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

FORM 10-QSB

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2004

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

For the transition period from to

Commission file number 33-20111

Eat at Joe's Ltd.
(Exact name of small business issuer as specified in its charter)

Delaware	75-2636283
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

670 White Plains Road, Suite 120, Scarsdale, New York, 10583
(Address of principal executive offices)

(914) 725-2700
Issuer's telephone number

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date: September 30, 2004 45,048,299

Transitional Small Business Disclosure Format (check one).
Yes ; No X

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

EAT AT JOE'S LTD., AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

	(Unaudited) September 30, 2004	December 31, 2003
ASSETS		
Current Assets:		
<S>	<C>	<C>
Cash and cash equivalents	$ 1,397,226	$ 440,637
Receivables	7,199	6,337
Inventory	7,500	7,500
Prepaid expense	10,693	10,693
Marketable Securities	1,558,512	2,611,830
Total Current Assets	2,981,130	3,076,997
Property and equipment:		
Equipment	100,177	98,740
Furniture & Fixtures	3,964	3,964
Leasehold improvements	376,165	376,165
	480,306	478,869
Less accumulated depreciation	(368,615)	(334,350)
Total Property & Equipment	111,691	144,519

Other Assets:		
Intangible and other assets net of amortization of $102,431 and $90,818, respectively	52,406	64,019
Total Assets	$ 3,145,227	$ 3,285,535

</TABLE>

EAT AT JOE'S LTD., AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Continued)

<TABLE>
<CAPTION>

	(Unaudited) September 30, 2004	December 31, 2003
LIABILITIES		
Current Liabilities:		
<S>	<C>	<C>
Accounts payable and accrued liabilities	$ 2,276,004	$ 2,449,834
Short-term notes payable	266,342	275,821
Shareholders loans	1,899,894	1,814,794
Total Current Liabilities	4,442,240	4,540,449
Convertible Debentures, Net of Issue Costs	1,859,479	1,742,453
Total Liabilities	6,301,719	6,282,902
STOCKHOLDERS EQUITY		
Preferred stock - $0.0001 par value. 10,000,000 shares Authorized; 2 shares issued and outstanding at September 30, 2004 and December 31, 2003	2	2
Common Stock - $0.0001 par value. 50,000,000 shares Authorized.45,048,299 issued and outstanding at September 30, 2004 and December 31, 2003	4,505	4,505
Additional paid-in capital	11,591,370	11,016,614
Cumulative Unrealized Gains & Losses	(720,743)	(336,886)
Retained deficit	(14,031,626)	(13,681,602)
Total Stockholders' Equity	(3,156,492)	(2,997,367)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 3,145,227	$ 3,285,535

</TABLE>

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

EAT AT JOE'S LTD., AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

<TABLE>
<CAPTION>

	For the three months ended September 30,		For the nine months ended September 30,	
	2004	2003	2004	2003
<S>	<C>	<C>	<C>	<C>
Revenues	$ 318,164	$ 312,248	$ 897,031	$ 921,083
Cost of Revenues	122,986	120,950	347,579	328,244

Gross Margin	195,178	191,298	549,452	592,839
Expenses				
Labor and Related Expenses	80,438	64,810	218,704	207,121
Rent	47,519	50,470	129,604	157,140
Other General and Administrative	88,624	125,828	324,265	312,665
Income (Loss) Before Depreciation	(21,403)	(49,810)	(123,121)	(84,087)
Depreciation and Amortization	15,338	15,274	45,878	52,745
Net Loss from Continuing Operations	(36,741)	(65,084)	(168,999)	(136,832)
Other Income (Expense)				
Interest and Dividends, Net	(39,033)	(37,057)	(116,452)	(109,986)
Gain (Loss) on Sale of Investments	(44,399)	11,960	(64,573)	8,372
Net Loss Before Income Taxes	(120,173)	(90,181)	(350,024)	(238,446)
Income Tax Expense (Benefit)	-	-	-	-
Net Loss To Common Stockholders	$ (120,173)	$ (90,181)	$ (350,024)	$ (238,446)
Loss Per Common Share	$ 0.00	$ 0.00	$ (0.01)	$ (0.01)
Weighted Average Shares	45,048,299	45,048,299	45,048,299	45,048,299

</TABLE>

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

EAT AT JOE'S LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<TABLE>
<CAPTION>

	For the nine months ended September 30, 2004	2003
Cash Flows From Operating Activities		
<S>	<C>	<C>
Net loss for the period	$ (350,024)	$ (238,446)
Adjustments to reconcile net loss to net cash Provided by operating activities		
Depreciation and amortization	45,878	52,745
Loss on sale of marketable securities	64,573	(8,372)
Decrease (Increase) in receivables	(862)	106
Decrease (Increase) in prepaid expense	-	(635)
Increase in accounts payable and accrued liabilities	(26,875)	93,664
Net Cash Provided by (Used in) Operating Activities	(267,310)	(100,938)
Cash Flows From Investing Activities		
Purchase of marketable securities	(1,320,000)	(111,626)
Proceeds from sale of marketable securities	2,470,735	403,402
Purchase of property and equipment	(1,436)	-
Net Cash Provided by Investing Activities	1,149,299	291,776
Cash Flows From Financing Activities		
Advances from majority stockholders	85,100	64,000
Repayment of notes payable	(10,500)	(13,500)
Net Cash Provided by Financing Activities	74,600	50,500
Increase (Decrease) in Cash	956,589	241,338
Cash at beginning of period	440,637	70,607

Cash at End of Period	$	1,397,226	$	311,945
		==================		==================
Supplemental Disclosure of Interest and Income Taxes Paid				
Interest paid during the period	$	1,020	$	980
		==================		==================
Income taxes paid during the period	$	596	$	530
		==================		==================
Supplemental Disclosure of Non-cash Investing and Financing Activities:				
Marketable Securities acquired through related party payables	$	2,294,200	$	1,935,748
Marketable Securities acquired through contributed capital	$	574,756	$	402,400
Preferred Stock issued in satisfaction of shareholder loans	$	-	$	100,000

</TABLE>

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

EAT AT JOE'S LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2004 AND 2003

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of accounting policies for Eat At Joe's, Ltd. and subsidiaries is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

The unaudited financial statements as of September 30, 2004 and for the nine months then ended reflect, in the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to fairly state the financial position and results of operations for the nine months. Operating results for interim periods are not necessarily indicative of the results which can be expected for full years.

Organization and Basis of Presentation

Eat At Joe's Ltd. (Company) was incorporated on January 6, 1988, under the laws of the State of Delaware, as a wholly-owned subsidiary of Debbie Reynolds Hotel and Casino, Inc. (DRHC) (formerly Halter Venture Corporation or Halter Racing Stables, Inc.) a publicly-owned corporation. DRHC caused the Company to register 1,777,000 shares of its initial 12,450,000 issued and outstanding shares of common stock with the Securities and Exchange Commission on Form S-18. DRHC then distributed the registered shares to DRHC stockholders.

During the period September 30, 1988 to December 31, 1992, the Company remained in the development stage while attempting to enter the mining industry. The Company acquired certain unpatented mining claims and related equipment necessary to mine, extract, process and otherwise explore for kaolin clay, silica, feldspar, precious metals, antimony and other commercial minerals from its majority stockholder and other unrelated third-parties. The Company was unsuccessful in these start-up efforts and all activity was ceased during 1992 as a result of foreclosure on various loans in default and/or the abandonment of all assets. From 1992 until 1996 the Company has had no operations, assets or liabilities.

On July 29, 2003, the Board of Directors Resolved to change the authorized capital stock from 50,000,000 common shares to 250,000,000 common shares. There was no change to the par value.

Nature of Business

The Company is developing, owns and operates theme restaurants styled in an "American Diner" atmosphere.

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Principles of Consolidation

The consolidated financial statements include the accounts of Eat At

Joe's, LTD. And its wholly-owned subsidiaries, E.A.J. Hold, Inc., a Nevada corporation ("Hold"), E.A.J. PHL Airport, Inc., a Pennsylvania corporation, E.A.J. Shoppes, Inc., a Nevada corporation, E.A.J. Cherry Hill, Inc, a Nevada corporation, E.A.J. Neshaminy, Inc., a Nevada corporation, E.A.J. PM, Inc., a Nevada corporation, E.A.J. Echelon, Inc., a Nevada corporation, E.A.J. Market East, Inc., a Nevada corporation, E.A.J. MO, Inc., a Nevada corporation, E.A.J. Syracuse, Inc., a Nevada corporation, E.A.J. Walnut Street, Inc., a Nevada corporation, E.A.J. Owings, Inc., a Nevada corporation, and 1398926 Ontario, Inc. and 1337855 Ontario, Inc., British Columbia corporations. All significant intercompany accounts and transactions have been eliminated.

Inventories

Inventories consist of food, paper items and related materials and are stated at the lower of cost (first-in, first-out method) or market.

Income Taxes

The Company accounts for income taxes under the provisions of SFAS No. 109, "Accounting for Income Taxes." SFAS No.109 requires recognition of deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Depreciation

Office furniture, equipment and leasehold improvements, are stated at cost. Depreciation and amortization are computed using the straight-line method over the estimated economic useful lives of the related assets as follows:

Furniture & Fixtures	*5-10 years*
Equipment	*5- 7 years*
Leasehold improvements	*8-15 years*

Maintenance and repairs are charged to operations; betterments are capitalized. The cost of property sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the property and related accumulated depreciation accounts, and any resulting gain or loss is credited or charged to income.

Amortization

Intangible assets are amortized over useful life of 10 years.

The Company has adopted the Financial Accounting Standards Board SFAS No., 121, "Accounting for the Impairment of Long-lived Assets." SFAS No. 121 addresses the accounting for (i) impairment of long-lived assets, certain identified intangibles and goodwill related to assets to be held and used, and (ii) long-live lived assets and certain identifiable intangibles to be disposed of. SFAS No. 121 requires that long-lived assets and certain identifiable intangibles be held and used by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the sum of the expected future cash flows from the used of the asset and its eventual disposition (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized.

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Earnings (Loss) Per Share

Basic loss per share has been computed by dividing the loss for the year applicable to the common stockholders by the weighted average number of common shares outstanding during the years.

Diluted net income per common share was calculated based on an increased number of shares that would be outstanding assuming that the warrants are converted to common shares. The effect of outstanding common stock equivalents are anti-dilutive for the three and nine months ended September 30, 2004 and 2003 and are thus not considered.

Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles required management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with one financial institution, in the form of demand deposits.

Reclassifications

Certain reclassifications have been made in the 2003 financial statements to conform with the 2004 presentation.

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in Marketable Securities

The Company's securities investments that are bought and held for an indefinite period of time are classified as available-for-sale securities. Available-for-sale securities are recorded at fair value on the balance sheet in current assets, with the change in fair value during the period excluded from earnings and recorded net of tax as a component of other comprehensive income.

Investments in securities are summarized as follows:

<TABLE>
<CAPTION>

	September 30, 2004		
	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
<S>	<C>	<C>	<C>
Available-for-sale securities	$ -	$ 720,743	$ 1,558,512

	December 31, 2003		
	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Available-for-sale securities	$ -	$ 336,886	$ 2,611,830

</TABLE>

Realized Gains and losses are determined on the basis of specific identification. During the three and nine months ended September 30, 2004 and 2003, sales proceeds and gross realized gains and losses on securities classified as available-for-sale securities were:

<TABLE>

<CAPTION>

	For the Three Months Ended September 30, 2004	For the Three Months Ended September 30, 2003	For the Nine Months Ended September 30, 2004	For the Nine Months Ended September 30, 2003
<S>	<C>	<C>	<C>	<C>
Sale Proceeds	$ 617,063	$ 396,758	$ 2,470,735	$ 403,402
Gross Realized Losses	$ 59,478	$ -	$ 96,842	$ 3,588
Gross Realized Gains	$ 15,079	$ 11,960	$ 32,269	$ 11,960

</TABLE>

NOTE 2 - SHORT-TERM NOTES PAYABLE

Short-Term Notes Payable consist of loans from unrelated entities as of September 30, 2004 and December 31, 2003. The notes are payable one year from the date of issuance together with interest at 6.50% A.P.R.

NOTE 3 - INCOME TAXES

As of December 31, 2003, the Company had a net operating loss carryforward for income tax reporting purposes of approximately $12,000,000 that may be offset against future taxable income through 2023. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carryforwards will expire unused. Accordingly, the potential tax benefits of the loss carryforwards are offset by a valuation allowance of the same amount.

NOTE 4 - RELATED PARTY TRANSACTIONS

During 2004 and 2003, officers of the Company, and/or companies controlled by the officers paid expenses and made advances to the Company. As of September 30, 2004 and December 31, 2003, $1,899,894 and $1,814,794 in advances was due to these officers.

During the nine months ended September 30, 2004 and the year ended December 31, 2003, the Company acquired marketable securities from a related party pursuant to a joint venture agreement. In accordance with the agreement the Company acquired marketable securities valued at $2,867,750 and $3,899,079, respectively, in exchange for accounts payable of $2,294,200 and $2,921,529, respectively, with the remainder being reported as contributed capital of $574,756 and $977,550, respectively. During the nine months ended September 30, 2004 and 2003, the Company has sold marketable securities for $2,470,735 and $6,644, respectively, and recorded a net loss on sale of $64,573 and $3,588, respectively. As of September 30, 2004 and December 31, 2003, the remaining securities are recorded in the accompanying Balance Sheet at their fair market values of $1,558,512 and $2,611,830, respectively, and accounts payable include $2,095,922 and $2,281,989, respectively due to related parties.

On August 8, 2003, the Board of Directors resolved to issue 20,000 shares of Series E Convertible Preferred Stock with a par value of $0.0001 per share to Joseph Fiore as payment for a $100,000 advance to the company.

NOTE 5 - PURCHASE OF SUBSIDIARIES

The Company has entered into a non-binding letter of intent to acquire a 16 unit regional restaurant chain for an investment of $100,000. Either party to the letter may terminate the letter of intent without penalty. The parties have agreed to proceed toward negotiation of a mutually agreeable purchase agreement. No assurances can be given that the purchase of the restaurant chain will be completed. During 2002, the company established a 100% valuation allowance against this asset recorded a corresponding loss.

NOTE 6 - RENT AND LEASE EXPENSE

The Company's wholly-owned subsidiary E.A.J. PHL Airport, Inc. leases approximately 845 square feet in the Philadelphia Airport, Philadelphia, Pennsylvania pursuant to a lease dated April 30, 1997. E.A.J. PHL Airport pays $7,083 per month basic rent plus 15% -18% of gross revenues above $850,000 under the lease which expires April 2007.

The minimum future lease payments under these leases for the next five years are:

Year Ended December 31,	Real Property
2004	$ 85,000
2005	85,000
2006	85,000
2007	28,333
Total five year minimum lease payments	$ 283,333

The lease generally provides that insurance, maintenance and tax expenses are obligations of the Company. It is expected that in the normal course of business, leases that expire will be renewed or replaced by leases on other properties.

EAT AT JOE'S LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2004 AND 2003
(Continued)

NOTE 7 - WARRANTS & OPTIONS

The following table sets forth the options and warrants outstanding as of September 30, 2004 and December 31, 2003.

<TABLE>
<CAPTION>

<S>	<C> September 30, 2004	<C> December 31, 2003
Options & warrants outstanding, beginning of year	-	447,750
Granted	-	-
Expired	-	(447,750)
Exercised	-	-
Options & warrants outstanding, end of year	-	-
Exercise price for options & warrants outstanding, end of year	N/A	N/A

</TABLE>

NOTE 8 - CONVERTIBLE PREFERRED STOCK

The Series E Convertible Preferred Stock carries the following rights and preferences;

* No dividends.
* Convertible to common stock at the average closing bid price for the Company's common stock for the 5 trading days prior to the conversion date, and is adjustable to prevent dilution.
* Redeemable at the Option of the Company at par value only after repayment of the shareholder loans from Joseph Fiore and subject to the holders option to convert.
* Entitled to vote 1,000 votes per share of Series E Convertible Preferred Shares.

* Entitled to liquidation preference at par value.
* Is senior to all other share of preferred or common shares issued past, present and future.

EAT AT JOE'S LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2004 AND 2003
(Continued)

NOTE 9 - BUSINESS CONDITION

The Company has incurred a net loss from operations for the nine months ended September 30, 2004 and 2003 of $350,024 and $238,446,respectively, and the Company used cash of $267,310 $100,938 in operating activities for the nine months ended September 30, 2004 and 2003. As of September 30, 2004, the Company had a working capital deficit of $1,461,110. Management plans to open at least four new restaurants during the next 12 months. The Company needs to obtain additional financing to fund payment of obligations and to provide working capital for operations and to finance future growth. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained. In the interim, shareholders of the Company have committed to meeting its operating expenses. Management believes these efforts will generate sufficient cash flows from future operations to pay the Company's obligations and realize other assets. There is no assurance any of these transactions will occur.

NOTE 10 - JOINT VENTURE AGREEMENTS

On August 8, 2003, the Board resolved to enter into a joint venture agreement with Berkshire Capital Management Co., Inc., a related party, for the purpose of utilizing the Company's tax loss carry forward to sell Berkshire's acquired free trading stock in other public companies.

On September 1, 2003, the Board resolved to enter into a joint venture agreement with Berkshire Capital Management Co., Inc., a related party, for the purpose of locating merger candidates for twelve of the Company's wholly owned subsidiaries.

NOTE 11 - SALE OF SUBSIDIARY

On October 23, 2003, The Company entered into a Purchase Agreement with Offshore Creations, Inc. (A Nevada corporation) to sell the Company's wholly owned subsidiary E.A.J. Innerharbor. Pursuant to this agreement, the Company received 1,200,000 (approximately 3%) of restricted stock of the corporation surving the merger of Offshore Creations, Inc. and E.A.J. Innerharbor, Inc.

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

GENERAL - This discussion should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's annual report on Form 10-KSB for the year ended December 31, 2003.

PLAN OF OPERATIONS - Eat at Joe's Ltd. Intends to open and operate theme restaurants styled in an "American Diner" atmosphere where families can eat wholesome, home cooked food in a safe friendly atmosphere. Eat at Joe's, the classic American grill, is a restaurant concept that takes you back to eating in the era when favorite old rockers were playing on chrome-spangled jukeboxes and neon signs reflected on shiny tabletops of the 1950's. Eat at Joe's fulfills the diner dream with homey ambiance that's affordable while providing food whose quality and variety is such you can eat there over and over, meal after meal. To build on the diner experience, a retail section in each Eat at Joe's would allow customers to take the good feelings home with them, in the form of 50's memorabilia.

The Company's expansion strategy is to open restaurants either through Joint Venture agreements or Company owned units. Units may consist of a combination of full service restaurants or food court locations. Restaurant construction will take from 90-150 days to complete on a leased site.

In considering site locations, the Company concentrates on trade demographics, such as traffic volume, accessibility and visibility. High Visibility Malls and Strip Malls in densely populated suburbs are the preferred locations. The Company also scrutinizes the potential competition and the profitability of national restaurant chains in the target market area. As part of the expansion program, the Company will inspect and approve each site before approval of any joint venture or partnership.

A typical food court unit is approximately 500 square feet, whereas for a full service operation it is approximately 3,500 square feet. Food court operation consists of a limited menu. A full service restaurant consists of 30-35 tables seating about 140-150 people. The bar area will hold 6-8 tables and seats 30-35 people.

The restaurant industry is an intensely competitive one, where price, service, location, and food quality are critical factors. The Company has many established competitors, ranging from similar casual-style chains to local single unit operations. Some of these competitors have substantially greater financial resources and may be established or indeed become established in areas where the Eat at Joe's Company operates. The restaurant industry may be affected by changes in customer tastes, economic, demographic trends, and traffic patterns. Factors such as inflation, increased supplies costs and the availability of suitable employees may adversely affect the restaurant industry in general and the Eat at Joe's Company Restaurant in particular. Significant numbers of the Eat at Joe's personnel are paid at rates related to the federal minimum wage and accordingly, any changes in this would affect the Company's labor costs.

RESULTS OF OPERATIONS

Total Revenues - For the three months ended September 30, 2004 and 2003, the Company had total sales of approximately $318,000 and $312,000 respectively. For the nine months ended September 30, 2004 and 2003, the Company had total sales of approximately $897,000 and $921,000 respectively.

Costs and Expenses - For the three months ended September 30, 2004 and 2003, the Company had a net loss of approximately $120,000 and $90,000 respectively. For the nine months ended September 30, 2004 and 2003, the Company had a net loss of approximately $350,000 and $238,000 respectively. The net loss for 2004 and 2003 is largely attributable to additional expenses incurred as the Company increases its Corporate overhead structure for the development of additional locations.

LIQUIDITY AND CAPITAL RESOURCES

The Company has met its capital requirements through the sale of its Common Stock, Convertible Preferred Stock, Convertible Debentures and Notes Payable.

Since the Company's re-activation in January, 1997, the Company's principal capital requirements have been the funding of (i) the development of the Company and its 1950's diner style concept, (ii) the construction of its existing units and the acquisition of the furniture, fixtures and equipment therein and (iii) towards the development of additional units.

During 2004, the Company generated approximately $1,149,000 cash from investing activities from the sale of marketable equity securities. As of September 30, 2004, the company owns marketable securities valued at approximately $1,559,000 with corresponding liabilities of $2,096,000.

During 2004 and 2003, the Company has raised approximately $75,000 and $51,000 through short-term notes payable and advances from majority stockholders. The net proceeds to the Company were used for additional unit development and working capital.

For the nine months ended September 30, 2004 and 2003, operating activities used approximately $267,000 and $101,000 in cash flow.

After the completion of its expansion plans, the Company expects future development and expansion will be financed through cash flow from operations and other forms of financing such as the sale of additional equity and debt securities, capital leases and other credit facilities. There are no assurances that such financing will be available on terms acceptable or favorable to the Company.

GOVERNMENT REGULATIONS - The Company is subject to all pertinent Federal, State, and Local laws governing its business. Each Eat at Joe's is subject to licensing and regulation by a number of authorities in its State or municipality. These may include health, safety, and fire regulations. The Company's operations are also subject to Federal and State minimum wage laws governing such matters as working conditions, overtime and tip credits.

CRITICAL ACCOUNTING POLICIES -The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Note 1 to the Consolidated Financial Statements describes the significant accounting policies and methods used in the preparation of the Consolidated Financial Statements. Estimates are used for, but not limited to, contingencies and taxes. Actual results could differ materially from those estimates. The following critical *accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the Consolidated Financial Statements.*

We are subject to various loss contingencies arising in the ordinary course of business. We consider the likelihood of loss or impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss in determining loss contingencies. An estimated loss contingency is accrued when management concludes that it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted.

We recognize deferred tax assets (future tax benefits) and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities. The deferred tax assets and liabilities represent the expected future tax return consequences of those differences, which are expected to be either deductible or taxable when the assets and liabilities are recovered or settled. Future tax benefits have been fully offset by a 100% valuation allowance as management is unable to determine that it is more likely than not that this deferred tax asset will be realized.

RECENTLY ENACTED AND PROPOSED REGULATORY CHANGES - Recently enacted and proposed changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes- Oxley Act of 2002 and rules proposed by the SEC and NASDAQ could cause us to incur increased costs as we evaluate the implications of new rules and respond to new requirements. The new rules could make it more difficult for us to obtain certain types of insurance, including directors and officers liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events could also make it more difficult for us to attract and retain qualified persons to serve on the Company's board of directors, or as executive officers. We are presently evaluating and monitoring developments with respect to these new and proposed rules, and we cannot predict or estimate the amount of the additional costs we may incur or the timing of such costs.

ITEM 3. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on an evaluation conducted within 90 days prior to the filing date of this Quarterly Report on Form 10- QSB, that the Company's disclosure controls and procedures have functioned effectively so as to provide those officers the information necessary to evaluate whether:

> *(i) this Quarterly Report on Form 10-QSB contains any untrue statement of a material fact or omits 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 on Form 10-QSB, and*
>
> *(ii) the financial statements, and other financial information included in this Quarterly Report on Form 10-QSB, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Quarterly Report on Form 10-QSB.*

There have been no significant changes in the Company's internal controls or in other factors since the date of the Chief Executive Officer's and Chief Financial Officer's evaluation that could significantly affect these internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

EXHIBITS

The following exhibits are included as part of this report:

Exhibit Number	*Title of Document*
31	*Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32	*Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

The Company did not file a report on Form 8-K during 3rd quarter 2004.

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.

EAT AT JOE'S LTD.
(Registrant)

DATE: November 9, 2004 *By: /s/ Joseph Fiore*

Joseph Fiore
C.E.O., C.F.O., Chairman, Secretary, Director
(Principal Executive & Accounting Officer)

EXHIBIT 31

SECTION 302 CERTIFICATIONS

I, Joseph Fiore, certify that:

1. *I have reviewed this quarterly report on form 10-QSB of Eat at Joe's Ltd.*

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 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-14 and 15d-14) for the registrant and have:*

A) *designed such disclosure controls and procedures 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 as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and*

C) *presented in this report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;*

5. *The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):*

A) *all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and*

B) *any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.*

6. *The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.*

Date: November 9, 2004

/s/ Joseph Fiore
Joseph Fiore
CEO, CFO, Chairman, Secretary, Director
(Principal Executive & Accounting Officer)

EXHIBIT 32

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

In connection with the Quarterly Report of Eat at Joe's, Ltd., on Form 10-QSB for the period ending September 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "REPORT"), the undersigned, Joseph Fiore, Chief Executive Officer and Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

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 result of operations of the Company.

Date: November 9, 2004

/s/ Joseph Fiore
Joseph Fiore
CEO, CFO, Chairman, Secretary, Director
(Principal Executive & Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement 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.