

FORM 10-QSB

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2003.

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE EXCHANGE ACT

For the transition period from _____ to _____

COMMISSION FILE NUMBER: 333-100568

ORAGENICS, INC.

(Exact name of small business issuer as specified in its charter)

FLORIDA
(State or other jurisdiction of
incorporation or organization)

59-3410522
(IRS Employer
Identification No.)

12085 RESEARCH DRIVE
ALACHUA, FLORIDA 32615
(Address of principal executive offices)

(386) 418-4018
(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

<TABLE>
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PART I - FINANCIAL INFORMATION

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PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

ORAGENICS, INC.

BALANCE SHEETS
(IN US DOLLARS)

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	September 30, 2003	December 31, 2002
	-----	-----
	(Unaudited)	
ASSETS		
<S>	<C>	<C>
Current assets:		
Cash and cash equivalents	\$ 1,693,147	\$ 25,580
Costs associated with initial public offering	--	271,937
Prepaid expenses	90,541	8,741
	-----	-----
Total current assets	1,783,688	306,258
Equipment	36,934	4,658
	-----	-----
Total assets	<u>\$ 1,820,622</u>	<u>\$ 310,916</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued expenses	\$ 82,610	\$ 232,811
Accrued interest	23,698	17,462
Notes payable to stockholders	85,454	85,454
Deferred compensation	44,672	58,671
	-----	-----
Total current liabilities	236,434	394,398
Stockholders' equity (deficit):		
Preferred stock, no par value; 20,000,000 shares authorized; none issued and outstanding at September 30, 2003 and December 31, 2002	--	--
Common stock, \$0.001 par value; 100,000,000 shares authorized; 12,057,204 and 9,425,704 shares issued and outstanding at September 30, 2003 and December 31, 2002, respectively	12,057	9,426
Additional paid in capital	3,338,756	628,234
Accumulated deficit	(1,766,625)	(721,142)
	-----	-----
Total stockholders' equity (deficit)	1,584,188	(83,482)
	-----	-----
Total liabilities and stockholders' equity (deficit)	<u>\$ 1,820,622</u>	<u>\$ 310,916</u>

</TABLE>

See accompanying notes.

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ORAGENICS, INC.

STATEMENTS OF OPERATIONS

(UNAUDITED)
(IN US DOLLARS)

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	Three months ended		Nine months ended	
	September 30		September 30	
	2003	2002	2003	2002
<S>	<C>	<C>	<C>	<C>
Revenue	\$ --	\$ --	\$ --	\$ --
Operating expenses:				
Research and development		205,615	102,496	596,205
General and administration		192,811	68,256	442,560
Total operating expenses		398,426	170,752	1,038,765
Loss from operations		(398,426)	(170,752)	(1,038,765)
Other income (expense):				
Interest income		3,799	905	4,275
Interest expense		(2,095)	(2,095)	(10,993)
Total other expense, net		1,704	(1,190)	(6,718)
Net loss	\$ (396,722)	\$ (171,942)	\$ (1,045,483)	\$ (511,658)
Basic and diluted net loss per share	\$ (0.03)	\$ (0.02)	\$ (0.10)	\$ (0.06)
Shares used to compute basic and diluted net loss per share	11,958,701	9,425,704	10,334,260	8,701,768

</TABLE>

See accompanying notes.

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ORAGENICS, INC.

STATEMENTS OF CASH FLOWS
(UNAUDITED)
(IN US DOLLARS)

<TABLE>
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	NINE MONTHS ENDED	
	SEPTEMBER 30	
	2003	2002
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net loss	\$(1,045,483)	\$ (511,658)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	8,601	848
Noncash issuance of common stock and common stock options		54,000
Stock-based compensation expense	170,291	--
Changes in operating assets and liabilities:		
Costs associated with initial public offering	271,937	(89,127)
Prepaid expenses	(81,800)	--
Accounts payable and accrued expenses	(150,201)	39,166
Accrued interest	6,236	5,977
Deferred compensation	(13,999)	--
Net cash used in operating activities	(780,418)	(432,646)

INVESTING ACTIVITY

Purchases of equipment	(40,877)	(5,459)
Net cash used in investing activity	(40,877)	(5,459)
FINANCING ACTIVITIES		
Net proceeds from issuance of common stock	2,488,862	508,000
Proceeds from notes payable to stockholder	175,000	--
Payment of notes payable to stockholder	(175,000)	--
Net cash provided by financing activities	2,488,862	508,000
Net increase in cash and cash equivalents	1,667,567	69,895
Cash and cash equivalents at beginning of period	25,580	200,480
Cash and cash equivalents at end of period	\$ 1,693,147	\$ 270,375
Noncash financing activities		
Common stock issued in connection with amendment to officer employment agreement	\$ --	\$ 122,148
Common stock and common stock options issued in connection with investment bank and related financing services	\$ 54,000	\$ 192,016

</TABLE>

See accompanying notes.

1. Basis of Presentation

Oragenics, Inc. (formerly known as Oragen, Inc.) was incorporated in November 1996; however, operating activity did not commence until 1999. We are dedicated to the development of genetically engineered *Streptococcus mutans* for oral and other therapeutic applications.

The accompanying unaudited condensed financial statements as of and for the three and nine month periods ended September 30, 2003 and 2002 have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the accompanying financial statements include all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the financial condition, results of operations and cash flows for the periods presented. The results of operations for the interim period September 30, 2003 are not necessarily indicative of the results that may be expected for the year ended December 31, 2003 or any future period.

These financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2002 included in our Registration Statement on Form SB-2 filed with the Securities and Exchange Commission.

In November 2002, the Financial Accounting Standards Board (FASB) issued FASB interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, including indirect Guarantees of Indebtedness of Others. This interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also clarifies that a guarantor is required to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The disclosure requirements of this interpretation are effective for interim and annual periods ending after December 15, 2002. The initial recognition and initial measurement requirements of this interpretation are effective prospectively for guarantees issued or modified after December 31, 2002. In the opinion of management, the interpretation's expanded disclosures will not have a material impact on the Company's financial position or results of operations.

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities (FIN 46), which clarifies the applicability of Accounting Research Bulletin No. 52, Consolidated Financial Statements, to certain entities which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 applies immediately to variable interest entities created after January 31, 2003, and to variable interest entities in which an enterprise obtains an interest after that date. In October 2003, the FASB agreed to defer the effective date of FIN 46 for variable interests held by public companies in all entities that were acquired prior to February 1, 2003. The deferral will require that public companies adopt the provisions of FIN 46 at the end of periods ending after December 15, 2003. The Company does not expect FIN 46 to have a material impact on the Company's financial position or results of operations.

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In December 2002, the FASB issued Statement of Financial Accounting Standards No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure (FAS 148). FAS 148 amends an earlier standard on accounting for stock-based compensation, Accounting for Stock-Based Compensation (FAS 123), to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, FAS 148 amends the disclosure requirements of FAS 123 to require more prominent disclosure about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The additional disclosure requirements of FAS 148 are effective for fiscal years ending after December 15, 2002.

The Company continues to follow the intrinsic value method of accounting as prescribed by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, to account for employee stock options issued.

The following table illustrates the effects on net loss and net loss per share if the Company had applied the fair value recognition provisions of FAS 123 to stock-based employee compensation.

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	Three months ended		Nine months ended	
	September 30, 2003	September 30, 2002	September 30, 2003	September 30, 2002
<S>	<C>	<C>	<C>	<C>
Net loss, as reported	\$ (396,722)	\$ (171,942)	\$(1,045,483)	\$ (511,658)
Add: Stock-based employee compensation expense included in reported net income	114,228	--	170,291	--
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards	(1,950)	(975)	(5,850)	(975)
Pro forma net loss	\$ (284,444)	\$ (172,917)	\$ (881,042)	\$ (512,633)
Net loss per share:				
Basic and diluted--as reported	\$ (.03)	\$ (.02)	\$ (.10)	\$ (.06)
Basic and diluted--pro forma	\$ (.02)	\$ (.02)	\$ (.09)	\$ (.06)

</TABLE>

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2. Initial Public Offering

On June 24, 2003, we completed an initial public offering of our common stock. The managing underwriter for our initial public offering was Haywood Securities, Inc. The shares of common stock sold in the offering were registered under the Securities Act of 1933 on a registration statement (File No. 333-100568) that was declared effective by the Securities and Exchange Commission on June 11, 2003. Under the registration statement, we registered 2,400,000 units at a price of \$1.25 per unit. Each unit consisted of one share of common stock, one half of one non-transferable Series A Common Stock Purchase Warrant and one half of one non-transferable Series B Common Stock Purchase Warrant. One whole Series A warrant may be exercised on or before December 24, 2003 to acquire one share of common stock at a price of \$2.00 per share. One whole Series B warrant may be exercised on or before March 24, 2004 to acquire one share of common stock at a price of \$3.00 per share. All 2,400,000 units were sold in the offering that provided gross proceeds of \$3,000,000 and net proceeds to us of approximately \$2,300,000 after deducting \$719,617 in commissions paid to the underwriter and other expenses incurred in connection with the offering.

Through September 30, 2003 we have applied a total of \$799,257 in net proceeds from the offering as follows:

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Reduction of notes payable and accrued interest thereon to a shareholder	\$ 179,757
Deferred compensation payable to officers	137,500
Patent expenses paid to University of Florida	100,000
Regulatory consulting fees	33,000
Mutacin 1140 production research	70,000
Pre-clinical research	107,000
General and administration costs	172,000

	\$ 799,257

</TABLE>

Other than normal and recurring compensation, there were no other payments, directly or indirectly, to any of our officers or directors or any of their associates, or to any persons owning ten percent or more of our outstanding common stock from the proceeds of this offering. Unexpended proceeds are held in one financial institution and invested overnight in obligations of the U. S. Government or its agencies. Actual commissions and other expenses associated with the offering were \$719,617, as compared to estimated commissions and expenses described in the prospectus of \$575,000. The difference of \$144,617 was essentially caused by additional fees incurred by underwriter's legal counsel of \$54,284, by our legal counsel of \$63,041 and by our auditors of \$37,000 due to the length of time involved in finalizing our initial public offering.

During the three months ended September 30, 2003, 53,500 of the Series A Warrants, 1,000 of the Series B Warrants and 77,000 of the underwriter's warrants were exercised for total cash proceeds of \$206,250 and 131,500 shares of the Company's common stock was issued.

3. Net Loss Per Share

Net loss per share is computed using the weighted average number of shares of common stock outstanding. Common equivalent shares from stock options and warrants are excluded as their effect is antidilutive.

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

OVERVIEW

The following information should be read in conjunction with the Financial Statements, including the notes thereto, included elsewhere in this Form 10-QSB, and the Management's Discussion and Analysis of Financial Condition

and Results of Operations included in Form SB-2 filed with the Securities and Exchange Commission on June 6, 2003.

On June 24, 2003, we completed an initial public offering of 2,400,000 units that provided net proceeds to us of approximately \$2,300,000. Each unit consisted of one share of common stock, one half of one non-transferable Series A Common Stock Purchase Warrant and one half of one non-transferable Series B Common Stock Purchase Warrant. One whole Series A warrant may be exercised on or before December 24, 2003 to acquire one share of common stock at a price of \$2.00 per share. One whole Series B warrant may be exercised on or before March 24, 2004 to acquire one share of common stock at a price of \$3.00 per share.

FORWARD LOOKING STATEMENTS

We make forward looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) in this report that are subject to risks and uncertainties, such as statements about our plans, objectives, projections, expectations, assumptions, strategies, or future events. Other written or oral statements, which constitute forward-looking statements, also may be made from time to time. Words such as "may," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will," "should," "could," variations of such words, and similar expressions are intended to identify such forward-looking statements. Statements that are not historical facts or that describe our future plans, objectives, or goals also are forward-looking statements. These statements are not guarantees of future performance and are subject to a number of known and unknown risks, uncertainties, and other factors, including those discussed below and elsewhere in this report and those set forth under "Risk Factors" in our Registration Statement on Form SB-2/A filed with the Securities and Exchange Commission on June 6, 2003, that could cause actual results to differ materially from future results, performances, or achievements expressed or implied by such forward-looking statements. Consequently, undue reliance should not be placed on these forward-looking statements. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

CRITICAL ACCOUNTING POLICY

Our significant accounting policies are more fully described in the Notes to Financial Statements that are contained in our Form SB-2 Registration Statement filed with the Securities and Exchange Commission on June 6, 2003. Application of these policies is particularly important to the portrayal of our financial condition and results of operations. These accounting policies require us to make subjective judgments in determining estimates about the effect of matters that are inherently uncertain. Actual results could differ materially from these estimates.

RESULTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002

We had no revenues in the three months ended September 30, 2003 and 2002. Our operating expenses increased 134% to \$ 398,426 in the three months ended September 30, 2003 from \$170,752 in the same period in 2002. Research and development expenses increased 101% to \$205,615 in the three months ended September 30, 2003 from \$102,496 in the same period in 2002, reflecting the hiring of additional research staff, the recognition of compensation expense in connection with stock option issuances, costs associated with regulatory consultants, increased consumption of laboratory supplies and the increase in occupied laboratory facilities. General and administration expenses increased 183% to \$192,811 in the three months ended September 30, 2003 from \$68,256 in the same period in 2002, reflecting a salary increase for our Chief Executive Officer, the recognition of compensation expense in connection with stock option issuances and costs incurred for directors and officers liability insurance.

Interest income increased 320% to \$3,799 in the three months ended September 30, 2003 from \$905 during the same period in 2002, reflecting the higher average cash balances maintained during the quarterly period in 2003. Interest expense was \$2,095 for the three months ended September 30, 2003 and \$2,095 during the same period in 2002, reflecting the cost of maintaining notes

payable to shareholders.

We incurred net losses of \$396,722 and \$171,942 during the three months ended September 30, 2003 and 2002, respectively. The increase in our net loss was principally caused by our hiring of personnel, the recognition of compensation expense in connection with stock option issuances, consumption of supplies and the cost of insurance.

NINE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002

We had no revenues in the nine months ended September 30, 2003 and 2002. Our operating expenses increased 105% to \$1,038,765 in the nine months ended September 30, 2003 from \$507,573 in the same period in 2002. Research and development expenses increased 181% to \$596,205 in the nine months ended September 30, 2003 from \$212,036 in the same period in 2002, reflecting a one-time payment of \$100,000 to the University of Florida for repayment of patent filings, the hiring of additional research personnel, the recognition of compensation expense in connection with stock option issuances, costs associated with regulatory consultants, increased consumption of laboratory supplies and the increase in occupied laboratory facilities. General and administration expenses increased 50% to \$442,560 in the nine months ended September 30, 2003 from \$295,537 the same period in 2002, reflecting the hiring of additional personnel, the recognition of compensation expense in connection with stock option issuances, salary increases and costs incurred for liability insurance, all of which was somewhat offset by a substantial reduction in payments to outside consultants in 2003.

Interest income increased 126% to \$4,275 in the nine months ended September 30, 2003 from \$1,892 during the same period in 2002, reflecting the significantly higher average cash balances maintained during the third quarter of 2003 that was somewhat offset by lower average cash balances during the initial six months of 2003. Interest expense increased 84% to \$10,993 in the nine months ended September 30, 2003 from \$5,977 during the same period in 2002, reflecting the higher balances in notes payable to shareholders during the initial six months of 2003.

We incurred net losses of \$1,045,483 and \$511,658 during the nine months ended September 30, 2003 and 2002, respectively. The increase in our net loss was principally caused by the one-time payment to the University of Florida for patent filings, the hiring of additional personnel, the recognition of compensation expense in connection with stock option issuances, consumption of supplies and the cost of insurance.

LIQUIDITY AND CAPITAL RESOURCES

From inception through early June 2003, we financed our operations primarily through the issuance of common stock for \$508,616, the issuance of notes payable to shareholders totaling \$260,454 and a sponsored research agreement totaling \$357,787. On June 24, 2003, we completed an initial public offering of our common stock that provided net proceeds to us of approximately \$2,300,000.

We had cash and cash equivalents of \$1,693,147 at September 30, 2003 that are held in one financial institution and invested overnight in obligations of the U. S. Government or its agencies.

We lease our laboratory and office facilities, as well as certain equipment, under a 12-month cancelable operating lease with annual renewal options. We had no material commitments for the acquisition or lease of any property or equipment. On February 14, 2003, we obtained a loan of \$100,000 from Cornet Capital Corp., and issued an uncollateralized promissory note in the principal amount of \$100,000 that pays interest at 10% per annum to Cornet Capital Corp. as security. Principal and interest are payable on demand and in any event before February 14, 2004. On April 29, 2003, we obtained a further loan of \$75,000 from Cornet Capital Corp., and issued an uncollateralized

promissory note in the amount of \$75,000 that pays interest at 10% per annum to Cornet Capital Corp. as security. Accrued interest of \$4,757 and principal totaling \$175,000 were repaid in June 2003 from the proceeds of the initial public offering. No shares were issued to Cornet Capital Corp. in connection with these borrowings.

We expect to incur substantial additional research and development expenses including continued increases in personnel and costs related to research, preclinical testing and clinical trials.

We anticipate that the net proceeds of approximately \$2,300,000 from our initial public offering will be adequate to satisfy our operating expenses and capital requirements as planned into 2004. We will also have available to us, if required, up to \$500,000 that we may borrow from Cornet Capital Corp. under a loan facility.

During the three months ended September 30, 2003, common stock warrants were exercised by holders of Series A, Series B and underwriter warrants that provided proceeds totaling \$206,250. These warrants have exercise prices that range from \$1.25 to \$3.00 per share. As of September 30, 2003, there are 2,768,500 warrants outstanding that, if exercised, would provide proceeds of \$6,418,750. The warrants will expire between December 24, 2003 and June 24, 2005. There can be no assurance any of the outstanding warrants will be exercised.

We will require substantial funds to conduct research and development and preclinical and Phase I clinical testing of our licensed, patented technologies and to develop sublicensing relationships for the Phase II and III clinical testing and manufacture and marketing of any products that are approved for commercial sale. Our future capital requirements will depend on many factors, including continued scientific progress in our research and development programs, the magnitude of these programs, the scope and results of preclinical testing and clinical trials, the time and costs involved in obtaining regulatory approvals, the costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims, competing technological and market developments and our ability to establish development, manufacturing and marketing arrangements. We intend to seek additional funding through sublicensing arrangements or through public or private financings, but there can be no assurance that additional financing will be available on acceptable terms or at all.

ITEM 3. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

Our Chief Executive Officer and Chief Financial Officer have established and are currently maintaining disclosure controls and procedures for our company. The disclosure controls and procedures have been designed to ensure that material information relating to our Company is made known to them as soon as it is known by others within our Company. Our Chief Executive Officer and Chief Financial Officer conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures and have concluded that our disclosure controls and procedures are effective as of the end of the period covered by this report.

CHANGES IN INTERNAL CONTROLS

We have also evaluated our internal controls over financial reporting, and there have been no changes in our internal controls over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 2. USE OF PROCEEDS

Note 2 of the Financial Statements included in Part I of this filing of Form 10-QSB as to use of proceeds during the quarterly period ended September 30, 2003 is hereby incorporated by reference.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) EXHIBITS ITEM DESCRIPTION

- 1.1 Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended.
- 1.2 Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended.
- 2.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).
- 2.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).

(B) REPORTS ON FORM 8-K FILED DURING THE QUARTER ENDED SEPTEMBER 30, 2003

On August 14, 2003, the Company filed a Form 8-K announcing the filing of a patent application with the United States Patent and Trademark Office covering its probiotic-based technology (Item 7 and 9). The date of the Form 8-K was August 14, 2003.

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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 on this 13th day of November, 2003.

ORAGENICS, INC.

BY: /s/ Mento A. Sponis
Mento A. Sponis, President and Principal
Executive Officer

BY: /s/ Paul A. Hassie
Paul A. Hassie, Secretary, Treasurer,
Principal Accounting Officer and Principal
Financial Officer

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EXHIBIT 31.1

CERTIFICATION

I, Mento A. Soponis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oragenics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. 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 we 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 report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this 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
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; 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 registrant's board of directors (or persons performing the equivalent function):
 - 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: November 13, 2004

/s/ Mento A. Soponis

Mento A. Soponis
President
(principal executive officer)

EXHIBIT 31.2

CERTIFICATION

I, Paul A. Hassie, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Orogenics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. 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 we 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 report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this 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
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; 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 registrant's board of directors (or persons performing the equivalent function):
 - 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: November 13, 2004

/s/ Paul A. Hassie

Paul A. Hassie
Chief Financial Officer
(principal financial officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Oragenics, Inc. (the "Company") on Form 10-QSB for the period ended September 30, 2003 as filed with the Securities and Exchange Commission on the date here of (the "report"), I, Mento A. Soponis, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written certification has been provided to the company and will be retained by the company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated this 13th day of November, 2003.

/s/ Mento A. Soponis
Mento A. Soponis
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Oragenics, Inc. (the "Company") on Form 10-QSB for the period ended September 30, 2003 as filed with the Securities and Exchange Commission on the date here of (the "report"), I, Paul A. Hassie, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written certification has been provided to the company and will be retained by the company and furnished to the Securities and Exchange Commission or its staff upon request. Dated this 13th day of November, 2003.

/s/ Paul A. Hassie
Paul A. Hassie
Chief Financial Officer