFAS No. 130, "Reporting Comprehensive Income", establishes standards for reporting and displaying comprehensive income, comprising net income and other non-owner changes in equity, in the financial statements. For all periods presented, comprehensive income was the same as net income.

n. Segment Information - SFAS No. 131, "Disclosure About Segments of an Enterprise and Related Information", defines operating segments as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Based on the way it organizes its business for making operating decisions and assessing performance, the Company has determined that it has a single reportable operating segment.

o. Reclassification - Certain reclassifications have been made to the 2001 financial statements in order to conform with the 2002 presentation.

p. Recent Accounting Pronouncements - In July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards ("SFAS") No. 141 "Business Combinations" and SFAS No. 142 "Goodwill and Intangible Assets ("SFAS No. 142"). SFAS No. 141 requires that all business combinations initiated after June 30, 2001 be accounted for using the purchase method of accounting and prohibits the use of the pooling-of-interests method for such transactions. SFAS No. 142 applies to all goodwill and intangible assets acquired in a business combination. Under the new standard, all goodwill, including goodwill acquired before initial application of the standard, should not be amortized but should be tested for impairment at least annually at the reporting level, as defined in the standard. Intangible assets other than goodwill should be amortized over their useful lives and reviewed for impairment in accordance with SFAS no. 121. The new standard is effective for fiscal years beginning after December 15, 2001. The Company must adopt this standard on June 1, 2002.

In June 2002, the Financial Accounting Standards Board issued SFAS No. 146 on "Accounting for Costs Associated with Exit or Disposal Activities". The Company is reviewing the requirements and implications of adopting such standards by December 31, 2002. This Statement addresses financial and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs incurred in a Restructuring)." The Company currently does not believe adopting such standards will have a material effect on the presentation of the financial statements.

3. DISCONTINUED OPERATIONS AND EXTRAORDINARY GAIN

In October and December 2000, the Company entered into agreements to sell the assets, except for accounts receivable and the Fiberforce trade name, of its subsidiary, Novex Systems International, Ltd. ("Novex Canada"), for approximately $245,300.

During the fiscal year ending May 31, 2002, and the period March through May 2001, the Company entered into a settlement with its creditors, which resulted in an extraordinary gain from extinguishment of debt of $42,873 and $64,061, respectively for 2002 and 2001.

The balance sheet, results of operations and cash flows for Novex Canada has been reclassified as discontinued operations for the period ending May 31, 2001.

Summarized results of the discontinued operation is as follows:

	Year Ended May 31, 2001
Net Sales	$ 100,643
Loss from operations	(48,124)
Loss on disposal	(229,056)
Total loss on discontinued Operations	$(277,180)

4. CONCENTRATION OF CREDIT RISK

a. Cash

The Companies maintains cash balances at several commercial banks. Accounts at these financial institutions are insured by the Federal Deposit Insurance Corporation up to $100,000.

b. Accounts Receivable

The concentration of credit risk in the Company's accounts receivable is mitigated by the Company's credit evaluation process, credit limits, monitoring procedures and reasonably short collection terms. Credit losses have been within management's expectations and the Company does not require collateral to support accounts receivable.

F-10

5. INVENTORIES

At May 31, 2002 inventories consist of the following:

Raw Material	$ 44,795
Packaging	82,757
Finished Goods	28,732

$156,284

6. PROPERTY, PLANT AND EQUIPMENT

At May 31, 2002 property, plant and equipment consists of the following:

Land	$ 400,000
Building	415,000
Property and equipment	639,977
Leasehold Improvements	5,764
	1,460,741
Less: Accumulated depreciation and amortization	(229,342)
	$ 1,231,399

7. ACCRUED EXPENSES AND OTHER LIABILITIES

As of May 31, 2002, accrued expenses and other liabilities consists of the following:

Accrued interest payable	$178,322
Royalty payable	54,000
Real estate taxes payable	36,858
Other accrued	37,026
	$306,206

F-11

8. GOODWILL

Goodwill arose in connection with the acquisitions of Arm Pro in September 1998, and with the acquisition of Allied / Por-Rok lines in August 1999 and Sta-Dri in August 2000 (see Note 16). Goodwill is being amortized on the straight-line method over 10 years for Arm Pro and over 15 years for Allied / Por-Rok and Sta-Dri. As of May 31, 2002, goodwill, net of accumulated amortization of $128,922, is $628,784. Amortization expense charged to operations for fiscal year 2002 and 2001 was approximately $49,000 and $48,000, respectively.

9. LOANS PAYABLE -SHAREHOLDER

Loans payable to shareholders bear interest at 10% per annum and the principal plus accrued interest is due on demand.

10. INCOME TAXES

At May 31, 2002, the Company has available unused net operating loss carryovers of approximately $7,900,000 that may be applied against future taxable income and expire at various dates through 2020. The Company has a deferred tax asset arising from such net operating loss deductions and has recorded a valuation allowance for the full amount of such deferred tax asset since the likelihood of realization of the tax benefits cannot be determined.

	2002
Deferred tax asset:	
Net operating loss carryforward	$ 3,460,000
Valuation allowance	(3,460,000)
Net deferred tax asset	$ --

A reconciliation of the statutory federal income tax benefit to actual tax benefit is as follows:

	2002	2001
Statutory federal income tax benefit	$ 296,000	$ 578,000
Income tax benefit not utilized	(296,000)	(578,000)
Actual tax benefit	$ --	$ --

If the Company has a greater than 50% change in ownership of certain stock holdings by shareholders of the Company pursuant to Section 382 of the Internal Revenue Code, the net operating losses may be limited. Currently no such evaluation has been performed.

11. BANK LINE OF CREDIT

In connection with the acquisition of the Allied/Por-Rok division of The Sherwin Williams Company, Novex Systems International, Inc. obtained a $750,000 line of credit from Dime Commercial Corp. (see Note 16 (b)). The line provides working capital and is secured by accounts receivable and inventory. Advances under the line are based on 80% of eligible accounts receivables and 50% of eligible inventory. Interest is computed on the average monthly balance under the line based on 4% above the prime rate. The Company is currently in negotiations to refinance such debt. At May 31, 2002, the prime rate was 4.75%.

As of May 31, 2002, the Company was not in compliance with several of the financial covenants (see Note 12 (c)).

12. LONG TERM DEBT

At May 31, 2002, long-term debt consists of:

Notes payable (a)	$1,011,000
Debenture payable (b)	125,000

Dime note payable (c)	704,668
Dime put warrant (c)	22,364
Notes payable (d)	175,000
	2,038,032
Less: Unamortized debt discount	19,200
	2,018,832
Less: Current portion	2,018,832
	$ --

a) In the year ended May 31, 2002, the Company raised an additional $125,000 from the same holder of the notes payable of $886,000 at May 31,2001. The notes payable bear interest at 10% per annum and the principal plus accrued interest is due on demand. The notes payable are secured by a subordinated security interest in Novex's property, plant and equipment. The notes payable are due to parties associated with a director of the Company and provide the holder with piggyback registration rights. In connection with the notes payable the Company issued 750,000 shares of common stock as consideration for the financing and recorded as debt discount of $95,950 during the year ended May 31, 2001. During the year ended May 31, 2002, the Company issued 261,000 shares of common stock relating to the issuance and extension of the existing debt. These common shares were valued at $27,597 and recorded as an expense.

F-13

b) Included in long-term debt are debentures owing to a stockholder of the company, Quilcap, Corp., in the amount of $125,000. This debenture from February 25, 1999, bears interest at 15% per annum and matured on May 31, 1999.

c) The Company is obligated to Dime Commercial Corp. for $704,668 under a term loan. The term loan has been recorded net of a discount of $8,200 as a result of the put warrant. Amortization of discount charged to operations for fiscal year 2002 was $1,400. The loan provides for monthly interest payments based on the prime rate plus four percent. Installments due under the loan begin on March 13, 2000 in the amount of $7,722 per month. The loan matures on August 13, 2002 with a balloon payment of $655,000. There was a put warrant granted with the term loan, exercisable at $.25 and having an expiration date of September 1, 2002. In accordance with Emerging Issues Task Force No. 96-13 "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled In, a Company's Own Stock," we have allocated $21,037, to the put warrant and recorded the amount as part of long-term debt as of May 31, 2002. As a result of the change in valuation from $24,316 on May 31, 2001 to $21,037 as of May 31, 2002 the Company recognized $3,279 in other income. Subsequent changes in the measure of fair value of the put warrant will be reported in the statement of operations. The note is collateralized by all of Novex's property, plant and equipment at the Clifton facility (see Note 16 (b)). Prime rate at May 31, 2002, was 4.75%. As of May 31, 2002, the Company was not in compliance with several of the financial covenants and has not received a waiver from the bank. Therefore, long-term debt has been classified in the accompanying balance sheet as current liabilities.

d) On May 24, 2002, the Company raised $175,000 from an outside investor. The note payable bears interest at 10% per annum and the principal plus accrued interest is due on July 23, 2002. In connection with the note payable the Company issued 400,000 stock options as consideration for the financing and recorded as debt discount $16,000, of which $1,600 has been expensed.

13. SHAREHOLDERS' DEFICIENCY

Preferred Stock

On August 7, 2000, the Company issued cumulative 10% series A convertible redeemable preferred stock ("series A preferred stock") for $1,281,351 in notes payable plus accrued interest of $109,037. The series A preferred stock has a liquidation preference of $1.00 per share plus declared and unpaid dividends. The series A preferred stock can be redeemed at the option of the issuer at any time and any number of shares including unpaid dividends until August 7, 2002. The series A preferred stock shall accrue dividends at a rate of 10% per year and on each anniversary date of the issuance of these shares the Company will issue one additional share of series A preferred stock for each one-dollar amount of unpaid dividends payable.

During 2002, the Company issued 253,745 shares of preferred stock for dividends attributed to the terms of the preferred stock through May 31, 2002.

After August 7, 2002, if any shares of the series A preferred stock are outstanding, including unpaid dividends, the Company will be required to declare a "special dividend" equal to 15% of the value

of the series A preferred stock and therefore issues additional shares of series A preferred stock. Further, the series A preferred stock will automatically convert to common stock at a rate equal to 85% percent of the average trading price for the twenty consecutive days prior to August 7, 2003. Should the Company's common stock remain at its current low prices, upon the maturity date of August 7, 2003, the Company may be required to issue sufficient common shares to effectuate a change in control of the Company.

Furthermore, the Company has provided the holder with the right to purchase any shares of the Company's common stock offered for sale or securities convertible into its common stock from August 7, 2000 until August 12, 2002.

Additionally, the Company cannot declare and pay any cash or stock dividends to any other class of equity securities until the series A preferred stock has been redeemed or converted to common stock.

Common Stock

a. During fiscal 1996, former management of the Company issued 1,800,000 shares for an amount that present management is unable to determine. The Company has been contacting the registered shareholders to determine if appropriate consideration was received for these shares. The shares have been recorded as outstanding with no consideration received for their issuance. During the years ended

May 31, 1999 and 1998, a total of 120,000 and 483,750 shares of common stock, respectively, were returned by the registered shareholders and have been canceled by the Company. The Company intends to continue to pursue litigation against the remaining shareholders that it alleges have received securities without paying fair consideration to the Company.

b. In February 2001, the Company raised $50,000 from the sale of 625,000 shares of restricted common stock.

In August 2000, the Company issued 1,000,000 shares of common stock in connection with the acquisition of certain assets from The Sta-Dri Company (See Note 16 (a)).

During August 2000, the Company issued 30,000 shares of restricted common stock for services rendered. The common stock was valued at $3,900 and recorded as consulting expense.

In December 2000, the Company issued 100,000 shares of restricted common stock for investor relation services. The common stock was valued at $4,100, and was recorded as consulting expense.

During the year ended May 31, 2001, the Company issued 750,000 shares of its common stock to an affiliate as consideration for notes payable of $886,000 (see Note 12(a)). These shares were valued at prices ranging between $.056 to $.061 per share.

c. Equity transactions during fiscal year 2002 were as follows:

- The Company issued 135,000 shares of common stock and 75,000 warrants for services rendered during the year, which have been valued at $24,753.
- The Company issued 451,000 shares of common stock relating to the issuance and extension of indebtedness, such shares were valued at $41,233.
- The Company sold 1,349,413 shares of common stock for $181,000, during fiscal year 2002 pursuant to a confidential offering memorandum.
- The Company issued 285,786 shares of common stock for the conversion of indebtedness of $42,688.

14. STOCK OPTIONS

The following table summarizes the activity with regard to options and warrants for the year ended May 31, 2002. No options or warrants were granted, cancelled or exercised in fiscal 2001.

Stock Options			Warrants		
Shares	Exercise Price	Exercisable	Shares	Exercise Price	Exerc

May 31, 2001	1,373,424	0.25 - 0.50	1,373,424	735,365	0.20 - 0.50	735
Granted	400,000	0.07	400,000	75,000	20.00	75
May 31, 2002	1,773,424	$0.07 - 0.50	1,773,424	810,365	$0.20 - 20.00	810

The Company granted 75,000 warrants for consulting services during 2002, which have been valued at $10,503 and expensed.

The Company granted 400,000 stock options relating to the extension of indebtedness, such options were valued at $16,000 and are to be amortized over the term of the loan.

15. STOCK-BASED COMPENSATION

The Company accounts for its stock option plans under APB No. 25, "Accounting for Sock Issued to Employees," ("APB 25"), under which no compensation cost is recognized. In fiscal 1997, the Company adopted SFAS no. 123 "Accounting for Stock-Based Compensation" ("SFAS 123") for disclosure purposes; accordingly, no compensation has been recognized in the results of operations for its stock option plan as required by APB 25. No options or warrants have been granted to employees, officers and directors during fiscal years 2002 and 2001.

16. ACQUISITIONS

a. On August 1, 2000, the Company acquired certain assets from The Sta-Dri Company of Odenton, Maryland. In exchange, the Chief Executive Officer of the Company paid $72,000 and has given 750,000 shares of his registered common stock along with the Company's issuance of 250,000 shares of restricted common stock to the majority shareholder of The Sta-Dri Company ("Selling Shareholder"). In addition, the Company has issued 750,000 shares of restricted common stock to, and has entered into an agreement with the Chief Executive Officer to repay the $72,000. The total of 1,000,000 shares of the Company's common stock was valued at $137,000 based on the average trading price three days before and after the date of the acquisition was agreed to and announced, which was August 1, 2000.

As part of the terms to the acquisition, the Company has provided the Selling Shareholder with certain piggyback registration rights. Therefore, in the event that the Company shall register any shares of its common stock with in one year from August 1, 2000, the Company will register the 250,000 shares of restricted common stock issued in this acquisition along with the other shares in the registration statement.

Additionally, the Company has provided the Selling Shareholder with the right to purchase any shares of the Company's common stock offered for sale or securities convertible into its common stock from August 1, 2000 until August 12, 2002.

As of August 1, 2001 and until August 1, 2002, the Company will have to pay an additional $6,000 each month to the Selling Shareholder in the event that common stock of the Company has not traded above $1.00 per share for twenty consecutive trading days in each month. In the event that the common stock trades in excess of $1.00 per share for twenty consecutive days the $6,000 monthly obligation shall terminate.

The acquisition was recorded using the purchase method of accounting. The unaudited pro-forma results of operations of the Company and Sta-Dri, as if the acquisition occurred on June 1, 2000, have not been provided since they were not considered material to the financial statements.

b. On August 13, 1999, the Company acquired from The Sherwin Williams Company ("Sherwin") certain assets representing their Allied/Por-Rok business. Pursuant to the purchase agreement Novex (i) paid $800,000 to Sherwin, (ii) issued 1,000,000 shares of restricted common stock, valued at $260,000, to Sherwin with the requirement to register the common stock with the Securities and Exchange Commission and (iii) issued a note payable for $1,281,351, as adjusted from $1,300,000, which bears interest at 10% per annum and is payable over a one year period. In order, to induce Sherwin to accept the note payable, the Company had to convert all the previously issued debt to equity, except for the $250,000 debenture, which will be paid as a condition of the Allied/Por-Rok acquisition. At May 31, 2000, the outstanding balance on the debenture is $125,000 (see Note 12 (b)). Further, Sherwin has a subordinated security interest in substantially all the assets of the company.

Novex has entered into a $890,000 installment term note with Dime Commercial Corp. of

which $800,000 was used for the purchase of Allied/Por Rok and the remaining $90,000 was used for working capital needs in fiscal 2000 (see Note 12(c)). This financing arrangement also provided for a $750,000 revolving note payable to fund future working capital requirements (see Note 11). The bank has a senior secured interest in substantially all the assets of Novex. In addition, the Company granted a class B warrant with a "put" right to purchase 233,365 shares of restricted common stock at an exercise price of $.25. Dime Commercial Corp. has the right to demand the purchase of the warrant if Novex completes a refinancing of all or a portion of the Dime term loan and/or revolving line of credit from funds provided by someone other than Dime. Therefore, Dime has the option of requesting payment in cash or waiving its right to sell the warrant to Novex. If Dime requests payment the amount they will receive is either (i) if the closing stock price is less than or equal to the exercise price, then Novex pays $58,341, which is the exercise price times the 233,365 shares underlying the warrant or (ii) if the closing price exceeds the exercise price, then Novex pays the closing price up to a maximum of $.51 per share underlying the warrant or $119,016. Alternatively, if Dime decided to exercise the warrant, they can issue a 60-day non-interest bearing note for the entire amount due to Novex for the 233,365 shares of common stock underlying the warrant.

A total of $20,400 was originally allocated to the put warrant, resulting in a liability. (See Note 12 (c)). The fair value of the put warrant was estimated on the date of grant using the

Black-Scholes option pricing model with the following assumptions: stock price of $.26 per share; annual dividend of $0; expected volatility of 50%; risk free interest rate of 6%; and an expected life of two years.

Goodwill of $571,245 resulted from these acquisitions and is determined as follows:

Assets acquired:	
Accounts receivable	$ 311,983
Inventory	225,661
Furniture and equipment	566,360
Building	415,000
Land	400,000
Total	1,919,004
Purchase price	2,341,351
	422,347
Acquisition costs	148,898
Goodwill	$ 571,245

17. COMMITMENTS AND CONTINGENCY

a. The Company leases an automobile, telecommunication and reproduction equipment under long-term lease agreements. These lease agreements require cumulative monthly payments of approximately $880 per month for the terms of the respective leases expiring between December 2003 and February 2004.

The future minimum lease payments, excluding escalation charges, are as follows:

Year Ending May 31,	
2003	7,830
2004	3,384
	$11,214

Total rental expenses for the years ended May 31, 2002 and 2001 was approximately $9,600 and $19,100, respectively.

b. The Company has a licensing agreement for certain concrete related products, including an admixture that is capable of enhancing the basic characteristic of cementitious products. The Company is obligated to pay royalties based on a percentage of sales, subject to an annual guaranteed minimum royalty. Currently, the Company has not had to pay royalties as the licensed products are still in the development stage and therefore have not been ready for sale to customers. Furthermore, the Company has had several discussions with the licensor who has agreed to defer the minimum royalty payments until the Novacrete Admixture product emerges from the research and development stage.

b. During fiscal 1997, a shareholder commenced an action against the Company and its former President to enjoin the Company and the former President from taking any action that would restrict the sale of common stock that he allegedly owns. In the opinion of management, this action is without merit and will not have a material adverse effect on the Company's financial position or results of operations.

c. In March, 2002, Dime Commercial Corp. commenced a legal action against Novex to secure payment on the two outstanding notes and a separate action to seek foreclosure on the real property in an attempt to force the company to pay-off the notes in a reasonable time period. Since the filing of the actions, the court in the legal proceeding for payment on the notes provided Novex with injunctive relief whereby Novex could retain payments from customers on account and use a new bank account to fund it operations until the litigation is resolved.

18. SUBSEQUENT EVENTS

The Company, which had been in litigation with Dime Commercial Corp., has reached an agreement with Dime to settle all litigation, conditional upon the Company paying in full all outstanding principal and interest. The Company has been in negotiations with an investor group that is interested in purchasing the Company's real property for $1,200,000 and loaning the company an additional $500,000. The first proceeds from the refinancing would be used to pay off the Dime notes in full..

F-19

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Novex has engaged the certified public accounting firm of Radin, Glass & Co., LLP as its outside auditors to audit the company's annual financial statements for the fiscal year ending May 31, 2002 and has had no disagreements with them. The company elected to discontinue its independent auditor relationship with the firm of Feldman Sherb & Co., P.C. for this fiscal year. The company did not have any disagreements over accounting policies or practices with Feldman & Sherb, which recently merged with the much larger firm of Grassi & Co., LLC.

Prior to the engagement of Radin Glass, neither the Company nor anyone on its behalf consulted with such firm regarding the application of accounting principles to a specified transaction, either completed or uncompleted, or type of audit opinion that might be rendered on the Company's financial statements.

The 2001 financial statements included in this filing were audited by Feldman Sherb. The audit opinion for such financial statements has not been included due to a fee dispute. The audit opinion for the year 2001 will be included by an amendment to this filing upon resolution of the fee dispute.

PART III

Item 10. Directors and Executive Officers of the Registrant

The following provides certain information concerning the directors and executive officers of Novex and its subsidiaries as of May 31, 2002.

Name	Age	Position
William K. Lavin	58	Chairman, Secretary
Daniel W. Dowe	40	Director, President and Chief Executive Officer
D. Friedenberg	50	Director, Treasurer
Edward J. Malloy	66	Director
Kevin DeMatteis	38	Director

* At the annual shareholders meeting held on April 29, 1999, Messrs. Friedenberg and Dowe were elected to serve as directors for a period of three years; Mr. Lavin for a period of two years and Mr. Malloy for one year.

William K. Lavin. Mr. Lavin became a director in October, 1997 and currently operates his own consulting business that he formed in 1994. Before forming his firm, he was Chief Executive Officer of Woolworth Corporation (renamed "Venator") from 1993 to 1994 and immediately before that position he served as Woolworth's Chief Administrative and Financial Officer. Mr. Lavin also serves on the board of

directors of the Allegheny Corporation (NYSE:Y) and Chicago Title Corporation (NYSE:CTZ).

Daniel W. Dowe. Mr. Dowe became a director in March, 1997, Acting President on November 17, 1997 and President and Chief Executive Officer on April 1, 1998. Mr. Dowe has agreed to serve in this capacity for a three year period pursuant to a written employment agreement and will have an option to serve for an additional three year period. He was the founder of Dowe & Dowe, a New York City- based law firm that provided legal services to Novex. From 1993 to November 17, 1997, Mr. Dowe practiced corporate and securities law at his firm. From 1990 to 1993, Mr. Dowe was an associate with Donohue & Donohue, a New York City-based law firm concentrating on international trade matters. Before practicing law, he was employed by Alliance Capital Management Company, Salomon Brothers (Salomon Smith Barney, a division of Citigroup, Inc.) and J.P. Morgan Bank.

Douglas S. Friedenberg. Mr. Friedenberg has been a director of Novex since November, 1996 and is currently employed as a financial advisor with American High Growth Co. He has been the President of Firebird Capital Management, a financial advisory firm, since March, 1993. In 1991, he co-founded and became President of Unicorn Capital Management, an investment management firm. From 1983 to 1991, he managed private investment portfolios for Morgan Stanley, Inc., a large New York City-based investment banking firm. Mr. Friedenberg also serves as a Director of Datametrics Corporation (AMEX:DC).

Edward J. Malloy. Mr. Malloy became a director of Novex in January, 1998. Since 1993 he has been President of the Building and Construction Council of Greater New York. Mr. Malloy represents the interests of over 200,000 laborers involved in the building trades in the Greater New York City area. He is responsible for developing building projects in both the public and private sectors to ensure an adequate level of work for his union members. Mr. Malloy brings to Novex an extensive level of contacts and industry experience.

Kevin DeMatteis. Mr. DeMatteis became a director of Novex in January 2001. Mr. DeMatteis is part of the DeMatteis Development Organization, which is a closely-held developer of large scale real estate projects in the United States and in international markets.

Committees of the Board of Directors

The Board of Directors does not have a standing audit or nominating committee or any other committees performing similar functions. Novex does have a compensation committee consisting of Messrs. Lavin, Friedenberg and Malloy (the "Compensation Committee") which had one meeting in each of the fiscal years ending May 31, 2002 and 2001. The Compensation Committee is responsible for assuring that the officers and key management of Novex are effectively compensated in terms of salaries, incentive compensation and benefits which are internally equitable and externally competitive. The Compensation Committee is responsible for setting the compensation of the executive officers.

Executive Officers

At present, Mr. Dowe is Novex's only executive officer.

28

Item 11. Executive Compensation

The following table shows all remuneration in excess of $100,000 paid by Novex and its subsidiaries through May 31, 2002, to all directors and officers:

Table 1

Summary Compensation Table

		Annual compensation			Long-Term Compensation Awards		Payouts	
Name and Princi-pal Position	Year	Salary ($)	Bonus ($)	Other Annual Compen-sation ($)	Restrict-ed Stock Awards (#)	Securi-ties Underly-ing Options SARs (#)	LTIP Payout ($)	All Other Compe satio ($)
Daniel Dowe President (1)(2)	2002	$180,000						
	2001	$180,000						
	2000	$180,000						

(1) Commencing April 1, 1998, Mr. Dowe became an employee of Novex at an annual salary of $180,000. In the fiscal year ending May 31, 1999, Mr. Dowe received $150,000 in cash compensation and deferred the remaining $30,000 until Novex closed the Por-Rok transaction. As of the filing of this registration statement, Novex has paid to Mr. Dowe the balance of the deferred compensation. In addition, Mr. Dowe made an interest-free loan to

Novex of $30,378 in the fiscal year 1999 to cover working capital shortfalls. In June 2001, Mr. Dowe converted his loan into 284,573 shares of common stock and a warrant to purchase 94,858 shares of common stock at a price of $.20 per share for a three year exercise period. The terms of the conversion were the same as those offered to new investors that purchased common stock and warrants offered by the company through a private placement of securities. Mr. Dowe does not receive any additional remuneration for serving as a director.

(2) On April 1, 1998, Novex entered a three-year employment agreement with Mr. Dowe providing for an additional three years at his option and a minimum annual salary of $180,000 which the Compensation Committee reviews annually. As of the date of this Form 10-KSB, the Agreement has been amended to include a payment from Novex to Mr. Dowe in the amount of $800,000 if a Change of Control were to occur. The term "Change of Control" is defined in the Agreement as:

(i) termination of Mr. Dowe's employment by Novex for reasons other than for cause;

(ii) a significant reduction by Novex of his position, duties or responsibilities;

(iii) the removal and/or replacement or any increase in the number of directors of Novex which removal, replacement or increase shall result in a change of 50% or more of the current board of directors, or

(iv) the accumulation or acquisition by any one shareholder or group of shareholders acting in concert resulting in that shareholder(s)' control over or beneficial ownership of 40% or more of Novex outstanding capital stock.

29

Item 12. Security Ownership of Certain Beneficial Owners

DIRECTORS AND EXECUTIVE OFFICERS

The following table shows the amount of common stock owned as of May 31, 2002 by each director and officer and affiliates and by all directors and officers as a group. Each individual has beneficial ownership of the shares which are subject to unexercised stock options and stock warrants held by him, and each individual has sole voting power and sole investment power with respect to the number of shares beneficially owned:

Table 1

Security Ownership of Certain Beneficial Owners and Management

Name and Address of Beneficial owner (1)	Amount and Nature of Beneficial Ownership(2)	Percent of Class(2)
Douglas Friedenberg, Director, Treasurer(3)	921,638	3.21%
Daniel W. Dowe Director, President,	2,918,711	10.01%

Chief Executive Officer(4)		
William K. Lavin Chairman, Secretary(5)	305,316	1.06%
Edward J. Malloy Director(6)	265,316	1.00%
All Directors and Officers as a group	4,410,981	15.28%

2. The address for Messrs. Friedenberg, Dowe, Lavin and Malloy is 16 Cherry Street, Clifton, New Jersey 07014.

3. The class includes stock options and stock warrants granted to the directors and officers before May 31, 2002 which are deemed by Novex to be acquirable by the beneficial owner within 60 days of the date of this Form 10-KSB by exercise of the option or warrant. As of May 31, 2002 there were 26,870,187 shares issued and outstanding and 28,674,712 on a fully diluted basis. Percentages are stated on a fully diluted basis.

4. Mr Friedenberg and various entities for which Mr. Friedenberg exercises sole voting and investment power as investment advisor presently hold an aggregate of 921,638 shares of common stock. During the past fiscal year, Mr. Friedenberg liquidated certain investment funds formerly under his control and thereby distributed shares of common stock in Novex to owners of those funds.

5. Mr. Dowe presently owns 2,823,853 shares of common stock and has the right to acquire beneficial ownership of 94,858 additional shares upon exercise of an equal number of common stock options.

6. Mr. Lavin presently owns 105,316 shares of common stock and has the right to acquire beneficial ownership of 200,000 additional shares upon exercise of an equal number of common stock options.

7. Mr. Malloy presently owns 65,316 shares of common stock and has the right to acquire beneficial ownership of 200,000 additional shares upon exercise of an equal number of common stock options.

Director Compensation

During the fiscal year ending May 31, 2002 none of the directors received compensatiobn for their services. Only Mr. Dowe was compensated by the company but in his capacity as president and not as a director.

Table 2

Security Ownership of Certain Beneficial Owners
(Non-Management)

Name and Address of Beneficial owner	Amount and Nature of Beneficial Ownership(1)	Percent of Class(1)

Parker Quillen c/o Quilcap Corporation 375 Park Avenue Suite 1404 New York, New York	4,091,569	15.29%

(1) As of May 31, 2002 there were 24,648,988 shares issued and outstanding and 26,757,777 on a fully diluted basis. Percentage is stated on a fully diluted basis.

Item 13. Certain Relationships and Related Transactions

In August 2001, Mr. Dowe's spouse, Janet L. Dowe became an employee of the company serving in an administrative capacity. On occasion, Mrs. Dowe renders legal services to Novex. Any payments to Mrs. Dowe for legal services rendered to Novex are approved by the Board of Directors, except for Mr. Dowe who was not entitled to vote on these matters.

In May 1999, Mr. Daniel Dowe made an interest free loan to Novex in the amount of $30,378 to provide it with cash flow during the operating deficit that occurred during the last quarter of fiscal 1999. In June 2001, Mr. Dowe converted his loan into 284,573 shares of common stock and a warrant to purchase 94,858 shares of common stock at a price of $.20 per share for a three year exercise period. The terms of the conversion were the same as those offered to new investors that purchased common stock and warrants offered by the company through a private placement of securities.

With respect to the foregoing transactions, Novex believes that the terms of these transactions were as fair to Novex as could be obtained from an unrelated third party. Future transactions with affiliates including loans will be on terms no less favorable than could be obtained from unaffiliated parties and will be approved by a majority of the independent disinterested members of the board of directors.

PART IV

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

NOTE: The financial statements relating to the periods ending May 31, 2000 and May 31, 2001 are marked "unaudited" and are now deemed to be unaudited, notwithstanding that the financial statements were in fact audited when filed in the applicable periods. The change of status to unaudited is attributable to the Company's change in independent auditors and its failure to secure the consent of its former auditors to refile the financial statements for the periods ending May 31, 2000 and May 31, 2001 with the Company's Form 10-KSB for the period ending May 31, 2002. The Company's financial statements for the period ending May 31, 2002 are in fact audited. The Company plans to refile the financial statements for the periods ending May 31, 2000 and May 31, 2001, as audited, upon securing the consent of its former auditors, or after having the financial statements re-audited by its current auditors, whichever is the most expeditious process. The failure to secure the neccessary consent stems from a fee dispute with the Company's former auditors.

Schedules not listed above have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the Financial Statements or Notes thereto.

(B) Exhibits to be incorporated herein by reference:

Exhibit No.	Description of Exhibit
2.1	Plan of Merger of Stratford Acquisition Corp. and the Registrant into the Registrant
3.1(i)	Articles of Incorporation of Stratford Acquisition Corp.
3.1(ii)	Certificate of Incorporation of the Registrant
3.1(iii)	New York Certificate of Merger of Stratford Acquisition Corp. into Registrant
3.1(iv)	Minnesota Certificate of Merger of Stratford Acquisition Corp. into Registrant
3.2	By-Laws
4.1	Specimen Common Stock Certificate
4.2	Form of Class B Warrants
4.3	Form of 10% $550,000 Convertible Debenture and Stock Warrant

	Agreement
4.4	Form of 9% $800,000 Convertible Debenture and Stock Warrant Agreement
4.5	Form of 15% $250,000 Senior Debenture and Stock Warrant Agreement
4.6	Term Sheets re Director Loans to Company dated July 29, 1998; August 13, 1998; August 20, 1998;
	August 27, 1998; September 4, 1998; and May 14, 1999
10.1	Employment Agreement between Registrant and Daniel W. Dowe
10.2	Amendment to Employment Agreement between Registrant and Daniel W. Dowe
10.3	Amended and Restated Purchase Agreement between The Sherwin-Williams Company and Registrant
10.4	Form of Promissory Note to Dime Commercial Corp.
10.5	Form of Promissory Note to The Sherwin-Williams Company
10.6	Bill of Sale from The Sherwin-Williams Company to Registrant
10.7	Designation Certificate
10.8	Form of Promissory Notes to Alfonso DeMatteis
24.1	Power of Attorney (contained on signature page of this Prospectus).
99.1	Battista Agreement
99.2	Supercrete N/A Limited Agreement dated December 20, 1996

(B) Exhibits filed herein:

21.1	Subsidiaries of Novex

(C) Reports on Form 8-K:

Form 8-K filed on March 11, 2002

Form 8-K filed on October 10, 2002

Form 8-K/A filed on October 11, 2002

33

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, Novex Systems International, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized:

NOVEX SYSTEMS INTERNATIONAL CORPORATION

By: /s/ Daniel W. Dowe

Daniel W. Dowe, President

By: /s/ Douglas Friedenberg

Douglas Friedenberg, Treasurer

Dated: October 17, 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in capacities and on the dates indicated:

		Dated
/ss/ Daniel W. Dowe ------------------------- Daniel W. Dowe	Director	October 17, 2002
/ss/ William K. Lavin ------------------------- William K. Lavin	Director	October 17, 2002
/ss/ Douglas Friedenberg ------------------------- Douglas Friedenberg	Director	October 17, 2002
/ss/ Edward J. Malloy ------------------------- Edward J. Malloy	Director	October 17, 2002
/ss/ Kevin DeMatteis ------------------------- Kevin DeMatteis	Director	October 17, 2002