

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

Form 10-QSB

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended February 29, 2004
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission File Number 0-22735

ROBOCOM SYSTEMS INTERNATIONAL INC.

(Name of small business issuer as specified in its charter)

New York

(State or other jurisdiction of incorporation
or organization)

11-2617048

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

511 Ocean Avenue, Massapequa, New York 11758

(Address of principal executive offices)

516-795-5100

(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 March 29, 2004, 4,495,984 shares the issuer's common stock were outstanding.

Transitional Small Business Disclosure Format (check one); Yes No

ROBOCOM SYSTEMS INTERNATIONAL INC.

FORM 10-QSB

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ITEM 1. FINANCIAL STATEMENTS

ROBOCOM SYSTEMS INTERNATIONAL INC.

BALANCE SHEETS

| | <u>February 29, 2004</u> | <u>May 31, 2003</u> |
|--|--------------------------|---------------------|
| | (unaudited) | |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents..... | \$ 294,873 | \$ 435,485 |
| Accounts receivable, net..... | 988,520 | 445,882 |
| Unbilled revenue..... | 29,212 | 117,212 |
| Deferred taxes..... | 37,929 | 37,929 |
| Other current assets..... | 166,313 | 139,102 |
| Total current assets..... | <u>1,516,847</u> | <u>1,175,610</u> |
| Property and equipment, net..... | 26,711 | 40,483 |
| Capitalized software, net..... | 1,541,364 | 1,521,925 |
| Total assets..... | <u>\$ 3,084,922</u> | <u>\$ 2,738,018</u> |
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Accounts payable..... | \$ 137,105 | \$ 68,683 |
| Accrued expenses..... | 219,663 | 240,029 |
| Other current liabilities..... | --- | 25,000 |
| Deferred revenue..... | 677,847 | 640,659 |
| Total current liabilities..... | <u>1,034,615</u> | <u>974,371</u> |
| Loans payable to shareholders..... | 60,338 | 71,830 |
| Loans payable to Baseboard Investments, LLC..... | 266,542 | 266,542 |
| Deferred tax liabilities..... | 37,929 | 37,929 |
| Total liabilities..... | <u>1,399,424</u> | <u>1,350,672</u> |
| Shareholders' equity: | | |
| Preferred stock, \$.01 par value; 1,000,000 shares authorized; None issued..... | --- | --- |
| Common stock, \$.01 par value; 10,000,000 shares authorized; 4,495,984 issued and outstanding at February 29, 2004 and May 31, 2003..... | 44,960 | 44,960 |
| Warrants: 100,000 outstanding at February 29, 2004 and May 31, 2003..... | 166,728 | 166,728 |
| Additional paid-in capital..... | 11,832,246 | 11,832,246 |
| Accumulated deficit..... | (10,358,436) | (10,656,588) |
| Total shareholders' equity..... | <u>1,685,498</u> | <u>1,387,346</u> |
| Total liabilities and shareholders' equity..... | <u>\$ 3,084,922</u> | <u>\$ 2,738,018</u> |

See accompanying notes.

ROBOCOM SYSTEMS INTERNATIONAL INC.

STATEMENTS OF OPERATIONS

(unaudited)

| | Three months ended | |
|---|------------------------------|------------------------------|
| | February 29, 2004 | February 28, 2003 |
| Revenues: | | |
| Software license fees..... | \$ 387,194 | \$ 33,048 |
| Services..... | 333,551 | 200,350 |
| Hardware..... | 14,021 | 430,571 |
| Maintenance..... | 392,488 | 387,398 |
| Total revenues..... | 1,127,254 | 1,051,367 |
| Cost of revenues: | | |
| Cost of license fees..... | 81,215 | 2,111 |
| Cost of services..... | 187,466 | 71,573 |
| Cost of hardware..... | 12,931 | 253,576 |
| Cost of maintenance..... | 177,750 | 186,158 |
| Total cost of revenues..... | 459,362 | 513,418 |
| Amortization of software development costs..... | 202,406 | 231,666 |
| | 661,768 | 745,084 |
| Gross margin..... | 465,486 | 306,283 |
| Selling, general and administrative expenses..... | 187,056 | 171,727 |
| Income from operations..... | 278,430 | 134,556 |
| Interest expense, net..... | 4,483 | 5,298 |
| Income before provision for income taxes..... | 273,947 | 129,258 |
| Provision for income taxes..... | ---- | ---- |
| Net income..... | \$ 273,947 | \$ 129,258 |
| Net income per basic share..... | \$.061 | \$.030 |
| Net income per diluted share..... | \$.060 | \$.030 |
| Weighted average shares outstanding: | | |
| Basic..... | 4,495,984 | 4,495,984 |
| Diluted..... | 4,588,216 | 4,495,984 |

See accompanying notes.

ROBOCOM SYSTEMS INTERNATIONAL INC.

STATEMENTS OF OPERATIONS

(unaudited)

| | Nine months ended | |
|---|------------------------------|------------------------------|
| | February 29, 2004 | February 28, 2003 |
| Revenues: | | |
| Software license fees..... | \$ 481,815 | \$ 207,827 |
| Services..... | 774,992 | 941,152 |
| Hardware..... | 88,734 | 698,215 |
| Maintenance..... | 1,121,618 | 1,104,251 |
| Total revenues..... | 2,467,159 | 2,951,445 |
| Cost of revenues: | | |
| Cost of license fees..... | 88,750 | 32,170 |
| Cost of services..... | 481,894 | 530,044 |
| Cost of hardware..... | 77,358 | 493,496 |
| Cost of maintenance..... | 494,140 | 478,472 |
| Total cost of revenues..... | 1,142,142 | 1,534,182 |
| Amortization of software development costs..... | 581,048 | 688,301 |
| | 1,723,190 | 2,222,483 |
| Gross margin..... | 743,969 | 728,962 |
| Selling, general and administrative expenses..... | 432,628 | 501,289 |
| Income from operations..... | 311,341 | 227,673 |
| Interest expense, net..... | 13,189 | 26,077 |
| Income before provision for income taxes..... | 298,152 | 201,596 |
| Provision for income taxes..... | ---- | ---- |
| Net income..... | \$ 298,152 | \$ 201,596 |
| Net income per basic share..... | \$.066 | \$.045 |
| Net income per diluted share..... | \$.065 | \$.045 |
| Weighted average shares outstanding: | | |
| Basic..... | 4,495,984 | 4,495,984 |
| Diluted..... | 4,576,503 | 4,495,984 |

See accompanying notes.

ROBOCOM SYSTEMS INTERNATIONAL INC.

STATEMENTS OF CASH FLOWS

(unaudited)

| | Nine months ended | |
|---|------------------------------|------------------------------|
| | February 29, 2004 | February 28, 2003 |
| Operating activities | | |
| Net income..... | \$ 298,152 | \$ 201,596 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization of property and equipment..... | 24,200 | 36,656 |
| Amortization of software development costs.... | 581,048 | 688,301 |
| Provision for bad debt..... | 6,536 | 6,226 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable..... | (549,174) | (248,844) |
| Unbilled revenue..... | 88,000 | 136,573 |
| Other current assets..... | (27,211) | (40,330) |
| Accounts payable..... | 68,422 | 234,566 |
| Accrued expenses..... | (20,366) | 45,309 |
| Other current liabilities..... | (25,000) | ---- |
| Deferred revenue..... | 37,188 | (86,493) |
| Net cash provided by operating activities..... | 481,795 | 973,560 |
| Investing activities | | |
| Software development costs..... | (600,487) | (413,806) |
| Capital expenditures..... | (10,428) | (12,851) |
| Net cash used in investing activities..... | (610,915) | (426,657) |
| Financing activities | | |
| Repayment of loan payable to shareholders..... | (11,492) | (14,572) |
| Repayment of loan payable to Baseboard Investments, LLC..... | ---- | (300,000) |
| Net cash used in financing activities..... | (11,492) | (314,572) |
| Increase (decrease) in cash and cash equivalents.... | (140,612) | 232,331 |
| Cash and cash equivalents at beginning of period..... | 435,485 | 219,370 |
| Cash and cash equivalents at end of period..... | \$ 294,873 | \$ 451,701 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest..... | \$ 1,238 | \$ 1,069 |

See accompanying notes.

ROBOCOM SYSTEMS INTERNATIONAL INC.
NOTES TO FINANCIAL STATEMENTS

(unaudited)

1. Background and Basis of Financial Statement Presentation

The accompanying unaudited financial statements of Robocom Systems International Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and with the instructions to Form 10-QSB and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States 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. The Company's operations consist of the development, marketing and support of advanced warehouse management software solutions that enable companies to realize significant cost savings by automating their warehouse operations and providing inventory visibility throughout the supply chain. The Company's primary product, RIMS™, is a client-configurable software solution that enables a company's warehouse to respond to a customer order with greater accuracy and in a timelier manner, thereby turning the warehouse into a competitive advantage. RIMS operates in an open system environment and interfaces with an organization's existing information systems. In addition to providing RIMS software licenses, the Company provides installation, training, implementation support and maintenance services and resells related hardware.

The balance sheet at May 31, 2003 has been derived from the audited financial statements at that date but, as presented, does not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements.

Operating results for the three- and nine-month periods ended February 29, 2004 are not necessarily indicative of the results that may be expected for the year ended May 31, 2004. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-KSB for the year ended May 31, 2003.

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

Certain statements in this Report constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause such a difference include, among others, uncertainties relating to general economic and business conditions; industry trends; changes in demand for the Company's products; uncertainties relating to client plans and commitments and the timing of orders received from clients; announcements or changes in pricing policies by the Company or its competitors; unanticipated delays in the development, market acceptance or installation of the Company's products; availability of management and other key personnel; availability, terms and deployment of capital; relationships with third-party equipment suppliers; governmental export and import policies; global trade policies; and worldwide political stability and economic growth. The words "believe," "expect," "anticipate," "intend" and "plan" and similar expressions identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made.

RESULTS OF OPERATIONS

Comparison of Three Months Ended February 29, 2004 and February 28, 2003

Revenues. Total revenues increased by \$75,887 to \$1,127,254 in the three months ended February 29, 2004, as compared to \$1,051,367 in the three months ended February 28, 2003. Software license fees increased significantly during the 2004 period as compared to the 2003 period, primarily because the Company sold one large domestic RIMS license and one international license, in addition to several upgrades to existing licenses during the 2004 period. The Company's revenues rely on a relatively small number of license sales. As a result, software revenues fluctuate based on the size of new license agreements and the number of upgrades to existing licenses. Although software revenues increased during the 2004 period, the Company continues to experience the effects of economic uncertainties and depressed spending for information technology in the United States and Europe. This decline has resulted in delayed and cancelled buying decisions by customers. Service revenues increased by approximately 67% for the 2004 period as compared to the 2003 period primarily due to higher revenues related to the installation of new RIMS sites during the 2004 period. Hardware revenues decreased by approximately 97% for the 2004 period as compared to the 2003 period primarily because the Company had one significant sale of RIMS-related hardware in connection with a new site during the 2003 period, as compared to several smaller sales of replacement hardware to existing customers during the 2004 period. The Company considers the sale of RIMS-related hardware to be non-strategic. These sales primarily depend upon specific customer requirements. In addition, customers have the ability to purchase hardware from a large variety of vendors at competitive prices. Maintenance revenues increased by approximately 1% for the 2004 period as compared to the 2003 period. This increase was primarily due to additional maintenance revenues for new RIMS sites, offset, in part, by a reduction in pricing for maintenance of third-party licenses and hardware by existing customers. Increases in maintenance revenue are dependant upon overall license revenue growth and maintenance contract renewal rates.

Cost of Revenues. Total cost of revenues decreased by \$54,056 to \$459,362 in the three months ended February 29, 2004, as compared to \$513,418 in the three months ended February 28, 2003. As a percentage of revenues, total cost of revenues decreased to approximately 41% in the 2004 period as compared to approximately 49% in the 2003 period. As a percentage of license fee revenues, the cost of license fees increased in the 2004 period primarily due to the sale of licenses with associated third-party fees. As a percentage of service revenues, the cost of services was higher in the 2004 period primarily due to higher variable costs associated with the installation of RIMS at new customer sites. As a percentage of hardware revenues, the cost of hardware was higher in the 2004 period due to higher hardware costs from suppliers. The Company does not carry an inventory of hardware items sold and only offers hardware as an option to customers who desire a turnkey solution. As a percentage of maintenance revenues, the cost of maintenance was higher in the 2004 period primarily due to the increased number of new users of RIMS, Version 4.3. As new users gain experience using the RIMS product, the cost of maintenance typically decreases.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (continued)

Amortization of Software Development Costs. Amortization of software development costs decreased by \$29,260 to \$202,406 in the three months ended February 29, 2004, as compared to \$231,666 in the three months ended February 28, 2003. This decrease was due to the final amortization of capitalized software development costs for early versions of RIMS during fiscal 2003. As a percentage of revenue, the amortization of software development costs was approximately 18% in the 2004 period and 22% in the 2003 period.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist of salaries for sales, administrative, executive and financial personnel, commissions, travel and promotional expenses, professional fees and insurances, as well as other administrative expenses. Selling, general and administrative expenses increased by \$15,329 to \$187,056 in the three months ended February 29, 2004, as compared to \$171,727 in the three months ended February 28, 2003. As a percentage of revenue, selling, general and administrative expenses increased to approximately 17% for the three months ended February 29, 2004, as compared to 16% for the three months ended February 28, 2003. This increase was primarily due to increased costs related to professional fees and shareholder relations, offset, in part, by decreased costs related to salaries and related expenses. Although the Company continually seeks ways in which it can reduce costs, it expects selling, general and administrative expenses to remain at current levels beyond fiscal 2004.

Interest Expense, Net. Interest income decreased by \$484 to \$215 in the three months ended February 29, 2004, as compared to \$699 in the three months ended February 28, 2003. The decrease is primarily due to a decrease in cash on hand and a decline in interest rates during the 2004 period. Interest expense decreased by \$1,299 to \$4,698 in the three months ended February 29, 2004, as compared to \$5,997 in the three months ended February 28, 2003. This decrease was primarily due to a reduction in the loan payable to Baseboard Investments, LLC.

Income Taxes. No provision for income taxes is reflected in the 2004 or 2003 periods, as the Company has sufficient net operating losses to offset current earnings. No deferred tax expense has been recorded in the 2004 period or the 2003 period as the Company continues to record a valuation allowance to reserve for its net deferred tax assets. The valuation allowance was provided because of uncertainty, based on the Company's historical results, with respect to realization of deferred tax assets.

Comparison of Nine Months Ended February 29, 2004 and February 28, 2003

Revenues. Total revenues decreased by \$484,286 to \$2,467,159 in the nine months ended February 29, 2004, as compared to \$2,951,445 in the nine months ended February 28, 2003. Software license fees increased by approximately 132% during the 2004 period as compared to the 2003 period primarily because the Company sold one large domestic RIMS license and one international RIMS license, in addition to several third-party license sales made during the 2004 period. The Company's revenues rely on a relatively small number of license sales each period. As a result, software revenues fluctuate based on the size of new license agreements and the number of sales of upgrades and add-ons to existing licenses. Although software revenues increased during the 2004 period as discussed above, the Company continues to experience the effects of economic uncertainties and depressed spending for information technology in the United States and Europe. Service revenues decreased by approximately 18% for the 2004 period as compared to the 2003 period primarily due to lower revenues from services related to upgrades and modifications to existing RIMS sites, offset, in part, by higher revenues related to the installation of new RIMS sites during the 2004 period. Hardware revenues decreased by approximately 87% during the 2004 period as compared to the 2003 period primarily because the Company sold a significant amount of RIMS-related hardware to one existing customer and sold hardware associated with the implementation of a RIMS system to a new customer during the 2003 period. As discussed above, the Company considers the sale of RIMS-related hardware to be non-strategic. Maintenance revenues increased by approximately 2% for the 2004 period as compared to the 2003 period. This increase was primarily due to additional maintenance revenues for new RIMS sites, offset, in part, by a reduction in pricing for maintenance of third-party licenses and hardware by existing customers. Increases in maintenance revenue are dependant upon overall license revenue growth and maintenance contract renewal rates.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION
(continued)

Cost of Revenues. Total cost of revenues decreased by \$392,040 to \$1,142,142 in the nine months ended February 29, 2004, as compared to \$1,534,182 in the nine months ended February 28, 2003. As a percentage of revenues, total cost of revenues decreased to approximately 46% in the 2004 period, as compared to approximately 52% in the 2003 period. As a percentage of license fee revenues, cost of license fees increased in the 2004 period primarily due to the sale of licenses with associated third-party fees. As a percentage of service revenues, the cost of services was higher in the 2004 period due to higher variable costs associated with the installation of RIMS at customer sites. As a percentage of hardware revenues, the cost of hardware was higher in the 2004 period due to higher hardware costs from suppliers. The Company does not carry an inventory of hardware items sold and only offers hardware as an option to customers who desire a turnkey solution. As a percentage of maintenance revenues, the cost of maintenance was higher in the 2004 period primarily due to the increased number of new users of RIMS, Version 4.3. As new users gain experience using the RIMS product, the cost of maintenance typically decreases.

Amortization of Software Development Costs. Amortization of software development costs decreased by \$107,253 to \$581,048 in the nine months ended February 29, 2004, as compared to \$688,301 in the nine months ended February 28, 2003. This decrease was due to the final amortization of capitalized software development costs for early versions of RIMS during fiscal 2003. As a percentage of revenue, the amortization of software development costs was approximately 24% in the 2004 period and 23% in the 2003 period.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist of salaries for sales, administrative, executive and financial personnel, commissions, travel and promotional expenses, professional fees and insurances, as well as other administrative expenses. Selling, general and administrative expenses decreased by \$68,661 to \$432,628 in the nine months ended February 29, 2004, as compared to \$501,289 in the nine months ended February 28, 2003. This decrease was primarily due to a non-recurring vendor credit of \$25,000 and the reversal of accrued labor expenses of \$32,500, offset, in part, by an increase in costs related to professional fees and shareholder relations. As a percentage of revenue, selling, general and administrative expenses increased to approximately 18% for the nine months ended February 29, 2004, as compared to 17% for the nine months ended February 28, 2003. Although the Company continually seeks ways in which it can reduce costs, it expects selling, general and administrative expenses to remain at current levels through fiscal 2004.

Interest Expense, Net. Interest income decreased by \$2,129 to \$855 in the nine months ended February 29, 2004, as compared to \$2,984 in the nine months ended February 28, 2003. This decrease was primarily due to a decrease in cash on hand and the decline in interest rates during the 2004 period. Interest expense decreased by \$15,017 to \$14,044 in the nine months ended February 29, 2004, as compared to \$29,061 in the nine months ended February 28, 2003. This decrease was primarily due to a reduction in the loan payable to Baseboard Investments, LLC.

Income Taxes. No provision for income taxes is reflected in the 2004 or 2003 periods, as the Company has sufficient net operating losses to offset current earnings. No deferred tax expense has been recorded in the 2004 period or the 2003 period as the Company continues to record a valuation allowance to reserve for its net deferred tax assets. The valuation allowance was provided for because of uncertainty, based on the Company's historical results, with respect to realization of deferred tax assets.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION
(continued)

LIQUIDITY AND CAPITAL RESOURCES

The Company funded its operations and met its capital expenditure requirements through cash flows from operations. As of February 29, 2004, the Company had \$294,873 in cash and cash equivalents and working capital of \$482,232.

Net cash provided by operating activities was \$481,795 and \$973,560 for the nine months ended February 29, 2004 and February 28, 2003, respectively. Cash flows from operations decreased in the 2004 period primarily due to an increase in accounts receivable and deferred revenue, offset, in part, by a decrease in amortization and depreciation expenses, accounts payable and unbilled receivables.

Net accounts receivable were \$988,520 as of February 29, 2004. This compares to \$445,882 at May 31, 2003. The increase in accounts receivable from May 31, 2003 primarily related to an increase in sales related to the implementation of RIMS at customer sites. The services related to these implementations were completed and billed in the latter part of the 2004 period. At February 29, 2004, the Company recorded an allowance for doubtful accounts of approximately \$6,500. The Company believes it has adequately provided for any risks with respect to receivables known or anticipated at this time.

The Company expended \$10,428 and \$12,851 for the purchase of equipment and capitalized \$600,487 and \$416,806 for software development costs in the nine months ended February 29, 2004 and February 28, 2003, respectively. Any costs associated with the development of new products or enhancements to the existing RIMS product will be financed through working capital.

The Company has a line of credit from Baseboard Investments LLC, a limited liability company, the members of which consist of three principal shareholders and directors of the Company. This line of credit provides for borrowings of up to \$1,250,000 and expires on September 19, 2005. Borrowings bear interest at the prime rate plus two percent (6.00% at March 29, 2004). As of March 29, 2004, \$240,146 had been drawn down from this line of credit.

The Company's capital requirements depend on many factors, including the level and timing of revenues and new product development. However, the Company is limited to its current cash, cash equivalents and available unused lines of credit for funding such internal growth and development. No significant capital expenditures are anticipated in the next 12 months.

For the nine months ended February 29, 2004, the Company operated on a positive cash flow basis and recorded net income of \$879,200, or \$.20 per basic share, excluding the amortization of software development costs. The Company believes its existing cash and cash equivalents, anticipated revenues from existing maintenance contracts, and anticipated revenues from existing contracts for implementation of RIMS at new sites, including license fees, hardware and services, are sufficient to fund the Company's operations at the current levels beyond fiscal 2004.

ITEM 3. CONTROLS AND PROCEDURES

- (a) As of the end of the period covered by 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 principal accounting officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon the evaluation, the Company's Chief Executive Officer and principal accounting officer concluded that, as of the end of the period, the Company's disclosure controls and procedures were effective in timely alerting him to material information relating to the Company required to be included in the reports that the Company files and submits pursuant to the Exchange Act.
- (b) During the period covered by this report, there were no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II. Other Information

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

- 31.1 Certification of the Company's Chief Executive Officer and principal accounting officer, Irwin Balaban, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of the Company's Chief Executive Officer and principal accounting officer, Irwin Balaban, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

On January 12, 2004, the Company filed a Current Report on Form 8-K to file its press release disclosing earnings results, as reported in the Quarterly Report on Form 10-QSB for the fiscal quarter ended November 30, 2003.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in Massapequa, New York, on March 29, 2004.

ROBOCOM SYSTEMS INTERNATIONAL INC.

By: /s/Irwin Balaban
Irwin Balaban
Chief Executive Officer
(Principal Executive Officer, Principal
Accounting Officer and Principal Financial
Officer)

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 31.1 | Certification of the Company's Chief Executive Officer and principal accounting officer, Irwin Balaban, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of the Company's Chief Executive Officer and principal accounting officer, Irwin Balaban, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

CERTIFICATION
Pursuant to 18 U.S.C. 1350
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Irwin Balaban, Chief Executive Officer and Principal Financial and Accounting Officer of Robocom Systems International Inc., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Robocom Systems International 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 registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant'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
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant'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 registrant's internal control over financial reporting.

Date: March 29, 2004

By: /s/Irwin Balaban
Irwin Balaban
Chief Executive Officer
(Principal Financial and Accounting Officer)

**Certification of Principal Executive Officer
and Principal Financial Officer
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)**

I, Irwin Balaban, Chief Executive Officer and Principal Financial Officer of Robocom Systems International Inc. (the "Registrant"), do hereby certify, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge, based upon a review of the Quarterly Report on Form 10-QSB for the quarterly period ended February 29, 2004 of the Registrant, as filed with the Securities and Exchange Commission on the date hereof (the "Report"):

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

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

By: /s/ Irwin Balaban

Name: Irwin Balaban
Title: Chief Executive Officer and
Principal Financial and Accounting
Officer

March 29, 2004

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Robocom Systems International Inc. and will be retained by Robocom Systems International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.