Aventura Holdings Inc.
Form 10-Q
October 22, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2008

¨ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the transition period from ___________ to ___________

Commission File Number 33-42498

AVENTURA HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Florida	**65-0254624**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

5555 Anglers Avenue, Suite 9, Ft Lauderdale, Florida 33312

(Address of principal executive offices)

(305) 937-2000

(Registrant s telephone number, including area code)

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 ¨

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company x

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 126.2 of the Exchange Act). Yes ¨ No x

The number of shares of common stock outstanding as of October 21, 2008 was 2,790,324,194.

AVENTURA HOLDINGS, INC.

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PART I. FINANCIAL INFORMATION

Item 1. Financial statements

AVENTURA HOLDINGS, INC.

CONSOLIDATED BALANCE SHEETS

SEPTEMBER 30, 2008 AND DECEMBER 31, 2007

	September 30, 2008 (unaudited)	December 31, 2007
ASSETS:		
Current Assets		
Cash	$ 5,166	$ 1,153
Prepaid expense		1,066
Total Current Assets	5,166	2,219
Fixed Assets		
Furniture & fixtures	10,500	
Equipment	22,000	
Less: Accumulated depreciation	(0)	
	32,500	
Other Assets		
Intellectual property		200,000
Due from others		100
Security deposit	4,420	4,420
Total Other Assets	4,420	204,520
TOTAL ASSETS	**$ 42,086**	**$ 206,739**
LIABILITIES & SHAREHOLDERS EQUITY:		
Liabilities:		
Accounts payable and accrued expenses	$ 19,630	$ 33,205
Accrued compensation	47,484	35,000
Due to others		47,883
Total Liabilities	67,114	116,088
Shareholders Deficit:		
Common Stock; $0.001 par value; 5,000,000,000 shares authorized; 2,790,324,194 shares issued and outstanding as of September 30, 2008 and December 31, 2007	2,790,325	2,790,325
Preferred Stock; $0.001 par value; 10,000,000 shares authorized; 0 and 500 shares issued and outstanding as of September 30, 2008 and December 31, 2007 respectively		1
Additional paid in capital	(1,936,902)	(1,736,903)
Treasury stock	200,000	200,000
Accumulated deficit	(1,078,451)	(1,162,772)
Total Shareholders Deficit	(25,028)	90,651

TOTAL LIABILITIES & SHAREHOLDERS EQUITY	**$ 42,086**	**$ 206,739**

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

AVENTURA HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Nine Months Ended September 30, 2008 (unaudited)	For the Nine Months Ended September 30, 2007 (unaudited)	For the Three Months Ended September 30, 2008 (unaudited)	For the Three Months Ended September 30, 2007 (unaudited)
REVENUES:				
Sales	$ 15,695			$
Less: cost of sales	4,230			
Gross Profit	11,465			
Fee Income	166,894		69,845	
Total Revenues	178,359		69,845	
EXPENSES:				
General & Administrative	94,044	130,825	35,091	48,314
Income (loss) from continuing operations	84,315	(130,825)	34,754	(48,314)
Discontinued operations		(120,084)		(48,962)
Net Income (Loss)	**$ 84,315**	**$ (250,909)**	**$ 34,754**	**$ (97,276)**
INCOME (LOSS) PER SHARE:				
Net Income (loss) Per Common Share - Basic and Diluted	$ nil	$ (nil)	$ nil	$ (nil)
Weighted Common Shares Outstanding - Basic and Diluted	2,790,324,194	3,043,443,527	2,790,324,194	3,043,443,527

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

AVENTURA HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS

EQUITY (DEFICIT)

(UNAUDITED)

	Common Stock		Preferred Stock		Additional Paid In Capital	Accumulated Deficit	Treasury Stock	Total
	Shares	Amount	Shares	Amount				
Balance at December 31, 2006	**3,043,443,527**	**$ 3,043,444**		**$**	**$ (2,210,460)**	**$ (920,266)**	**$**	**$ (87,282)**
Common stock issued in exchange for principal and accrued interest on note	146,880,667	146,881			73,558			220,439
Minority interest Ohio Funding Group, Inc.						(63,653)		(63,653)
Treasury stock acquired in Horvath Holdings, LLC exchange	(400,000,000)	(400,000)			200,000		200,000	
Preferred stock issuance in exchange for technology			500	1	199,999			200,000
Net (loss)						(178,847)		(178,847)
Balance at December 31, 2007	2,790,324,194	2,790,325	500	1	(1,736,903)	(1,162,766)	200,000	90,657
Preferred stock exchange for technology release			(500)	(1)	(199,999)			(200,000)
Net income						84,315		84,315
Balance at September 30, 2008	**2,790,324,194**	**$ 2,790,325**		**$**	**$ (1,936,902)**	**$ (1,078,451)**	**$ 200,000**	**$ (25,028)**

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

AVENTURA HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended September 30, 2008 (unaudited)	2007 (unaudited)
Cash flows from operating activities:		
Net income (loss)	$ 84,315	$ (250,909)
Adjustments to reconcile net loss to net cash used in operating activities:		
Fixed assets received in exchange for fees	(32,500)	
(Increase) decrease in:		
Prepaid expenses	(1,066)	11,004
Assets from discontinued operations		128,966
Increase (decrease) in:		
Accounts payable	(12,837)	15,667
Accrued compensation	12,484	15,000
Due to others	(47,883)	21,500
Net cash provided by (used) in operating activities	2,513	(58,772)
Cash flows from investing activities:		
Net cash provided (used) in investing activities		
Cash flows from financing activities:		
Proceeds from loan	1,500	50,000
Net cash provided by financing activities	1,500	50,000
Net increase in cash	4,013	(8,772)
Cash at beginning of period	1,153	25,268
Cash at end of period	**$ 5,166**	**$ 16,496**
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for:		
Interest	$	$
Income Taxes	$	$
Noncash investing and financing activities are as follows:		
Exchange of intellectual property for preferred stock	$ (200,000)	$
Issuance of common stock	$	$

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

AVENTURA HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 NATURE OF ORGANIZATION

Aventura Holdings, Inc. (Aventura , we , us , our , or the Company) is a publicly held Fort Lauderdale, Florida based Company that operates through its two wholly owned subsidiaries Video Stream, Inc. and Amex Security, Inc. and is engaged in the information technology and surveillance sectors developing solutions to fulfill high-quality enterprise video surveillance needs. Specifically, the Company develops open standard and proprietary Internet Protocol (IP) video surveillance systems with the ability to scale to enterprise environments.

NOTE 2 GOING CONCERN

As reflected in the accompanying financial statements, the Company s recurring losses from operations, net income (loss) of $84,315 and ($250,909) for the nine months ended September 30, 2008 and 2007 and net cash provided (used) in operations of $2,513 and ($58,772) for the nine months ended September 30, 2008 and 2007; shareholder (deficit) of ($25,028) and an accumulated (deficit) of ($1,078,451) at September 30, 2008, raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments to reflect the possible effects on recoverability and classification of assets or the amounts and classification of liabilities that may result from our inability to continue as a going concern.

Our ability to continue as a going concern is dependent on the ability to further implement our business plan, raise capital, and generate revenues. Our management recognizes that we must generate additional resources to enable us to pay our obligations as they come due, and that we must ultimately successfully implement our business plan and achieve profitable operations. We cannot assure you that we will be successful in any of these activities. Should any of these events not occur, our financial condition will be materially adversely affected.

The time required for us to become profitable from operations is highly uncertain, and we cannot assure you that we will achieve or sustain operating profitability or generate sufficient cash flow to meet our planned capital expenditures, working capital and debt service requirements. If required, our ability to obtain additional financing from other sources also depends on many factors beyond our control, including the state of the capital markets and the prospects for our business. The necessary additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our common stock.

We cannot assure that we will generate sufficient cash flow from operations or obtain additional financing to meet our obligations. The financial statements do not include any adjustments to reflect the possible effects on recoverability and classification of assets or the amounts and classification of liabilities, which may result from the inability of the Company to continue as a going concern.

Management s Plans

Through continued research, development, incremental acquisitions of intellectual property, product commercialization and marketing, the Company plans to unveil enterprise video surveillance products.

NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interim reporting

While the information presented in the accompanying interim nine months financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented in accordance with accounting principles generally accepted in the United States of America.

These interim financial statements follow the same accounting policies and methods of their application as the December 31, 2007 annual financial statements of Aventura Holdings, Inc. All adjustments are of a normal recurring nature. It is suggested that these interim financial statements be read in conjunction with the Company s December 31, 2007 s annual financial statements.

Operating results for the nine months ended September 30, 2008 are not necessarily indicative of the results that can be expected for the year ended December 31, 2008.

Revenue Recognition

The Company presents revenue in accordance with the provision of Staff Accounting Bulletin (SAB) No. 104 Revenue Recognition in Financial Statements , which states that revenue is realized or realizable and earned when all of the following criteria are met: Persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller s price to the buyer is fixed or determinable, and collectability is reasonably assured. For the sale of goods, revenue is recognized upon delivery and acceptance. Because the goods are accepted at delivery and the Company does not accept returns on goods manufactured by other manufacturers, the Company provides no warranty for goods sold. The Company also recognizes fee income related to the development of intellectual property when services are rendered.

Minority Interest

On May 16, 2006, October 1, 2006 and September 24, 2007 the Company acquired a controlling interest in and consolidated Ohio Funding Group, Inc. into the Company s financial statements by virtue of our 30%, 30% and 39.2% respective investments in Ohio s outstanding common stock. After initially accounting for investments in Ohio Funding utilizing the equity method of accounting, the Company retroactively restated its investment on a consolidated basis subtracting the minority interest in net assets and net income from the consolidated balance sheet and income statement. On November 6, 2007 Ohio ceased operating as a subsidiary of the Company and Ohio s activity is portrayed in the financial statements as discontinued operations.

NOTE 4 INVESTMENTS

Investments in securities of unaffiliated issuers represent holdings of less than 5% of the issuer s voting common stock. Investments in and advances to affiliates are presented as (i) majority-owned, if holdings, directly or indirectly, represent over 50% of the issuer s voting common stock, (ii) minority-owned other controlled affiliates if the holdings, directly or indirectly, represent over 25% and up to 50% of the issuer s voting common stock and (iii) minority-owned other non-controlled affiliates if the holdings, directly or indirectly, represent 5% to 25% of the issuer s voting common stock. Investments other than securities represent all investments other than in securities of the issuer.

Investments in securities or other than securities of privately held entities are initially recorded at their original cost as of the date the Company obtained an enforceable right to demand the securities or other investment purchased and incurred an enforceable obligation to pay the investment price.

For financial statement purposes, investments are recorded at their fair value. Currently, readily determinable fair values do not exist for our investments and the fair value of these investments is determined in good faith by the Company s Board of Directors who engaged independent valuation experts and ratified by the Company s Board of Directors pursuant to a valuation policy and consistent valuation process. Due to the inherent uncertainty of these valuations, the estimates may differ significantly from the values that would have been used had a ready market for the investments existed and the differences may be material.

Realized gains (losses) from the sale of investments and unrealized gains (losses) from the valuation of investments are reflected in operations during the period incurred.

NOTE 5 EMPLOYMENT AGREEMENTS

As of October 21, 2008, the Company has one full-time employee under a five year employment agreement commencing May 16, 2006. The employment agreement calls for annual remuneration of $60,000, certain fringe benefits and expense reimbursement. The employee is not represented by a union and the Company believes the relationship with the employee is good.

On August 19, 2008, the Registrant s subsidiary Video Stream, Inc. entered into a 3 year salary and bonus agreement with its President and Chief Technical Officer Gerald Sliz commencing January 1, 2009. Mr. Sliz annual compensation will be $120,000 plus a bonus of 100 shares of the Registrant s common stock for every $1 of Video Stream revenue. The bonus provision is designed to reward Mr. Sliz for technology he developed and brought into the Company and expires once the Registrant s subsidiary attains cumulative revenues of $7,500,000. In the event of a change in control of the Registrant by means of acquisition, reverse acquisition or merger, Mr. Sliz will be entitled to the maximum bonus issuance.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operation

The following discussion should be read in conjunction with our financial statements and notes thereto appearing elsewhere in this report.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Form 10-Q for the quarter ended September 30, 2008 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by the use of forward-looking terminology, such as may , shall , could , expect , estimate , anticipate , predict , probable , pos continue , or similar terms, variations of those terms or the negative of those terms. The forward-looking statements specified in the following information have been compiled by our management on the basis of assumptions made by management and are considered by management to be reasonable. Our future operating results, however, are impossible to predict and no representation, guaranty, or warranty is to be inferred from those forward-looking statements.

The assumptions used for purposes of the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. No assurance can be given that any of the assumptions relating to the forward-looking statements specified in the following information are accurate, and we assume no obligation to update any such forward-looking statements.

RECENT DEVELOPMENTS

On May 16, 2007, the warrant held by Horvath Holdings, LLC that would have enabled Horvath to acquire a controlling interest in the Company expired unexercised and Horvath s proxy to vote the shares owned by the current majority shareholder of the Company the Maria Lopez Irrevocable Trust UTD March 29, 2004 (the Trust) expired.

On September 24, 2007 the Company acquired an additional 39.2% of Ohio in exchange for the assumption of certain debt.

On November 6, 2007 under a negotiated settlement agreement Horvath returned four hundred million shares of Company common stock to the Company s treasury, the Company returned its 99.2% interest in Ohio Funding Group, Inc. to Horvath, Horvath forfeited all Board seat designation rights, Registration Rights, its Securities Purchase Agreement, the Company was released from our obligation to effect any Horvath demand registrations, piggyback registrations, or to pay for any expenses incurred in connection therewith. Also in connection with the negotiated settlement agreement, Horvath paid certain debt previously acquired by the Company and American Dealer Enterprise Group, LLC (ADEG) converted its entire note due from the Company(including accrued interest) to 146,880,667 fully paid nonassessable shares of Company common stock. The amount due on the ADEG note including accrued interest at the time of settlement was $220,321 and the conversion rate was $0.0015 per share.

On December 27, 2007, the Company acquired certain intellectual property from IPWebTV, Inc. (an unrelated Delaware corporation) that was to be integrated into products being developed for the Company s subsidiary. The purchase price was 500 shares of the Company s previously unissued nonassessable convertible preferred stock. Each share of the convertible preferred stock could have been exchanged for one million shares of the Company s common stock.

On September 30, 2008, the Company s subsidiary and IPWebTV agreed that the Company s direction was not consistent with the IPWebTV business model and released its rights to certain intellectual property in exchange for the return of the Company s 500 convertible preferred shares. The Company has moved forward with a business model concentrating in the enterprise video surveillance market.

The Company retired and cancelled all 500 convertible preferred shares and has no preferred shares or other convertible securities outstanding as of this date.

RESULTS OF OPERATIONS

Prior to November 6, 2007, the Company consolidated its controlling interest in Ohio Funding Group, Inc. into our financial statements. On November 6, 2007 Ohio ceased operating as a subsidiary of the Company. Ohio s activity is portrayed in the financial statements as discontinued operations.

For a discussion of factors that could impact operating results, see the section entitled Risk Factors in Item 1A, which is incorporated herein by reference.

	For the Nine Months Ended September 30, 2008 (unaudited)	For the Nine Months Ended September 30, 2007 (unaudited)	For the Three Months Ended September 30, 2008 (unaudited)	For the Three Months Ended September 30, 2007 (unaudited)
REVENUES:				
Sales	$ 15,695			$
Less: cost of sales	4,230			
Gross Profit	11,465			
Fee Income	166,894		69,845	
Total Revenues	178,359		69,845	
EXPENSES:				
General & Administrative	94,044	130,825	35,091	48,314
Income (loss) from continuing operations	84,315	(130,825)	34,754	(48,314)
Discontinued operations		(120,084)		(48,962)
Net Income (Loss)	**$ 84,315**	**$ (250,909)**	**$ 34,754**	**$ (97,276)**
INCOME (LOSS) PER SHARE:				
Net Income (loss) Per Common Share - Basic and Diluted	$ nil	$ (nil)	$ nil	$ (nil)
Weighted Common Shares Outstanding - Basic and Diluted	2,790,324,194	3,043,443,527	2,790,324,194	3,043,443,527

REVENUES

Revenues for the nine months ended September 30, 2008 were $178,359 compared to revenues for the nine months ended September 30, 2007 of $0.

OPERATING AND OTHER EXPENSES

Operating expenses for the nine months ended September 30, 2008 were $94,044 compared to operating expenses for the nine months ended September 30, 2007 of $130,825.

Financing expenses were $0 for the nine months ended September 30, 2008 compared to $14,619 for the nine months ended September 30, 2007.

As a result of these factors, we reported net income of $84,315 or $nil per share for the nine months ended September 30, 2008 as compared to a net (loss) of ($250,909) or ($.nil) per share for the nine months ended September 30, 2007.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2008, we had an accumulated deficit of $1,078,451 and liabilities exceeding assets by $25,028.

We have no material commitments for capital expenditures.

Net cash provided in operations during the nine months ended September 30, 2008 was $2,513 primarily relating to our $84,315 net income, $47,883 decrease in due to others, $32,500 of fixed assets received in exchange for fees, $12,837 decrease in accounts payable and a $12,484 increase in accrued compensation. In the comparable period of September 30, 2007, we had net cash used in operations of $58,772, primarily relating to the net (loss) of ($250,919) and $128,966 from discontinued operations.

No cash was provided or used by investing activities for the nine months ended September 30, 2008 and September 30, 2007.

$1,500 from a third party loan was used by financing activities for the nine months ended September 30, 2008 while $50,000 was provided for the nine months ended September 30, 2007 by virtue of a note payable.

The Company relies upon outside entities to finance its operations and provide capital for lending activities. A tightening of capital markets can reduce or eliminate funding sources resulting in a decrease in our liquidity and an inability to generate revenues from new lending activities.

Off Balance Sheet Arrangements

There are no off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

CRITICAL ACCOUNTING POLICIES

A summary of significant accounting policies is included in Note 3 to the unaudited financial statements included elsewhere in this Report. We believe that the application of these policies on a consistent basis enables us to provide useful and reliable financial information about our operating results and financial condition.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company does not currently engage in transactions in derivative financial instruments or derivative commodity instruments. As of September 30, 2008, the Company s financial instruments were not exposed to significant market risk due to interest rate risk, foreign currency exchange risk, commodity price risk or other relevant market risks, such as equity price risk.

However, as discussed elsewhere in this Form 10-Q, the Company may also be subject to the following market risk:

Interest Rate Risk

Our anticipated operations are expected to be leveraged by and sensitive to interest rates. To the extent we may borrow funds to finance our operations at variable rates, we may become subject to risks arising from interest rate fluctuations. Our potential exposure to interest rate risk arises primarily from changes in prime lending rates of commercial banks, which are in turn impacted by the policies and practices of the United States Federal Reserve Board, among other things.

Item 4. Controls and Procedures

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures at the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management. Based on this evaluation, management has concluded that the design and operation of our disclosure controls and procedures are effective. There were no changes in our internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer as appropriate, to allow timely decisions regarding required disclosure.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 1A. Risk Factors

An investment in our common stock is highly speculative, involves a high degree of risk, and should be considered only by those persons who are able to bear the economic risk of their investment for an indefinite period. In addition to other information in this Quarterly Report on Form 10-Q, you should carefully consider the risks described below before investing in our publicly-traded securities. The risks described below are not the only ones facing us. Our business is also subject to the risks that affect many other companies, such as competition, technological obsolescence, labor relations, general economic conditions and geopolitical changes. Additional risks not currently known to us or that we currently believe are immaterial also may impair our business operations and our liquidity.

This is a highly speculative investment.

Ownership of our common stock is extremely speculative and involves a high degree of economic risk, which may result in a complete loss of your investment. Only persons who have no need for liquidity and who are able to withstand a loss of all or substantially all of their investment should purchase our common stock.

We suffered a significant operating loss in 2007.

For the year ended December 31, 2007, our net loss was $178,847. Although we believe that we are now adequately capitalized to carry out our business plan (subject to the risks inherent in such plan), there can be no assurance that we have sufficient economic resources or that such resources will be available to us on terms and at times that are necessary or acceptable, if at all. There is no assurance that future revenues of the Company will ever be significant or that the Company s operations will ever be profitable.

You will be diluted if we issue additional common stock, options to purchase common stock and/or debt or equity securities convertible into common stock.

Future offerings of debt securities, which would be senior to our common stock upon liquidation, or equity securities, which could dilute our existing stockholders and be senior to our common stock for the purposes of distributions, may have an adverse effect on the value of our common stock.

In the future, we may attempt to increase our capital resources by making additional offerings of equity or debt securities, including medium-term notes, senior or subordinated notes and classes of preferred stock or common stock. Upon our liquidation, holders of our debt securities, if any, and shares of preferred stock, if any, and lenders with respect to other borrowings, if any, will receive a distribution of our available assets prior to the holders of our common stock. Additional equity offerings by us reduce the value of our common stock. Any preferred stock we may issue would have a preference on distributions that could limit our ability to make distributions to the holders of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk of our future offerings reducing the market price of our common stock and diluting their stock holdings in the Company.

We may be subject to various industry-specific risks associated with our anticipated business operations.

Management has discretionary use of Company assets.

We continue to look for and investigate business opportunities that are consistent with our business plan, including further acquisitions. Management has broad discretion with respect to the acquisition of interests in companies that are consistent with our anticipated operations. Although management intends to apply any proceeds it may receive through the future issuance of stock or debt to acquire or operate suitable businesses, it will have broad discretion in allocating these funds. There can be no assurance that the management s use or allocation of such proceeds will allow it to achieve its business objectives.

We operate in a competitive market for acquisition and investment opportunities.

We compete for acquisitions with a large number of companies and investment funds. Many of our competitors may have greater resources than we do. Increased competition makes it more difficult for us to make acquisitions or investments at attractive prices. As a result of this competition, sometimes we may be precluded from making otherwise attractive acquisitions or investments. There can be no assurance that we will be able to identify, negotiate and consummate acquisitions of attractive companies in light of this competition.

Results may fluctuate and may not be indicative of future performance.

Our operating results may fluctuate and, therefore, you should not rely on current or historical period results to be indicative of our performance in future reporting periods. Factors that could cause operating results to fluctuate include, but are not limited to, variations in the costs of identifying, negotiating and consummating acquisitions of businesses consistent with our business plan; variations in and the timing of the recognition of net realized gains or losses and changes in unrealized appreciation or depreciation; the degree to which we encounter competition in our markets; and other general economic and operational circumstances.

Our common stock price may be volatile.

The trading price of our common stock may fluctuate substantially. The price of the common stock may be higher or lower than the price you pay for your shares, depending on many factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include, but are not limited to, the following:

price and volume fluctuations in the overall stock market from time to time;

significant volatility in the market price and trading volume of securities of financial services companies;

volatility resulting from trading in derivative securities related to our common stock including puts, calls, long-term equity anticipation securities (LEAPs), or short trading positions;

actual or anticipated changes in our earnings or fluctuations in our operating results or changes in the expectations of securities analysts;

general economic conditions and trends;

loss of a major funding source; or

departures of key personnel.

OTC Bulletin Board.

Our common stock is quoted on the OTC Bulletin Board (OTCBB). The OTCBB is an inter-dealer, over-the-counter market that provides significantly less liquidity than the NASDAQ Stock Market or national or regional exchanges. Securities traded on the OTCBB are typically thinly traded, highly volatile, have fewer markets and are not followed by analysts. The SEC s order handling rules, which apply to NASDAQ-listed securities, do not apply to securities quoted on the OTCBB. Quotes for stocks included on the OTCBB are not listed in newspapers. Therefore, prices for securities traded solely on the OTCBB may be difficult to obtain and holders of our common stock may be unable to sell their shares at any price.

Penny Stock Rules.

Trading in our securities will be subject to the penny stock rules for the foreseeable future. The SEC has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to certain exceptions. These rules require that any broker-dealer who recommends our securities to persons other than prior customers and accredited investors must, prior to the sale, make a special written suitability determination for the purchaser and receive the purchaser s written agreement to execute the transaction. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated with trading in the penny stock market. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from recommending transactions in our securities, which could severely limit the liquidity of our common stock and consequently adversely affect the market price of our common stock.

Changes in the law or regulations that govern us could have a material impact on us or our operations.

We are regulated by the SEC and impacted by regulations of certain state regulatory agencies and self-regulatory organizations. Any change in the law or regulations that govern our business could have a material impact on us or our operations. Laws and regulations may be changed from time to time, and the interpretations of the relevant laws and regulations also are subject to change, which may have a material effect on our operations.

No dividends.

Holders of our securities will only be entitled to dividends when, as and if declared by our Board of Directors. We do not expect to have a cash surplus available for dividends in the foreseeable future.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

A. On December 27, 2007, the Company acquired certain intellectual property from IPWebTV, Inc. (an unrelated Delaware corporation) to be integrated into products being developed for the Company s subsidiary IPWebTV, Inc. (a Florida corporation). The purchase price was 500 shares of the Company s previously unissued nonassessable convertible preferred stock. Each share of the convertible preferred stock can be exchanged for one million shares of the Company s common stock. This transaction involved non-publicly offered securities in a privately negotiated transaction with a sophisticated purchaser. As such, the Company is claiming an exemption from registration pursuant to Section 4(2) of the Securities Act of 1933.

B. On September 30, 2008, the Company s subsidiary and IPWebTV agreed that the Company s direction was not consistent with the IPWebTV business model and released its rights to certain intellectual property in exchange for the return of the Company s 500 convertible preferred shares. The Company has moved forward with a business model concentrating in the enterprise video surveillance market. The Company retired and cancelled all 500 convertible preferred shares and has no preferred shares or other convertible securities outstanding as of this date.

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

Item 601 of Regulation S-K Exhibit No.:	Exhibit
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer of the Company
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer of the Company
32.1	Section 1350 Certification by Chief Executive Officer and Chief Financial Officer

SIGNATURES

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

AVENTURA HOLDINGS, INC.

October 21, 2008

By: /s/ Craig A. Waltzer
Craig A. Waltzer
Chief Executive Officer, President, and

Director