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AMERIRESOURCE TECHNOLOGIES INC

Form 10QSB

August 22, 2005

2

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

Form 10-QSB

(Mark One)

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2005.

Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

COMMISSION FILE NUMBER: 0-20033

AMERIRESOURCE TECHNOLOGIES, INC.  
-----

(Exact Name of Small Business Issuer as Specified in its Charter)

DELAWARE  
-----

84-1084784  
-----

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

3440 E. Russell Road, Suite 217, Las Vegas, Nevada 89120  
-----

(Address of Principal Executive Offices)

(702) 214-4249  
-----

(Issuer's Telephone Number)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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  NO

On August 12, 2005, there were 59,789,592 outstanding shares of the issuer's common stock, par value \$0.0001.

TABLE OF CONTENTS

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PART I	-	FINANCIAL INFORMATION	3
ITEM 1.		Financial Statements	F-1
ITEM 2.		Management's Discussion & Analysis or Plan of Operations	4
ITEM 3.		Controls and Procedures	7
PART II	-	OTHER INFORMATION	7
ITEM 2.		Unregistered Sales of Equity Securities and Use of Proceeds	7
ITEM 6.		Exhibits and Reports on Form 8-K	7
SIGNATURES			8
INDEX TO EXHIBITS			9
CERTIFICATIONS			10

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

As used herein, the term "Company" refers to AmeriResource Technologies, Inc., a Delaware corporation, and its subsidiaries and predecessors, unless otherwise indicated. Consolidated, unedited, condensed interim financial statements including a balance sheet for the Company as of the quarter ended June 30, 2005, statement of operations and statement of cash flows for the interim period up to the date of such balance sheet and the comparable periods of the preceding year are attached hereto beginning on Page F-1 and are incorporated herein by this reference.

The consolidated financial statements for the Company included herein are unaudited but reflect, in management's opinion, all adjustments, consisting only of normal recurring adjustments that are necessary for a fair presentation of the Company's financial position and the results of its operations for the interim periods presented. Because of the nature of the Company's business, the results of operations for the six months ended June 30, 2005 are not necessarily indicative of the results that may be expected for the full fiscal year. The financial statements included herein should be read in conjunction with the financial statements and notes thereto included in the Form 10-KSB for the year ended December 31, 2004.

AMERIRESOURCE TECHNOLOGIES, INC  
AND SUBSIDIARIES  
Consolidated Balance Sheets  
Unaudited

ASSETS

June 30,  
2005

Net Assets  
-----

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Cash and cash equivalents	\$ 284,064
Prepaid expenses	6,553
Accounts receivable	2,211
Notes receivable	6,065
	-----
Total Current Assets	298,893
	-
	-----
Investment:	
-----	
Fixed Assets:	
-----	
Equipment	64,198
Leasehold improvements	1,602
Accumulated depreciation	(2,427)
	-----
Net Fixed Assets	63,373
Other Assets:	
-----	
Marketable securities	621
Investment in subsidiary	80,000
Deposits	6,111
Intangible assets net of amortization	49,156
Accumulated amortization	(5,443)
	-----
Total Other Assets	130,445
	-----
Total Assets	\$ 492,711
	=====

F-1

AMERIRESOURCE TECHNOLOGIES, INC  
AND SUBSIDIARIES  
Consolidated Balance Sheets  
Unaudited  
(continued)

LIABILITIES AND STOCKHOLDERS' EQUITY

	June 30, 2005
	-----
Current Liabilities	
Accounts payable	\$ 23,584
Notes payable	638,932
Accrued interest	150,629
Notes payable - related party	5,600
Accrued expenses	60,000
	-----
Total Current Liabilities	878,745

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Non-Current Liabilities:	
Commitments and contingencies	105,000
Notes payable	40,000
	-----
Total Other Liabilities	145,000
	-----
Total Liabilities	1,023,745
	-----
Stockholder's Equity	
Preferred stock, \$.001 par value; authorized 10,000,000 shares; Class A, issued and outstanding 131,275 shares	131
Preferred stock, \$.001 par value; authorized, 10,000,000; Class B, issued and outstanding, 177,012 shares	177
Preferred stock, \$.001 par value; authorized, 1,000,000 shares; Class C, issued and outstanding, 1,000,000 shares	1,000
Preferred stock, \$.001 par value; authorized, 750,000 shares; Class D, none issued and outstanding	250
Common Stock, \$.0001 par value; authorized, 3,000,000,000 shares; issued and outstanding, 41,169,164 and 30,276,416	6,068
Comprehensive loss on marketable securities	(3,108)
Additional paid in capital	17,454,990
Retained earnings	(18,604,734)
Minority interest	614,192
	-----
Total Stockholders' Equity	(531,034)
Total Liabilities and Stockholders' Equity	\$ 492,711
	=====

F-2

AMERIRESOURCE TECHNOLOGIES, INC  
AND SUBSIDIARIES  
Consolidated Statement of Operations  
Unaudited

	For the quarter ended		For the six months ended	
	June 30,		June 30,	
	2005	2004	2005	2004
	-----	-----	-----	-----
Net service income	\$ 300	\$ -	3,085	
Sales	12,549		12,549	
Consulting income		15,000		40,000
	-----	-----	-----	-----

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Revenues	12,849	15,000	15,634	40,000
Cost of goods sold	62,554	-	64,852	
	-----	-----	-----	-----
Gross Profit	(49,705)	15,000	(49,218)	40,000
Operating expenses				
General and administrative expenses	104,478	8,364	194,459	42,729
Salaries	35,000	25,000	60,000	50,000
Legal and professional	85,425	47,341	153,663	94,210
Consulting	388,102	423,283	576,303	494,701
Research and development	50,468		87,426	
	-----	-----	-----	-----
Operating loss	(713,178)	(488,988)	(1,121,069)	(641,640)
Other income (expenses)				
Loss on write-down of investment	-		(16,500)	(101,332)
Interest expense	(27,740)		(43,508)	
Loan extension expense	-		(8,000)	
Minority interest	131,339		200,067	
	-----	-----	-----	-----
Net income (loss) before income tax	(609,579)	(488,988)	(989,010)	(742,972)
Income tax provision	-	-		
	-----	-----	-----	-----
Net income (loss)	\$ (609,579)	\$ (488,988)	\$ (989,010)	\$ (742,972)
	=====	=====	=====	=====
Earnings (loss) per share	(0.01)	(0.04)	(0.02)	(0.07)
	=====	=====	=====	=====
Weighted average common shares outstanding	52,122,168	11,572,476	48,071,924	10,197,607
	=====	=====	=====	=====

F-3

AMERIRESOURCE TECHNOLOGIES, INC  
AND SUBSIDIARIES  
Consolidates Statement of Stockholders' Equity

	Unaudited		Preferred stock		Additional C
	\$ .0001 par value Common stock Shares	Amount	Shares	\$ .001 par value Amount	
Balance at December 31, 2003	7,828,854	\$ 783	1,329,621	1,330	\$ 16,110,805
Shares Issued:					
Consulting services	12,062,604	1,206	228,666	228	380,682

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Legal services	1,048,617	105			94,038
Extension/modification of note	453,475	45			(45)
Options Exercised	227,250	23			(23)
Investment in Eaglerider	250,000	25			71,475
Subscription agreement	1,206,575	121			(121)
Reduction of note payable	5,000,000	500			99,500
Net loss for the year					
Fractional shares, rounding from split	2,199,041	219			116,303
	-----	-----	-----	-----	-----
Balance at December 31, 2004	30,276,416	3,027	1,558,287	1,558	16,872,614
	-----	-----	-----	-----	-----
Shares Issued:					
Extension/modification of note	400,000	40			7,960
Consulting services	8,983,277	898			161,303
Legal services	1,509,471	151			30,038
Net loss for the period					
Subsidiaries Roboserver and Net2auction					
Balance at March 31, 2005	41,169,164	4,116	1,558,287	1,558	17,071,911
	=====	=====	=====	=====	=====

F-4

AMERIRESOURCE TECHNOLOGIES, INC  
AND SUBSIDIARIES  
Consolidates Statement of Cash Flows  
Unaudited  
For the six months ended

	June 30,	
	2005	2004
	-----	-----
Reconciliation of net loss use in operating activities:		
Net loss	(989,010)	(742,972)
Non-cash items:		
Depreciation/amortization	7,459	26
Non-cash services through issuance of stock	585,582	683,451
Write down of investment	16,500	
Changes in assets affecting operations (increase)/decrease		
Accounts receivable	(2,211)	
Prepaid expenses	(6,553)	
Notes receivable	10,870	6,371
Deposits	(6,111)	
Changes in liabilities affecting operations increase / (decrease)		
Accounts Payable	22,611	
Accrued payroll and related expe	60,000	59,000
Accrued interest	41,515	
Note payable - related party	(14,136)	
	-----	-----
Net cash provided by (used in) operating activities	(273,484)	5,876
	-----	-----
Cash flows from investing activities:		
Purchase of assets	(58,358)	
Purchase of intangible assets	(49,156)	
Purchase of subsidiary	(80,000)	

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Net cash used in investing activities	(187,514)	
Cash flows from financing activities:		
Net proceeds from borrowing	256,000	
Net proceeds from issuance of common stock	481,033	
Net cash provided by financing activities	737,033	
Increase (decrease) in cash	\$ 276,035	\$ 5,876
Cash - beginning of the period	\$ 8,029	\$ 34,090
Cash - end of the period	\$ 284,064	\$ 39,966

F-5

NOTE 1 - DESCRIPTION OF DEVELOPMENT STAGE ACTIVITIES

AmeriResource Technologies, Inc., formerly known as KLH Engineering Group, Inc (the Management Company), a Delaware corporation, was incorporated March 3, 1989 for the purpose of providing diversified civil engineering services throughout the United States, to be accomplished through acquisitions of small to mid-size engineering firms. On July 17, 1996, the Company changed its name to AmeriResource Technologies, Inc.

NOTE 2 - BASIS OF PRESENTATION

The unaudited financial statements included herein have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Item 301(b) of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2005 and 2004 are not necessarily indicative of the results that may be expected for the fiscal years ending December 31, 2005. For further information, the statements should be read in conjunction with the financial statements and notes thereto included in the Company's registration statement on Form 10-KSB.

Principles of consolidation

The consolidated financial statements include the combined accounts of AmeriResource Technologies, Inc., West Texas Real Estate & Resources', Inc., RoboServer Systems, Inc., Self-Serve Technologies, Inc. Net2Auction, Inc., Net2Auction Corporation, VOIPCOM USA, Inc., and Tomahawk Construction Company. All material intercompany transactions and accounts have been eliminated in consolidation.

Loss per common share

Loss per common share is based on the weighted average number of common shares

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outstanding during the period.

### NOTE 3 - INVESTMENT

-----  
On or about April 15, 2005, the Company purchased the majority stock of the voting common stock of VOIPCOM USA, Inc. for the price of Eighty thousand dollars (\$80,000.00). VOIPCOM USA, Inc. is a Delaware corporation. The Company effectively, controls approximately 97% or Twenty-three million (23,000,000) shares of the outstanding voting common stock of VOIPCOM USA, INC. This purchase is being treated as an investment in subsidiaries.

A Stock Exchange Agreement was executed and made effective on January 27, 2004 whereby the Company acquired a 40% interest in 449 Corporation ("449") and WDHQ Corporation ("WDHQ") for 3,000,000 shares of the Company's common stock and \$60,000 cash. The Company paid \$30,000 with the signing of the revised Stock Exchange Agreement with the balance to be paid on or before July 31, 2004. 449 and WDHQ operate a business located in San Diego, California, as EagleRider. Eagle Rider provides rental of Harley Davidson motorcycles and recreational equipment. This investment was accounted for as a non-marketable equity investment by the Company. However, the Company sold its interests in both 449 and WDHQ on April 19, 2005, which we disclosed on Form 8-K, filed with the SEC on April 28, 2005.

F-6

### NOTE 4 - STOCKHOLDERS' EQUITY

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Common stock

In December of 2004, the Company approved a 40 for 1 reverse stock split. The shares are shown after the reverse split.

During the second quarter ending, June 30, 2005, the Company issued the total of 19,252,030 shares of common stock:

17,161,030 shares of common stock were issued for consulting services valued at \$343,207.

2,091,000 shares of common stock were issued for legal and professional services valued at \$41,820.

Preferred stock

The Company has currently designated 10,000,000 shares of their authorized preferred stock to Series A Convertible Preferred Stock and an additional 10,000,000 shares to Series B Convertible Preferred Stock.

Both Series A and B preferred stock bear a cumulative \$.125 per share per annum dividend, payable quarterly. The shareholders have a liquidation preference of \$1.25 per share, and in addition, all unpaid accumulated dividends are to be paid before any distributions are made to common shareholders. These shares are subject to redemption by the Company at any time at a price of \$1.25 plus all unpaid accumulated dividends. Each preferred share is convertible, at any time prior to a notified redemption date, to one common share. The preferred shares have equal voting rights with common shares and no shares were converted in 2004. Dividends are not payable until declared by the Company.

F-7



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### NOTE 4 - STOCKHOLDERS' EQUITY (con't)

On or about April 27, 2005, the Company filed with the Securities & Exchange Commission the AmeriResource Technologies, Inc. 2005 Stock Incentive Plan for the purpose of encouraging AmeriResource's officers, employees, and the officers, and employees of the Companies subsidiaries and other people, to acquire a proprietary interest in the Company and strengthening their desire to remain with the Company. The Stock Incentive Plan was filed on Form S-8 for the registration of Twenty-five Million (25,000,000) shares of common stock pursuant to Section 12 of the Exchange Act.

On February 22, 2002, the Company filed a "Certificate of Designation" with the Secretary of State with the State of Delaware to designate 1,000,000 shares of its Preferred Stock as "Series C Preferred Stock". Each share of the Series C Stock shall be convertible into common stock of the Company based on the stated value of the \$2.00 divided by 50% of the average closing price of the Common

Stock on five business days preceding the date of conversion. Each share of the outstanding Series C Preferred shall be redeemable by the Corporation at any time at a redemption price of \$2.00 per share with interest of 8% per annum. The holders of the Series C also possess liquidation rights of \$2.00 per share superior in priority to holders of common stock or any junior securities.

On February 22, 2002, the Company filed a "Certificate of Designation" with the Secretary of State of the State of Delaware to designate 750,000 shares of its Preferred Stock as "Series D Preferred Stock". Each share of the Series D Stock shall be convertible into one share of common stock of the Company. Each share of the outstanding Series D Preferred shall be redeemable by the Corporation at any time at a redemption price of \$.001 per share with interest of 8% per annum. The holders of the Series D also possess liquidation right of \$.001 per share superior in priority to holders of common stock or any junior securities.

Delmar Janovec, President & CEO, exchanged the interest owed to him on the dividends relating to Series A and B Preferred Stock in the approximate amount of \$2,000,000 for the new class of Series C Preferred Stock that was approved by the Board of Directors on January 31, 2002.

F-8

### NOTE 5- NOTE PAYABLE

The Company had the following notes payable outstanding as of June 30, 2005:

Note dated August 2, 2000, payable to American Factors, secured by 300,000 shares of the Company's common stock. The note bears interest at 15%.	422,932
Note dated 2002, no interest bearing, no specified due date	85,000
Note dated April 12, 2005, prime plus 3% interest bearing, with due date of November 12, 2005. Parties have the option to convert to R-144 stock upon mutual consent.	80,000
Note dated 2005, \$1,000 interest, due July 2005.	51,000
Note dated 2005, prime interest, due in 14 months	40,000

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Total notes payable	678,932
Less current portion	(638,932)
	-----
Long-term portion	\$ 40,000
	=====
Maturities of notes payable at June 30, 2005, are as follows:	
2005	\$ 638,932
2006	40,000
2007	--
Thereafter	--
	\$ 678,932

NOTE 6 - GOING CONCERN UNCERTAINTY

-----

The accompanying financial statements have been prepared in conformity with principles of accounting applicable to a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company has incurred continuing losses and has not yet generated sufficient working capital to support its operations. The Company's ability to continue as a going concern is dependent, among other things, on its ability to reduce certain costs, obtain new contracts and additional financing and eventually, attaining a profitable level of operations. It is management's opinion the going concern basis of reporting its financial condition and results of operations is appropriate at this time. The Company plans to increase cash flows and take steps towards achieving profitable operations through mergers and/or acquisition of profitable operations.

F-9

NOTE 7 - COMMITMENTS AND CONTINGENCIES

-----

The Company, from time to time, may be subject to legal proceedings and claims that arise in the ordinary course of its business. The Company is currently covered adequately for workmen's compensation, business property & casualty insurance, and general liability meeting the standard limits which are customary in the industry.

Although there are some contingencies that exist with the Company and its subsidiaries, there are no new contingencies that have occurred since the last year-end.

NOTE 8 - MARKETABLE SECURITIES

-----

During the period ended June 30, 2005, the Company was considered to have sufficient ownership and control of RoboServer Systems Corp. and Net2Auction, Inc.; therefore both companies are being reported as subsidiaries on a consolidated basis. Minority interest losses attributed to RoboServer Systems Corp. and Net2Auction, Inc. are 46% and 47%, respectively.

F-10

ITEM 2. MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

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### FORWARD-LOOKING INFORMATION

This quarterly report contains forward-looking statements. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward looking statements. These statements relate to future events or to the Company's future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of such terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially. There are a number of factors that could cause the Company's actual results to differ materially from those indicated by such forward-looking statements. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance, or achievements.

### GENERAL

The Company's operations for the quarter ending June 30, 2005 were primarily affected through its subsidiaries, Net2Auction, Inc. ("Net2Auction"), and Net2Auction Corporation, RoboServer Systems Corp. ("RoboServer"), and Self-Serve Technologies, Inc. As of June 30, 2005, the Company owned 45.5% of Net2Auction, which owns 100% of Net2Auction Corporation. Net2Auction is publicly traded on the NQB Pink Sheets under the symbol of NAUC. As of June 30, 2005, the Company owned approximately 44.5% of RoboServer, while RoboServer wholly owns Self-Serve Technologies, Inc. RoboServer is publicly traded on the NQB Pink Sheets under the symbol RBSY.

4

### NET2AUCTION, INC.

Net2Auction has become one of the largest operators of online auction drop-off locations by developing relationships through partnership agreements with independently owned and/or franchised pack and ship centers. In order to assist in growing the operations and increasing revenues, management made the decision to utilize a proprietary software program that provides an all encompassing system which ties in eBay, PayPal, Net2Auction, and the customer. Net2Auction's relationship with EBay allows Net2Auction to reach millions of potential buyers for our customers' unwanted goods.

Management believes Net2Auction's operations and revenues will continue to grow whereby increasing revenues each month through the end of 2005 and into 2006, which will bring meaningful revenues for the Company. Currently, Net2Auction operates forty (40) drop-off locations in San Diego and Orange County, California. Net2Auction's goal is to have seventy-five (75) drop-off locations in place by the end of 2005. Net2Auction moved its headquarters in May 2005 to 10979 San Diego Mission Rd., San Diego, CA 92108. To learn more go to [www.net2auction.com](http://www.net2auction.com).

### ROBOSERVER SYSTEMS CORP.

RoboServer continues to explore market opportunities in the restaurant business and has uncovered several potential markets outside of the traditional fast food arena. Although the flagship point of sale software remains potentially a significant module to the main product line of self-service kiosks, emphasis has migrated from the flagship POS system to new applications and product models of kiosks. Through market research, management believes the POS market is near saturation and RoboServer will use all available resources on the kiosk products. The shift in emphasis to kiosk based ordering systems, while delaying revenue generation, has uncovered an underserved market.

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RoboServer is spending considerable efforts to educate corporate offices about its Kiosk based customer system. RoboServer has signed its first pilot site for this new technology and anticipates the deployment of its first finished product in late summer of 2005. RoboServer believes that within the next two to three years, 20% to 30% of the fast food restaurants in the United States will deploy some type of this technology to their retail outlets to provide customer service plus accrue the benefits in labor cost savings. Management believes RoboServer's operations and revenues will begin to generate meaningful revenue prior to December 31, 2005. To learn more go to [www.roboservercorp.com](http://www.roboservercorp.com).

WEST TEXAS REAL ESTATE AND RESOURCES, INC.

West Texas did not have any business operations in the second quarter of 2005.

5

VOIPCOM USA, INC.

Voipcom USA, Inc. did not have any business operations in the second quarter of 2005.

### RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the audited financial statements and notes thereto included in our annual report on Form 10-KSB for the fiscal year ended December 31, 2004 and should further be read in conjunction with the financial statements included in this report. Comparisons made between reporting periods herein are for the three and six-month period ended June 30, 2005 as compared to the same period in 2004.

Revenues for the second quarter ended June 30, 2005 increased to \$ 12,849 from \$0 in revenues for 2004. The Company's net loss for the quarter ended June 30, 2005 increased to \$609,579 from \$488,988 in 2004. The Company's expenses for the second quarter ended June 30, 2005 as compared to 2004, are set forth below:

Expenses	Quarter ended 6/30/2005	Quarter ended 6/30/2004
General and Administrative	104,478	8,364
Consulting	388,102	423,283
Employee Salaries and Bonuses	35,000	25,000
Interest Expense	27,740	0
Legal and Professional	85,425	47,341
Research and development	50,468	

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Cost of goods sold	62,554	
-----		
-----		
Total Expenses	753,767	503,988
-----		

The increase in these expenses for the second quarter of 2005 relative to the same period for 2004 is primarily related to an increase in non-cash services of \$325,027.

### LIQUIDITY AND CAPITAL RESOURCES

The Company's net cash used in operating activities for the six months ended June 30, 2005 increased to \$273,484 from net cash provided by operating activities of \$5,876 for the same period in 2004. This increase is mainly attributable to a decrease in expense from non-cash services through the issuance of stock to \$585,582 for the six months of 2005 from \$683,451 for the six months of 2004, and an increase in net loss of \$989,010 for the six months ended June 30, 2005, compared to a net loss of \$742,972 for the six months ended June 30, 2004.

Net cash used in investing activities increase to \$187,514 for the six-months ended June 30, 2005, up from \$0 for the same period in 2004. This increase is due to the purchase of Voipcom USA, Inc.

6

Net cash provided by financing activities was \$737,033 for six-months ended June 30, 2005, compared to \$0 for the same period in 2004. This increase is due to increased borrowing and the issuance of common stock.

The Company has relied upon its chief executive officer for its capital requirements and liquidity. The Company's recurring losses, lack of cash flow and lack of cash on hand raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with respect to these matters include raising additional working capital through equity or debt financing and acquisitions of ongoing concerns, which generate profits, ultimately allowing the Company to achieve consistent profitable operations. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

### ITEM 3. CONTROLS AND PROCEDURES

Within the 90 days prior to the date of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the person performing functions similar to that of a Principal Financial Officer of the Company, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon the evaluation, the Company's Chief Executive Officer and the person performing functions similar to that of a Principal Financial Officer of the Company concluded that the Company's disclosure controls are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic SEC filings. There have been no significant changes in the Company's internal controls or in other factors which could significantly affect internal controls subsequent to the date the Company conducted its evaluation.

### PART II - OTHER INFORMATION

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## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Although the Company did not issue any of its own common stock during the quarter ended June 30, 2005, two of the Company's subsidiaries, RoboServer and Net2Auction, did issue common stock in unregistered offerings. Because we have consolidated our financial statements to include RoboServer and Net2Auction, the following is a disclosure of their equity issuances during the second quarter.

On or about April 19, 2005, Roboserver issued 165,000 shares of common stock as consideration for consulting services rendered. On or about June 28, 2005, Roboserver issued 30,000 shares of common stock in conjunction with the private placement of securities. On or about June 29, 2005, Roboserver issued 410,000 shares of common stock in conjunction with the conversion of a loan. Additionally, Net2Auction, on or about May 13, 2005, issued 1,000,000 shares in conjunction with a private placement of securities, and on or about June 23, 2005, Net2Auction issued an additional 5,000,000 shares of common stock following the exercise of options by Net2Auction option holders. The securities, which were taken for investment and were subject to appropriate transfer restrictions, were issued without registration under the Securities Act upon the exemption provided in Section 4(2) of the Securities Act and Regulation D.

## ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits beginning on page 8 of this Form 10-QSB, which is incorporated herein by reference.

7

## SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERIRESOURCE TECHNOLOGIES, INC.

/s/ Delmar A. Janovec

-----  
Delmar A. Janovec, Chief Executive Officer and  
Principal Financial Officer

Dated: August 22, 2005

8

## INDEX TO EXHIBITS

EXHIBIT PAGE

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NO.		NO. DESCRIPTION
3(i)	*	Articles of Incorporation of the Company. (Incorporated by reference from the Company's Form S-4, file number 33-44104, effective on February 11, 1992.).
3(ii)	*	Bylaws of the Company. (Incorporated by reference from the Company's Form S-4, file number 33-44104, effective on February 11, 1992.)
31(i)	10	Certification of Chief Executive Officer and Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
32(i)	11	Certification of Chief Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. ss.1350

\* Previously filed as indicated and incorporated herein by reference from the referenced filings previously made by the Company.

9

EXHIBIT 31(i)

CERTIFICATION

I, Delmar Janovec, as Chief Executive Officer and the person performing functions similar to that of a Principal Financial Officer of AmeriResource Technologies, Inc. (the "Company"), certify that:

1. I have reviewed this quarterly report on Form 10-QSB of the Company;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this annual report;
4. The small business issuer's other certifying officer(s) and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to myself by others within those entities, particularly during the period

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in which this annual report is being prepared;

- (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the small business issuer's internal controls over financial reporting that occurred during the small business issuer's most recent fiscal year that has materially affected, or is reasonably likely to materially effect, the small business issuer's internal controls over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors;
- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting

Date: August 22, 2004

/s/ Delmar A. Janovec

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Delmar Janovec  
Chief Executive Officer and  
Principal Financial Officer

10

EXHIBIT 32 (i)

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

Certification Pursuant to 18 U.S.C., Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

In connection with the Quarterly Report of AmeriResource Technologies, Inc. (the "Company") on Form 10-QSB for the quarter ended June 30, 2004 (the "Report"), as filed with the Securities and Exchange Commission, on the date hereof (the "Report"), the undersigned, Delmar Janovec, Chief Executive Officer and the person performing functions similar to that of a Principal Financial



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Officer of the Company, hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to 18 U.S.C., Section 1350, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 22, 2004

/s/ Delmar A. Janovec

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Delmar A. Janovec  
Chief Executive Officer and  
Principal Financial Officer