

Edgar Filing: ORTHODONTIX INC - Form 10-Q

ORTHODONTIX INC  
Form 10-Q  
November 14, 2006

U.S. 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 September 30, 2006

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-27836

ORTHODONTIX, INC.

(Exact name of small business issuer as specified in its  
charter)

Florida

65-0643773

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer  
Identification No.)

1428 Brickell Avenue, Suite 105  
Miami, Florida 33131

(Address of principal executive offices)

(305) 371-4112

(Issuer's Telephone Number)

(Former name, former address and former fiscal year,  
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 registrant was required to file such reports)  
and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a shell company (as defined  
in Rule 12b-2 of the Exchange Act).

Yes  No

On November 9, 2006, the number of shares of outstanding Common Stock of  
the issuer was 5,830,856.

Transitional Small Business Disclosure Format (check one) Yes  No

ORTHODONTIX, INC.

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FORM 10-QSB  
QUARTER ENDED September 30, 2006

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PART I

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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The unaudited, condensed financial statements included herein, commencing at page F-1, have been prepared in accordance with the requirements of Regulation S-B and, therefore, omit or condense certain footnotes and other information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments (including all normal recurring adjustments) necessary for a fair presentation of the financial information for the interim periods reported have been made.

Results of operations for the three and nine months ended September 30, 2006, are not necessarily indicative of the results of operations expected for the year ending December 31, 2006.

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion with regard to the Company's financial condition and operating results contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current plans and expectations of Orthodontix, Inc. (the "Company") and involve risks and uncertainties that could cause actual future activities and results of operations to be materially different from those set forth in the forward-looking statements. Important factors that could cause actual results to differ include, among others, the Company's failure to consummate its proposed merger transaction or, in the event the Company does consummate the transaction contemplated, the Company's ability to successfully manage and operate the combined business.

The discussion of the Company's financial condition and plan of operation should be read in conjunction with the Company's unaudited, condensed financial statements and notes thereto included elsewhere in this Report and the Company's Annual Report on Form 10-KSB filed with the Securities and Exchange Commission.

### FINANCIAL RESULTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2006

For the quarter ended September 30, 2006, the Company recorded a net loss of approximately \$106,700 or \$0.02 per share. Included in the financial results for the quarter ended September 30, 2006, were general and administrative expenses of approximately \$117,600, and interest and other income of approximately \$10,900. The increase in general and administrative expenses was attributable to the expenses associated with the Company's proposed merger transaction with Protalix Ltd.

For the nine months ended September 30, 2006, the Company recorded a net loss of approximately \$89,000 or \$0.02 per share. Included in the financial results for the nine months ended September 30, 2006, were general and administrative expenses of approximately \$164,800, and interest and other income of approximately \$75,800.

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The Company does not expect to generate operating revenues or net income until such time as it effects a business combination with an operating company. However, in the event the Company does complete its proposed merger with Protalix Ltd. ("Protalix") or an acquisition of another operating company if the merger with Protalix is not completed for any reason, there can be no assurances that the combined operation will operate profitably.

### LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2006, the Company had cash and cash equivalents of approximately \$825,700 and total liabilities of \$12,200. The Company's cash

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is primarily invested in a money market account. The Company continues to anticipate that the primary uses of working capital will include general and administrative expenses and costs associated with consummating its proposed merger with Protalix. The Company believes that its operating funds will be sufficient for its cash expenses at their current level for at least the next twelve months.

### PLAN OF OPERATION

During the third quarter of 2006, management of the Company devoted substantially all of its time to negotiating the merger with Protalix. On August 21, 2006, the Company entered into a definitive merger agreement (the "Agreement") with Protalix Ltd., an Israeli biotechnology company ("Protalix"). Shareholders of the Company will own approximately 0.84% of the merged companies, and Orthodontix, Inc. will change its name to Protalix Biotherapeutics, Inc. after the merger.

Orthodontix formed an Israeli subsidiary Protalix Acquisition Ltd. to facilitate the merger, which is expected to occur in the fourth quarter of 2006. The merger is subject to customary covenants and several conditions, including approval of the merger by the appropriate Israeli authorities.

The Company intends to apply for listing on the American Stock Exchange immediately following the merger.

### ITEM 3. CONTROLS AND PROCEDURES

As of September 30, 2006, the Company's President and Chief Executive Officer and its Acting Chief Financial Officer evaluated the Company's disclosure controls and procedures and they concluded that the Company maintains effective disclosure controls and procedures. There have been no significant changes in internal control over financial reporting that have materially affected, or are likely to materially affect, the Company's internal control over financial reporting subsequent to the Evaluation Date.

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## PART II OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

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None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

(a) Exhibits.

Exhibit 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)

Exhibit 31.2 Certification of Acting Chief Financial Officer pursuant to Rule 13a-14(a)

Exhibit 32 Certification pursuant to Rule 13a-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Title 18, United States Code)

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SIGNATURES

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

ORTHODONTIX, INC.  
(Registrant)

Dated: November 14, 2006

By: /s/ Glenn L. Halpryn

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Glenn L. Halpryn  
Chairman and President (Principal  
Executive Officer)

Dated: November 14, 2006

By: /s/ Alan Jay Weisberg

-----  
Alan Jay Weisberg  
Acting Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

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Balance Sheet as of September 30, 2006 (Unaudited)	F-2
Statements of Operations for the Three Months and Nine Months Ended September 30, 2006 and 2005 (Unaudited)	F-3
Statements of Cash Flows for the Nine Months Ended September 30, 2006 and 2005 (Unaudited)	F-4
Notes to Financial Statements (Unaudited)	F-5 - F-7

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ORTHODONTIX, INC.  
BALANCE SHEET

ASSETS

Current assets:

Cash and cash equivalents  
Prepaid expenses

Total current assets

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:

Accounts payable  
Accounts payable-related parties

Total current liabilities

Stockholders' equity:

Preferred stock, \$.0001 par value, 100,000,000 shares  
authorized, no shares issued and outstanding  
Common stock, \$.0001 par value, 1,500,000,000 shares authorized,  
5,830,856 shares issued and outstanding  
Additional paid-in capital  
Accumulated deficit

SEPTEMBER  
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Total stockholders' equity

Total liabilities and stockholders' equity

See accompanying notes to unaudited financial statements.

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ORTHODONTIX, INC.  
STATEMENTS OF OPERATIONS  
(UNAUDITED)

	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE NINE MONTHS ENDED SEPTEMBER 30,
	2006	2005	2006
Operating expenses			
General and administrative expenses	\$ 117,620	\$ 35,885	\$ 164,843
Total operating expenses	\$ 117,620	35,885	164,843
Loss from operations	\$ (117,620)	\$ (35,885)	\$ (164,843)
Other income:			
Interest income	10,913	3,939	27,787
Other income	-	-	48,000
Total other income	\$ 10,913	\$ 3,939	\$ 75,787
Net Loss	\$ (106,707)	(31,946)	(89,056)
Net Loss per share-Basic and Diluted	\$ (0.02)	\$ (0.01)	\$ (0.02)
Weighted average number of shares outstanding during the period - basic and diluted	5,830,856	2,915,428	5,830,856

See accompanying notes to unaudited financial statements.

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ORTHODONTIX, INC.  
STATEMENTS OF CASH FLOWS  
(UNAUDITED)

FOR THE NINE MONTHS ENDED  
SEPTEMBER 30,



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	2006	2005
Cash Flows from Operating Activities:		
Net Loss	\$ (89,056)	\$ (55,081)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities	(70,480)	(14,842)
Net cash used in operating activities	\$ (159,536)	\$ (69,923)
Net Decrease in Cash and Cash Equivalents	\$ (159,536)	\$ (69,923)
Cash at beginning of period	\$ 985,238	\$ 563,712
Cash at end of period	\$ 825,702	\$ 493,789
Supplemental Disclosure of Cash Paid for:		
Interest	\$ -	\$ -
Taxes	\$ -	\$ -

See accompanying notes to unaudited financial statements.

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ORTHODONTIX, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2006

1. BASIS OF PRESENTATION

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the United States Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position and results of operations.

It is management's opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation. The results for the interim period are not necessarily indicative of the results to be expected for the year.

For further information, refer to the audited financial statements and footnotes of the Company for the year ended December 31, 2005 included in the Company's Form 10-KSB.

2. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Nature of Operations

On April 16, 1998, Orthodontix, Inc. and subsidiaries ("Orthodontix" or the "Company") consummated a merger (the "Merger") with Embassy Acquisition

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Corp. ("Embassy"), a publicly held Florida corporation. Simultaneously with the closing of the Merger, the Company acquired certain assets and assumed certain liabilities of 26 orthodontic practices (the "Founding Practices").

During the year ended December 31, 1999, the Company began to terminate its affiliation with the Founding Practices. During the year ended December 31, 2001, the Company terminated its affiliation with all 26 Founding Practices.

The accompanying unaudited financial statements have been prepared on the basis which assumes that the Company will continue to operate as a going concern and which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has generated an accumulated deficit of \$3,901,738 at September 30, 2006 as a result of operations and the termination of its affiliation with the Founding Practices. The Company had a net loss of \$89,056 for the nine months ended September 30, 2006. The Company also reflects net cash used in operations of \$159,536 for the nine months ended September 30, 2006.

The Company currently intends to effect a merger, acquisition or other business combination with an operating company utilizing any combination of its common stock, cash on hand or other funding sources that the Company believes are available. As of September 30, 2006, management has devoted substantially all of its time to identifying potential merger or acquisition

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ORTHODONTIX, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2006

candidates. There can be no assurances that management's efforts to consummate a merger, acquisition or business combination with an operating company or management's efforts to identify other funding sources will be successful.

On August 21, 2006, the Company entered into a definitive merger agreement with Protalix (See Note 5). The Company anticipates that its current working capital is sufficient to fund its operating expenses at their current level for at least the next twelve months. Therefore, the going concern is mitigated.

### B. Concentrations

The Company maintains its cash in bank deposit accounts, which, at times, exceed federally insured limits. At September 30, 2006, the Company had deposits of \$725,702 in excess of federally insured limits. The Company has not experienced any losses in such accounts through September 30, 2006.

### C. Earnings per Share

Basic earnings per share is computed by dividing the net income (loss) less preferred dividends for the period by the weighted average number of common shares outstanding. Diluted earnings per share is computed by dividing net income less preferred dividends by the weighted average number of shares outstanding including the effect of share equivalents. At September 30, 2006 and 2005, respectively, there were no common share equivalents which could potentially dilute future earnings per unit. As a result, the computation of weighted average shares for both basic and diluted earnings per share is determined to be the same. Additionally, since the Company reflected a net loss during these periods, the computation of diluted

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earnings per share is not required as the effect is anti-dilutive.

### D. Reclassifications

Certain amounts in the year 2005 financial statements have been reclassified to conform to the year 2006 presentation. Such reclassifications had no effect on the financial position, results of operations or cash flows.

### E. Recent Accounting Pronouncements

In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48 ("FIN 48") "Accounting for uncertainty in income taxes—an interpretation of SFAS No. 109." This Interpretation provides guidance for recognizing and measuring uncertain tax positions, as defined in FASB No. 109 "Accounting for income taxes." FIN 48 prescribes a threshold condition that a tax position must meet for any of the benefit of an uncertain tax position to be recognized in the financial statements. Guidance is also provided regarding derecognition, classification and disclosure of uncertain

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ORTHODONTIX, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2006

tax positions. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company does not expect that this Interpretation will have a material impact on its financial position, results of operations or cash flows.

### 3. ACCOUNTS PAYABLE

During 2006, the Company recorded other income totaling \$48,000. The Company had reversed an income tax accrual from 2004.

### 4. ACCOUNTS PAYABLE-RELATED PARTIES

During 2006, the Company paid \$10,400 for directors' fees and an additional \$5,800 to the Company's CFO for accounting fees. At September 30, 2006, the Company has accrued \$1,350 to its CFO for unpaid accounting fees.

### 5. STOCKHOLDERS' EQUITY

On June 9, 2006, the Company's Board of Directors approved an increase of authorized shares of common stock to 1,500,000,000 shares.

On August 21, 2006, the Company entered into a definitive merger agreement with Protalix. The Company is currently finalizing the details of this transaction. The transaction was reported on Form 8-K.

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EXHIBIT INDEX

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
31.2	Certification of Acting Chief Financial Officer pursuant to Rule 13a-14(a)
32	Certification pursuant to Rule 13a-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Title 18, United States Code).

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Glenn L. Halpryn, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Orthodontix, Inc.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 quarterly report;

4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our 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

c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer 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 (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably 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

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other employees who have a significant role in the small business issuer's internal control over financial reporting.

Dated: November 14, 2006

/s/ Glenn L. Halpryn

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Glenn L. Halpryn  
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Alan Jay Weisberg, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Orthodontix, Inc.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 quarterly report;

4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our 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

c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer 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 (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably 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.

Dated: November 14, 2006

/s/ Alan Jay Weisberg

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Alan Jay Weisberg  
Acting Chief Financial Officer

Exhibit 32

CERTIFICATION PURSUANT TO RULE 13a-14(b) AND SECTION 906 OF THE SARBANES-  
OXLEY ACT OF 2002 (SUBSECTIONS (a) AND (b) OF SECTION 1350, TITLE 18, UNITED  
STATES CODE)

In connection with the Quarterly Report on Form 10-QSB of Orthodontix, Inc. for the period ended September 30, 2006, as filed with the Securities and Exchange Commission (the "Report"), we, Glenn L. Halpryn, Chief Executive Officer of Orthodontix, Inc., and Alan Jay Weisberg, Acting Chief Financial Officer of Orthodontix, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 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 Orthodontix, Inc.

Dated: November 14\_, 2006

/s/ Glenn L. Halpryn

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Glenn L. Halpryn  
Chief Executive Officer

Dated: November 14, 2006

/s/ Alan Jay Weisberg

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Alan Jay Weisberg  
Acting Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Orthodontix, Inc. and will be retained by Orthodontix, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.