

CYBERLUX CORP

FORM 10QSB

(Quarterly Report of Financial Condition)

Filed 01/10/03 for the Period Ending 09/30/02

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CIK	0001138169
Symbol	CYBL
SIC Code	3674 - Semiconductors and Related Devices
Fiscal Year	12/31

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10QSB

(Mark One)

☒ Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended September 30, 2002

☐ Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

For the Period Ended September 30, 2002

Commission file number 000-33415

CYBERLUX CORPORATION

(Name of Small Business Issuer in Its Charter)

Nevada
(State of Incorporation)

91-2048978
(IRS Employer Identification No.)

50 Orange Road
PO Box 2010
Pinehurst, NC 28374
(Address of Principal Executive Offices)

(910) 235-0066
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 ☐

As of December 24, 2002 the Company had 6,222,396 shares of its par value \$0.001 common stock issued and outstanding.

Transitional Small Business Disclosure Format (check one):

Yes ☐ No ☒

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CYBERLUX CORPORATION
(A Development Stage Company)
CONDENSED BALANCE SHEET

September 30,
2002
Unaudited

ASSETS

CURRENT ASSETS

Cash	\$ 445
Prepaid expenses	20,000
Total current assets	20,445

Property and equipment, net of depreciation	91,346
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OTHER ASSETS:

Financing costs, net of amortization	6,250
Deposits	8,614
	14,864

\$ 126,655

**LIABILITIES AND DEFICIENCY IN
STOCKHOLDER'S EQUITY**

CURRENT LIABILITIES:

Accounts payable and accrued expenses	
Management fees payable	\$ 84,622
Notes payable to shareholders and officers	462,507
Notes payable	127,495
Total current liabilities	340,000
	1,014,624

DEFICIENCY IN STOCKHOLDER'S EQUITY

Preferred stock, par value \$.001 per share; 5,000,000 shares authorized; none issued	-
Common stock, par value \$.001 per share, 20,000,000 shares authorized; 6,222,396 issued and outstanding	6,222
Additional paid in capital	643,501
Deficiency accumulated during development stage	(1,537,692)
Total deficiency in stockholders' equity	(887,969)

\$ 126,655

See accompanying footnotes to the unaudited condensed financial statements

CONDENSED STATEMENT OF LOSSES
(UNAUDITED)

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months Ended</u> <u>September 30,</u>		<u>May 17, 2000</u> <u>(Date of</u> <u>Inception)</u> <u>through</u> <u>September 30, 2002</u>
	<u>2002</u>	<u>2001</u>	<u>2002</u>	<u>2001</u>	
Costs and Expenses:					
Selling, general and administrative	\$ 119,299	\$ 68,867	\$ 335,301	\$ 343,410	\$ 1,121,175
Research and development costs	-	5,000	1,250	47,000	244,064
Interest	13,879	322	40,504	492	87,249
Depreciation and amortization	24,197	1,012	70,820	1,011	86,353
Total operating expenses	157,375	75,201	447,875	391,913	1,538,841
Loss from Operations	(157,375)	(75,201)	(447,875)	(391,913)	(1,538,841)
Other Income	1,109	-	1,109	-	1,149
Income (Tax) Benefit	-	-	-	-	-
Net Loss	<u>\$ (156,266)</u>	<u>\$ (75,201)</u>	<u>\$ (446,766)</u>	<u>\$ (391,913)</u>	<u>\$ (1,537,692)</u>
Loss per common share (basic and assuming dilution)	<u>\$ (.03)</u>	<u>\$ (.01)</u>	<u>\$ (.07)</u>	<u>\$ (.08)</u>	
Weighted average common shares outstanding	<u>6,222,396</u>	<u>5,104,748</u>	<u>6,183,507</u>	<u>4,937,106</u>	-

See accompanying footnotes to the unaudited condensed financial statements

CYBERLUX CORPORATION
(A Development Stage Company)
CONDENSED STATEMENT OF CASH FLOWS
(UNAUDITED)

	<u>Nine Months Ended</u> <u>September 30,</u>		<u>May 17, 2000</u> <u>(Date of</u> <u>Inception)</u> <u>through</u> <u>September 30, 2002</u>
	<u>2002</u>	<u>2001</u>	
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$ (446,766)	\$ (391,913)	\$ (1,537,692)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	70,820	1,011	86,352
Shares and options issued in exchange for consulting services	49,000	52,500	156,504
Shares issued in exchange for research and development	-	-	68,753
Adjustments to reconcile net loss to cash (used) by operating activities:			
(increase) in deposits	(1,795)	(5,000)	(8,614)
Increase in other assets and liabilities, net	6,812	-	28,185
Increase in accrued interest	17,773	-	33,791
Increase in management fee payable	176,003	150,171	462,507
Increase in other liabilities	47,581	-	50,831
NET CASH USED BY OPERATING ACTIVITIES	<u>(80,572)</u>	<u>(193,231)</u>	<u>(659,383)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisition of property an equipment, net	(59,335)	-	(108,948)
NET CASH (USED) IN INVESTING ACTIVITIES	<u>(59,335)</u>	<u>-</u>	<u>(108,948)</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from notes payable, net	80,000	159,619	512,455
Proceeds from notes payable to shareholders	44,500	-	142,245
Repayment of notes payable to shareholders	(14,750)	-	(14,750)
Capital contributed by shareholders	-	-	16,000
Issuance of common stock, net	-	13,750	112,826
NET CASH PROVIDED BY FINANCING ACTIVITIES	109,750	173,369	768,776
NET (DECREASE) INCREASE IN CASH AND EQUIVALENTS	(30,157)	(19,862)	445
Cash and cash equivalents at beginning of period	30,602	21,697	-
Cash and cash equivalents at end of period	\$ 445	\$ 1,835	\$ 445

Supplemental Disclosures of Cash Flow Information

Cash paid during the period for interest	\$ 20,856	\$ -	\$ 37,455
Income taxes paid	-	-	-
Shares issued in connection with research and development consulting services	-	-	68,753
Shares issued in exchange for debt	-	102,455	220,641
Common stock warrants issued in exchange for financing	-	-	75,000
Common stock options issued in exchange for services rendered	-	52,500	52,500
Shares issued in exchange for services rendered	49,000	-	104,004

See accompanying footnotes to the unaudited condensed financial statements

CYBERLUX CORPORATION
(A Development Stage Company)
CONDENSED STATEMENT OF CASH FLOWS
(UNAUDITED)

STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY FOR THE
PERIOD MAY 17, 2000 (DATE OF INCEPTION) THROUGH SEPTEMBER 30, 2002

	<u>Common Stock</u>		<u>Additional</u>	<u>Deficiency</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid in</u>	<u>Accumulated</u>	<u>Deficiency in</u>
			<u>Capital</u>	<u>During</u>	<u>Stockholders'</u>
				<u>Development</u>	<u>Equity</u>
				<u>Stage</u>	
Common shares issued in May, 2000 to founders in exchange for cash at \$.0001 per share	1,640,000	\$ 1,640	\$ 560	\$ -	\$ 2,200
Common shares issued in May, 2000 in exchange for research and development services valued at \$.09 per share	750,000	750	68,003	-	68,753
Common shares issued in May, 2000 in exchange for services valued at \$. 05 per share	875,000	875	35,710	-	36,585
Common shares issued in July, 2000 in exchange for convertible debt at \$.15 per share	288,000	288	39,712	-	40,000
Capital contributed by principal shareholders	-	-	16,000	-	16,000
Common shares issued in November, 2000 for cash in connection with private placement at \$. 15 per share	640,171	640	95,386	-	96,026
Common shares issued in November, 2000 in exchange for services valued at \$. 15 per share	122,795	123	18,296	-	18,419
Net (loss)	-	-	-	(454,651)	(454,651)
Balance, December 31, 2000	4,315,966	4,316	273,667	(454,651)	(176,668)
Common shares issued in January , 2001 in exchange for convertible debt at \$. 15 per share	698,782	699	104,118	-	104,817
Stock options issued in May, 2001, valued at \$. 15 per option, in exchange for services			52,500	-	52,500

Common shares issued in September , 2001 for cash in connection with exercise of warrant at \$.15 per share	3,000	3	447	-	450
Common shares issued in September , 2001 for cash in connection with exercise of warrant at \$.10 per share	133,000	133	13,167	-	13,300
Warrants issued in October 2001, valued at \$. 15 per warrant, in exchange for placement of debt	-	-	75,000	-	75,000
Common shares issued in November , 2001 for cash in connection with exercise of warrant at \$.0001 per share	500,000	500	-	-	500
Common shares issued in November , 2001 for cash in connection with exercise of options at \$.0001 per share	350,000	350	-	-	350
Common shares issued in December , 2001 in exchange for convertible debt at \$.50 per share	133,961	134	66,847	-	66,981
Common shares issued in December , 2001 in exchange for debt at \$.50 per share	17,687	18	8,825	-	8,843
Net (loss)	-	-	-	(636,274)	(636,274)
Balance, December 31, 2001	6,152,396	\$ 6,152	\$ 594,571	\$ (1,090,925)	\$ (490,202)
Common shares issued in May, 2002 in exchange for services valued at \$. 70 per share	70,000	70	48,930	-	49,000
Net loss	-	-	-	(446,767)	(446,767)
Balance at September 30, 2002	6,222,396	\$ 6,222	\$ 643,501	\$ (1,537,692)	\$ (887,969)

See accompanying footnotes to the unaudited condensed financial statements

CYBERLUX CORPORATION
NOTES TO CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2002
(UNAUDITED)

NOTE A - SUMMARY OF ACCOUNTING POLICIES

General

The accompanying unaudited condensed financial statements have been prepared in accordance with the instructions to Form 10-QSB, and therefore, do not include all the information necessary for a fair presentation of financial position, results of operations and cash flows in conformity with generally accepted accounting principles.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results from developmental stage operations for the nine month period ended September 30, 2002 are not necessarily indicative of the results that may be expected for the year ended December 31, 2002. The unaudited condensed financial statements should be read in conjunction with the December 31, 2001 financial statements and footnotes thereto included in the Company's SEC Form 10-KSB, as amended.

Business and Basis of Presentation

Cyberlux Corporation (the Company) was formed on May 17, 2000 under the laws of the State of Nevada. The Company is in the development stage and its efforts have been principally devoted to designing, developing manufacturing and marketing advanced lighting systems that utilize white (and other) light emitting diodes as illumination elements. To date the Company has generated operating revenues, has incurred expenses, and has sustained losses. Consequently, its operations are subject to all risks inherent in the establishment of a new business enterprise. For the period from inception through September 30, 2002, the Company has accumulated losses of \$ 1,537,692.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion contains forward-looking statements that are subject to significant risks and uncertainties about us, our current and planned products, our current and proposed marketing and sales, and our projected results of operations. There are several important factors that could cause actual results to differ materially from historical results and percentages and results anticipated by the forward-looking statements. The Company has sought to identify the most significant risks to its business, but cannot predict whether or to what extent any of such risks may be realized nor can there be any assurance that the Company has identified all possible risks that might arise. Investors should carefully consider all of such risks before making an investment decision with respect to the Company's stock. The following discussion and analysis should be read in conjunction with the financial statements of the Company and notes thereto. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment from our Management.

General Overview

The Company is in the development stage and its efforts have been principally devoted to designing, developing manufacturing and marketing advanced lighting systems that utilize white (and other) light emitting diodes as illumination elements.

Results of Operations

The Company is in the development stage and is seeking to develop, manufacture and market advanced lighting systems that utilize white (and other) light emitting diodes as illumination elements. The risks specifically discussed are not the only factors that could affect future performance and results. In addition the discussion in this quarterly report concerning our business our operations and us contain forward-looking statements. Such forward-looking statements are necessarily speculative and there are certain risks and uncertainties that could cause actual events or results to differ materially from those referred to in such forward-looking statements. We do not have a policy of updating or revising forward-looking statements and thus it should not be assumed that silence by our Management over time means that actual events or results are occurring as estimated in the forward-looking statements herein.

As a result of limited capital resources and operating revenues from operations from its inception, the Company has relied on the issuance of equity securities to non-employees in exchange for services. The Company's management enters into equity compensation agreements with non-employees if it is in the best interest of the Company under terms and conditions consistent with the requirements of Financial Accounting Standards No. 123, Accounting for Stock Based Compensation. In order conserve its limited operating capital resources, the Company anticipates continuing to compensate non-employees for services during the next twelve months. This policy may have a material effect on the Company's results of operations during the next twelve months.

Revenues

We have generated no operating revenues from operations from our inception. We believe we will begin earning revenues from operations in our second year of actual operation as the Company transitions from a development stage company to that of an active growth and acquisition stage company. On July 19, 2002, we developed a web site (www.cyberlux.com) which gives us the ability to offer our products over the internet.

Costs and Expenses

From our inception through September 30, 2002, we have not generated any operating revenues from operations. We have incurred losses of \$ 1,537,692 during this period. These expenses were associated principally with equity-based compensation to employees and consultants, product development costs and professional services.

Liquidity and Capital Resources

As of September 30, 2002, we had a working capital deficit of \$ 994,179. As a result of our operating losses from our inception through September 30, 2002, we generated a cash flow deficit of \$659,383 from operating activities. Cash flows used in investing activities was \$ 108,948 during the period May 17, 2000 (date of Company's inception) through September 30, 2002. We met our cash requirements during this period through the private placement of \$ 112,826 of common stock, \$ 512,455 from the issuance of notes (net of repayments and costs), \$127,495 from the issuance of notes payable to Company officers and shareholders (net of repayments), and \$16,000 capital contributed by the Company's principal shareholders.

While we have raised capital to meet our working capital and financing needs in the past, additional financing is required in order to meet our current and projected cash flow deficits from operations and development. We are seeking financing in the form of equity in order to provide the necessary working capital. We currently have no commitments for financing. There is no guarantee that we will be successful in raising the funds required.

By adjusting its operations and development to the level of capitalization, management believes it has sufficient capital resources to meet projected cash flow deficits through the next twelve months. However, if thereafter, we are not successful in generating sufficient liquidity from operations or in raising sufficient capital resources, on terms acceptable to us, this could have a material adverse effect on our business, results of operations, liquidity and financial condition.

The effect of inflation on the Company's revenue and operating results was not significant. The Company's operations are located in North America and there are no seasonal aspects that would have a material effect on the Company's financial condition or results of operations.

The Company's independent certified public accountant has stated in his report included in the Company's December 31, 2001 Form 10-KSB, as amended, that the Company has incurred operating losses in the last two years, and that the Company is dependent upon management's ability to develop profitable operations. These factors among others may raise substantial doubt about the Company's ability to continue as a going concern.

Product Research and Development

We anticipate performing further research and development for our exiting products during the next twelve months. Those activities include a Landscape Illumination System and OEM Task Lights which are designed for use by helmet manufacturers that produce specialty headgear for the military, police/fire & safety; mining industry; and ski/cycle safety firms.

These projected expenditures are dependent upon our generating revenues and obtaining sources of financing in excess of our existing capital resources. There is no guarantee that we will be successful in raising the funds required or generating revenues sufficient to fund the projected costs of research and development during the next twelve months.

Acquisition of Plant and Equipment and Other Assets

We do not anticipate the sale of any material property, plant or equipment during the next 12 months. We do not anticipate the acquisition of any material property, plant or equipment during the next 12 months.

Number of Employees

From our inception through the period ended September 30, 2002, we have relied on the services of outside consultants for services and have four (4) employees. In order for us to attract and retain quality personnel, we anticipate we will have to offer competitive salaries to future employees. We anticipate that it may become desirable to add additional full and or part time employees to discharge certain critical functions during the next 12 months. This projected increase in personnel is dependent upon our ability to generate revenues and obtain sources of financing. There is no guarantee that we will be successful in raising the funds required or generating revenues sufficient to fund the projected increase in the number of employees. As we continue to expand, we will incur additional cost for personnel.

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our Common Stock.

Cautionary Factors that May Affect Future Results

Our annual report on December 31, 2001 Form 10-KSB, as amended, includes a detailed list of cautionary factors that may affect future results. Management believes that there have been no material changes to those factors listed, however other factors besides those listed could adversely affect us. That annual report can be accessed on EDGAR.

Item 3. Controls and Procedures.

(a) On September 30, 2002, we made an evaluation of our disclosure controls and procedures. In our opinion, the disclosure controls and procedures are adequate because the systems of controls and procedures are designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows for the respective periods being presented. Moreover, the evaluation did not reveal any significant deficiencies or material weaknesses in our disclosure controls and procedures.

(b) There have been no significant changes in our internal controls or in other factors that could significantly affect these controls since the last evaluation.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

See Item 3: Legal Proceedings in our annual report on Form 10-KSB for the year ended 12/31/01 for a description of current legal proceedings. There have been no material changes with respect to legal proceedings since that report was filed.

Item 2. Changes in Securities and Use of Proceeds.

(a) None.

(b) None.

(c) None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None

Item 5. Other Information.

None

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits.

Exhibit No.	Description
99.1	Certification of Donald F. Evans Pursuant to Section 906 of Sarbanes-Oxley Act of 2002 (filed herewith)
99.2	Certification of David D. Downing Pursuant to Section 906 of Sarbanes-Oxley Act of 2002 (filed herewith)

(b) Reports on Form 8-K.

On September 3, 2002, the Company filed a Current Report on Form 8-K dated August 29, 2002, reporting under Item 4, a change in the Company's certifying accountants.

SIGNATURES

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

Cyberlux Corporation
(Registrant)

Date: December 31, 2002

/ s/ Donald F. Evans

Donald F. Evans

President and Chairman of the Board

CERTIFICATIONS

CERTIFICATIONS

I, Donald F. Evans, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Cyberlux Corporation.
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant'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 registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, 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 registrant'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 registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant'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 registrant's ability to record, process, summarize, and report financial data and have identified for the registrant'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 registrant's internal controls; and
6. The registrant'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.

Date: January 3, 2003

/s/ Donald F. Evans

Donald F. Evans
President and Chief Executive Officer

CERTIFICATIONS

I, David D. Downing, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Cyberlux Corporation.
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant'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 registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, 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 registrant'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 registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant'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 registrant's ability to record, process, summarize, and report financial data and have identified for the registrant'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 registrant's internal controls; and
6. The registrant'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.

Date: January 3, 2003

/s/ David D. Downing

David D. Downing
Chief Financial Officer

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

In connection with the Quarterly Report of **Cyberlux Corporation** (the Company) on Form 10-QSB for the period ending **September 30, 2002** as filed with the Securities and Exchange Commission on the date hereof (the Report), I, **Donald F. Evans**, President and Chief Executive Officer, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act, 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 result of operations of the Company.

/s/ Donald F. Evans
Donald F. Evans
President and Chief Executive Officer
January 3, 2003

EXHIBIT 99.2

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

In connection with the Quarterly Report of **Cyberlux Corporation** (the Company) on Form 10-QSB for the period ending **September 30, 2002** as filed with the Securities and Exchange Commission on the date hereof (the Report), I, **David D. Downing**, Chief Financial Officer, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act, 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 result of operations of the Company.

/s/ David D. Downing
David D. Downing
Chief Financial Officer
January 3, 2003