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JACKSON RIVERS CO  
 Form S-8  
 August 16, 2004

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

FORM S-8

REGISTRATION STATEMENT  
 UNDER THE  
 SECURITIES ACT OF 1933

COMMISSION FILE NO. 333-114684

THE JACKSON RIVERS COMPANY  
 (Exact name of registrant as specified in its charter)

Florida	6141	651102865
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

27 Radio Circle, Mount Kisco, New York , 10549; (619) 615-4242  
 (Address and telephone number of Registrant's principal executive offices and  
 principal place of business)

EMPLOYEE STOCK INCENTIVE PLAN FOR THE YEAR 2004 NO. 3  
 NON-EMPLOYEE DIRECTORS AND CONSULTANTS RETAINER STOCK PLAN FOR THE YEAR 2004 NO.  
 3  
 (Full title of the Plans)

Dennis N. Lauzon, 27 Radio Circle, Mount Kisco, New York , 10549  
 (Name and address of agent for service)

(619) 615-4242  
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed offering price per share (1)	Proposed maximum aggregate offering price	Amount of registration fee
Options to Purchase Common Stock, Common Shares Underlying Options	150,000,000	\$ 0.001 (2)	\$ 150,000	\$ 19.0
Common Stock	49,000,000	\$ 0.001 (3)	\$ 49,000	\$ 6.2
Total	199,000,000		\$ 199,000	\$ 25.2