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

FORM 10-QSB

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

For the quarterly period ended June 30, 2004

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

For the transition period from __________ to __________

Commission File No. 0-23590

SUPER VISION INTERNATIONAL, INC.
(Exact Name of Small Business Issuer as Specified in Its Charter)

DELAWARE	59-3046866
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

8210 PRESIDENTS DR., ORLANDO, FLORIDA 32809
(Address of Principal Executive Offices) (Zip Code)

(407) 857-9900
(Issuer's Telephone Number, Including Area Code)

Securities registered under Section 12 (b) of the Exchange Act: None.

Securities registered under Section 12(g) of the Exchange Act:

CLASS A COMMON STOCK, $.001 PAR VALUE
(Title of Class)

Indicate by check mark 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 ☒ No ☐

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

Class	Outstanding at August 13, 2004:
Class A Common Stock, $.001 par value	2,058,814 [D1]shares
Class B Common Stock, $.001 par value	483,264 shares

Transitional Small Business Disclosure Format
Yes ☐ No ☒

Super Vision International, Inc.
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Super Vision International, Inc.
Condensed Consolidated Balance Sheets

	June 30, 2004	December 31, 2003
	Unaudited	
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 1,222,548	$ 1,507,360
Investments	891,566	873,099
Trade accounts receivable, less allowance for doubtful accounts of $185,595 and $127,830	1,588,964	1,342,997
Inventories, less reserve of $199,793 and $130,885	2,386,630	2,194,452
Prepaid expense	171,110	100,099
Other assets	67,276	8,719
Total current assets	6,328,094	6,026,726
Property and Equipment	7,408,965	7,378,636
Accumulated depreciation and amortization	(4,290,347)	(4,068,719)
Net property and equipment	3,118,618	3,309,917
Goodwill	17,781	17,781
Patents and trademarks, less amortization of $74,611 and $65,469	136,636	130,773
Other assets	134,006	137,451
	$ 9,735,135	$ 9,622,648
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 1,479,390	$ 1,214,206
Accrued compensation and benefits	70,315	79,510
Deposits	15,955	14,805
Current portion of obligation under capital lease with related party	160,611	142,780
Total current liabilities	1,726,271	1,451,301
Obligation under capital lease with related party, less current portion	2,620,392	2,709,571
Stockholders' Equity:		
Preferred stock, $.001 par value, 5,000,000 shares authorized, none issued	—	—
Class A common stock, $.001 par value, 6,610,866 shares authorized, 2,058,814 and 2,057,314 issued and outstanding	2,059	2,058
Class B common stock, $.001 par value, 3,389,134 shares authorized, 483,264 issued and outstanding. Each share of Class B common stock is entitled to five votes per share.	483	483
Additional paid-in-capital	10,564,358	10,556,883
Accumulated deficit	(5,167,066)	(5,076,838)
Accumulated other comprehensive loss	(11,362)	(20,810)
Total stockholders' equity	5,388,472	5,461,776
	$ 9,735,135	$ 9,622,648

See accompanying notes to unaudited condensed consolidated financial statements.

Super Vision International, Inc.
Condensed Consolidated Statements of Operations – Unaudited

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Revenues	$2,770,577	$2,595,990	$5,878,735	$4,986,479
Cost of sales	1,724,240	1,388,140	3,571,153	3,003,899
Gross margin	1,046,337	1,207,850	2,307,582	1,982,580
Operating expenses:				
Selling, general and administrative	1,014,903	1,030,616	2,027,006	2,079,385
Research and development	109,558	95,590	232,066	216,297
Total operating expenses	1,124,461	1,126,206	2,259,072	2,295,682
Operating Income (Loss)	(78,124)	81,644	48,510	(313,102)
Non-Operating Income (Expense):				
Interest income	6,309	7,740	12,442	15,014
Interest expense	(98,105)	(102,396)	(197,961)	(205,736)
Gain (Loss) on disposal of fixed assets	—	10,346	(21,451)	10,346
Other income	34,116	119,139	68,232	167,058
Total non-operating expense	(57,680)	34,829	(138,738)	(13,318)
Net Income (Loss)	$ (135,804)	$ 116,473	$ (90,228)	$ (326,420)
Net Income (Loss) Per Common Share:				
Basic and diluted	$ (0.05)	$ 0.05	$ (0.04)	$ (0.13)
Weighted average shares outstanding:				
Basic	2,541,649	2,540,453	2,541,117	2,540,349
Diluted	2,541,649	2,545,188	2,541,117	2,540,349

See accompanying notes to unaudited condensed consolidated financial statements.

Super Vision International, Inc.
Condensed Consolidated Statements of Cash Flows – unaudited

	Six Months Ended June 30,	
	2004	**2003**
Cash Flows from Operating Activities:		
Net loss	$ (90,228)	$ (326,420)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	287,485	323,704
Amortization of intangible assets and other assets	24,058	18,901
Bond premium amortization	—	1,021
Loss (Gain) on disposal of fixed assets	21,451	(10,346)
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Trade accounts receivable, net	(245,967)	295,859
Inventories	(192,178)	640,644
Prepaid expense	(71,012)	36,746
Other assets	(70,028)	3,391
Increase (decrease) in:		
Accounts payable	265,184	(1,002,541)
Accrued compensation and benefits	(9,195)	(5,857)
Deposits	1,150	(37,088)
Total adjustments	10,948	264,434
Net cash used in operating activities	(79,280)	(61,986)
Cash Flows from Investing Activities:		
Purchase of property and equipment	(117,637)	(49,738)
Purchase of investments	(9,018)	(12,836)
Proceeds from sale of investments	—	546,295
Proceeds from disposal of fixed assets	—	13,060
Acquisition of patents and trademarks	(15,005)	(1,340)
Net cash (used in) provided by investing activities	(141,660)	495,441
Cash Flows from Financing Activities:		
Payments on capital lease obligation	(71,348)	(51,873)
Proceeds from exercise of employee stock options	7,476	748
Net cash used in financing activities	(63,872)	(51,125)
Net (Decrease) Increase in Cash and Cash Equivalents	(284,812)	382,330
Cash and Cash Equivalents, beginning of period	1,507,360	363,234
Cash and Cash Equivalents, end of period	$1,222,548	$ 745,564

See accompanying notes to unaudited condensed consolidated financial statements.

The accompanying condensed consolidated financial statements are unaudited, but in the opinion of management, reflect all adjustments (consisting only of normal recurring adjustments) necessary to fairly state the Company's financial position, results of operations, and cash flows as of and for the dates and periods presented. The financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements and footnotes included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003 filed with the Securities and Exchange Commission. The results of operations for the six month period ended June 30, 2004 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2004 or for any future period.

1. Summary of Significant Accounting Policies

Our accounting policies are as set forth in the notes to consolidated financial statements referred to above.

Basis of Consolidation – The consolidated financial statements include the accounts of Super Vision International, Inc. and its wholly owned subsidiary Oasis Waterfalls, LLC (collectively, the "Company"). All significant inter-company balances and transactions have been eliminated. Effective May 31, 2003, Oasis Waterfalls LLC was merged with and into Super Vision International, Inc.

Investments – Marketable equity securities and debt securities are classified either as available-for-sale or held to maturity. Available-for-sale securities are carried at fair value, with the unrealized gains and losses, net of tax, reported as a separate component of stockholder's equity. The amortized costs of debt securities in this category are adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization is included in investment income. Realized gains and losses and declines in value judged to be other-than-temporary on available-for-sale securities are included in investment income. The costs of securities sold are based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in investment income. The Company accounts for investments in debt securities as held-to-maturity and records the investments at amortized cost when the Company has the positive intent and ability to hold those securities to maturity. The Company had no debt securities at June 30, 2004.

The amortized cost, unrealized gains, and fair values of the Company's investments held at June 30, 2004 are summarized as follows:

	Amortized Costs	Gross Unrealized Gains	Estimated Fair Value
Available-for-sale securities:			
Fixed Income Funds	$821,230	$ 9,271	$830,501
Money Market Funds	60,888	177	61,065
	$882,118	$ 9,448	$891,566

Stock-based compensation – The Company accounts for its stock-based employee compensation plans under the accounting provisions of APB Opinion No. 25, Accounting for Stock Issued to Employees, and has furnished the pro forma disclosures required under SFAS No. 123, Accounting for Stock-Based Compensation, and SFAS No. 148, Accounting for Stock-Based Compensation – Transition and Disclosure.

The Company applies the disclosure-only provisions of SFAS No. 123, but applies Accounting Principles Board Opinion No. 25 and related interpretations in accounting for its stock-based employee compensation plans. Accordingly, no compensation expense has been recognized for stock options granted under the plans since they were granted at or above market price. If the Company had elected to recognize compensation expense for stock options based on the fair value at grant date, consistent with the method prescribed by SFAS No. 123, net income (loss) and income (loss) per share would have been adjusted to the pro forma amounts shown below:

Super Vision International, Inc.
Notes to Condensed Consolidated Financial Statements (unaudited)

1. **Summary of Significant Accounting Policies (continued):**

Stock-based compensation – cont'd:

	Three Months Ended June 30		Six Months Ended June 30,	
	2004	2003	2004	2003
Net income (loss), as reported	$(135,804)	$116,473	$ (90,228)	$(326,420)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards	(14,239)	(25,199)	(138,099)	(51,980)
Pro forma net income (loss)	$(150,043)	$ 91,274	$(228,327)	$(378,400)
Income (Loss) per share:				
Basic – as reported	$ (0.05)	$ 0.05	$ (0.04)	$ (0.13)
Basic – pro forma	$ (0.06)	$ 0.04	$ (0.09)	$ (0.15)
Diluted – as reported	$ (0.05)	$ 0.05	$ (0.04)	$ (0.13)
Diluted – pro forma	$ (0.06)	$ 0.04	$ (0.09)	$ (0.15)

These pro forma amounts were determined using the Black-Scholes Valuation model with the following key assumptions: (a) an average discount rate of 3% and 6.17% for 2004 and 2003; (b) a volatility factor of 42.8% and 43% for 2004 and 2003, respectively; and (c) an average expected option life of 7 years for 2004 and 2003.

New accounting pronouncements – The Financial Accounting Standards Board and other entities issued new or modifications to, or interpretations of, existing accounting guidance during 2004. The Company has carefully considered the new pronouncements that altered generally accepted accounting principles, and other than disclosed in these notes to the consolidated financial statements, does not believe that any other new or modified principles will have a material impact on the Company's reported financial position or operations in the near term.

2. **Inventories:**

Inventories consist of the following:

	June 30, 2004	December 31, 2003
Raw materials	$1,783,980	$1,594,494
Work in process	4,248	895
Finished goods	798,195	729,948
	2,586,423	2,325,337
Less: Reserve for obsolescence	(199,793)	(130,885)
Net inventories	$2,386,630	$2,194,452

3. Capital Lease Obligation with Related Party:

The Company leases its operating facility from a corporation owned by the Company's chief executive officer. The lease has a fifteen-year term extending through June 15, 2012. Assets recorded under this capital lease included in property and equipment are as follows:

	June 30, 2004	December 31, 2003
Office/Warehouse building	$ 3,081,000	$ 3,081,000
Less accumulated amortization	(1,437,800)	(1,335,100)
	$ 1,643,200	$ 1,745,900

Future minimum annual lease payments for the remainder of 2004 and years subsequent thereto in the aggregate are as follows:

2004	$ 320,303
2005	659,821
2006	673,176
2007	692,811
2008	706,836
2009 and thereafter	2,558,420
Minimum lease payments	5,611,367
Less amount representing interest and executory costs	(2,830,364)
Present value of net minimum lease payments under capital lease	$ 2,781,003

Deposits included in other assets paid under this lease agreement totaled $59,167 at June 30, 2004.

4. Stock Option Plan:

The Company adopted a stock option plan in 1994 (the "1994 Plan") that provided for the grant of incentive stock options and nonqualified stock options, and reserved 450,000 shares of the Company's Class A Common Stock for future issuance under the plan. The option price must be at least 100% of market value at the date of the grant and the options have a maximum term of 10 years.

The following table summarizes activity of the 1994 Plan for the six months ended June 30, 2004:

	Number of Shares Under Option	Option Price Per Share
Balance, January 1, 2004	272,817	$2.00 - $9.00
Options exercised	(1,500)	$ 5.00
Options cancelled	(11,900)	$2.50 - $6.00
Balance, June 30, 2004	259,417	$2.00 - $9.00

Options granted typically vest ratably over a three-year period or vest based on achievement of performance criteria. As of June 30, 2004, options to purchase 235,852 shares of Class A common stock were vested and exercisable under this plan. The Board of Directors has determined that no new options will be granted under the 1994 Plan.

On September 18, 2003, the Company adopted a new stock option plan (the "2003 Plan") that provides for the grant of incentive stock options and nonqualified stock options, and reserved 450,000 additional shares of the Company's Class A Common Stock for future issuance under the plan. The option price of incentive stock options must be at least 100% of the market value at the date of the grant and incentive stock options have a maximum term of 10 years.

4. Stock Option Plan – Cont'd:

The following table summarizes activity of the 2003 Plan for the six months ended June 30, 2004:

	Number of Shares Under Option	Option Price Per Share
Balance, January 1, 2004	82,100	$3.45 - $4.05
Options granted	17,400	$4.20 - $6.06
Options Cancelled	(3,000)	$3.87 - $4.05
Balance, June 30, 2004	96,500	$3.45 - $6.06

Options granted typically vest ratably over a three-year period or vest based on achievement of performance criteria. As of June 30, 2004, options to purchase 38,500 shares of Class A common stock were vested and exercisable under this plan.

5. Earnings (Loss) per Share:

The following is a reconciliation of basic net earnings (loss) per share to diluted net earnings (loss) per share:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2004	2003	2004	2003
Numerator:				
Net income (loss) (numerator for basic and diluted loss per share)	$ (135,804)	$ 116,473	$ (90,228)	$ (326,420)
Denominator:				
Denominator for basic loss per share -weighted average shares	2,541,649	2,540,453	2,541,117	2,540,349
Effect of dilutive securities:				
"In-the-money" shares under warrants and stock option agreements	—	17,353	—	—
Less: shares assumed repurchased under treasury stock method	—	(12,618)	—	—
Weighted average shares outstanding-diluted	$2,541,649	$2,545,188	$2,541,117	$2,540,349
Basic earnings (loss) per share	$ (0.05)	$ 0.05	$ (0.04)	$ (0.13)
Diluted earnings (loss) per share	$ (0.05)	$ 0.05	$ (0.04)	$ (0.13)

Employee stock options and certain outstanding warrants are not included in the computation of earnings (loss) per share for the three and six months ended June 30, 2004 and 2003 because the related shares are contingently issuable or to do so would have been anti-dilutive. At June 30, 2004 and 2003, the Company had 610,975 and 684,579 potentially dilutive common shares, respectively.

6. Contingencies:

In the ordinary course of business the Company has various pending legal proceedings generally involving contractual matters, infringement actions, product liability claims and other matters. There has been no material change in the Company's pending legal proceedings from the descriptions contained in Part I, Item 3 of the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003 and Footnote 11 to the Company's Consolidated Financial Statements contained therein, as supplemented by the descriptions contained in Part II, Item I of the Company's Quarterly Report on Form 10-QSB for the quarter ended March 30, 2004 and Footnote 6 to the Company's Condensed Consolidated Financial Statements contained therein.

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

The following discussion and analysis provides information that management believes is useful in understanding our operating results, cash flows and financial condition. The discussion should be read in conjunction with, and is qualified in its entirety by reference to, the unaudited Condensed Consolidated Financial Statements and Notes thereto appearing elsewhere in this report and in the audited Consolidated Financial Statements and related Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003.

Except for the historical information contained here, the discussions in this report contain certain forward-looking statements within the meaning of the "safe-harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended, the attainment of which involve various risks and uncertainties. Forward-looking statements may be identified by the use of forward-looking terminology such as "may", "will", "should", "expect", "plan", "believe", "estimate", "anticipate", "continue", "predict", "forecast", "intend", "potential", or similar terms, variations of those terms or the negative of those terms. The Company's actual results may differ materially from those described in these forward-looking statements due to, among other factors, competition in each of the Company's product areas, dependence on suppliers, the Company's limited manufacturing experience, the condition of the international marketplace and the evolving nature of the Company's fiber optic and LED lighting technology. Additional information concerning these or other factors which could cause actual results to differ materially from those contained or projected in, or even implied by, such forward-looking statements is contained in this report and also from time to time in the Company's other Securities and Exchange Commission filings. Readers should carefully review the risk factors described in other documents the Company files from time to time with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking information will prove to be accurate. Neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements. The Company is under no duty to update any of the forward-looking statements after the date of this report on Form 10-QSB to conform its prior statements to actual results.

Overview

The Company designs, manufactures, markets and sells LED and fiber optic lighting products for applications in the signage, swimming pool, architectural, and retail industries. The Company derives its revenues primarily from sales of SIDE-GLOW® and END-GLOW® fiber optic lighting cables, and fiber optic lighting sources, accessories, endpoint signs and displays and LED lighting products and systems. The Company also designs, manufactures, markets and sells fiber optically lit waterfalls and water features. The Company markets and distributes products both in the domestic and international markets primarily through a network of independent sales representatives and distributors.

Sales of fiber optic lighting products and systems accounted for 58% and 74% of the Company's revenue during the quarters ended June 30, 2004 and 2003, respectively, while sales of LED lighting products and systems accounted for 37% and 21% of the Company's revenue for the quarters ended June 30, 2004 and 2003, respectively. Sales of waterfall products accounted for 5% of the Company's revenue during the quarters ended June 30, 2004. Although we anticipate that our market share for LED applications will continue to increase, we believe that sales of our fiber optic applications will remain strong in certain markets such as international, pools and certain architectural and specialized applications such as display case lighting. The Company is in the process of broadening market applications for both product lines through the development of products designed to capture market segments that have not been serviced by either fiber optic or LED lighting. The Company believes that this may result in a strong source of additional revenue in the future.

Management focuses on key indicators in order to measure the Company's performance. In the short-term (1-3 years), management is working towards achieving and maintaining positive trends in the following areas:

- Operating cash flow

- Gross margin in dollars and percentage of gross sales
- Operating expenses
- Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)
- Liquidity
- Key balance sheet ratios (Accounts Receivable (AR)/Accounts Payable (AP)/Inventory turnover)
- Profitability
- Shareholder Value
- Developing new LED and fiber optic lighting products

In the long term (over 3 years), management is striving to generate consistent and predictable net sales growth while incrementally enhancing net cash flow from operations.

Three months ended June 30, 2004 vs. 2003

Results of Operations

	(Unaudited) Quarter Ended June 30,			
	2004	**2003**	**Change**	**% Change**
Revenues	$2,770,577	$2,595,990	$ 174,587	7%
Cost of Sales	1,724,240	1,388,140	336,100	24%
Gross Margin	$1,046,337	$1,207,850	$(161,513)	-13%
Gross Margin %	38%	47%		

Revenues for the three months ended June 30, 2004 were approximately $2,771,000 as compared to approximately $2,596,000 for the three months ended June 30, 2003, an increase of approximately $175,000 or 7%. Revenue growth in the period was seen primarily in the pool & spa market, $376,000, and the international market, $105,000. The increase in revenue in the pool and spa market was primarily due to original equipment manufacturer (OEM) sales to a major spa manufacturer while the increase in revenue in the international market was mainly due to sales in Europe, the Middle East and Asia where the Company had little or no prior market presence. These increases were offset by decreases in the national accounts market, architectural market, and sign market of approximately $111,000, $160,000 and $30,000, respectively. The decreases in revenue in the architectural and sign markets were primarily due to price discounts offered during the period. The Company anticipates that this trend will continue due to competitive pressure mainly in the fiber optic business in an effort to maintain market share in this product line. The decrease in revenue in the national accounts market was a result of an initiative to absorb most of these accounts into architectural division to further streamline operations. Although sales of fiber optic lighting products and systems continues to be the Company's primary source of revenue, the revenue share from sales of LED lighting products and systems continue to increase in the current period.

Gross margin for the quarter ended June 30, 2004 was approximately $1,046,000 or 38% as compared to approximately $1,208,000 or 47% for the quarter ended June 30, 2003. Gross margin is dependent, in part, on product mix, as well as the mix of customers, which fluctuates from time to time. The decrease in gross margin percent primarily resulted from the drop in sales of fiber optic products which are normally sold at higher gross margins and the increase in lower gross margin generating LED products. Price discounts offered on both product lines during the period as a result of market competition contributed further to the reduced gross margins.

Management expects to see improvement in its gross margin in the remainder of 2004 and beyond through improving new product cost management, improving product quality, continuing manufacturing process improvements and introducing new LED product applications that the Company expects to introduce to the market at higher gross margins as part of its plans to maximize market share. Management recognizes the continued market pressure to offer fiber optic products in both international and domestic markets at reduced prices. The Company anticipates that increased volume will help compensate for the lost gross margin dollars as a result of increased revenue and reduced product costing across the board due to increased demand for these products. Specific initiatives which management is implementing include, but are not limited to, the following:

1. Product Quality:

a. Continuing improvement of product quality through a more specific checklist-driven ongoing inspection of products from our offshore manufacturing partners.

b. Continuing product quality review by the Company and focused follow through and closure of quality issues, as well as documented, preventive procedures to mitigate possible recurrences.

c. Clearly defined accountability for manufacturing personnel and supervisors regarding quality control within the Company.

2. Product Pricing and Sourcing:

a. Continuing drive for more favorable product costing and sourcing through value-added re-engineering and manufacturing efficiencies.

b. Proper product specifications during the early stages of product development leading to objective product costing and leveraged pricing negotiations prior to production.

3. Inventory Management

a. Focusing on the Company's need to maintain proper inventory levels to ensure competitive lead times versus the risk of inventory obsolescence due to changing technology and customer requirements.

b. Focusing on reducing inventory levels and implementing improved inventory planning to avoid excessive shipping charges.

4. Lean Manufacturing and Cross Functional Training

a. Review and assessment of existing manufacturing processes by an independent outside consultant aimed at identifying key weaknesses or breakdowns in the processes as well as potential duplications or absence of controls.

b. Documentation of processes in manufacturing and implementation of periodic evaluation of existing procedures to ensure adherence and consistency.

c. Cross functional training among production personnel to ensure fluid flow of work during peak production times.

<u>Operating Income (Loss)</u>

	(Unaudited) Quarter Ended June 30,			
	2004	**2003**	**Change**	**% Change**
Gross Margin	$1,046,337	$1,207,850	$(161,513)	-13%
Less operating expenses:				
Selling, general & administrative	1,014,903	1,030,616	(15,713)	-2%
Research & development	109,558	95,590	13,968	15%
Total operating expenses	1,124,461	1,126,206	(1,745)	-0.2%
Operating income (loss)	(78,124)	81,644	(159,768)	-196%

Selling, general and administrative expenses were approximately $1,015,000 during the three months ended June 30, 2004 as compared to approximately $1,031,000 for the same period in 2003, a decrease of approximately $16,000 or 2%. The decrease was attributed to decreases in insurance expenses of $23,000, labor & fringe of $37,000, advertising and promotional expenses of $12,000 and royalty expense of $12,000 offset by the increases in repairs and maintenance of $33,000, legal expense of $30,000 and travel, commission and other selling expenses of $5,000. Management has made a concerted effort to decrease certain discretionary charges such as advertising and promotional expenses and insurance expenses and will continue to manage these charges in the future. Labor & fringe costs decreased due to changes in the organizational structure resulting in decreased head count. Royalty expense decreased as a result of lower revenue generated from sales of certain fiber optic lighting products and systems in the pool and spa market. The increase in repairs and maintenance expense was related to the timing of periodic maintenance on equipment used during production processes, and other building equipment such as the air conditioning units, elevator and other office equipment such as computers and printers. The increase in legal expense was primarily related to legal services received in the lawsuit the Company filed (case number 6:02-CV-270-ORL-19JGG) in the United States District Court for the Middle District of Florida against Color Kinetics Incorporated. The Company currently expects that selling, general and administrative expenses will continue to decrease as management continues to focus on long-term initiatives to lower expenses and implement process improvements in both selling and administrative functions.

Research and development costs were approximately $110,000 during the three months ended June 30, 2004 as compared to approximately $96,000 during the same period in 2003. Management expects to increase research and development expenses in the future due to more aggressive product development initiatives to compete with the ever changing market for LED and fiber optic lighting technology. Management believes that the Company's long-term success will depend, in large measure, on its new product design and development efforts and thus expects to see further increases in R&D expenses in the future as a result of anticipated new product development and other related R&D activities.

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) is a non-GAAP measure which management uses as part of its performance appraisal in reviewing the Company's current ongoing operations and business trends related to its financial condition and results of operations. It is also used to measure the Company's cash-based performance.

The $272,948 reduction in EBITDA for the three months ending June 30, 2004, down from $389,023 for the same period in 2003, was primarily due to the reduction in gross margin as a result of price discounts offered during the period.

The following table reconciles GAAP to non-GAAP financial measures:

	(Unaudited) Quarter Ended June 30,			
	2004	**2003**	**Change**	**%**
Net Income (Loss)	$(135,804)	$116,473	$(252,277)	-217%
Plus:				
Interest	98,105	102,396	(4,291)	-4%
Depreciation	145,469	160,942	(15,473)	-10%
Amortization	8,305	9,212	(907)	-10%
EBITDA	116,075	389,023	(272,948)	-70%
% of Revenues	4%	15%		

Interest expense of approximately $98,000 for the quarter ended June 30, 2004, as compared to approximately $102,000 for the same period in 2003, relates to the capital lease for the Company's facility in Orlando, Florida.

Other income was approximately $34,000 for the three months ended June 30, 2004 compared to approximately $119,000 for the same period in 2003. The decline was mainly due to one-time recovery of inventory related to the absence of non-recurring activity related to inventory claimed from a court ordered release of all fiber optic lighting products held in warehouses of certain defendants named in a lawsuit filed by the Company on November 18, 1999 (case number CI-99-9392) valued at approximately $48,000 and write-off of old credit balances in accounts receivable accounts of approximately $37,000. Both of these transactions transpired in the second quarter of 2003. The source of other income for the period was primarily rental income from subleasing excess warehouse capacity.

The Company has provided a full valuation allowance against income tax benefits resulting from losses incurred and accumulated on operations and as a result there was no provision for income tax during the three months ended June 30, 2004 and 2003, respectively.

Net loss for the three months ended June 30, 2004 was approximately $136,000 or $0.05 per basic and diluted common share, as compared to a net income of approximately $116,000, or $0.05 per basic and diluted common share, for the quarter ended June 30, 2003. The loss for the period was primarily due to the decline in the Company's gross margin.

Six months ended June 30, 2004 vs. 2003

Results of Operations

	(Unaudited) Six Months Ended June 30,			
	2004	**2003**	**Change**	**% Change**
Revenues	$5,878,735	$4,986,479	$892,256	18%
Cost of Sales	3,571,153	3,003,899	567,254	19%
Gross Margin	$2,307,582	$1,982,580	$325,002	16%
Gross Margin %	39%	40%		-1%

Total revenues for the six months ended June 30, 2004 were approximately $5,879,000 as compared to approximately $4,986,000 for the six months ended June 30, 2003 an increase of approximately $893,000 or 18%. Revenue growth in the period was seen primarily in the pool & spa market, $914,000, and the international market, $339,000. Increase in revenue in the pool and spa market was primarily due to original equipment manufacturer (OEM) sales to a major spa manufacturer while the increase in revenue in the international market was mainly due to sales in Europe, the Middle East and Asia. The increases in revenue for the period were offset by decreases in national accounts of $185,000, architectural lighting of $154,000 and sign market of $22,000. The decreases in revenue in the architectural and sign markets were primarily due to price discounts offered during the period. The Company anticipates that this trend will continue due to competitive pressure mainly in the fiber optic business in an effort to maintain market share in this product line. The decrease in revenue in the national accounts market was a result of an initiative to absorb most of these accounts into architectural division to further streamline operations. Although sales of fiber optic lighting products and systems continues to be the Company's primary source of revenue, the revenue share from sales of LED lighting products and systems continued to increase in the current period.

Gross margin for the six months ended June 30, 2004 was approximately $2,308,000 or 39% as compared to approximately $1,983,000 or 40% for the six months ended June 30, 2003. Gross margin is dependent, in part, on product mix, as well as the mix of customers, which fluctuates from time to time. The decrease in gross margin as a percent of sales primarily resulted from the drop in sales of fiber optic products which are normally sold at a higher gross margin and the increase in sales of LED products which are normally sold at a lower gross margin. Gross margin was further affected by sales of both product lines at discounted prices during the period.

Operating Income (Loss)

	(Unaudited) Six Months Ended June 30,			
	2004	**2003**	**Change**	**% Change**
Gross Margin	$2,307,582	$1,982,580	$325,002	16%
Less operating expenses:				
Selling, general & administrative	2,027,006	2,079,385	(52,379)	-3%
Research & development	232,066	216,297	15,769	7%
Total operating expenses	2,259,072	2,295,682	(36,610)	-2%
Operating income (loss)	48,510	(313,102)	361,612	115%

Selling, general and administrative expenses were approximately $2,027,000 for the six months ended June 30, 2004 as compared to approximately $2,079,000 for the same period in 2003, a decrease of approximately $52,000 or 3%. The main contributors to the decrease was the decline in labor & fringe costs of $76,000, advertising and promotional expenses of $55,000, travel expenses of $32,000, insurance costs of $25,000, office expense of $18,000 and royalty expense of $18,000. Apart from the decrease in royalty expense, all other decreases were a result of management's continued focus to control discretionary expenses. Royalty expense decreased as a result of lower revenue generated from sales of certain fiber optic lighting products and systems in the pool and spa market. These decreases were offset by increases in commission expense of $68,000, bad debt expense of $50,000, repairs and maintenance of $33,000 and legal expense of $19,000. Commission expense increased as a result of the increase revenues from the sale of LED lighting products and systems during the period. Bad debt expense increased as a result of potentially uncollectable accounts abroad relating to increased sales activity in that region. The increase in repairs and maintenance expense was related to the timing of periodic maintenance on equipment used during production processes, and other building equipment such as the air conditioning units, the elevator and other office equipment such as computers and printers. The increase in legal expense was primarily related to legal services received in the lawsuit the Company filed (case number 6:02-CV-270-ORL-19JGG) in the United States District Court for the Middle District of Florida against Color Kinetics Incorporated. The Company currently expects that selling, general and administrative expenses will continue to decrease as management focuses on long-term measures to lower expenses and implement operational improvements in both selling and administrative functions.

Research and development costs were approximately $232,000 for the six months ended June 30, 2004 as compared to approximately $216,000 for the same period in 2003. The increase in research and development expense was related to increases in consulting fees, product certification expenses, and office expenses of approximately $14,000, $9,000 and $5,000, respectively. The increases were offset by decreases in labor & fringe costs of $8,000 and direct material costs of $4,000. Management believes that the Company's success will depend, in large measure, on its new product design and development efforts and thus expects to see further increases in R&D expenses in the near future as a result of anticipated new product development and other related R&D activities.

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) is a non-GAAP measure which management uses as part of its performance appraisal in reviewing the Company's current ongoing operations and business trends related to its financial condition and results of operations. It is also used to measure the Company's cash-based performance. The primary contributors to the $197,355 increase in EBITDA for the six months ended June 30, 2004 compared to the same period in the prior year were increased revenue and gross margin dollars as a result of marketing efforts in international markets, specifically Europe, the Middle East and Asia, combined with OEM sales to a major spa manufacturer in the pool and spa market.

The following table reconciles GAAP to non-GAAP financial measures:

	(Unaudited) Six Months Ended June 30,			
	2004	2003	Change	%
Net Loss	$ (90,228)	$(326,420)	$236,192	-72%
Plus:				
Interest	197,961	205,736	(7,775)	-4%
Depreciation	287,485	323,704	(36,219)	-11%
Amortization	24,058	18,901	5,157	27%
EBITDA	419,276	221,921	197,355	89%
% of Revenues	7%	4%		

Interest expense of approximately $198,000 for the six months ended June 30, 2004, as compared to approximately $206,000 for the same period last year, relates to the capital lease for the Company's facility in Orlando, Florida.

Other income was approximately $68,000 for the six months ended June 30, 2004 compared to approximately $167,000 for the same period in 2003. The source of other income for the six months ended June 30, 2004 was primarily rental income from subleasing excess warehouse capacity. Income from subleasing activities declined $27,000 during the period. In addition, the decline was due to the absence of one-time recovery of inventory related to the absence of non-recurring activity related to inventory claimed from a court ordered release of all fiber optic lighting products held in warehouses of certain defendants named in a lawsuit filed by the Company on November 18, 1999 (case number CI-99-9392) valued at approximately $48,000 and write-off of old credit balances in accounts receivable accounts of approximately $24,000. Both of these transactions transpired during 2003.

The Company has provided a full valuation allowance against income tax benefits resulting from losses incurred on operations and as a result there was no provision for income tax for the six months ended June 30, 2004 and 2003.

The net loss for the six months ended June 30, 2004 was approximately $90,000, or $0.04 per basic and diluted common share, as compared to a net loss of approximately $326,000, or $0.13 per basic and diluted common share, for the six months ended June 30, 2003.

Liquidity and Capital Resources

At June 30, 2004 the Company had working capital of approximately of $4,602,000, a decrease of approximately 1% compared to working capital of approximately $4,575,000 at December 31, 2003.

During the six months ended June 30, 2004, the Company financed its operations primarily from working capital and cash on hand.

Cash Flows from Operating Activities

	(Unaudited) June 30, 2004	December 31, 2003	Change	% Change
Selected Balance Sheet Items				
Cash and investments	2,114,114	2,380,459	(266,345)	-11%
Trade accounts receivable, net	1,588,964	1,342,997	245,967	18%
Inventories, net	2,386,630	2,194,452	192,178	9%
Accounts payable	1,479,390	1,214,206	265,184	22%

Net cash used in operations amounted to approximately $79,000 for the six months ended June 30, 2004 as compared to approximately $62,000 for the six months ended June 30, 2003. The most significant use of cash was generated by increases in inventories and accounts receivable of approximately $192,000 and $246,000, respectively. The increase in inventory was primarily due to new LED lighting system products developed by the Company for the OEM spa market. Control measures have been implemented to maintain inventory at levels designed to balance competitive lead-time versus the risk of inventory obsolescence due to changing technology and customer requirements. Management implemented cycle-counting and enhanced incoming quality inspection on products received from domestic sources as well as overseas. The increase in accounts receivable was primarily due to increased sales volume in the latter part of the quarter ended June 30, 2004 and the timing of payments from customers. The use of cash was offset by increases in accounts payable of approximately $265,000. The increase in accounts payable was due to timing of payments to suppliers.

Cash Flows from Investing Activities

Net cash used in investing activities for the six months ended June 30, 2004 amounted to approximately $142,000 and was primarily related to the acquisition of approximately $118,000 in tooling, manufacturing equipment, and computers and the investment of approximately $15,000 in patents and trademarks. The Company also reinvested interest and dividend income of approximately $9,000 in a fixed income mutual fund during the six months ended June 30, 2004.

Cash Flows from Financing Activities

Net cash used in financing activities for the six months ended June 30, 2004 was approximately $64,000 relating to payments on the capital lease obligation on the Company's facility of $71,000, offset by proceeds from exercise of employee stock options of $7,000.

Contractual Obligations

Related Party Capital Lease Obligations

On September 27, 1996, we entered into a lease agreement with Max King Realty, an entity controlled by Mr. Kingstone, our President, Chief Executive Officer and Chairman of the Board, for approximately 70,000 square feet of warehouse and office space. We began occupying this facility in August 1997. The lease term expires in June 2012. Rental payments for each of the six months ended June 30, 2004 and 2003 amounted to approximately $321,000 and $308,000, respectively. The lease agreement was approved by all of the disinterested directors of Super Vision, with Mr. Kingstone abstaining from the vote. At the time we entered into the lease agreement, based on then current economic conditions, the real estate market, and our prospects, we believed that the transaction was on terms, when taken as a whole, no less favorable to Super Vision than could generally be obtained from unaffiliated third parties.

Future minimum annual lease payments for the remainder of 2004 and years subsequent thereto in the aggregate are as follows:

2004	$ 320,303
2005	659,821
2006	673,176
2007	692,811
2008	706,836
2009 and thereafter	2,558,420
Minimum lease payments	5,611,367
Less amount representing interest and executory costs	(2,830,364)
Present value of net minimum lease payments under capital lease	$ 2,781,003

Related Party Funding for Collection Activities

On November 18, 1999, the Company filed a lawsuit (case number CI-99-9392) (the "Lawsuit") in the Circuit Court of the 9th Judicial Circuit in and for Orange County Florida against various defendants (the "Wu Defendants"). The Company is also pursuing litigation against certain parties related to the Wu Defendants (the "Related Litigation"). In June 2003, the Court issued an order of final judgment against all parties in the Lawsuit. Pursuant to the final judgment, the Company was awarded $38,405,978.17 and further awarded an additional amount for legal fees and costs of $834,297.40. As of the date of entry of the final judgment, these amounts will accrue interest at a rate of six percent per year. The Company believes that the monetary judgment awarded in the Lawsuit, and any amounts that may be awarded in the Related Litigation, will be very difficult and costly to collect, if collectable at all. The Company may not be successful in collecting any amounts awarded in the Lawsuit or that may be awarded in the Related Litigation. The Board of Directors of the Company has elected not to use Company funds to pursue collection activities in the Lawsuit or Related Litigation (the "Collection Activities"). The Company has reached an agreement with Mr. Kingstone regarding funding for Collection Activities. Mr. Kingstone has the option of providing personal funds ("Kingstone Funds"), or arranging for funds from third parties ("Third Party Funds"), to pursue Collection Activities. As of June 30, 2004, Mr. Kingstone has provided $350,000 in a form of Letter of Credit, and has arranged for $350,000 of Third Party Funds, to further the Collection Activities. Both Kingstone Funds and Third Party Funds were subsequently returned after being held for bonding in connection with collection activities. Mr. Kingstone has also notified the Company that he has available, on a standby basis, up to an additional $3,000,000 of bonding capacity to pursue further Collection Activities. In consideration for providing Kingstone Funds and/or Third Party Funds for Collection Activities, the Company has agreed to pay Mr. Kingstone 25% of amounts actually received by the Company from all Collection Activities less all costs and expenses incurred from time to time by the Company in connection with the Lawsuit, the Related Litigation and the Collection Activities, which have not been recovered by the Company

Purchase Obligations

We are not a party to any significant long-term service or supply contracts with respect to our processes. We refrain from entering into any long-term purchase commitments in the ordinary course of business.

Critical Accounting Policies

We use certain accounting policies and procedures to manage changes that occur in our business environment that may affect accounting estimates made in preparation of our financial statements. These estimates relate primarily to our allowance for doubtful accounts receivable and provision for inventory obsolescence. Our strategy for managing doubtful accounts includes stringent, centralized credit policies and collection procedures for all customer accounts. We use a credit risk rating system in order to measure the quality of individual credit transactions. We strive to identify potential problem receivables early, take appropriate collection actions, and maintain adequate reserve levels. Our strategy for providing for inventory obsolescence includes the evaluation of existing inventory usage and realizable value. Typically, no provision is recorded for inventory that is currently used and sold within six months of purchase We believe that our allowance for doubtful accounts and provision for inventory obsolescence was adequate at June 30, 2004 and December 31, 2003.

Item 3. <u>Controls and Procedures</u>

We carried out an evaluation under the supervision and with the participation of our management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective for recording, processing, summarizing and reporting the information we are required to disclose in the reports we file under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules, regulations and forms. Our management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which by their nature can provide only reasonable assurance regarding management's control objectives.

There have been no significant changes in our internal control over financial reporting during our last quarter, identified in connection with the evaluation referred to above, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. <u>Legal Proceedings</u>

In the ordinary course of business the Company has various pending legal proceedings generally involving contractual matters, infringement actions, product liability claims and other matters. There has been no material change in the Company's pending legal proceedings from the descriptions contained in Part I, Item 3 of the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003 and Footnote 11 to the Company's Consolidated Financial Statements contained therein, as supplemented by the descriptions contained in Part II, Item 1 of the Company's Quarterly Report on Form 10-QSB for the quarter ended March 30, 2004 and Footnote 6 to the Company's Condensed Consolidated Financial Statements contained therein.

Item 4. <u>Submission of Matters to a Vote of Security Holders</u>.

On May 13, 2004, the Company held its Annual Meeting of Stockholders. At the meeting, the stockholders elected as directors Brett M. Kingstone with 3,923,393 votes cast for and zero votes withheld), Edgar Protiva with 3,923,393 votes cast for and zero votes withheld), Fritz Zeck with 3,923,393 votes cast for and zero votes withheld), Brian McCann with 3,923,393 votes cast for and zero votes withheld), Anthony Nicolosi with 3,923,393 votes cast for and zero votes withheld), and David Feldman with 3,923,393 votes cast for and zero votes withheld,

The stockholders also (i) ratified the appointment of Gallogly, Fernandez & Riley LLP as the independent auditors for the Company for the year ending December 31, 2004 with 3,925,243 votes cast for, zero against, zero abstaining

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits.

Exhibit Number	Document Description
31.1	Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certifications of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K The Company did not file any reports on Form 8-K during the three months ended June 30, 2004.

SIGNATURES

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

SUPER VISION INTERNATIONAL, INC.

By: /s/ BRETT M. KINGSTONE Date: August 16, 2004

Brett M. Kingstone, Chief Executive Officer
(Principal Executive Officer)

By: /s/ DANILO REGALADO Date: August 16, 2004

Danilo Regalado, Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brett M. Kingstone, President, Chief Executive Officer and Chairman of the Board of Super Vision International, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Super Vision International, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-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 our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
   b) [Paragraph omitted pursuant to SEC Releases Numbers 33-8238 and 34-47986];
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
   d) 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; and
5. The registrant's other certifying officers and I have disclosed, based on our 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: August 16, 2004

/s/ BRETT M. KINGSTONE

Brett M. Kingstone, Chairman of the Board,
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Danilo Regalado, Chief Financial Officer of Super Vision International, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Super Vision International, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-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 our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
   b. [Paragraph omitted pursuant to SEC Releases Numbers 33-8238 and 34-47986];
   c. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. 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; and
5. The registrant’s other certifying officers and I have disclosed, based on our 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: August 16, 2004

/s/ DANILO REGALADO

Danilo Regalado
Chief Financial Officer

Exhibit 32.1

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

This Certification is being filed pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002. This Certification is included solely for the purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act and is not intended to be used for any other purpose. In connection with the accompanying Quarterly Report on Form 10-QSB of Super Vision International, Inc. for the quarter ended June 30, 2004, each of the undersigned hereby certifies in his capacity as an officer of Super Vision International, Inc. that to such officer's knowledge:

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

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

Dated: August 16, 2004

By: /s/ BRETT M. KINGSTONE
Brett M. Kingstone
Chief Executive Officer

Dated: August 16, 2004

By: /s/ DANILO REGALADO
Danilo Regalado
Chief Financial Officer