

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

FORM 10-QSB

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

For The Quarterly Period Ended February 28, 2003

[REDACTED]

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission File Number: 000-33305

[REDACTED]



FLIGHT SAFETY TECHNOLOGIES, INC.

[REDACTED]

(Exact name of Company as specified in its charter)

Nevada

[REDACTED]

(State of Incorporation)

95-4863690

[REDACTED]

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

28 Cottrell Street, Mystic, Connecticut 06355

[REDACTED]

(Address of principal executive offices and Zip Code)

(860) 245-0191

[REDACTED]

(Company's telephone number, including area code)

[REDACTED]

(Former name or former address, if changed since last report)

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 issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

The number of shares outstanding of the registrant's common stock as of February 28, 2003 was 14,757,104 shares

Transitional Small Business Disclosure Format: Yes No

| | <u>Page</u> <u>No.</u> |
|--|---------------------------|
| <u>PART I. FINANCIAL INFORMATION</u> | |
| Item 1. <u>Financial Statements</u> | 1 |
| a) <u>Consolidated Balance Sheets as of February 28, 2003 and May 31, 2002</u> | 1 |
| b) <u>Consolidated Statements of Operations for the Three and Nine Month Period Ended February 28, 2003 and 2002</u> | 2 |
| c) <u>Consolidated Statements of Changes in Stockholders Equity (Deficit) for the Nine Months Ended February 28, 2003 and 2002</u> | 3 |
| d) <u>Consolidated Statements of Cash Flows for the Nine Months Ended February 28, 2003 and 2002</u> | 4 |
| e) <u>Notes to Consolidated Financial Statements</u> | 5 |
| Item 2. <u>Management's Discussion and Analysis or Plan of Operations</u> | 7 |
| Item 3. <u>Controls and Procedures</u> | 15 |
| <u>PART II. OTHER INFORMATION</u> | 15 |
| Item 5. <u>Other Information</u> | 15 |
| Item 6. <u>Exhibits and Reports on Form 8-K</u> | 16 |
| <u>SIGNATURES</u> | 17 |
| <u>CERTIFICATIONS</u> | 18 |

Item 1. Financial Statements

FLIGHT SAFETY TECHNOLOGIES, INC. AND SUBSIDIARY

Consolidated Balance Sheets
(Unaudited)
February 28, 2003 and May 31, 2002

(Unaudited) (Audited)
February 28, 2003 May 31, 2002

| Assets | | |
|---|------------------|----------------|
| Current assets: | | |
| Cash | \$ 1,228,142 | \$ 277,870 |
| Restricted cash | -- | 200,000 |
| Contract receivables | 166,036 | -- |
| Other receivables | 55,302 | 55,302 |
| Other current assets | 33,988 | 10,612 |
| Notes receivable officers, current portion | -- | 17,400 |
| | ██████████ | ██████████ |
| Total current assets | 1,483,468 | 561,184 |
| Property and equipment, net of accumulated depreciation of \$124,937 and \$89,099, respectively | 122,916 | 158,349 |
| Intangible assets, net of accumulated amortization of \$19,608 and \$14,090, respectively | 125,672 | 105,582 |
| | ██████████ | ██████████ |
| | \$ 1,732,056 | \$ 825,115 |
| | ██████████ | ██████████ |
| | ██████████ | ██████████ |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Line of credit | \$ -- | \$ 90,000 |
| Accounts payable | 303,974 | 68,462 |
| Accrued expenses | 102,303 | 138,957 |
| | ██████████ | ██████████ |
| Total current liabilities | 406,277 | 297,419 |
| | ██████████ | ██████████ |
| Minority Interest | 1,176 | -- |
| Stockholders' equity: | | |
| Series A convertible preferred stock, \$0.01 par value, 5,000,000 shares authorized, 606,343 issued and outstanding (liquidation preference of \$2,000,932) | -- | 6,063 |
| Common stock, \$0.01 par value, 10,000,000 shares authorized, 2,796,000 shares issued and outstanding | -- | 27,960 |
| Common stock, \$0.001 par value, 50,000,000 shares authorized, 14,757,104 issued and outstanding | 14,757 | -- |

| | | |
|-----------------------------|--------------|-------------|
| Additional paid-in-capital | 3,624,373 | 2,033,230 |
| Unearned stock compensation | (79,674) | (98,088) |
| Accumulated deficit | (2,234,853) | (1,441,469) |
| | | |
| | 1,324,603 | 527,696 |
| | | |
| | \$ 1,732,056 | \$ 825,115 |
| | | |
| | | |

The accompanying notes are an integral part of these financial statements

FLIGHT SAFETY TECHNOLOGIES, INC. AND SUBSIDIARY

Consolidated Statements of Operations

(Unaudited)

For The Three and Nine Month Period Ended February 28, 2003 and 2002

| | Three Months FY 2003 | Nine Months 2003 | Three Months 2002 | Nine Months 2002 |
|--|-------------------------|---------------------|----------------------|---------------------|
| Contract Revenues | \$ 487,299 | \$ 527,131 | \$ 10,063 | \$ 525,282 |
| | | | | |
| Cost and expenses: | | | | |
| Cost of revenues | 350,194 | 374,284 | 21,416 | 459,241 |
| Research and development | 8,375 | 25,198 | 16,914 | 41,170 |
| Selling, general and administrative | 270,892 | 809,620 | 183,533 | 593,273 |
| Depreciation and amortization | 13,806 | 41,356 | 13,159 | 39,477 |
| | | | | |
| | 643,267 | 1,250,458 | 235,022 | 1,133,161 |
| | | | | |
| Loss from operations | (155,968) | (723,327) | (224,959) | (607,879) |
| | | | | |
| Other income (Expense): | | | | |
| Interest income | 1,831 | 7,601 | 3,314 | 18,940 |
| Interest expense | -- | (2,232) | (1,034) | (5,376) |
| | | | | |
| | 1,831 | 5,369 | 2,280 | 13,564 |
| | | | | |
| Loss before provision for income taxes | (154,137) | (717,958) | (222,679) | (594,315) |
| | | | | |

| | | | | | |
|---|----|------------|--------------|--------------|--------------|
| Provision for income taxes | | 846 | 846 | -- | -- |
| | | | | | |
| | | | | | |
| | | | | | |
| Net Loss | \$ | (154,983) | \$ (718,804) | \$ (222,679) | \$ (594,315) |
| | | | | | |
| | | | | | |
| Net Loss Per Share | | | | | |
| Basic | \$ | (.01) | \$ (.07) | \$ (.09) | \$ (.23) |
| | | | | | |
| Weighted Average Number of Shares Outstanding | | | | | |
| Basic | | 14,760,231 | 10,873,234 | 2,595,000 | 2,595,000 |

The accompanying notes are an integral part of these financial statements

(Unaudited)

For The Nine Months Ended February 28, 2003 and 2002

| | Common Stock | | Convertible Redeemable Preferred Stock | | Additional Paid-In Capital | Unearned Stock Compensation | Accumulated Deficit | Stockholders' Equity (Deficit) |
|--|--------------|-----------|--|----------|----------------------------|-----------------------------|---------------------|--------------------------------|
| | Shares | Amount | Shares | Amount | | | | |
| Balance at May 31, 2001 | 2,595,000 | \$ 25,950 | 606,343 | \$ 6,063 | \$ 1,912,630 | \$ --- | \$ (632,369) | \$ 1,312,274 |
| Net loss | -- | -- | -- | -- | -- | -- | (594,315) | (594,315) |
| Balance at February 28, 2002 | 2,595,000 | \$ 25,950 | 606,343 | \$ 6,063 | \$ 1,912,630 | \$ --- | \$ (1,226,684) | \$ 717,795 |
| | | | | | | | | |
| | | | | | | | | |
| Balance at May 31, 2002 | 2,796,000 | \$ 27,960 | 606,343 | \$ 6,063 | \$ 2,033,230 | \$ (98,088) | \$ (1,441,469) | \$ 527,696 |
| Amortization of unearned stock comp. | --- | --- | --- | --- | --- | 18,414 | --- | 18,414 |
| Net proceeds from issuance of Common stock | 850,000 | 850 | --- | --- | 1,528,793 | --- | --- | 1,529,643 |
| Net share exchange | 11,111,104 | (14,053) | (606,343) | (6,063) | 62,350 | -- | (74,580) | (32,346) |
| Net loss | -- | -- | -- | -- | -- | -- | (718,804) | (718,804) |
| | | | | | | | | |
| Balance at February 28, 2003 | 14,757,104 | \$ 14,757 | --- | \$ --- | \$ 3,624,373 | \$ (79,674) | \$ (2,234,853) | \$ 1,324,603 |
| | | | | | | | | |
| | | | | | | | | |

The accompanying notes are an integral part of these financial statements

FLIGHT SAFETY TECHNOLOGIES, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

(Unaudited)

For The Nine Months Ended February 28, 2003 and 2002

| | 2003 | 2002 |
|---|------------------|------------------|
| Cash flows from operating activities: | | |
| Net loss | \$ (718,804) | \$ (594,315) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation and amortization | 41,356 | 39,477 |
| Non-cash compensation - common stock | 18,414 | 48,375 |
| Assumption of Debt Upon Acquisition | (31,170) | -- |
| Changes in operating assets and liabilities: | | |
| (Increase) decrease in contract receivables | (166,036) | 248,808 |
| (Increase) decrease in other receivables | -- | 125,909 |
| (Increase) decrease in other current assets and other assets | (23,376) | (873) |
| Increase (decrease) in accounts payable and accrued expense | 198,858 | (207,749) |
| Net cash used in operating activities | (680,758) | (340,368) |
| Cash flows from investing activities: | | |
| Purchases of property and equipment | (405) | (551) |
| Payments for patents and other costs | (25,608) | (39,583) |
| Net cash used in investing activities | (26,013) | (40,134) |
| Cash flows from financing activities: | | |

| | | |
|--|--------------|------------|
| Proceeds from previously restricted cash | 200,000 | -- |
| Proceeds from repayment of loans to officers | 17,400 | 21,050 |
| Net proceeds (payment)/line of credit | (90,000) | (15,000) |
| Proceeds from issuance of common stock net of costs | 1,529,643 | -- |
| | | |
| Net cash provided by financing activities | 1,657,043 | 6,050 |
| | | |
| Net increase (decrease) in cash and cash equivalents | 950,272 | (374,452) |
| | | |
| Cash and cash equivalents at beginning of year | 277,870 | 841,648 |
| | | |
| Cash and cash equivalents at end of quarter | \$ 1,228,142 | \$ 467,232 |
| | | |
| | | |
| Supplemental disclosures of cash flow information: | | |
| Cash paid during the year for | | |
| Income taxes paid | \$ -- | \$ -- |
| Interest | 2,232 | 5,376 |

The accompanying notes are an integral part of these financial statements

FLIGHT SAFETY TECHNOLOGIES, INC. AND SUBSIDIARY

Notes To The Consolidated Financial Statements (Unaudited)

For The Nine Months Ended February 28, 2003 and 2002

The consolidated financial statements of Flight Safety Technologies, Inc. (referred to herein as the "Company", unless the context indicates otherwise) presented herein are unaudited. In the opinion of management, these financial statements included all adjustments necessary for a fair presentation of the financial position. Results for the nine months ended and three months ended February 28, 2003 and 2002 are not necessarily indicative of results for the entire year. The accompanying financial statements should be read in conjunction with the Company's financial statements and related footnotes of the Company's subsidiary for the years ended May 31, 2002 and May 31, 2001 which are included in the Company's 8-KA filed on November 6, 2002.

Note 1. Summary of Significant Accounting Policies:

Restricted Cash

Restricted Cash represents collateral for the Company's line of credit agreement. As of February 28, 2003 the line of credit was cancelled by

the Company and the previously restricted cash is now available and reported as part of the Company's Cash balance.

Income Taxes

As of May 31, 2002 the Company has Federal and State net operating loss carryforwards of approximately \$921,000 and \$957,000, respectively, to reduce future taxable income, if any. The Federal operating losses expire in various years through 2022 and the State operating losses expire in various years through 2007. The Company also has State tax credit carryforwards of approximately \$10,000, which expire in the year 2007.

Research and Development

Company sponsored research and development costs, including proposal costs and unreimbursed expenditures for developmental activities are charged against income in the year incurred.

Revenue and Cost Recognition

The Company recognizes income from contracts under the percentage of completion method of accounting for financial reporting purposes. Revenues are measured by the ratio of the costs incurred to date divided by the estimated total costs for each contract. Contracting costs include all direct material, labor and subcontracting costs. General and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions and estimated profitability and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined. Revenue related to claims is recorded at the lesser of actual costs incurred or the amount expected to realized.

Intangible Assets

Intangible assets consist of patent costs totaling \$145,280 with accumulated amortization of \$19,608. Amortization expense for the three and nine months ended February 28, 2003 was \$3,658 and \$5,518, respectively. Amortization expense for each of the next five years is expected to be \$9,672.

Note 2. Interim Financial Information (Unaudited):

The interim financial statements of the Company for the three months and nine months ended February 28, 2003 and 2002, included herein, have been prepared by the Company, without audit, pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations relating to interim financial statements.

Note 3. Equity Transactions:

On September 1, 2002 the Company (then known as Reel Staff, Inc.) entered into a continuous share exchange agreement ("Share Exchange") with shareholders of Flight Safety Technologies, Inc. (a private Delaware Corporation, currently a subsidiary of the Company, operating under the name Flight Safety Technologies Operating, Inc. ("FSTO")). As of February 28, 2003 the Company has acquired 96.54% of the common and preferred stock of FSTO and as a group, FSTO participating shareholders have received an aggregate 55.65% interest in the Company. This transaction resulted in a business combination treated as a reverse acquisition and recapitalization whereby for accounting purposes FSTO was treated as the acquiring corporation. The stock exchange rate was two and one half shares of the Company for every share of preferred and common stock tendered by the existing shareholders of FSTO. The result to date is the issuance of 8,211,728 shares of common stock of the Company to former shareholders of FSTO. Simultaneous to this transaction the Company sold 850,000 common shares at \$2.00 per share with

Note 4. Summary of Shares Outstanding:

| | |
|---|-----------|
| Common stock of Company on August 31, 2002 | 5,695,376 |
| Exchange shares on September 1, 2002 | 7,611,775 |
| Sale of common stock on September 1, 2002 | 850,000 |
| Exchange shares from September 2 to November 30, 2002 | 599,953 |



| | |
|---|------------|
| Total common stock issued and outstanding as of February 28, 2003 | 14,757,104 |
|---|------------|



For the three and nine months ended February 28, 2003, the effect of the Company's stock options and warrants are excluded from diluted earnings per share calculations since the inclusion of such items would be antidilutive.

Note 5. Non Cash Transactions:

As part of and as a result of the business combination with FSTO, the following non-cash transaction was recorded.

| | |
|----------------------------|----------|
| Accounts Payable | \$31,170 |
| Common stock | 5,674 |
| Additional Paid in Capital | 37,736 |



| | |
|---------------------|----------|
| Accumulated Deficit | \$74,580 |
|---------------------|----------|



Note 6. Business Combination:

As indicated in Note 3, on September 1, 2002, the Company participated in a Share Exchange. This transaction resulted in a business combination treated as a reverse acquisition and recapitalization whereby for accounting purposes FSTO was treated as the acquiring corporation. The Proforma operating results which reflect revenue, operating expense, loss from continuing operations and net loss, and loss per share for the current and historical periods would be as follows:

| | Three Months 2003 | Nine Months 2003 | Three Months 2002 | Nine Months 2002 |
|--------------------|----------------------|---------------------|----------------------|---------------------|
| Net Sales | \$ 487,299 | \$ 527,131 | \$ 11,356 | \$ 532,060 |
| | | | | |
| | | | | |
| Operating Expenses | \$ 643,267 | \$ 1,250,458 | \$ 246,199 | \$ 1,169,692 |
| | | | | |
| | | | | |

| | | | | |
|--------------------|--------------|--------------|--------------|--------------|
| Net Loss | \$ (154,983) | \$ (718,804) | \$ (232,563) | \$ (624,068) |
| | ██████████ | ██████████ | ██████████ | ██████████ |
| | ██████████ | ██████████ | ██████████ | ██████████ |
| Net Loss Per Share | \$ (.01) | \$ (.05) | \$ (.02) | \$ (.04) |
| | ██████████ | ██████████ | ██████████ | ██████████ |
| | ██████████ | ██████████ | ██████████ | ██████████ |

Item 2. Management's Discussion and Analysis or Plan of Operation

Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995:

7

Except for the historical information presented in this document, the matters discussed in this Form 10-QSB for the three month and nine month periods ending February 28, 2003, and specifically in the items entitled "Management's Discussion and Analysis or Plan of Operation", or otherwise incorporated by reference into this document, contain "forward-looking statements" (as such term is defined in the Private Securities Litigation Reform Act of 1995). These statements are identified by the use of forward-looking terminology such as "believes", "plans", "intend", "scheduled", "potential", "continue", "estimates", "hopes", "goal", "objective", expects", "may", "will", "should" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. The safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, apply to forward-looking statements made by the Company. The reader is cautioned that no statements contained in this Form 10-QSB should be construed as a guarantee or assurance of future performance or results. These forward-looking statements involve risks and uncertainties, including those identified within this Form 10-QSB. The actual results that the Company achieves may differ materially from any forward-looking statements due to such risks and uncertainties. These forward-looking statements are based on current expectations, and the Company assumes no obligation to update this information. Readers are urged to carefully review and consider the various disclosures made by the Company in this Form 10-QSB and in the Company's other reports filed with the Securities and Exchange Commission that attempt to advise interested parties of the risks and factors that may affect the Company's business.

SECOND Quarter BACKGROUND AND Overview

The Company, a Nevada corporation formerly known as Reel Staff, Inc., entered into a Share Exchange Agreement dated June 24, 2002, as amended July 15, 2002, by and among the Company, Flight Safety Technologies, Inc., a Delaware corporation, and the Vendors as identified on Schedule A thereto, a copy of which was filed as Exhibit 10, to a Form 8-K filed on July 18, 2002 ("Share Exchange"). The Share Exchange closed on September 1, 2002 and as of this 10-QSB filing the Company has acquired approximately 96.54% interest in Flight Safety Technologies, Inc. As of September 1, 2002, the Company changed its name to Flight Safety Technologies, Inc. (hereinafter "Company," "Parent," or "FST"). The acquired subsidiary thereafter changed its name to Flight Safety Technologies Operating, Inc. (hereinafter "Subsidiary" or "FSTO"). As a result of the share exchange, the Company changed its fiscal year from December 31 to the same fiscal year of FSTO, i.e. May 31. Approximately 6,852,370 shares of the Company, representing approximately 46% of its 14,757,104 outstanding shares, currently trade on the NASD's Over-the-Counter Bulletin Board under the symbol "FLST". In conjunction with the Share Exchange, on September 1, 2002, the Company closed a private placement pursuant to Regulation S under the United States Securities Act of 1933, as amended. The private placement raised gross proceeds of \$1.7 million and, after deduction of expenses, net proceeds of \$1,529,643 were available to the Company (the "Company Private Placement"). In accordance with the Share Exchange Agreement, the Company filed on January 28, 2003 a Form SB-2 for the registration of 1,228,964 existing common shares, as well as the common shares underlying 850,000 warrants, which became effective on February 18, 2003.

8

Prior to the Share Exchange, the Company provided production and post-production staffing services to film, video, and television production companies and was headquartered in Los Angeles, California. As a result of the Share Exchange, the Company completely discontinued its previous operations, is continuing the business operations of FSTO, and has relocated its principle offices to Mystic, Connecticut. Prior to the Share Exchange, the Company experienced significant difficulty in generating revenue. As indicated in its 2001 annual report, from its inception on May 21, 2001 to the end of its first fiscal year on December 31, 2001, the Company generated \$5,485 in revenues and incurred operating expenses of \$25,354. As indicated in its final quarterly report prior to the Share Exchange, for the six months ended June 30, 2002, the Company realized revenues of approximately \$1,293 while its expenses increased to \$54,755. Thereafter, the Company generated no additional revenues from providing staffing and production services and discontinued these activities as of closing of

the Share Exchange.

Since the September 1, 2002 closing of the Share Exchange, the sole activities of the Company have reflected those carried on by its subsidiary, FSTO. FSTO commenced operations and was incorporated in Wyoming in 1997 and reincorporated in Delaware in 2000. The first full fiscal year for which FSTO audited financial statements were prepared ended on May 31, 1998. FSTO audited financial statements for fiscal years ending May 31, 2002 and May 31, 2001 were included as exhibits to Form 8-KA filed on November 6, 2002. FSTO is also subject to periodic audits by the Defense Contract Audit Agency. To date, FSTO has incurred four audits by DCAA and reports have been issued to our government customer which have stated that FSTO is performing in full accordance with Federal Acquisitions Regulations.

FSTO is developing advanced technologies to enhance aviation safety and reduce airport delays. Using its patented opto-acoustic technology, known as SOCRATES, it is currently working on development of a system to detect and track air disturbances known as "wake vortex turbulence," created by departing and arriving aircraft in the vicinity of airports. Because of the potential safety hazard to following aircraft presented by wake turbulence, the Federal Aviation Administration ("FAA") has mandated a set of fixed spacings between arriving and departing aircraft, based on the respective weights of leading and following aircraft. These spacing rules, based on worst-case conditions, may result in unnecessary delays under conditions in which wake turbulence dissipates quickly or is carried by wind out of the flight corridors. Precise knowledge of the location and motion of the wake vortices could give air traffic controllers the flexibility to safely shorten the arrival and departure spacing intervals when conditions permitted, potentially reducing passenger delays, taxiway queues, and aircraft fuel consumption.

The Company believes that its wake-vortex advisory system, upon completion of development and in consort with NASA-developed, vortex-track prediction technology, will:

- Improve the safety of aircraft arrivals and departures;
- Streamline the air traffic control process;
- Reduce passenger delays; and
- Generate substantial cost savings for airports and the airline industry.

A "proof of principle" test of a prototype system was conducted at JFK International Airport in May of 1998. Controlled testing of an expanded and improved system, using the NASA Boeing 757 as the source aircraft, was carried out at Langley Air Force Base in December 2000. In view of these two tests, the Company expects to develop and test the operational utility of the system in a series of tests at one or more major airports over the next several years. The Company has conducted research, development and testing of SOCRATES in conjunction with Lockheed Martin Corporation pursuant to a ten year teaming agreement between them dated May 1, 1997 under which the Registrant is the prime contractor which is attached as Exhibit 10.7 to the Company's 8-KA filed on November 6, 2002 and incorporated herein by reference.

FSTO also is working on development of a collision avoidance and ground proximity warning system for small aircraft based on a patented technology it refers to as UNICORN.

We may consider and execute from time to time strategic investments, acquisitions or other transactions that we believe will benefit us and complement our current operations, technologies, and resources.

Since its inception in 1997, FSTO operations have been funded by U.S. Congressional earmarked appropriations resulting in two sole source contracts, with agencies of the Federal government for research, development and testing of SOCRATES technology, a private placement of preferred stock that raised approximately \$1.5 million of net cash proceeds in November of 2000 (the "FSTO Private Placement"), and the aforementioned Company Private Placement. These contracts are funded when, as, and if the supervising federal agencies approve a statement of work and specific task orders under the statement of work. When funded, the federal contracts cover FSTO's direct costs and costs of operations, including overhead and general and administrative, plus a fee negotiated as a percentage of such costs. Certain costs, such as lobbying, product development and business development expenses that are not allowable under these contracts, R&D costs FSTO incurs over certain cost caps set by the U.S. government, or costs incurred between contract fundings (collectively hereinafter referred to as "Non-contract Costs"), are not reimbursable under our government contracts and have been funded primarily by proceeds of the two private equity placements.

The U.S. Congress has provided earmarked appropriations for the development and testing of FSTO detection technology since 1997. The appropriations to FAA totaled \$9.6 million in fiscal years 1997 through 2000; and the National Aeronautics and Space Administration (NASA) appropriations totaled \$13.5 million in fiscal years 2003 through 2002. From these amounts, an aggregate of approximately \$7.3 million of contract revenue has been paid to FSTO as of February 28, 2003 under two sole source contracts for research and development of its SOCRATES technology and constituted its only revenues.

In October 2001, without notice to, or opportunity for prior review by FSTO, the Volpe Center of the United States Department of Transportation ("Volpe") circulated a draft report which recommended curtailing further government expenditure on SOCRATES due to a high risk assessment of achieving operational feasibility. FSTO only learned of this negative report in March 2002 and, together with its major subcontractor, Lockheed Martin, has vigorously disputed and extensively discussed its assertions with the Volpe Center. As a result of these discussions, Volpe did not issue a final report.

On September 16, 2002, Volpe and NASA requested a proposal which totaled \$2,221,068 for additional research and development for FSTO to continue related work with an immediate objective of better characterizing the wake acoustics and background noise. FSTO submitted its cost proposal on October 9, 2002. On November 20, 2002, Volpe approved and funded a new work order in the amount of \$1,229,650. On March 4, 2003 Volpe approved and funded an additional work order in the amount of \$991,418 which completes the funding for the above referenced proposal.

FSTO has experienced significant fluctuations in its Net Income since its inception in 1997. The net (loss) for fiscal year 2002 of <\$809,100> compares unfavorably to the net (loss) of <\$521,951> in fiscal year 2001. Net Losses have further increased and as of February 28, 2003, the end of fiscal year 2003 third quarter, were <\$718,804>. FST's loss for fiscal year 2002 and for fiscal year 2003 to date was caused primarily by the eleven month delay in government contract funding for SOCRATES research and development.

COMPARISON BETWEEN THREE MONTH AND NINE MONTH PERIODS ENDED FEBRUARY 28, 2003 AND FEBRUARY 28, 2002.

Revenues

On November 20, 2002, we received Contract Task Order No. 0008 for \$1,229,650 from the U. S. Government. Included in the funding is a 7% fee and the statement of work continues our previous contract to develop and test our Socrates technology. This funding ended an eleven month period, from December 15, 2001 to November 19, 2002, without government funding to develop Socrates. As of February 28, 2003, \$527,131 was billed to the US Government against Task Order No. 0008 and represents our contract revenue for the nine month period ending February 28, 2003. Our contract receivables as of February 28, 2002 against Task Order No. 0008 are \$166,036.

Contract revenue for the three and nine month period ending February 28, 2003 are \$487,299 and \$527,131 respectively. This was a significant increase compared to \$10,063 for the three month period ended February 28, 2002 and virtually no change compared to \$525,282 for the nine months ended February 28, 2002. These results principally reflect the lack of government contract funding for SOCRATES during the eleven month period ending November 19, 2002.

Direct Contract Costs. Subcontractor, consultant and direct labor expenses comprise our direct contract costs. We resumed work on our SOCRATES government contract on November 20, 2002. Direct contract costs were \$350,194 for the three month period ending February 28, 2003 compared to \$21,416 for the three month period ending February 28, 2002. For the nine months ending February 28, 2003, direct contract costs of \$374,284 compare to \$459,241 of such costs for the nine months ending February 28, 2002. These results principally reflect the eleven month delay in funding under our current government contract.

When our government contract is funded, changes in direct costs do not generally impact our operating income because each contract covers its own direct costs. However, during periods when our government contract is not funded, any such costs we may incur are not reimbursable and must be funded from our own resources.

Operating Expenses. Government contractors are required to categorize operating expenses as overhead expenses or general and administrative expenses. These two indirect "cost pools" are then divided by their appropriate "direct cost base" combinations of direct contract cost, which determines the contractors overhead and general and administrative rates. These rates are subject to ceilings established with each government contract, which currently are set at 70% for overhead and 20% for general and administrative. Our historical rates are shown below.

| | For Year Ended <u>5-31-00</u> | For Year Ended <u>5-31-01</u> | For Year Ended <u>5-31-02</u> |
|--------------------------|--|--|--|
| Overhead Rates | 70% | 72% | 73% |
| General and Admin. Rates | 20% | 29% | 67% |

The above rates for each of the previous fiscal year ends include only allowable operating expenses and have fluctuated over time. We believe these rates will improve and approach our current rate ceilings of 70% for overhead and 20% for general administration during the fourth quarter of fiscal year 2003.

Non-contract Costs include: 1) expenses considered unallowable per (FAR) Federal Acquisition Regulations, such as lobbying and financing costs, 2) over ceiling expenses, or 3) operating expenses incurred during periods without government contract funding. These Non-contract Costs are not reimbursable under our U.S. government contracts and must be paid from other sources, primarily proceeds from the private placement of our equity securities to date. To date, Non-contract Costs have been the primary use of this source of liquidity and have had a significant impact on our operating loss and liquidity for FY 2002 and 2003 to date. Non-contract Costs are detailed below:

| | For the 3 Months Ending (Unaudited) | |
|------------------------------------|--|------------------------|
| | <u>02-28-03</u> | <u>02-28-02</u> |
| Unallowable Expenses (3) & (4) | \$ 27,676 | \$ 33,806 |
| Over-ceiling Expenses | 139,053 | 0 |
| Operating Expenses During Unfunded | | |
| Period 9-1-02 / 11-19-02 | 0 | 0 |
| Period 12-15-01 / 2-28-02 | 0 | 180,834 |
| | ██████████ | ██████████ |
| Total | \$ 166,729 | \$ 214,640 |

| | For the 9 Months Ending (Unaudited) | |
|------------------------------------|--|------------------------|
| | <u>02-28-03</u> | <u>02-28-02</u> |
| Unallowable Expenses (1) & (2) | \$ 199,879 | \$ 137,418 |
| Over-ceiling Expenses | 146,316 | 140,942 |
| Operating Expenses During Unfunded | | |
| Period 6-1-02 / 11-19-02 | 390,160 | 0 |
| Period 12-15-01 / 2-28-02 | 0 | 180,834 |
| | ██████████ | ██████████ |
| Total | \$ 736,355 | \$ 459,194 |

Note:

- (1) Includes \$18,414 of stock based compensation expense for the 9 months-ended 02-28-03.
- (2) Includes \$48,375 of stock based compensation expense for the 9 months-ended 02-28-02.
- (3) Includes \$6,138 of stock based compensation expense for the 3 months-ended 02-28-03.
- (4) Includes \$16,125 of stock based compensation expense for the 3 months-ended 02-28-02.

Unallowable expense for the nine month period ending February 28, 2003 increased over those ending in 2002 because of increased Lobbying and Shareholder relations expenses during the previous first and second quarters. Over-ceiling expenses and Operating Expenses during Unfunded Periods fluctuate from period to period due to the timing of unfunded periods. The Company expects to be funded through

November 30, 2003 which should eliminate the latter expense category for the fourth quarter of FY 2003 and through the first two quarters of FY 2004.

Liquidity and Capital Resources

Our sources of liquidity, which we define as our ability to generate cash to fund our operations, are primarily provided by revenue from our government contracts and proceeds from the sale of our equity securities. Our funded contract backlog as of February 28, 2003 is \$1,693,939.

13

As of February 28, 2003 and February 28, 2002, our unrestricted cash was, respectively, \$1,228,142 and \$467,232. The increase in unrestricted cash on hand as of February 28, 2003 over February 28, 2002 is attributable to closing on September 1, 2002, in conjunction with the Share Exchange, of a \$1.7 million private placement of 850,000 shares of common stock of FST that netted \$1,529,643 of proceeds to FST, less the operating losses for the period from December 15, 2001 to November 19, 2002, the period without government contract funding.

As of February 28, 2003, we had total current liabilities of \$406,277 compared to \$297,419 of such liabilities as of May 31, 2002. We used proceeds from the aforementioned private placement to pay off our line of credit. Thus, as of February 28, 2003, no sums were outstanding under our line of credit, compared to an outstanding balance of \$90,000 on May 31, 2002.

We anticipate that our funded contract balance of \$1,693,939, will fund our direct contract costs and allowable operating expenses until approximately November 30, 2003. During this period, we have budgeted and expect to incur approximately \$500,000 in non-contract costs and an estimated \$200,000 for UNICORN research and development. Assuming we operate within budget, as to which we can make no guaranty or assurance, at the end of such time, our available cash should be approximately \$525,000. Pursuant to a Form 8-K filed on March 26, 2003, we announced a Share Repurchase Program on March 21, 2003 that authorizes the Company to purchase up to \$200,000 of its shares on the open market or in private transactions. If, in its discretion, the Company makes any such purchase, the cash we expect to be available to us on November 30, 2003 could be reduced by up to \$200,000.

From time to time, we may consider and execute strategic investments, acquisitions, or other transactions that we believe could benefit us and could require use of some or all of our liquidity. To facilitate such transactions and enhance our liquidity position for these and other purposes, such as working capital for research and development, we also may conduct from time to time various types of equity offerings, including, but not limited to, public or private offerings of common or preferred stock based on a negotiated fixed share value, or floating market price of our publicly traded shares. If we encounter delays in, or are unable to procure, contract funding from the U.S. government for further research development and testing of SOCRATES technology, incur costs over budget, or make a strategic investment, our cash resources will be reduced more rapidly than we presently anticipate. In such event, we may need to obtain additional capital to maintain operations. There can be no guaranty or assurance of our future ability to obtain capital for any of the foregoing purposes and, if obtained, the terms and conditions of such capital may dilute our present shareholders' ownership.

Description of Property

At the present time, we do not own any real property. Our primary office is located at 28 Cottrell Street, Mystic, Connecticut 06355 (approximately 1000 square feet) which is leased from the Mystic Fire District on a yearly basis at an annual rate of eighteen thousand six hundred dollars (\$18,600).

14

FSTO owns two U.S. patents for technologies invented by Mr. Frank Rees, our Technical Director and Executive Vice President. The patents are for FST's SOCRATES technology (US 6,034,760 A) and its UNICORN technology (US 6,211,808 B1). Each of these patents have been assigned to FSTO by the inventor. There are also overseas patent applications currently pending for each of these technologies.

Item 3. Controls and Procedures

- (a) **Evaluation of disclosure controls and procedures.** FST's chief executive officer and chief financial officer have reviewed and evaluated the effectiveness of FST's disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934 (the "Exchange Act")), as of a date within ninety days before the filing of this quarterly report. Based on that evaluation, the chief executive officer and chief financial officer have concluded that FST's current disclosure controls and procedures are effective to ensure that information required to be disclosed by FST in reports that it files or submits under the Exchange Act are recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission rules and forms.
- (b) **Changes in internal controls.** There have not been any significant changes in FST's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation. There were no significant deficiencies or material weakness in the internal controls, and therefore no corrective actions were taken.

PART II - OTHER INFORMATION

Item 5. Other Information

DEADLINE FOR SUBMISSION OF SHAREHOLDER PROPOSALS FOR INCLUSION IN 2003 PROXY MATERIALS

Any proposal which a shareholder wishes to have included in the proxy materials of the Company relating to the 2003 annual meeting of the shareholders of the Company, which is scheduled to be held in October 2003, must be received at the principal executive offices of the Company, 28 Cottrell Street, Mystic, Connecticut 06355, Attention: Samuel A. Kovnat, Chairman and Chief Executive Officer, no later than May 15, 2003. If such proposal is in compliance with all of the requirements of Rule 14a-8 under the Exchange Act, it will be included in the proxy statement and set forth on the form of proxy issued for such annual meeting of shareholders. It is urged that any such proposals be sent certified mail, return receipt requested.

Nothing in this section shall be deemed to require the Company to include in its proxy statement and proxy relating to the 2003 annual meeting any shareholder proposal which does not meet all of the requirements for inclusion established by the SEC in effect at the time such proposal is received. In the case of nominations for elections to the Board of Directors, certain information regarding the nominee must be provided.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

The following is a list of exhibits filed as part of this quarterly report on Form 10-QSB. Where so indicated by footnote, exhibits which were previously filed are incorporated by reference. For exhibits incorporated by reference, the location of the exhibit in the previous filing is indicated.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 2 | Share Exchange Agreement dated March 25, 2002 (1) |
| 3.1 | Articles of Incorporation* |
| 3.2 | By-Laws (2) |
| 10 | Teaming Agreement dated May 1, 1997 by and between FSTO and Lockheed Martin Corporation (3) |
| 99.1 | Chief Executive Officer Certification as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350).* |
| 99.2 | Chief Financial Officer Certification as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350).* |

* submitted herewith

(1) Incorporated by reference from the Form 8K filed by Company on July 18, 2002.

(2) Incorporated by reference from the Registration Statement on Form SB-2, which was filed August 9, 2001.

(3) Incorporated by reference to Exhibit 10.7 to its 8-KA filed on November 6, 2002

(b) Reports on Form 8-K

On January 21, 2003, we filed a Current Report on Form 8-K dated September 16, 2003. The report contained an Item 9 Regulation FD disclosure regarding a certain analyst report issued regarding the Company.

On February 28, 2003, we filed a Current Report on Form 8-K dated February 28, 2003. The report contained an Item 9 Regulation FD disclosure announcing that the President signed into law as part of the FY 2003 Omnibus Appropriation Bill, a \$4.5 million addition to the NASA budget for Flight Safety Project SOCRATES.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the Company caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Flight Safety Technologies, Inc.
a Nevada corporation

April 3, 2003

By: /s/ Samuel A. Kovnat



Samuel A. Kovnat
Its Chief Executive Officer, Director

April 3, 2003

By: /s/ David D. Cryer



David D. Cryer
Its Chief Financial Officer

CERTIFICATIONS

I, Samuel A. Kovnat, certify that:

1. I have read this quarterly report on Form 10-QSB of Flight Safety Technologies, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly represent in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;
4. The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Company and have:
 - a) Designed such disclosure controls and procedures to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Evaluated the effectiveness of the Company's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date.
5. The Company's other certifying officers and I have disclosed, based on our most recent evaluation, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent functions):


- a) All significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company's auditors any material weaknesses in internal controls; and

18

- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
6. The Company's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

April 3, 2003

By: /s/ Samuel A. Kovnat


Samuel A. Kovnat
Its Chief Executive Officer

CERTIFICATION

I, David D. Cryer, certify that:

1. I have read this quarterly report on Form 10-QSB of Flight Safety Technologies, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly represent in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;
4. The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Company and have:
 - a) Designed such disclosure controls and procedures to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Evaluated the effectiveness of the Company's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date.
5. The Company's other certifying officers and I have disclosed, based on our most recent evaluation, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company's auditors any material weaknesses in internal controls; and

- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
6. The Company's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

April 3, 2003

By: /s/ David D. Cryer



David D. Cryer
Its Chief Financial Officer

**ARTICLES OF INCORPORATION
OF
FLIGHT SAFETY TECHNOLOGIES, INC.**

I, the undersigned, for the purposes of incorporating and organizing a corporation pursuant to the General Corporation Law of the State of Nevada, do execute these Articles of Incorporation and do hereby certify as follows:

FIRST. The name of the corporation is Flight Safety Technologies, Inc.

SECOND. The address of this corporation's registered office in the State of Nevada is 502 East John Street, Carson City, Nevada 89706. The name of its resident agent at such address is CSC Services of Nevada, Inc.

THIRD. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the General Corporation Law of the State of Nevada.

FOURTH. The total number of shares of capital stock which this corporation shall have authority to issue is fifty five million (55,000,000) with a par value of \$.001 per share amounting to \$55,000.00. Fifty million (50,000,000) of those shares are Common Stock and five million (5,000,000) of those shares are Preferred Stock. Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, on any matter on which action of the stockholders of this corporation is sought. The holders of shares of Preferred Stock shall have no right to vote such shares, except (i) determined by the Board of Directors of this corporation in accordance with the provisions of Section (3) of ARTICLE FIFTH of these Articles of Incorporation, or (ii) as otherwise provided by the Nevada General Corporation Law, as amended from time to time.

FIFTH. The Board of Directors of this corporation shall be, and hereby is, authorized and empowered, subject to limitations prescribed by law and the provisions of the Article FOURTH of these Articles of Incorporation, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Nevada, to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(1) The number of shares constituting such series and the distinctive designation of such series;

(2) The dividend rate on the shares of such series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such series;

(3) Whether such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(4) Whether such series shall have conversion privileges, and, if so, the terms and conditions of such conversion privileges, including provision for adjustment of the conversion rate, in such events as the Board of Directors shall determine;

(5) Whether or not the shares of such series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which those shares shall be redeemable, and the amount per share payable in the event of redemption, which amount may vary in different circumstances and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund;

(7) The rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of this corporation, and the relative rights of priority, if any, of payment of shares of such series; and

(8) Any other relative rights, preferences and limitations of such series.

Dividends on issued and outstanding shares of Preferred Stock shall be paid or declared and set apart for payment prior to any dividends shall be paid or declared and set apart for payment on the shares of Common Stock with respect to the same dividend period.

If, upon any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of this corporation available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full and complete preferential amount to which such holders are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts, including unpaid cumulative dividends, if any, payable with respect thereto.

SIXTH. The incorporator of this corporation is Michael Muellerleile, whose mailing address is 1301 Dove Street, Suite 460, Newport Beach,

SEVENTH. No director or officer of this corporation shall have any personal liability to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this Article Seventh shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of the Nevada General Corporation Law. Any repeal or modification of this article by the stockholders of this corporation shall not adversely affect any right or protection of any director of this corporation existing at the time of such repeal or modification.

EIGHTH. This corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision specified in these Articles of Incorporation, and other provisions authorized by the laws of the State of Nevada at any such time then in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this article.

NINTH. Capital stock issued by this corporation after the amount of the subscription price or par value therefor has been paid in full shall not be subject to pay debts of this corporation, and no capital stock issued by this corporation and for which payment has been made shall ever be assessable or assessed.

TENTH. (a) The affairs of this corporation shall be governed by a Board of Directors of not more than fifteen (15) persons nor less than one (1) person, as determined from time to time by vote of a majority of the Board of Directors of this corporation; provided, however, that the number of directors shall not be reduced so as to reduce the term of any director at the time in office. The name and address of the initial member of the Board of Directors, which shall initially consist of one director, are:

1. Renee McCracken
1402 Veteran Ave. #B
Los Angeles, CA 90024

(b) The Board of Directors of this corporation shall be divided into three (3) classes, as nearly equal in numbers as the then total number of directors constituting the entire Board of Directors permits, with the term of office of one class expiring each year. At the first annual meeting of stockholders of this corporation directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting of those stockholders, directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting, and directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting of those stockholders. Any vacancies in the Board of Directors

for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors so chosen shall have been chosen and until their successors shall be elected and qualified. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of this corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders. Subject to the foregoing, at each annual meeting of stockholders the successors to the class of directors whose terms shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting of stockholders.

(c) Notwithstanding any other provisions of these Articles of Incorporation or the bylaws of this corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of this corporation), any director or the entire Board of Directors of this corporation may be removed at any time, but only for cause and only by the affirmative vote of the holders of seventy-five percent (75%) or more of the outstanding shares of capital stock of this corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders of this corporation called for that purpose. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of this corporation, the provisions of section (c) of this article shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

ELEVENTH. The period of existence of this corporation shall be perpetual.

TWELFTH. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director of this corporation, individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with the same force and effect as if he or she were not such director or officer of such other corporation or not so interested.

4

THIRTEENTH. Subject to the provisions of any series of Preferred Stock of this corporation which may at the time be issued and outstanding and convertible into shares of Common Stock of this corporation, the affirmative vote of at least two-thirds (2/3) of the outstanding shares of Common Stock held by stockholders of this corporation other than the "related person" (as defined later in these Articles of Incorporation), shall be required for the approval or authorization of any "business combination" (as defined later in these Articles of Incorporation) of this corporation with any related person; provided, however, that such voting requirement shall not be applicable if:

(1) The business combination was approved by the Board of Directors of this corporation either (A) prior to the acquisition by such related person of the beneficial ownership of twenty percent (20%) or requisition the outstanding shares of the Common Stock of this corporation, or (B) after such acquisition, but only during such time as such related person has sought and obtained the unanimous approval by the Board of Directors of this corporation of such acquisition of more than 20% of the Common Stock prior to such acquisition being consummated; or

(2) The business combination is solely between this corporation and another corporation, fifty percent (50%) or more of the voting stock of which is owned by a related person; provided, however, that each stockholder of this corporation receives the same type of consideration in such transaction in proportion to his or her stockholdings; or

(3) All of the following conditions are satisfied:

(A) The case or fair market value of the property, securities or other consideration to be received per share by holders of Common Stock of this corporation in the business combination is not less than the higher of (i) the highest per share price (including brokerage commissions, soliciting dealers fees, dealer-management compensation, and other expenses, including, but not limited to, costs of newspaper advertisements, printing expenses and attorneys' fees) paid by such related person in acquiring any of its holdings of this corporation's Common Stock or (ii) an amount which has the same or a greater percentage relationship to the market price of this corporation's Common Stock immediately prior to the commencement of acquisition of this corporation's Common Stock by such related person, but in no event in excess of two (2) times the highest per share price determined in clause (i), above; and

(B) After becoming a related person and prior to the consummation of such business combination, (i) such related person shall not have acquired any newly issued shares of capital stock, directly or indirectly, from this corporation (except upon conversion of convertible securities acquired by it prior to becoming a related person or upon compliance with the provision of this article or as a result of a pro rata stock dividend or stock split) and (ii) such related person shall not have received the benefit, directly or indirectly, (except proportionately

5

as a stockholder) of any loans, advances, guarantees, pledges or other financial assistance or tax credits provided by this corporation, or made any major changes in this corporation's business or equity capital structure; and

(C) A proxy statement complying with the requirements of the Securities Exchange Act of 1934, whether or not this corporation is then subject to such requirements, shall be mailed to the public stockholders of this corporation for the purpose of soliciting stockholder approval of such business combination and shall contain at the front thereof, in a prominent place (i) any recommendations as to the advisability (or inadvisability) of the business combination which the continuing directors, or any outside directors, may determine to specify, and (ii) the opinion of a reputable national investment banking firm as to the fairness (or not) of the terms of such business combination, from the point of view of the remaining public stockholders of this corporation (such investment banking firm to be engaged solely on behalf of the remaining public stockholders, to be paid a reasonable fee for its services by this corporation upon receipt of such opinion, to be a reputable national investment banking firm which has not previously been associated with such related person and, if there are at the time any such directors, to be selected by a majority of the continuing directors and outside directors).

For purposes of this article:

(1) The term "business combination" shall be defined as and mean (a) any merger or consolidation of this corporation with or into a related person; (b) any sale, lease, exchange, transfer or other disposition, including, without limitation, a mortgage or any other security device, of all or any substantial part of the assets of this corporation, including, without limitation, any voting securities of a subsidiary, or of a subsidiary, to

a related person; (c) any merger or consolidation of a related person with or into this corporation or a subsidiary of this corporation; (d) any sale, lease, exchange, transfer or other disposition of all or any substantial part of the assets of a related person to this corporation or a subsidiary of this corporation; (e) the issuance of any securities of this corporation or a subsidiary of this corporation to a related person; (f) the acquisition by this corporation or a subsidiary of this corporation of any securities of a related person; (g) any reclassification of Common Stock of this corporation, or any recapitalization involving Common Stock of this corporation, consummated within five (5) years after a related person becomes a related person, and (h) any agreement, contract or other arrangement providing for any of the transactions described in this definition of business combination;

(2) The term "related person" shall be defined as and mean and include any individual, corporation, trust, association, partnership or other person or entity which, together with their "affiliates" and "associates" (defined later in these Articles of Incorporation), "beneficially" owns (as this term is defined in Rule 13d-3 of the General Rules and Regulations pursuant to the Securities Exchange Act of 1934), in the aggregate 20% or more of the outstanding shares of the

6

Common Stock of this corporation, and any "affiliate" or "associate" (as those terms are defined in Rule 12b-2 pursuant to the Securities Exchange Act of 1934) of any such individual, corporation, trust, association, partnership or other person or entity;

(3) The term "substantial part" shall be defined as and mean more than ten percent (10%) of the total assets of the corporation in question, as of the end of its most recent fiscal year ending prior to the time the determination is being made;

(4) Without limitation, any shares of Common Stock of this corporation which any related person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by such related person;

(5) For the purposes of this article, the term "other consideration to be received" shall include, without limitation, Common Stock of this corporation retained by its existing public stockholders in the event of a business combination with such related person pursuant to which this corporation is the surviving corporation; and

(6) With respect to any proposed business combination, the term "continuing director" shall be defined as and mean a director who was a member of the Board of Directors of this corporation immediately prior to the time that any related person involved in the proposed business combination acquired twenty percent (20%) or more of the outstanding shares of Common Stock of this corporation, and the term "outside director" shall be defined as and mean a director who is not (a) an officer or employee of this corporation or any relative of an officer or employee, (b) a related person or an officer, director, employee, associate or affiliate of a related person, or a relative of any of the foregoing, or (c) a person having a direct or indirect material business relationship with this corporation.

FOURTEENTH. No action required to be taken or which may be taken at any annual or special meeting of stockholders of this corporation may be taken without a meeting, and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

FIFTEENTH. All of the powers of this corporation, insofar as the same may be lawfully vested by these Articles of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of this corporation. In furtherance and not in limitation of that power, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time bylaws of this corporation, subject to the right of the shareholders entitled to vote with respect thereto to adopt, alter, amend and repeal bylaws made by the Board of Directors; provided, however, that bylaws shall not be adopted, altered, amended or repealed by the stockholders of this corporation, except by the vote of the holders of not less than two thirds (2/3) of the outstanding shares of stock entitled to vote upon the election of directors.

7

The undersigned incorporator hereby acknowledges that the foregoing Articles of Incorporation is his act and deed.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature at Newport Beach, California this 21st day of May 2001.

Incorporator

/s/ Michael Muellerleile



**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report of Flight Safety Technologies, Inc., a Nevada corporation (the "Company"), on Form 10-QSB for the quarter ending February 28, 2003 as filed with the Securities and Exchange Commission (the "Report"), I, Samuel A. Kovnat, Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), that to my knowledge:

- (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 result of operations of the Company.

April 3, 2003

By: /s/ Samuel A. Kovnat

A solid black rectangular box used to redact the signature of Samuel A. Kovnat.

Samuel A. Kovnat
Its Chief Executive Officer

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report of Flight Safety Technologies, Inc., a Nevada corporation (the "Company"), on Form 10-QSB for the quarter ending February 28, 2003 as filed with the Securities and Exchange Commission (the "Report"), I, David D. Cryer, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), that to my knowledge:

- (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 result of operations of the Company.

April 3, 2003

By: /s/ David D. Cryer

A solid black rectangular box used to redact the signature of David D. Cryer.

David D. Cryer
Its Chief Financial Officer