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TANKLESS SYSTEMS WORLDWIDE INC Form NT 10-Q

November 15, 2004

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 12b-25

Commission File Number 0-27549

NOTIFICATION OF LATE FILING

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(Check One): [] Form 10-K [_] Form 11-K [_] Form 20-F [X] Form 10-QSB [_] Form N-SAR
For Period Ended: SEPTEMBER 30, 2004
<pre>[_] Transition Report on Form 10-K [_] Transition Report on Form 20-F [_] Transition Report on Form 11-K [_] Transition Report on Form 10-Q [_] Transition Report on Form N-SAR For the Transition Period Ended:</pre>
Read attached instruction sheet before preparing form. Please print o
Nothing in this form shall be construed to imply that the Commission haverified any information contained herein.
If the notification relates to a portion of the filing checked above identify the item(s) to which the notification relates:
PART I REGISTRANT INFORMATION
TANKLESS SYSTEMS WORLDWIDE, INC.
Full Name of Registrant
7650 E. Evans Road, Suite C
Address of Principal Executive Office (Street and Number)
Scottsdale, AZ 85260
City, State and Zip Code

PART II
RULE 12b-25(b) AND (c)

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If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- [X] | (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report
 on Form 10-K, Form 20-F, Form 11-K or Form N-SAR, or portion
 thereof will be filed on or before the 15th calendar day
 following the prescribed due date; or the subject quarterly
 report or transition report on Form 10-QSB, or portion thereof
 will be filed on or before the fifth calendar day following
 the prescribed due date; and
 - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why the Form 10-K, 11-K, 20-F 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

The Form 10-QSB for the quarter ended September 30, 2004 for Tankless Systems Worldwide, Inc., could not be filed within the prescribed period because certain financial and other information necessary for an accurate and full completion of the report could not be provided within the prescribed time period without unreasonable effort or expense.

PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Ken Pinckard	(480)	609-7575
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

[X] Yes [_] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[] Yes [X] No

If so: attach an explanation of the anticipated change, both narratively

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and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

> TANKLESS SYSTEMS WORLDWIDE, INC. _____ (Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date November 15, 2004 By /s/ Thomas Kreitzer

Thomas Kreitzer Chief Executive Officer