Aventura Holdings Inc.
Form 10-Q
May 15, 2009

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

FORM 10-Q

x QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2009

¨ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from to

Commission File Number: 33-42498

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

Florida	65-0254624
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2025 NE 198 Terrace, Miami, Florida 33179
(Address of principal executive offices)

(305) 937-2000
(Registrant's telephone number, including area code)

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company x

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 126.2 of the Exchange Act). Yes ¨ No x

The number of shares of common stock outstanding as of May 14, 2009 was 2,800,324,194.

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AVENTURA HOLDINGS, INC.

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PART I. FINANCIAL INFORMATION

Item 1. Financial statements

AVENTURA HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2009 AND DECEMBER 31, 2008
(UNAUDITED)

	March 31, 2009 (unaudited)	December 31, 2008
ASSETS:		
Current Assets		
Cash	$ 188	$ 3,351
Accounts receivable	92,450	-
Total Current Assets	92,638	3,351
Fixed Assets		
Furniture and equipment	32,500	32,500
Less: accumulated depreciation	(2,320)	(1,160)
	30,180	31,340
Other Assets		
Security deposit	-	4,420
Total Other Assets	-	4,420
TOTAL ASSETS	$ 122,818	$ 39,111
LIABILITIES & SHAREHOLDERS' DEFICIT:		
Liabilities:		
Accounts payable	$ 82,668	$ 27,383
Accrued compensation	55,290	59,332
Total Liabilities	137,958	86,715
Shareholders' Deficit:		
Common Stock; $0.001 par value; 5,000,000,000 shares authorized; 2,800,324,194 shares issued and outstanding as of March 31, 2009 and 2,790,324,194 shares issued and outstanding as of December 31, 2008	2,800,325	2,790,325
Additional paid in capital	(1,941,907)	(1,936,907)
Treasury stock	200,000	200,000
Accumulated deficit	(1,073,558)	(1,101,022)
Total Shareholders' Deficit	(15,140)	(47,604)
TOTAL LIABILITIES & SHAREHOLDERS' DEFICIT	$ 122,818	$ 39,111

The accompanying unaudited notes are an integral part of these consolidated financial statements.

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AVENTURA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended March 31, 2009 (unaudited)	For the Three Months Ended March 31, 2008 (unaudited)
REVENUES:		
Sales	$ 95,466	$ -
Less: cost of sales	58,604	-
Gross Profit	36,862	-
Fee Income	3,468	69,283
Total Revenues	40,330	69,283
EXPENSES:		
General & Administrative	12,866	29,213
Net Income	$ 27,464	$ 40,070
LOSS PER SHARE:		
Net Income (loss) Per Common Share -		
Basic and Diluted	$nil	$ nil
Weighted Common Shares Outstanding -		
Basic and Diluted	2,800,324,194	2,790,324,194

The accompanying unaudited notes are an integral part of these consolidated financial statements.

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AVENTURA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS (DEFICIT)
(UNAUDITED)

	Common Stock		Preferred Stock					
	Shares	Amount	Shares	Amount	Additional Paid In Capital	Accumulated Deficit	Treasury Stock	Total
Balance at December 31, 2007	2,790,324,194	$ 2,790,325	500	$ 1	$ (1,736,908)	$ (1,162,190)	$ 200,000	$ 91,228
Preferred Stock Exchange for IPTV Technology	-	-	(500)	(1)	(199,999)	-	-	(200,000)
Net income	-	-	-	-	-	61,168	-	61,168
Balance at December 31, 2008	2,790,324,194	2,790,325	-	-	(1,936,907)	(1,101,022)	200,000	(47,604)
Common share issuance pursuant to registration statement	10,000,000	10,000	-	-	(5,000)	-	-	5,000
Net income	-	-	-	-	-	27,464	-	27,464
Balance at March 31, 2009	2,800,324,194	$ 2,800,325	-	$ -	$ (1,941,907)	$ (1,073,558)	$ 200,000	$ (15,140)

The accompanying unaudited notes are an integral part of these consolidated financial statements.

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AVENTURA HOLDINGS, INC.
CONSOLIDATED STATEMENT OF CAH FLOWS
MARCH 31, 2009 AND DECEMBER 31, 2008
(UNAUDITED)

	For the Three Months Ended March 31, 2009 (unaudited)	2008 (unaudited)
Cash flows from operating activities:		
Net income (loss)	$ 27,464	$ 40,070
Adjustments to reconcile net loss to net		
cash used in operating activities:		
Depreciation	1,160	-
(Increase) decrease in:		
Accounts receivable	(92,450)	-
Prepaid expenses	-	(2,495)
Due from others	-	100
Security deposit	4,420	-
Increase (decrease) in:		
Accounts payable	55,285	(8,537)
Accrued compensation	(4,042)	15,000
Due to related party	-	(46,383)
Net cash (used) in operating activities	(8,163)	(2,245)
Cash flows from investing activities:	-	-
Net cash provided (used) in investing activities	-	-
Cash flows from financing activities:		
Proceeds from share issuance	5,000	-
Proceeds from related party	-	1,500
Net cash provided by financing activities	5,000	1,500
Net increase in cash	(3,163)	(745)
Cash at beginning of period	3,351	1,153
Cash at end of period	$ 188	$ 408

Supplemental Disclosure of Cash Flow Information:				
		-		
Cash paid during the period for:				
Interest	$	-	$	-
Income Taxes	$	-	$	-
Noncash investing and financing activities are as follows:				
Common stock issued inconjunction with acquisitions	$	-	$	-
Issuance of common stock	$	5,000	$	-

The accompanying unaudited notes are an integral part of these consolidated financial statements.

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AVENTURA HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 - NATURE OF ORGANIZATION

Aventura Holdings, Inc. (“Aventura”, “we”, “us”, “our”, or the “Company”) is a publicly held Miami, Florida based Company that through its subsidiaries is engaged in the video surveillance and internet broadcast markets.

NOTE 2 - GOING CONCERN

As reflected in the accompanying financial statements, the Company’s past recurring losses from operations, net income of $27,464 and $40,070 for the three months ended March 31, 2009 and 2008 and net cash used in operations of $ 8,163 and $2,245 for the three months ended March 31, 2009 and 2008; shareholder’s deficit of $15,140 and an accumulated deficit of $ 1,073,558 at March 31, 2009, raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments to reflect the possible effects on recoverability and classification of assets or the amounts and classification of liabilities that may result from our inability to continue as a going concern.

Our ability to continue as a going concern is dependent on the ability to further implement our business plan, raise capital, and generate revenues. We presently do not have sufficient revenues to cover our incurred expenses. Our management recognizes that we must generate additional resources to enable us to pay our obligations as they come due, and that we must ultimately successfully implement our business plan and achieve profitable operations. We cannot assure you that we will be successful in any of these activities. Should any of these events not occur, our financial condition will be materially adversely affected.

The time required for us to become profitable from operations is highly uncertain, and we cannot assure you that we will achieve or sustain operating profitability or generate sufficient cash flow to meet our planned capital expenditures, working capital and debt service requirements. If required, our ability to obtain additional financing from other sources also depends on many factors beyond our control, including the state of the capital markets and the prospects for our business. The necessary additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our common stock.

We cannot assure that we will generate sufficient cash flow from operations or obtain additional financing to meet our obligations. The financial statements do not include any adjustments to reflect the possible effects on recoverability and classification of assets or the amounts and classification of liabilities, which may result from the inability of the Company to continue as a going concern.

Management’s Plans

Through research, development and incremental acquisitions of intellectual property and companies within our industry, the Company plans to unveil and sell video surveillance and internet broadcasting software integrated into our products.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interim reporting

While the information presented in the accompanying interim three months financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented in accordance with accounting principles generally accepted in the United States of America. These interim financial statements follow the same accounting policies and methods of their application as the December 31, 2008 annual financial statements of Aventura Holdings, Inc. All adjustments are of a normal recurring nature. It is suggested that these interim financial statements be read in conjunction with the Company's December 31, 2008's annual financial statements.

Operating results for the three months ended March 31, 2009 are not necessarily indicative of the results that can be expected for the year ended December 31, 2009.

NOTE 4 - INVESTMENTS

Investments in securities of unaffiliated issuers represent holdings of less than 5% of the issuer's voting common stock. Investments in and advances to affiliates are presented as (i) majority-owned, if holdings, directly or indirectly, represent over 50% of the issuer's voting common stock, (ii) minority-owned other controlled affiliates if the holdings, directly or indirectly, represent over 25% and up to 50% of the issuer's voting common stock and (iii) minority-owned other non-controlled affiliates if the holdings, directly or indirectly, represent 5% to 25% of the issuer's voting common stock. Investments—other than securities represent all investments other than in securities of the issuer.

Investments in securities or other than securities of privately held entities are initially recorded at their original cost as of the date the Company obtained an enforceable right to demand the securities or other investment purchased and incurred an enforceable obligation to pay the investment price.

For financial statement purposes, investments are recorded at their fair value. Currently, readily determinable fair values do not exist for our investments and the fair value of these investments is determined in good faith by the Company's Board of Directors who engaged independent valuation experts and ratified by the Company's Board of Directors pursuant to a valuation policy and consistent valuation process. Due to the inherent uncertainty of these valuations, the estimates may differ significantly from the values that would have been used had a ready market for the investments existed and the differences may be material.

Realized gains (losses) from the sale of investments and unrealized gains (losses) from the valuation of investments are reflected in operations during the period incurred.

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NOTE 5 - EMPLOYMENT AGREEMENTS

As of May 14, 2009, the Company has one full-time employee under a five year employment agreement commencing May 16, 2006. The employment agreement calls for annual remuneration of $60,000, certain fringe benefits and expense reimbursement. The employee is not represented by a union and the Company believes the relationship with the employee is good.

NOTE 6 - RELATED PARTY AND AFFILIATE TRANSACTIONS

The following disclosures comply with generally accepted accounting principles and the disclosure requirements under the Regulation S-X, Article 6, with regard to affiliate investments and transactions.

By virtue of our research and development activities, the Company licensed certain intellectual property to a related party in engage for past and current debt owed to that entity.

NOTE 8 - INTERNAL CONTROL

Controls and Procedures

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures at the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management. Based on this evaluation, management has concluded that the design and operation of our disclosure controls and procedures are effective. There were no changes in our internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer as appropriate, to allow timely decisions regarding required disclosure.

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

The following discussion should be read in conjunction with our financial statements and notes thereto appearing elsewhere in this report.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Form 10-Q for the quarter ended March 31, 2008 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by the use of forward-looking terminology, such as "may", "shall", "could", "expect", "estimate", "anticipate", "predict", "probable", "possible", "should", "continue", or similar terms, v those terms or the negative of those terms. The forward-looking statements specified in the following information have been compiled by our management on the basis of assumptions made by management and are considered by management to be reasonable. Our future operating results, however, are impossible to predict and no representation, guaranty, or warranty is to be inferred from those forward-looking statements.

The assumptions used for purposes of the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. No assurance can be given that any of the assumptions relating to the forward-looking statements specified in the following information are accurate, and we assume no obligation to update any such forward-looking statements.

RECENT DEVELOPMENTS

On December 27, 2007 the Company acquired intellectual property from IPWebTV, Inc. (an unrelated Delaware company) in exchange for 500 shares of the Company's previously unissued preferred convertible stock. The conversion feature attached to the Company's preferred stock allows the holder to exchange one million shares of the Company's common stock for each share of the Company's preferred stock.

On September 30, 2008, the Company's subsidiary and IPWebTV agreed that the Company's direction was not consistent with the IPWebTV business model and released its rights to certain intellectual property in exchange for the return of the Company's 500 convertible preferred shares. The Company retired and cancelled all 500 convertible preferred shares and has no preferred shares or other convertible securities outstanding as of this date.

RESULTS OF OPERATIONS

For a discussion of factors that could impact operating results, see the section entitled "Risk Factors" in Item 1A, which is incorporated herein by reference.

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AVENTURA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended March 31, 2009 (unaudited)	For the Three Months Ended March 31, 2008 (unaudited)
REVENUES:		
Sales	$ 95,466	$ -
Less: cost of sales	58,604	-
Gross Profit	36,862	-
Fee Income	3,468	69,283
Total Revenues	40,330	69,283
EXPENSES:		
General & Administrative	12,866	29,213
Net Income	$ 27,464	$ 40,070
LOSS PER SHARE:		
Net Income (loss) Per Common Share -		
Basic and Diluted	$ nil	$ nil
Weighted Common Shares Outstanding -		
Basic and Diluted	2,800,324,194	2,790,324,194

The accompanying unaudited notes are an integral part of these consolidated financial statements.

REVENUES

Sales for the three months ended March 31, 2009 were $95,466 compared to sales for the three months ended March 31, 2008 of $0. Fee income for the three months ended March 31, 2009 were $3,468 compared to fee income for the three months ended March 31, 2008 of $69,283.

OPERATING AND OTHER EXPENSES

Operating expenses for the three months ended March 31, 2009 were $12,866 compared to operating expenses for the three months ended March 31, 2008 of $29,213.

Financing expenses were $0 for the three months ended March 31, 2008 compared to $0 for the three months ended March 31, 2007.

As a result of these factors, we reported net income of $27,464 or $nil per share for the three months ended March 31, 2009 as compared to net income of $40,070 or $.nil per share for the three months ended March 31, 2008.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2009, we had liabilities exceeding assets by $15,140 and an accumulated deficit of $1,073,558.

We have no material commitments for capital expenditures.

Net cash used in operations during the three months ended March 31, 2009 was $8,163 primarily relating to our $27,464 net income, $92,450 increase in accounts receivable and $55,285 increase in accounts payable. In the comparable period of March 31, 2008, we had net cash used in operations of $2,245 primarily relating to our $40,070 net income and $46,383 repayment of debt.

No cash was provided or used by investing activities for the three months ended March 31, 2009 and no cash was provided or used by investing activities for the three months ended March 31, 2008.

$5,000 was provided by financing activities for the three months ended March 31, 2009 by the issuance of common stock while $1,500 was provided for the three months ended March 31, 2008 by virtue of a related party.

The Company relies upon outside entities to finance its operations and provide capital for lending activities. A tightening of capital markets can reduce or eliminate funding sources resulting in a decrease in our liquidity and an inability to generate revenues from new lending activities.

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Off Balance Sheet Arrangements

There are no off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

CRITICAL ACCOUNTING POLICIES

A summary of significant accounting policies is included in Note 3 to the unaudited financial statements included elsewhere in this Report. We believe that the application of these policies on a consistent basis enables us to provide useful and reliable financial information about our operating results and financial condition.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company does not currently engage in transactions in derivative financial instruments or derivative commodity instruments. As of March 31, 2009, the Company's financial instruments were not exposed to significant market risk due to interest rate risk, foreign currency exchange risk, commodity price risk or other relevant market risks, such as equity price risk.

However, as discussed elsewhere in this Form 10-Q, the Company may also be subject to the following market risk:

Interest Rate Risk

Our anticipated operations are expected to be leveraged by and sensitive to interest rates. To the extent we may borrow funds to finance our operations at variable rates, we may become subject to risks arising from interest rate fluctuations. Our potential exposure to interest rate risk arises primarily from changes in prime lending rates of commercial banks, which are in turn impacted by the policies and practices of the United States Federal Reserve Board, among other things.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures. Our management evaluated, with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a - 15(e) or 15d - 15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure and that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission Rules and Forms.

Changes in internal control over financial reporting. There was no change in our internal control over financial reporting that occurred during the first quarter of fiscal 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There are legal actions that have arisen in the ordinary course of business and are pending against the Company. Management believes, after reviewing such actions with counsel, that the outcome of pending actions will not have a material adverse effect on the Company's consolidated financial statements taken as a whole, although no assurances can be given. No material amounts for any losses from litigation which may ultimately occur have been recorded in the consolidated financial statements, as management believes that any such losses are not probable.

Item 1A. Risk Factors

An investment in our common stock is highly speculative, involves a high degree of risk, and should be considered only by those persons who are able to bear the economic risk of their investment for an indefinite period. In addition to other information in this Quarterly Report on Form 10-Q, you should carefully consider the risks described below before investing in our publicly-traded securities. The risks described below are not the only ones facing us. Our business is also subject to the risks that affect many other companies, such as competition, technological obsolescence, labor relations, general economic conditions and geopolitical changes. Additional risks not currently known to us or that we currently believe are immaterial also may impair our business operations and our liquidity.

This is a highly speculative investment.

Ownership of our common stock is extremely speculative and involves a high degree of economic risk, which may result in a complete loss of your investment. Only persons who have no need for liquidity and who are able to withstand a loss of all or substantially all of their investment should purchase our common stock.

You will be diluted if we issue additional common stock, options to purchase common stock and/or debt or equity securities convertible into common stock.

Future offerings of debt securities, which would be senior to our common stock upon liquidation, or equity securities, which could dilute our existing stockholders and be senior to our common stock for the purposes of distributions, may have an adverse effect on the value of our common stock.

In the future, we may attempt to increase our capital resources by making additional offerings of equity or debt securities, including medium-term notes, senior or subordinated notes and classes of preferred stock or common stock. Upon our liquidation, holders of our debt securities, if any, and shares of preferred stock, if any, and lenders with respect to other borrowings, if any, will receive a distribution of our available assets prior to the holders of our common stock. Additional equity offerings by us reduce the value of our common stock. Any preferred stock we may issue would have a preference on distributions that could limit our ability to make distributions to the holders of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk of our future offerings reducing the market price of our common stock and diluting their stock holdings in the Company.

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We may be subject to various industry-specific risks associated with our anticipated business operations.

Management has discretionary use of Company assets.

We continue to look for and investigate business opportunities that are consistent with our business plan, including further acquisitions. Management has broad discretion with respect to the acquisition of interests in companies that are consistent with our anticipated operations. Although management intends to apply any proceeds it may receive through the future issuance of stock or debt to acquire or operate suitable businesses, it will have broad discretion in allocating these funds. There can be no assurance that the management's use or allocation of such proceeds will allow it to achieve its business objectives.

We operate in a competitive market for acquisition and investment opportunities.

We compete for acquisitions with a large number of companies and investment funds. Many of our competitors may have greater resources than we do. Increased competition makes it more difficult for us to make acquisitions or investments at attractive prices. As a result of this competition, sometimes we may be precluded from making otherwise attractive acquisitions or investments. There can be no assurance that we will be able to identify, negotiate and consummate acquisitions of attractive companies in light of this competition.

Results may fluctuate and may not be indicative of future performance.

Our operating results may fluctuate and, therefore, you should not rely on current or historical period results to be indicative of our performance in future reporting periods. Factors that could cause operating results to fluctuate include, but are not limited to, variations in the costs of identifying, negotiating and consummating acquisitions of businesses consistent with our business plan; variations in and the timing of the recognition of net realized gains or losses and changes in unrealized appreciation or depreciation; the degree to which we encounter competition in our markets; and other general economic and operational circumstances.

Our common stock price may be volatile.

The trading price of our common stock may fluctuate substantially. The price of the common stock may be higher or lower than the price you pay for your shares, depending on many factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include, but are not limited to, the following:

- price and volume fluctuations in the overall stock market from time to time;
- significant volatility in the market price and trading volume of securities of financial services companies;
- volatility resulting from trading in derivative securities related to our common stock including puts, calls, long-term equity anticipation securities ("LEAPs"), or short trading positions;