ALL AMERICAN SPORTPARK INC
Form 10QSB
August 19, 2004

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

FORM 10-QSB

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

For the quarterly period ended June 30, 2004

Commission File Number: 0-24970

ALL-AMERICAN SPORTPARK, INC.
(Exact name of small business issuer as specified in its charter)

Nevada	88-0203976
(State of other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

6730 South Las Vegas Boulevard, Las Vegas, Nevada 89119
(Address of principal executive offices including zip code)

(702) 798-7777
(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 preceding 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 X No___

As of May 12, 2003, 3,400,000 shares of common stock were outstanding.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

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ALL-AMERICAN SPORTPARK, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
JUNE 30, 2004 AND DECEMBER 31, 2003

ASSETS

	2004 (Unaudited)	2003
Current assets:		
Cash	$ 16,037	$ 17,521
Accounts receivable	48,515	23,696
Prepaid expenses and other	7,603	16,278
Total current assets	72,155	57,495
Leasehold improvements and equipment, net	1,009,767	808,112
Due from affiliated stores	137,669	132,375
Due from other related entities	151,352	110,221
Other assets	3,488	3,872
Total assets	$ 1,374,431	$ 1,112,075

LIABILITIES AND SHAREHOLDERS' EQUITY DEFICIENCY

	2004	2003
Current liabilities:		
Current portion of long-term debt	$ 85,760	$ 66,210
Current portion of notes payable to affiliates	470,000	500,000
Interest payable to affiliates	249,887	230,983
Accounts payable and accrued expenses	319,353	311,720
Total current liabilities	1,125,000	1,108,913
Notes payable to affiliate, net of current portion	3,713,473	3,713,473
Interest payable to affiliate	1,570,394	1,384,720
Due to affiliated stores	416,111	187,966
Due to other related entities	414,321	414,547
Long-term debt, net of current portion	276,619	312,141
Deferred income		1,500
Total liabilities	7,515,918	7,123,260
Minority interest in subsidiary	474,304	435,527

Shareholders' equity deficiency:		
Series B Convertible Preferred Stock, $.001 par value, no shares issued and outstanding	-	-
Common Stock, $.001 par value, 10,000,000 shares authorized, 3,400,000 shares issued and outstanding at June 30, 2004, and December 31, 2003, respectively	3,400	3,400
Additional paid-in capital	11,462,882	11,462,882
Accumulated deficit	(18,082,073)	(17,912,994)
Total shareholders' equity deficiency	(6,615,791)	(6,446,712)
Total liabilities and shareholders' equity deficiency	$ 1,374,431	$ 1,112,075

The accompanying notes are an integral part of these consolidated financial statements.

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ALL-AMERICAN SPORTPARK, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003
(UNAUDITED)

	2004	2003
Revenues	$ 665,135	$ 663,811
Cost of revenues	168,064	82,307
Gross profit	497,071	581,504
Operating expenses:		
Selling, general and administrative	555,636	512,168
Depreciation and amortization	13,648	16,972
Total operating expenses	569,284	529,140
Operating income (loss)	(72,213)	52,364
Other income (expense):		
Interest expense, net	(116,063)	(117,446)
Other income	5,064	-
Income (loss) before minority interest	(183,212)	(65,082)
Minority interest in (income) loss of subsidiary	(54,213)	(3,783)
Net income (loss)	$ (237,425)	$ (68,865)
NET LOSS PER SHARE:		
Basic and diluted net loss		

per share	$ (0.07)	$ (0.02)

The accompanying notes are an integral part of these consolidated financial statements.

ALL-AMERICAN SPORTPARK, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2004 AND 2003
(UNAUDITED)

	2004	2003
Revenues	$ 1,229,610	$ 1,278,736
Cost of revenues	258,710	167,681
Gross profit	970,900	1,111,055
Operating expenses:		
Selling, general and administrative	1,004,292	1,143,805
Depreciation and amortization	31,188	33,406
Total operating expenses	1,035,480	1,177,211
Operating income (loss)	(64,580)	(66,156)
Other income (expense):		
Interest expense, net	(239,515)	(239,725)
Other income	173,798	880,000
Income (loss) before minority interest	(130,297)	574,119
Minority interest in (income) loss of subsidiary	(38,782)	(252,757)

	2004	2003
Net income (loss)	$ (169,079)	$ 321,362
NET INCOME (LOSS) PER SHARE:		
Basic and diluted net income (loss) per share	$ (0.05)	$ 0.09

The accompanying notes are an integral part of these consolidated financial statements.

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ALL-AMERICAN SPORTPARK, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2004 AND 2003
(UNAUDITED)

	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ (169,079)	$ 321,362
Adjustment to reconcile net income (loss) to net cash provided by operating activities:		
Minority interest	38,777	252,757
Depreciation and amortization	31,188	33,406
Loss on sale of capital assets	1,000	-
Changes in operating assets and liabilities:		
Increase in accounts receivable	(24,816)	(9,247)
Decrease (increase)in prepaid expenses and other	9,059	(8,623)
Increase (decrease) in accounts payable and accrued expenses	7,633	(319,405)
Increase in interest payable to affiliated stores and other related entities	204,579	215,674

Increase (decrease) in deferred income	(1,500)	(50,680)
Net cash provided by operating activities	96,841	435,244
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of capital assets	114,581	-
Purchases of capital assets	(348,425)	(12,863)
Net cash used in investing activities	(233,844)	(12,863)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase (decrease) in due to affiliated stores and other related entities	181,483	(110,217)
Proceeds from notes payable to affiliated stores	114,958	-
Principal payments on notes payable to affiliated stores	(144,958)	-
Principal payments on notes payable	(15,974)	(16,053)
Net cash provided by (used in) financing activities	135,519	(126,270)
NET (DECREASE) INCREASE IN CASH	(1,484)	296,111
CASH, beginning of period	17,521	30,108
CASH, end of period	$ 16,037	$ 326,219
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ 23,395	$ 47,907

The accompanying notes are an integral part of these consolidated financial statements.

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ALL-AMERICAN SPORTPARK, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements of All-American SportPark, Inc. ("AASP"), include the accounts of AASP and its 65% owned subsidiary, All-American Golf Center, Inc. ("AAGC"), collectively the "Company. All significant intercompany accounts and transactions have been eliminated. The operations of the Callaway Golf Center ("CGC") are included in AASP.

The accompanying interim unaudited consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission relating to interim financial statements. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. In the opinion of management, all necessary adjustments have been made to present fairly, in all material respects, the financial position, results of operations and cash flows of the Company at June 30, 2004 and for all periods presented.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that may require revision in future periods.

These consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003, from which the December 31, 2003, audited balance sheet information was derived.

The Company's operations consist of the Callaway Golf Center located on 42 acres of land on the south end of the Las Vegas "Strip."

2. INCOME (LOSS) PER SHARE AND SHAREHOLDER'S EQUITY DEFICIENCY

Basic and diluted income (loss) per share is computed by dividing the reported net income or loss by the weighted average number of common shares outstanding during the period. The weighted-average number of common and common equivalent shares used in the calculation of basic and diluted loss per share were 3,400,000 for both of the three-month periods ended June 30, 2004 and 2003.

3. LEASES

The land underlying the Callaway Golf Center is leased by AAGC. The lease expires in 2012 and has two five-year renewal options. Also, the lease has a provision for contingent rent to be paid by AAGC upon reaching certain levels of gross revenues. The lease has a corporate guarantee by AASP.

4. LONG-TERM DEBT

The Company has outstanding a promissory note payable (the "Note") to Active Media Services ("Active") in the original amount of $1 million due in quarterly installments of $25,000 through September 2008, without interest. This note has been discounted to reflect its present value.

Because of cash flow constraints, the Company negotiated an agreement with Active to restructure its payments due under the Note. Certain amounts due under the Note in 2002, were deferred into 2003. As noted above, the normal quarterly payments are $25,000. In 2003, the amount due for each quarterly payment was $36,667. In 2004, the quarterly installments returned to the $25,000 payment. The required June 30, 2004, was made on July 20, 2004.

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5. RELATED PARTY TRANSACTIONS

The Company has transactions and relationships with (a) The Company Chairman's two wholly-owned golf retail stores in Las Vegas, Nevada (the "Paradise Store" and "Rainbow Store") and, (b) two golf retail stores, both named Saint Andrews Golf Shop ("SAGS"), owned by the Company's President and his brother. One of the SAGS stores is the retail tenant in the Callaway Golf Center. The Paradise Store, Rainbow Store, and SAGS are referred to herein as the "Affiliated Stores." The types of activities that are shared by these entities are advertising, payroll and employee benefits, warehouse rent, equipment leases, and miscellaneous office expenses. Costs are allocated to each entity based on relative benefits received. Amounts allocated to the Affiliated

Stores by the Company approximated $25,000 and $26,000 for the quarters ended June 30, 2004 and 2003, respectively.

6. GOING CONCERN MATTERS

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Historically, with some exceptions, the Company has incurred net losses. As of June 30, 2004, the Company had a working capital deficit of $1,052,845 and a shareholders' equity deficiency of $6,615,791.

The Callaway Golf Center has generated positive cash flow since 1998. However, this positive cash flow, which has diminished substantially in the current period, has been used to fund corporate overhead that is in place in support of the CGC and public company operations, and there is no assurance that it will continue.

AASP management believes that its operations, and existing cash balances as of June 30, 2004, may not be sufficient to fund operating cash needs and debt service requirements over the next 12 months. In March 2003, the Company reached a settlement with the general contractor and other entities responsible for building the CGC wherein the Company received $880,000. Of this amount, approximately $200,000 was used to pay outstanding legal and expert fees related to the lawsuit. Part of these settlement proceeds were used to fund continuing operations. Management continues to seek other sources of funding, which may include Company officers or directors or other related parties. In addition, management continues to analyze all operational and administrative costs of the Company and has made and will continue to make the necessary cost reductions as appropriate.

Among its alternative courses of action, management of the Company may seek out and pursue a business combination transaction with an existing private business enterprise that might have a desire to take advantage of the Company's status as a public corporation. There is no assurance that the Company will acquire a favorable business opportunity through a business combination. In addition, even if the Company becomes involved in such a business opportunity, there is no assurance that it would generate revenues or profits, or that the market price of the Company's common stock would be increased thereby.

Management continues to seek out financing to help fund working capital needs of the Company. In this regard, management believes that additional borrowings against the CGC could be arranged although there can be no assurance that the Company would be successful in securing such financing or with terms acceptable to the Company.

The consolidated financial statements do not include any adjustments relating to the recoverability of assets and the classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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

The following information should be read in conjunction with the Company's consolidated financial statements and related notes included in this report.

OVERVIEW

The Company's operations consist of the management and operation of a golf course and driving range property called the Callaway Golf Center. The Callaway Golf Center includes the Divine Nine par 3 golf course fully lighted for night golf, a 110-tee two-tiered driving range which has been ranked the Number 2 golf practice facility in the United States since it opened in October 1997, a 20,000 square foot clubhouse which includes the Callaway Golf fitting center and two tenants: the Saint Andrews Golf Shop retail store and the Bistro 10 restaurant and bar. As discussed below it is currently seeking other business opportunities.

RESULTS OF OPERATIONS - THREE MONTHS ENDED JUNE 30, 2004, AS COMPARED TO THE THREE MONTHS ENDED JUNE 30, 2003

REVENUES. Revenues of the Callaway Golf Center ("CGC") were basically unchanged at $665,135 in 2004, compared to $663,811 in 2003, however, certain components of income varied significantly from 2003. Golf lesson revenue was $51,103 compared to no golf lesson revenue in 2003 as a result of CGC paying golf pros directly instead of contracting with Giant Golf to provide lessons. Accordingly, rent revenue from Giant Golf decreased $19,820. Other income decreased $25,000 due to the termination of a sponsorship agreement with a soft drink bottler and its associated sponsorship income.

COST OF REVENUES. Cost of revenues increased $85,757, or 104%, to $168,064 in 2004, compared to $82,307 in 2003. Cost of revenues as a percentage of revenues was 25.3% in 2004, compared to 12.4% in 2003. This increase in cost of revenues is due mainly to $29,423 paid to golf pros to teach lessons compared to 2003 when lessons were contracted out to Giant Golf, the purchase of range balls for $34,775 and general increase in direct payroll costs of $13,923.

SELLING, GENERAL AND ADMINISTRATIVE. These expenses consist principally of administrative payroll, rent, professional fees and other corporate costs. These expenses increased $43,468 or 8.4%, to $555,636 in 2004, compared to $512,168 in 2003. The increase is primarily due to water rate increases of $23,000, landscaping cost of $21,000, bad debt expense of $18,800, advertising of $8,400, property insurance of $3,500, electricity of $3,000, and real estate tax of $3,000, net of reductions in legal expense of $29,000 and administrative salaries and wages of $8,000. The reduction in legal fees is due almost exclusively to legal fees and costs associated with the Company's lawsuit as plaintiff against the general contractor that built the CGC that were incurred in 2003.

NET INCOME (LOSS). Net loss was ($237,425) in 2004, compared to ($68,865) in 2003. The primary differences for the increased net loss in 2004, as compared to 2003, are as follows: gross margin decreased $84,443 primarily due to replacement of range balls of $34,775, loss of soft drink bottler sponsorship of $25,000, and direct payroll cost of $13,923. SG&A expenses increased $43,468 primarily due to a water rate increase of $23,000, landscape expenses $21,000, bad debt expense of $18,800, $8,400 in advertising, property insurance of $3,500, electricity of $3,000, real estate tax of $3,000 offset by reductions in legal expense of $29,000 and administrative salaries and wages of $8000. Minority interest of $54,213 increased $50,430.

RESULTS OF OPERATIONS - SIX MONTHS ENDED JUNE 30, 2004, AS COMPARED TO THE SIX MONTHS ENDED JUNE 30, 2003

REVENUES. Revenues of the Callaway Golf Center ("CGC") decreased 3.8% to $1,229,610 compared to $1,278,736 in 2003. This decrease is mainly due to the termination of a sponsorship agreement with a soft drink bottler and its associated sponsorship income. The decrease was also partially due to unseasonable cold and rainy weather experienced in the first quarter of 2004 compared to much more favorable weather conditions in the same months of 2003 resulting in a reduction in golf course rounds played and driving range buckets sold. The decrease is also partially due to a reduction in the base rent of one of CGC's primary tenants, the St. Andrews Golf Shop. Golf lesson revenue was $51,103 compared to zero golf lesson revenue in 2003 as a result of CGC paying golf pros direct instead of contracting with Giant Golf to provide lessons. This revenue was completely offset by loss of rent collected from Giant Golf and loss of soft drink bottler sponsorship income.

COST OF REVENUES. Cost of revenues increased $91,029, or 54.3%, to $258,710 in 2004, compared to $167,681 in 2003. Cost of revenues as a percentage of revenues was 21.0% in 2004 compared to 13.1% in 2003. This increase in cost of revenues is due mainly to $29,423 paid to golf pros to teach lessons compared to 2003 when lessons were contracted out to Giant Golf, the purchase of range balls for $34,775 and general increase in direct payroll costs of $13,923.

SELLING, GENERAL AND ADMINISTRATIVE. These expenses consist principally of administrative payroll, rent, professional fees and other corporate costs. These expenses decreased $139,513 or 12.2% to $1,004,292 in 2004 compared to $1,143,805 in 2003. The reduction is primarily due to an approximate $205,000 decrease in legal fees and costs from settling the Company's lawsuit against the general contractor that built the CGC facility offset by the following SG&A expense increases: $23,000 in water rate increases, $21,000 in landscaping cost, $18,800 in bad debt expense, $8,400 in advertising, $3,500 in property insurance, $3,000 in electricity, $3,000 in real estate taxes.

OTHER INCOME. Other income of $173,798 results primarily from the receipt of a $187,533 incentive payment from the Southern Nevada Water Authority based on CGC's conversion of 325,067 square feet of it's driving range to "xeriscape" landscaping with the expectation of a significant reduction in water usage. The $880,000 of other income in 2003 resulted from the Company's settlement of its lawsuit against the general contractor that built the CGC facility.

NET INCOME (LOSS). Net loss was $169,079 compared to net income of $321,362 in 2003. The primary differences in 2004 compared to 2003, are as follows: (1) Gross profit: $34,775 replacement of range balls, $60,000 loss of soft drink bottler sponsorship, $13,923 in increased direct payroll costs. SG&A: $205,000 reduction in legal expenses and related costs due to CGC's settlement of it lawsuit against the contractor that built the facility and an $8,000 reduction in administrative salaries and wages offset by the following expense increases: water rates $23,000, landscape expenses $21,000, bad debt expense $18,800, advertising $8,400, property insurance $3,500, electricity $3,000, real estate tax $3,000. Other income was $880,000 in 2003 resulting from CGC's settlement in 2003 against the general contractor of the CGC facility compared to the $173,798 reported in 2004 in incentive payments from the Southern Nevada Water Authority. Minority interest decreased $213,975 as a result of CGC's reduced 2004 net income which is the basis for calculation of the 35% minority interest.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2004, the Company had a working capital deficit of $1,052,845 and a shareholders' equity deficiency of $6,615,791.

The Callaway Golf Center has generated positive cash flow since 1998. However, this positive cash flow has been used to fund corporate overhead that is in place in support of the CGC and public company operations. There is no assurance that it will continue to do so.

AASP management believes that its operations, and existing cash balances as of June 30, 2004, may not be sufficient to fund operating cash needs and debt service requirements over the next 12 months. In its report on the Company's annual financial statements for 2003, the Company's auditors expressed substantial doubt about the Company's ability to continue as a going concern.

In the first quarter of 2004, CGC converted a portion of its driving range to a water saving desert landscape known as "xeriscape." The costs of this conversion were funded by an incentive from the Southern Nevada Water Authority; additionally, the amount of the incentive exceeded the costs of the conversion. Future turf conversions are planned for the third quarter of 2004, for which incentives will be applied for. The turf conversion projects are expected to significantly reduce ongoing utility expenses as well as reduce the future costs of landscape maintenance. Additional turf conversion of the golf course is expected to be completed in the third quarter of 2004. Management has also undertaken a restructuring of the administrative staff of AASP, which is expected to result in additional payroll cost reductions in future periods. Management continues to seek other sources of funding, which may include Company officers or directors or other related parties. In addition, management continues to analyze all operational and administrative costs of the Company and has made and will continue to make the necessary cost reductions as appropriate.

Among its alternative courses of action, management of the Company may seek out and pursue a business combination transaction with an existing private business enterprise that might have a desire to take advantage of the Company's status as a public corporation. At this time, management does not intend to target any particular industry but, rather, intends to judge any opportunity on its individual merits. Any such transaction would likely have a dilutive effect on the interests of the Company's stockholders that would, in turn, reduce each shareholders proportionate ownership and voting power in the Company. There is no assurance that the Company will acquire a favorable business opportunity through a business combination. In addition, even if the Company becomes involved in such a business opportunity, there is no assurance that it would generate revenues or profits, or that the market price of the Company's common stock would be increased thereby.

The Company has no commitments to enter into or acquire a specific business opportunity and, therefore, is able to disclose the risks of a business or opportunity that it may enter into only in a general manner, and unable to disclose the risks of any specific business or opportunity that it may enter into. An investor can expect a potential business opportunity to be quite risky. Any business opportunity acquired may be currently unprofitable or present other negative factors.

Working capital needs have been helped by deferring payments of interest and notes payable balances due to an Affiliate. Management believes that additional deferrals or such payments could be negotiated, if necessary.

Management continues to seek out financing to help fund working capital needs of the Company. In this regard, management believes that additional borrowings against the CGC could be arranged although there can be no assurance that the Company would be successful in securing such financing or with terms acceptable to the Company.

The Company has raised considerable capital in the past for development projects. Expansion programs in other locations are not expected to take place until the Company achieves an appropriate level of profitability and positive cash flow. If and when expansion does occur, such expansion is expected to be funded primarily by third parties.

SPECIAL CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain information included in this quarterly report contains statements that are forward-looking such as statements relating to plans for future expansion and other business development activities, as well as other capital spending and financing sources. Such forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, such results may differ from those expressed in any forward-looking statements made by or on behalf of the Company. These risks and uncertainties include, but are not limited to, those relating to dependence on existing management, leverage and debt service (including sensitivity to fluctuations in interest rates), domestic or global economic conditions, changes in federal or state tax laws or the administration of such laws, and changes in regulations and application for licenses and approvals under applicable jurisdictional laws and regulations.

ITEM 3. CONTROLS AND PROCEDURES

As of June 30, 2004, under the supervision and with the participation of the Company's Chief Executive Officer and Principal Financial Officer, management has evaluated the effectiveness of the design and operations of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Principal Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2004. There have been no changes in internal control over financial reporting that occurred during the fourth quarter of the fiscal year covered by this report that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

On September 12, 2000, the Company filed a complaint against Bentar Development, Inc. and Contractors Bonding & Insurance Company in the District Court of Clark County, Nevada, seeking damages for breach of contract, unjust enrichment, and license bond claim. Bentar Development, Inc. was the general contractor on the construction of the Callaway Golf Center. The Company settled the case in March 2003 with Bentar and all other involved parties, except for one subcontractor named Western Technologies. The settlement with Bentar resulted in the Company receiving $880,000 in cash. Subsequent to the settlement, the Company continued its suit against Western Technologies and was awarded a judgment against Western Technologies of $660,000 in March 2003.Western Technologies has appealed the judgment and they are in the process of obtaining the court records needed to draft their appeal. Their opening brief is due April 12, 2004. Western Technologies was required to and did file a bond in the amount of the judgment to date, which is approximately $1,180,000 (including the judgment, interest, and attorneys fees).

Item 2. Changes in Securities. 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:

31	Certification of Chief Executive Officer and Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith electronically
32	Certification of Chief Executive Officer and Principal Financial Officer Pursuant to Section 18 U.S.C. Section 1350	Filed herewith electronically

(b) Reports on Form 8-K. None.

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SIGNATURES

Pursuant to 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.

ALL-AMERICAN SPORTPARK, INC.

Date: August 19, 2004

By:/s/ Ronald Boreta
Ronald Boreta, President and
Chief Executive Officer(Principal
Executive Officer) and Treasurer
(Principal Financial Officer)