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AMERIRESOURCE TECHNOLOGIES INC
Form 10QSB
May 23, 2005

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 March 31, 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

(State or other jurisdiction of
incorporation or organization)

84-1084784

(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 May 18, 2004, there were 44,830,980 outstanding shares of the issuer's common stock, par value \$0.0001.

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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, unaudited, condensed interim financial statements including a balance sheet for the Company as of the quarter ended March 31, 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 three months ended March 31, 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.

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AMERIRESOURCE TECHNOLOGIES, INC
AND SUBSIDIARIES
Consolidated Balance Sheets
Unaudited

ASSETS

March 31,
2005

December 31,
2004

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Current Assets:		
Cash and cash equivalents	\$ 124,538	\$ 8,029
Prepaid expenses	317	
Accounts receivable	2,211	
Notes receivable	6,065	16,935
	-----	-----
Total Current Assets	133,131	24,964
Investment:		
-----	55,000	71,500
	-----	-----
Fixed Assets:		
Leasehold improvements	11,946	
Accumulated depreciation	1,602	7,442
	(1,919)	(411)
	-----	-----
Net Fixed Assets	11,629	7,031
Other Assets:		
Marketable securities	621	138,121
Deposits	17,775	
Intangible assets net of amortization	29,424	
	-----	-----
Total Other Assets	47,820	138,121
	-----	-----
Total Assets	\$ 247,580	\$ 241,616
	=====	=====

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LIABILITIES AND STOCKHOLDERS' EQUITY

	March 31, 2005	December 31, 2004
	-----	-----
Current Liabilities:		
Accounts payable	\$ 30,801	\$ 973
Notes payable	507,932	422,932
Accrued interest	125,418	109,114
Notes payable - related party	9,225	19,736
Accrued expenses	25,000	
	-----	-----
Total Current Liabilities	698,376	552,755
Non-Current Liabilities:		
Commitments and contingencies	105,000	105,000
Notes payable	170,000	
	-----	-----
Total Other Liabilities	275,000	105,000

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	-----	-----
Total Liabilities	973,376	657,755
	-----	-----
Stockholders' Equity		
Preferred stock, \$.001 par value; authorized 10,000,000 shares; Class A, issued and outstanding 131,275 shares	131	131
Preferred stock, \$.001 par value; authorized, 10,000,000; Class B, issued and outstanding, 177,012 shares	177	177
Preferred stock, \$.001 par value; authorized, 1,000,000 shares; Class C, issued and outstanding, 1,000,000 shares	1,000	1,000
Preferred stock, \$.001 par value; authorized, 750,000 shares; Class D, none issued and outstanding	250	250
Common Stock, \$.0001 par value; authorized, 3,000,000,000 shares; issued and outstanding, 41,169,164 and 30,276,416	4,116	3,027
Comprehensive loss on marketable securities	(3,108)	(3,108)
Additional paid in capital	17,071,915	16,872,614
Retained earnings	(17,891,147)	(17,290,230)
Minority interest	90,870	
	-----	-----
Total Stockholders' Equity	(816,666)	(416,139)
Minority interest	90,870	
Total Liabilities and Stockholders' Equity	\$ 247,580	\$ 241,616
	=====	=====

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AMERIRESOURCE TECHNOLOGIES, INC AND SUBSIDIARIES Consolidates Statement of Operations			
	Unaudited	For the quarter ended March 31, 2005	2004
		-----	-----
Net service income		\$ 2,785	\$ -
Consulting income			25,000
		-----	-----
Revenues			

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Cost of goods sold	2,298	-
	-----	-----
Gross Profit	487	25,000
Operating expenses		
General and administrative expenses	114,981	34,365
Salaries	25,000	25,000
Legal and professional	68,238	46,869
Consulting	163,201	172,750
Research and development	36,958	
	-----	-----
Operating loss	(407,891)	(253,984)
Other income (expenses)		
Loss on write-down of investment	(16,500)	
Interest expense	(15,768)	
Loan extension expense	(8,000)	
Minority interest	68,728	
	-----	-----
Net income (loss) before income tax	(379,431)	(253,984)
Income tax provision	-	-
	-----	-----
Net income (loss)	\$ (379,431)	\$ (253,984)
	=====	=====
Earnings (loss) per share		
	=====	=====
Weighted average common shares outstanding		360,127,294
	=====	=====

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AMERIRESOURCE TECHNOLOGIES, INC
AND SUBSIDIARIES
Consolidated Statement of Cash Flows
Unaudited

For th

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	2005

Reconciliation of net loss use in operating activities:	
Net loss	(279,4
Non-cash items:	
Depreciation	2,4
Non-cash services through issuance of stock	200,3
Write down of investment	16,5
Changes in assets affecting operations (increase)/decrease	
Accounts receivable	(2,2
Prepaid expenses	(3
Notes receivable	10,8
Deposits	(17,7
Changes in liabilities affecting operations increase / (decrease)	
Accounts Payable	29,8
Accrued payroll and related expenses	25,0
Accrued interest	16,3
Note payable - related party	9,2
Net cash provided by (used in) operating activities	10,8
Cash flows from investing activities:	
Purchase of assets	(35,5
Cash flows from financing activities:	
Net proceeds from borrowing	141,1
Increase (decrease) in cash	\$ 116,5

Cash - beginning of the period	\$ 8,0

Cash - end of the period	\$ 124,5
	=====

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AMERIRESOURCE TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
March 31, 2005
(Unaudited)

NOTE 1 - DESCRIPTION OF DEVELOPMENT STAGE ACTIVITIES

AmeriResource Technologies, Inc., formerly known as KLH Engineering Group, Inc (the Management Company), a Colorado corporation, was incorporated March 3, 1989 for the purpose of providing diversified civil engineering services throughout

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the United States, to be accomplished through acquisitions of small to mid-size engineering firms. On July 16, 1996, the Company changed its name to AmeriResource Technologies, Inc.

On February 23, 2005, AmeriResource Technologies, Inc. accepted the resignation of Mr. Rod Clawson, who held a position as a member of the Board of Directors of the Company as well as a member of the Board of Directors of RoboServer Systems, Inc. and Net2Auction, Inc. Mr. Clawson's notice stated the resignation would be effective within (ten) 10 days. The Company has not yet replaced Mr. Clawson, but the Company's Board of Directors is expected to do so within ninety (90) days. Additionally, The Company currently employs Brent Crouch and David Crouch as consultants (Brent Crouch is the father of David Crouch).

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 310 (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 months ended March 31, 2005 and March 31, 2004 are not necessarily indicative of the results that may be expected for the fiscal year ended December 31, 2004. For further information, the statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004.

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, 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 outstanding during the period. Options, warrants and convertible debt outstanding are not included in the computation because the effect would be antidilutive.

NOTE 3 - INVESTMENT

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 is fully disclosed on our Form 8-K filed with the SEC on April 28, 2005.

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 stock split.

During the first quarter of 2005, the Company issued the total of 10, 892,748 shares of common stock:

400,000 shares of restricted common stock were issued for extension of note payable valued at \$7,960.

8,983,277 shares of common stock were issued for consulting services valued at \$161,303.

1,509,471 shares of common stock were issued for legal and professional services valued at \$30,038.

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 share- holders. These shares are subject to redemption by the Company, at any time after the second anniversary of the issue dates (ranging from August 1990 through December 1995) of such shares and 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 accrued but are not payable until declared by the Company.

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 the redemption price. The redemption price shall equal \$2.00 per share with interest of 8% per annum. The holders of the Series C is entitled to receive \$2.00 per share before the holders of common stock or any junior securities receive any amount as a result of liquidation.

On February 22, 2002, the Company filed a "Certificate of Designation" with the Secretary of State with 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 is redeemable by the Corporation at any time at the redemption price. The redemption price shall equal \$.001 per share with interest of 8% per annum. The holders of the Series D is entitled to receive \$.001 per share before the holders of common stock or any junior

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securities receive any amount as a result of liquidation.

Delmar Janovec, President & CEO, exchanged the interest owed to him on the dividends 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.

NOTE 5- NOTE PAYABLE

The Company had the following notes payable as of 3/31/05.

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 March 31, 2005, unsecured, interest at prime, due May 11,2006	170,000
Note dated 2002, none interest bearing, no specified due date	85,000
Total notes payable	677,932

Less current portion	(507,932)
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Long-term portion	<div style="border-top: 1px dashed black; border-bottom: 3px double black; display: inline-block; width: 100%;">\$170,000</div>
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Maturities of notes payable at March 31, 2005, are as follows:

2005	\$ 507,932
2006	\$ 170,000
Thereafter	--
	<div style="border-top: 1px dashed black; border-bottom: 3px double black; display: inline-block; width: 100%;">\$ 677,932</div>

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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 that 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 the sale or closure of unprofitable operations, and through the merger with or acquisition of profitable operations.

NOTE 7 - COMMITMENTS AND CONTINGENCIES

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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 March 31, 2005 the Company was considered to have sufficient connection with RoboServer Systems, Inc. to report on the consolidated basis. Accordingly the Company changed its reporting of RoboServer Systems, Inc. from marketable security to consolidated. During the period ended December 31, 2004 the company reported its holding in RoboServer Systems, Inc. as a marketable security at a cost of \$137,500. During the period ended March 31, 2005 the company reported RoboServer Systems, Inc. as a subsidiary on the consolidated basis.

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

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 the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance, or achievements. Although all such forward-looking statements are accurate and consequently do not assume responsibility for the ultimate accuracy and completeness of such forward-looking statements. The Company is under no duty to update any of the forward-looking statements after the date of this report to confirm such statements to actual results.

General

The Company's operations for the 1st Quarter of 2005 were primarily affected through its subsidiaries, Net2Auction, Inc., and Net2Auction Corporation, RoboServer Systems Corp., Self-Serve Technologies, Inc., and through its 40% ownership of 449 and WDHQ. As of March 31, 2005, the Company owned 51% of Net2Auction, Inc., which owns 100% of Net2Auction Corporation. Net2Auction, Inc. is publicly traded on the NQB Pink Sheets, under the symbol of NAUC. As of March 31, 2005, we owned approximately 47% of RoboServer, while

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Roboserver wholly owns Self-Serve Technologies. Roboserver is publicly traded on the NQB Pink Sheets under the symbol RBSY.

Net2Auction, Inc. ("Net2Auction") has become a leading operator of online auction drop-off locations that allow people who cannot or do not want to sell online by developing relationships through partnership agreements with independently owned and/or franchised pack and ship centers. Currently, Net2Auction operates twenty-eight (28) drop-off locations, with those locations being awarded a customer satisfaction rating exceeding 99% with a goal to have fifty (50) locations by this calendar year end. Net2Auction's relationship with EBay allows Net2Auction to reach millions of potential buyers for our customers' unwanted goods. Management hopes Net2Auction's operations and revenues will begin to generate meaningful revenue prior to June 30, 2005. To learn more see at www.net2auction.com.

The industries involving RoboServer's point-of-sale and self-serve technologies for the fast-food restaurants and industries, in general, are increasing rapidly. Business owners are seeking out self-serve technologies through a kiosk application that allows for a more efficient service being provided to the customers as well as a reduction of labor costs for the business owners. Management believes the market is expanding quickly, creating a huge demand for self-serve technologies through the kiosk application. The Company has received numerous inquires and held meetings with some of the top Ten Fast-Food Restaurant Chains in the USA regarding the self-serve technologies through the kiosk application. Self-Serve Technologies, Inc. is a wholly-owned subsidiary of RoboServer Systems Corp. and is the entity that holds the POS software application and the Self-Serve technologies used in our kiosk applications, trademarks, copyrights, and all intellectual rights of the assets. Self-Serve is the subsidiary that has performed all of the research and development and modifications since the POS software and self-serve technologies were acquired on or about May 15, 2004. Management hopes RoboServer's operations and revenues will begin to generate meaningful revenue prior to September 30, 2005. To learn more see at www.roboservercorp.com.

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WEST TEXAS REAL ESTATE AND RESOURCES, INC.

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

The Company has made positive strides in its desire to become profitable with the acquisitions of Net2Auction, Inc. on or about December 9, 2004, and RoboServer Systems Corp., on or about August 26, 2004, and continues to search for viable business operations to acquire or merge with in order to increase the Company's revenues, asset base and to achieve profitability. The Company made a significant reduction in its liabilities in the approximate amount of \$1,300,000 during the calendar year ending, December 31, 2004 or subsequent thereto when the President, Delmar Janovec and spouse exchanged principal and interest in the approximate amount of \$1,217,773 that was owed to them which had been loaned to the Company for operations over a time period of several years in exchange for restricted common stock. The Company also retired misc. debts that it had been carrying on the books which exceeded the State statues for collection when some of its former subsidiaries were either sold or shut down during the time frame of 1996 & 1997. The Company will continue to strive to attain consistent profitability through acquisitions of revenue producing businesses or divestitures of our current subsidiaries if we obtain an attractive offer from possible suitors.

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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-month period ended March 31, 2005 as compared to the same period in 2004.

Revenues for the first quarter ended March 31, 2005 decreased to \$2,785 from \$25,000 in revenues for the same period in 2004. The operating loss increased to \$407,891 as compared to \$253,984 in 2004.

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The Company's net loss for the quarter ended March 31, 2005 increased significantly to a net loss of \$380,321 from a net loss of \$253,984 for the same period in 2004. This increase is due to an increase in administration expenses, research and development expenses, and in legal expenses. The Company's expenses for the first quarter ended March 31, 2005 as compared to the same period in 2004 are set forth below:

Expenses	2005	2004
General and Administrative	114,981	34,365
Consulting	163,201	172,750
Employee Salaries and Bonuses	25,000	25,000
Interest Expense	15,768	0
Legal and Professional	68,238	46,869
Total Expenses	407,891	278,984

The increase in these expenses for the first quarter of 2005 as related to the same period for 2004 is due mostly to the increased operations of its wholly-owned subsidiaries, RoboServer Systems Corp. and Net2Auction, Inc.

Liquidity and Capital Resources

The Company's net cash used in operating activities for the three-months ended March 31, 2005 decreased to \$10,882 from net cash provided by operations of \$18,769 for the same period in 2004. This decrease is mainly attributable to a decrease in non-cash services through the issuance of stock to \$200,390 for the first quarter of 2005 from \$241,369 for the first quarter of 2004, and an increase in notes receivable from \$6,371 for the three months ended March 31, 2004 to \$10,870 for the three months ended March 31, 2005.

There was \$ 0 in cash flow from investing activities for the first quarter of 2005 as was the case for the same period in 2004.

There was \$141,157 in cash flow from financing activities for the first quarter of 2005 as compared to \$17,813 for the same period in 2004.

The Company has relied upon its chief executive officer for its capital

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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.

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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

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 9 of this Form 10-QSB, which is incorporated herein by reference.
- (b) On March 1, 2005, the Company filed on Form 8-K its notice that Rod Clawson, a Director of the Company, had given a 10 day notice that he would effectively resign his position effectively, on March 5, 2005.

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 Janovec

Delmar Janovec, Chief Executive Officer and
Principal Financial Officer

Dated: May 23, 2005

INDEX TO EXHIBITS

EXHIBIT NO.	PAGE	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)	13	Certification of Chief Executive Officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2002.
32(i)	14	Certification of Chief Executive Officer and principal financial officer of AmeriResource Technologies, Inc. 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.

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:

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- (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 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: May 23, 2005

/s/ Delmar Janovec

Delmar Janovec
Chief Executive Officer and
Principal Financial Officer

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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 March 31, 2005 (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 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: May 23, 2005

/s/ Delmar Janovec

Delmar Janovec
Chief Executive Officer and
Principal Financial Officer

This certification shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent as shall be expressly set forth by specific reference.