

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

FORM 10-KSB

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For Fiscal Year Ended December 31, 2004

Commission file number 000-50590

CORPORATE ROAD SHOW.COM INC.  
(Name of small business issuer in its charter)

New York 1-3516358  
(State or other jurisdiction of incorporation (I.R.S. Employer  
or organization) Identification No.)

80 Orville Drive - Suite 100, Bohemia, New York 11716  
(Address of principal executive offices) (Zip Code)

Issuer's telephone number (631) 244-1555

Securities registered pursuant to Section 12(b) of the Exchange Act: None

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

Common Stock, \$0.0001 par value  
(Title of class)

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 issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of the issuer's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Revenues for the fiscal year ended December 31, 2004 was: \$59,877

Aggregate market value of the voting common stock held by non-affiliates of the issuer as of March 28, 2005, was: \$119,125.

Number of shares of the issuer's common stock outstanding as of March 28, 2005 was: 289,780,000

PART I

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ITEM 1. DESCRIPTION OF BUSINESS

HISTORY AND DEVELOPMENT

We were incorporated pursuant to the laws of the State of New York on November 1, 1999 under the name Corporate Road Show.Com Inc. On July 1, 2000 we launched our website on the Internet and began a limited marketing campaign for our Internet based presentations. From inception through December of 2004, our basic business model was to help the corporate executive get their story out to a vast but targeted audience over the Internet or television, as well as complement their marketing plans.

For the past several years, we sought unsuccessfully to raise capital to fund our operations or maintain a steady client base to guarantee an income stream. To satisfy the administrative needs of operating a public corporation, we obtained accounting, marketing, computer and information management, website design and legal services at a cost that outweighed the benefits we derived. Our

board of directors and management concluded that the lack of success in growing our business warranted exploring other strategic alternatives. Because of our public, but relatively dormant status, we had received inquiries regarding whether we would be interested in effecting a reverse merger with a private operating company.

## MERGER WITH REXAHN

In December 2004, our board of directors decided to explore a reverse merger transaction, which culminated in our entering into an Agreement and Plan of Merger dated as of January 20, 2005 (the "Merger Agreement") with Rexahn Corp., a Maryland corporation ("Rexahn"), whereby a wholly owned subsidiary of ours will be merged with and into Rexahn (the "Merger").

In the Merger, we will issue five shares of our common stock for every share of Rexahn common stock outstanding, or an aggregate of 38,140,830 of our shares, and the former Rexahn shareholders will own approximately 91.8% of our outstanding common stock. Immediately prior to the Merger, we will effect a 1-for-100 reverse stock split and reincorporate our company in Delaware under the name "Rexahn Pharmaceuticals, Inc." These transactions are conditions to the completion of Merger and are subject to the approval of our stockholders at a meeting to be held in the near future.

In connection with the transactions contemplated by the Merger Agreement, we expect to enter into a Settlement Agreement with Frank Ferraro, our sole director and

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officer, pursuant to which we will (i) transfer substantially all the assets and related liabilities of our former business operations to Mr. Ferraro in consideration for the cancellation of outstanding indebtedness owed by us to Mr. Ferraro and, (ii) following the consummation of the Merger, issue 500,000 shares of our common stock to Mr. Ferraro.

## OUR FORMER OPERATIONS

As noted above, we effectively ceased our operations as a Web portal and as a provider of multimedia production services to corporations in January 2005. However, because we earned revenue from such services during the 2004 reporting period, we are including this description of our operations in this report. Until December 2004, we were a business to business service firm. Our basic service was to host and digitize corporate videos already produced by our clients. We also offered an upgraded service where we actually videotaped and produced a corporate presentation for dissemination on our website. During fiscal 2004, over 90% of our revenues were generated through our video hosting and production business. The remaining 10% consisted of advertisements by third parties on our website.

### VIDEO PRODUCTION

A client's first experience with us resulted from the following scenarios: (i) in response to our advertising campaign; (ii) as a recipient of a marketing campaign on behalf of a client; or (iii) after production of our planned financial television programs, in response to such. After the initial discussion, we then determined which format is preferred (i.e. interview, Power Point presentation). We then filmed the interview, edited it with sound and digitized it in either Real Player or the Microsoft Media platform. Lastly, we would broadcast the presentation on the Internet where interested parties could log on and watch the show.

Our fees varied on each production. For example, for web hosting we had to determine the length of the video in digitized megabytes and the time period such video would be hosted by us. The fee for producing a corporate video could vary depending on location, scripting, editing, talent and other factors. In order to arrive at a fee for a particular project we analyzed the time, equipment and bandwidth required to place that particular video on the web.

### HOSTING A VIDEO WITHOUT PRODUCTION

Unless requested otherwise, when we hosted a video we did not "produce" it. The first step was the receipt of the video from the client. Generally, productions provided to us by a company were either in an MPEG, AVI or VHS

format. We converted such into a Real Media format for web-based applications. Once converted,

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the video was "streamed" at various speeds for viewing on our website. The faster the speed, the more bandwidth the video needed. Bandwidth cost us one dollar per megabyte per month. We charged a hosting and marketing fee equal to an additional 50% of the cost to the customer. Thus, our fees for merely hosting videos generally ranged from \$2,500 to \$5,000.

#### BASIC VIDEO PRODUCTION

Any video we produced was also hosted by us, so in addition to the hosting expenses incurred and fees charged a basic production involved additional fees for, among other things:

- o additional equipment rental;
- o additional production consultants, interviewers or production assistants if necessary;
- o additional travel expenses for outside locations;
- o Frank Ferraro's services for scriptwriting and directing the production process; and
- o post-production editing for conversion to final format for hosting.

For a basic 7 to 9 minute interview in a location of our choice without any music or graphics such as pictures or charts (including basic editing and hosting), we would charge between \$5,000 and \$7,500.

#### ADVANCED VIDEO PRODUCTION

An advanced video production integrated multiple cameras, lighting, video with graphics such as pictures or charts in coordination with a specific presentation with music and advanced editing and up to 30 minutes of video presentation. In addition to the costs and expenses associated with the hosting of a video and a basic video production, advanced video production would also require more involved production techniques and equipment. We charged between \$10,000 and \$20,000 to produce a 10 to 30 minute advanced video.

#### REVENUE BREAKDOWN

We recognize revenue at the time that all services have been substantially completed. We have received equity securities in certain entities as payments for services provided for these entities. Some of these entities are privately owned, newly

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formed and have no operating history. Since there is no assurance that these securities are marketable, we do not recognize any revenue upon receipt. Revenue is recorded at the time the securities are determined to have a monetary value. To the extent that we received equity securities in a company which has no trading market at the time of receipt, we did not recognize any revenue until such securities were sold by us, if ever. We also received restricted securities in publicly traded entities in which a market existed. In such instances, revenue was recorded with a discount of 75% from the market value at the time of receipt. At the time that such securities were sold in the public market, we recognized any resulting gain and/or loss.

#### MARKETING APPROACH

To date, our marketing plan has included "key word" marketing on major Internet search engines like Lycos, Alta Vista, MSN and Yahoo!

We also had a contract with Dynamic Distribution Corp. whereby we were to pay Dynamic a five (5%) percent fee for any new business introduced to us as a result of Dynamic's efforts. This contract expired on February 11, 2004, and

no business was generated from this relationship.

## TRADEMARKS AND PATENTS

We do not have any trademarks or patents or any applications pending for trademarks or patents.

## GOVERNMENTAL REGULATIONS

The following discussion is based on our business operation during 2004.

In order to avoid and potential securities law matters, all visitors to our website are required to view our General Disclaimer section where we state that we are not soliciting to purchase or sell securities and that any interested party should perform its own independent research into the companies featured on our website and acknowledge that they have read such section by clicking the button opting in. We further disclose all equity holdings that we have in such companies.

In order to ensure that our clients are not presently offering securities and will not contemplate the offering of securities at any time the video is available for viewing on our website, we require each client to acknowledge in writing that: (i) they are not presently offering securities and will not contemplate offering securities while their video is available for viewing on our website; and (ii) they will not distribute a hardcopy of their video to any potential investor at any time during which they are engaged in an offering of securities. We will not take any further steps to verify whether our clients are

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in fact conducting an offering concurrent with their video's availability on our website. In order to protect ourselves against the restrictions on communications by Section 5 of the Securities Act of 1933, as amended (the "Securities Act"), we will further require any client to covenant to us in writing, that prior to commencing any offering, we will be instructed to remove their video and other materials from our website.

We do not meet the classification as an "Investment Company" as that term is defined in the Investment Company Act of 1940 because the securities we hold in our featured companies do not comprise 40 percent of our total assets nor do we primarily engage in the business of investing, reinvesting or trading in securities. We will continue to monitor that "securities component" level of forty (40%) percent very carefully to ensure that we never fall under that classification. Some of the securities we have received as partial payment for our services are restricted and therefore must be held for a period of time. Our intent is not to hold such securities for the long term but rather sell any available securities as soon as we are no longer restricted pursuant to the securities laws and such securities have a value equal to or exceeding the value of services rendered by us at the time they were received. In the event that we ever approach the "Investment Company" threshold, we will re-evaluate our policy of accepting securities as partial payment for services rendered.

We have been advised by the Securities and Exchange Commission that it considers us an "Investment Adviser" as such term is defined in Section 202(a)(11) of the Investment Adviser's Act of 1940. We are exempt from registration as such with the Securities and Exchange Commission as we do not have assets under management of more than \$25,000,000 nor are we an adviser to an investment company registered with the Securities and Exchange Commission. In light of the fact that we are a New York corporation, our only place of business is in New York, all of our videos are made in New York and any television production will occur in New York, we have concluded that New York would be the proper jurisdiction in the event that we decide to register as an investment adviser. Our review of the New York General Business Law reveals that any entity providing investment advisory services to less than 6 persons in New York in the past 12 months is exempt from the registration requirements of the State of New York. However, we have been advised by New York State that visitors to our website are not considered clients to whom we are selling our services as they are not compensating us for their access to the content of our website. We have further been advised by New York State that it is unclear whether we are providing investment advisory services at all. Although New York will not give

us a definitive opinion on the matter, as a result of the aforementioned discussions, we do not intend on filing a registration statement as an investment adviser with the State of New York. However, we will continue to monitor our business as it develops as well as communicate with the State of New York to ensure that we are in compliance with all New York State laws. At this time we do not intend on registering as an investment adviser with any other states.

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However, mindful of the Securities and Exchange Commission's position that we are performing investment advisory services and that certain visitors to our website are "clients", we concede that we may have a fiduciary obligation to such visitors and will continue to make an effort to perform due diligence on the companies for which we are producing videos in an attempt to ensure that the statements they make in their videos are accurate and not misleading. Such due diligence efforts are generally limited to confirming that the featured company is a legitimate operating business. We do not review financial statements or other material documents of our featured companies and are therefore not expressly providing any guidance as to whether such companies might be suitable investments.

Our sole employee, Mr. Frank Ferraro is responsible for ensuring that we comply with all state and federal laws. In the event that we ever register as an investment adviser with the State of New York or other jurisdiction, Mr. Ferraro will continue to be the person responsible for such filings and subsequent compliance matters.

#### EMPLOYEES

Currently, we have one full-time employee who is expected to resign upon the consummation of the Merger and he is not represented by a labor union. We consider our relationship with our sole employee to be satisfactory.

#### SEASONALITY

We have not found our former business to be seasonal in nature.

#### ITEM 2. DESCRIPTION OF PROPERTY

We do not own or lease any real property.

#### ITEM 3. LEGAL PROCEEDINGS

We are not subject to any pending legal proceedings, nor are we aware of any threatened claims against us.

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

None

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#### PART II

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#### ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

On September 25, 2004, we amended our Certificate of Incorporation to increase our authorized number of shares of common stock from 20,000,000 to 500,000,000. Further, we undertook a 50-for-1 forward split of our common stock thus resulting in 289,780,000 shares outstanding.

As of March 28, 2005, we were authorized to issue one class of capital stock, which is Company common stock, and our total authorized shares Company common stock was 500,000,000 shares, par value \$0.0001 per share, of which 289,780,000 shares of Company common stock were outstanding. As of March 16, 2005, we had approximately 30 shareholders of record of our common stock.

The our common stock has been listed on the Over-the-Counter Bulletin Board (the "OTC-BB") under the ticker symbol "CPRD" since November 2004. The

reported high and low bid and asked prices for the Company common stock are shown below for the periods from November 30, 2004 through March 28, 2005. The prices presented are bid and ask prices, which represent prices between broker-dealers and do not include retail mark-ups and mark-downs or any commission to the broker-dealer. The prices may not necessarily reflect actual transactions.

Period	High	Low
Fourth Quarter Fiscal 2004*	\$ 0.38	\$ 0.04
First Quarter Fiscal 2005**	\$ 0.15	\$ 0.02

\* From November 30, 2004

\*\* Through March 28, 2005

## DIVIDENDS

The Company has not paid any cash dividends on Company common stock and does not expect to do so in the foreseeable future. The Company anticipates that any earnings generated from future operations will be used to finance its operations. No restrictions exist upon the Company's ability to pay dividends.

## STOCK REPURCHASES

During the quarter ended December 31, 2004, there were no purchases by us or on our behalf or by or on behalf of any "affiliated purchasers" of any shares of our common stock.

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## ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our results of operations, financial condition and liquidity in conjunction with our financial statements and the related notes included in this annual report. Some of the information contained in this discussion and analysis or set forth elsewhere in this annual report, including information with respect to our plans and strategies for our business, statements regarding the industry outlook, our expectations regarding the future performance of our business, and other non-historical statements contained herein are forward-looking statements. See "Special Note Regarding Forward-Looking Statements."

### OVERVIEW

We commenced operations on July 1, 2000 through the launching of our website, which serves as our platform for our internet based "live and on demand" audio and video productions of financial road shows, conferences and presentations.

### CRITICAL ACCOUNTING POLICIES

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. The critical accounting policies that affect our more significant estimates and assumptions used in the preparation of our financial statements are reviewed and any required adjustments are recorded on a monthly basis.

### GOING CONCERN

As a result of our incurring continuing losses since inception, our deficiency in working capital at December 31, 2004 and other factors, our independent certified public accountants have included an explanatory paragraph in their report on our financial statements regarding having substantial doubt about our ability to continue as a going concern. In the event that we are

unable to raise additional capital or generate sufficient revenue to meet our obligations, we may have to shut down our business operations.

## RESULTS OF OPERATIONS

Substantial positive and negative fluctuations can occur in our business due to a variety of factors, including variations in the economy, and the abilities to raise capital. As a result, net income and revenues in a particular period may not be representative of full year results and may vary significantly in this early stage of our operations. In addition results of operations, which have fluctuated in the past and may vary in the future, continue to be materially affected by many factors of a national and international nature, including economic and market conditions, currency values, inflation, the availability of capital, the level of volatility of interest rates, the valuation of security positions and investments and legislative and regulatory developments. Our results of operations also may be materially affected by competitive factors and our ability to attract and retain highly skilled individuals.

### COMPARISON OF THE YEAR ENDED DECEMBER 31, 2004 AND THE YEAR ENDED DECEMBER 31, 2003

We recognize revenues at the time that all services have been substantially completed. We have received equity securities in certain entities as payments for services provided for these entities. Some of these entities are privately owned, newly formed and have no operating history. Since there is no assurance that these securities are marketable and collectibility is not assured, we do not recognize any revenue upon receipt. Revenue will be recorded at the time the securities are determined to have a monetary value. We also receive restricted securities in publicly traded entities. In such instances, revenue is recorded with a discount of 75% from the market value at the time of receipt since (i) the securities are restricted and (ii) there is no assurance that the value of these securities will be realized. At the time that such securities are able to be sold, we will recognize any resulting gain and/or loss. The amount of shares we will accept in lieu of a portion of a client's cash payment is situation specific. Such amount is never contingent on the success or failure of our efforts.

Revenues for the twelve month period ended December 31, 2004 was \$59,877 as compared to \$84,595 for the same period of the previous year. This decrease of \$24,718 or 29.2% is a direct result of losses of \$11,623 realized upon the sale in fiscal 2004 of equity securities received as payment for services, compared to a gain on the sale of equity securities of \$5,906 in fiscal 2003. Fees earned for services rendered in fiscal 2004 were \$71,500 as compared to \$78,689 in fiscal 2003, a decrease of \$7,189 or 9.1%. Revenues earned in fiscal 2003 include \$64,000 received in cash for services rendered and approximately \$20,000 in cash proceeds from the sale of investments received in earlier periods for services rendered. We also received restricted securities during fiscal 2003 and recorded such securities using a 75% discount from the market value at the time of receipt in the amount of \$0.

Costs and expenses increased by \$86,328 from \$253,316 for the twelve months ended December 31, 2003 to \$339,644 for the 2004 period. The 2003 expenses include the value of 20,000 shares of our common stock (valued at \$20,000 based upon the price of shares sold in our private placement of securities) issued to Mr. Benjamin Lapin. Mr. Lapin introduced us to Dynamic Distribution Corp., a potential client, although no revenue was ultimately realized from such introduction. In fiscal 2004, payroll decreased by \$43,220 as a result of the termination of an employee in December 2003 and professional fees increased by \$134,386 as a result of fees paid to consultants in connection with our offering of shares of common stock and our 50-for-1 forward stock split during 2004. In 2003, we produced a marketing brochure and incurred advertising expenses in the aggregate amount of \$28,659 compared to minimal advertising expenses of \$8,208 in 2004. As of December 31, 2004, the unrealized loss of all securities received as compensation and held for sale aggregated \$13,045. This loss was determined to be other than temporary and was included as a charge to 2004 operations.

As a result of the above, the net loss in fiscal 2004 was \$279,767 or \$0.001 per share, compared to a net loss of \$168,721 or \$0.0006 per share in fiscal 2003 (after giving effect to the 50-for-1 forward stock split effected in September 2004).

## LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2004 and 2003, we had negative working capital of \$120,423 and \$27,013, respectively. Our current ratio at December 31, 2004 and 2003 was .10 and .42, respectively. During fiscal 2004, we utilized cash for operations of \$48,639, primarily as a result of our net loss of \$279,767, offset principally by compensatory shares valued at \$53,425, offering costs related to our 2004 stock offering of \$66,513 that were expensed and amounts (primarily payroll) not paid to our officer of \$76,020. During fiscal 2003, we utilized \$117,450 of cash for operations, primarily as a result of our net loss of \$168,721, offset principally by compensatory shares valued at \$20,000 and amounts (primarily payroll) not paid to our officer of \$42,026. During fiscal 2004, we received \$33,114 from investing activities related to the sale of certain investment securities. During fiscal 2003, we used \$53,504 of cash for investing activities, primarily reflecting the available for sale securities in the amount of \$65,391 and the purchase of office equipment, including a computer, which was offset by the proceeds from the sale of marketable securities. During fiscal 2004, we received \$4,600 from financing activities related to the sale of equity units, and during fiscal 2003, we used \$46,315 of cash for financing activities, principally for the offering costs of our 2004 offering which started in fiscal 2003. As a result, we ended 2004 with cash of \$6,600.

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We have a limited operating history. Some of our clients to date are also in the early stages of their operations with not much available cash on hand. As a result, as previously discussed, we occasionally receive restricted equity securities issued by our clients. Of the public companies which issue securities to us, we initially record the receipt of such securities at a significant (75%) discount due to the restrictions and since the values of these securities fluctuate and are not readily convertible to cash. Based on the above, the securities are reflected as investments available for sale on our balance sheet. At the balance sheet date, we compare the then market price or fair value of such securities, using the same benchmark of a 75% discount, to the amount initially recorded and any resulting unrealized gain or loss is recorded as other comprehensive income or loss in the equity section of our balance sheet. At the time the restriction is lifted (usually within one year of receipt) and we are able to sell the securities, the resulting gain or loss realized will be recognized in our statement of operations. The increase or decrease in these investment securities is shown in investing activities on the statement of cash flows.

We are currently operating with insufficient working capital, which, among other things has constrained our ability to market our services. As a result, in December 2004, we decided to explore the possibility of effecting a merger with a private operating company, which culminated in our entering into the Merger Agreement with Rexahn.

## IMPACT OF INFLATION

To date inflationary factors have not had a significant effect on our operations. We are not aware of any material trend, event or capital commitment, which would potentially adversely affect liquidity.

## INCREASE OF AUTHORIZED AND FORWARD SPLIT

On September 25, 2004, we amended our Certificate of Incorporation to increase our authorized number of shares of common stock from 20,000,000 to 500,000,000. Further, we undertook a 50-for-1 forward split of our common stock thus resulting in 289,780,000 shares outstanding.

## OTHER

Except for historical information contained herein, the matters set forth above are forward-looking statements that involve certain risks and



uncertainties that could cause actual results to differ from those in the forward-looking statements. Potential risks and uncertainties include such factors as the level of business and consumer spending, the amount of sales of our products, the competitive environment within our industry, the ability to continue to expand our operations, the level of costs incurred in connection with our expansion efforts, economic conditions and the financial strength of our customers and suppliers.

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#### OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements.

#### ITEM 7. FINANCIAL STATEMENTS

See Independent Auditor's Report, Financial Statements and Notes to Financial Statements beginning on page F-1 of this report.

#### ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

#### ITEM 8A. CONTROLS AND PROCEDURES

As of December 31, 2004, our management carried out an evaluation, under the supervision of the Company's chief executive officer and chief financial officer of the effectiveness of the design and operation of our system of disclosure controls and procedures pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act. Based upon that evaluation, the chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective, as of the date of this evaluation, for the purposes of recording, processing, summarizing and timely reporting material information required to be disclosed in reports filed by the Company under the Exchange Act.

There were no changes in internal controls over financial reporting, known to the chief executive officer and chief financial officer that occurred during the period covered by this report that has materially affected, or is likely to materially affect, our internal control over financial reporting.

#### ITEM 8B. OTHER INFORMATION

Not applicable.

#### PART III

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#### ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Presently, Mr. Frank Ferraro is our only executive officer and the only member of our Board of Directors and was appointed to the Board in 1999. We believe

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that during fiscal 2004, our executive officer and director and more than 10% beneficial owner timely filed all forms required to be filed under Section 16(a) of the Exchange Act.

The following table sets forth the name and, as of December 31, 2004, age and position of each director and executive officer of our company.

Name	Age	Position
Frank Ferraro	41	Chairman, President, Chief Executive Officer, Secretary and Treasurer

#### BACKGROUND OF EXECUTIVE OFFICERS, DIRECTORS AND SIGNIFICANT EMPLOYEES

Frank Ferraro has been the Chief Executive Officer and President of the Company since inception. Mr. Ferraro has spent the last sixteen years in the financial field. From April 1996 to April 2003, Mr. Ferraro was dually licensed with both Castle Securities Corp. and Citadel Securities Corp. as a registered representative. Both Castle and Citadel were registered broker-dealers. With both Castle and Citadel, Mr. Ferraro helped develop and manage an electronic Internet-based proprietary trading system as well as a manager of a trading desk. Mr. Ferraro graduated from Hofstra University with a B.B.A. in Accounting in 1986. On April 28, 2003, Mr. Ferraro resigned from both Castle and Citadel.

#### COMPENSATION OF DIRECTORS

For the fiscal year ended December 31, 2004, Mr. Ferraro received \$17,000 for services rendered to the Company as a director.

#### EMPLOYMENT AGREEMENTS

On January 1, 2003 we entered into an employment agreement with Mr. Ferraro for a term of two (2) years commencing on such date (which has been automatically extended for an additional 12 months pursuant to its terms), providing for an annual salary of \$90,000. In addition to his annual salary, Mr. Ferraro has the right to participate in any share option plan, share purchase plan, retirement plan or similar plan offer by our company, to the extent authorized by our Board. Mr. Ferraro also has the right to have us pay for a car of our choosing including all expenses associated therewith.

#### SETTLEMENT AGREEMENT

In connection with the transactions contemplated by the Merger Agreement, we expect to enter into a Settlement Agreement with Mr. Ferraro, our sole director and officer, pursuant to which we will (i) transfer substantially all the assets and related

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liabilities of our former business operations to Mr. Ferraro in consideration for the cancellation of outstanding indebtedness owed by us to Mr. Ferraro and, (ii) following the consummation of the Merger, issue 500,000 post-reverse stock split shares of our common stock to Mr. Ferraro.

#### CERTAIN LEGAL PROCEEDINGS

No director, nominee for director, or executive officer of the Company has appeared as a party in any legal proceeding material to an evaluation of his ability or integrity during the past five years.

#### CODE OF ETHICS/AUDIT COMMITTEE FINANCIAL EXPERT

Because of the limited scope of our operations and our limited resources, we currently operate with a sole director and sole officer and have not adopted a code of ethics. For the same reasons, we do not have an independent audit committee, compensation committee or nominating committee and do not have an audit committee financial expert.

#### ITEM 10. EXECUTIVE COMPENSATION

The following information relates to compensation received by our executive officer in 2002, 2003 and 2004.

##### SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION AWARDS		LONG-TERM COMPENSATION AWARDS		
		SALARY	BONUS	SECURITIES UNDERLYING	ALL OTHER	COMPENSATION
Frank Ferraro	2004	90,000(1)	None	None	None	None
Chairman, President and Chief	2003	90,000(1)	None	None	None	None

Executive Officer      2002 45,000    None    None    None

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(1) During fiscal 2004 and 2003, the Company deferred payments of Mr. Ferraro's salary under his employment agreement in the amount of \$76,020 and \$42,026, respectively.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth as of March 28, 2005, information with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to own beneficially 5% or more of such stock, (ii) each Director of the

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Company who owns any Common Stock, and (iii) all Directors and Officers as a group, together with their percentage of beneficial holdings of the outstanding shares.

NAME	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENTAGE OF CLASS
----- Frank Ferraro Director and President 80 Orville Drive, Suite 100 Bohemia, NY 11716 (sole director and executive officer) -----	26,000,000 shares of Company common stock	9.0%
----- Sung Kee Chung Pohang University of Science & Technology (POSTECH) Pohang 790-784, Korea -----	163,800,000 shares of Company common stock	56.5%
----- Sung Sook Park 6 State Park Road Unit 9 Hull, MA 02045 -----	70,200,000 shares of Company common stock	24.2%
----- Eli Weinstein 596 Setun Circle Lakewood, New Jersey 08701 -----	25,000,000 shares of Company common stock	8.6%

Pursuant to a Stock Purchase Agreement dated as January 11, 2005 among Frank Ferraro, Kim Ferraro, Sung Kee Chung and Sung Sook Park, Dr. Chung and Mrs. Park (the "Purchasers") purchased from Frank Ferraro and Kim Ferraro (the "Sellers") 163,800,000 shares and 70,200,000 shares, respectively, of our common stock, representing approximately 56.5% and 24.2%, respectively, of our issued and outstanding common stock, based on 289,780,000 outstanding shares. Following the Merger, the Purchasers will hold approximately 5.6% of our issued and outstanding common stock.

Mr. Ferraro and the Purchasers, collectively holding an aggregate of 260,000,000 shares of our common stock, representing approximately 89.7% of our issued and outstanding common stock, have executed agreements requiring them to vote their shares of Company common stock in favor of the transactions contemplated by the Merger Agreement.

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In the Merger, we will issue five shares of our common stock for every share of Rexahn common stock outstanding, or an aggregate of 38,140,830 of our shares, and the former Rexahn shareholders will own approximately 91.8% of our outstanding common stock. Immediately prior to the Merger, we will effect a 1-for-100 reverse stock split and reincorporate our company in Delaware under the name "Rexahn Pharmaceuticals, Inc." These transactions are conditions to the completion of Merger and are subject to the approval of our shareholders at a

meeting to be held in the near future.

#### ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Frank Ferraro, our sole director and executive officer, holds approximately 9.0% percent of our outstanding common stock as of March 28, 2005. Mr. Ferraro is our Chairman, President and Chief Executive Officer.

Dr. Chung, the holder of approximately 56.5% of the outstanding shares of the Company common stock, has been a member of the Scientific Advisory Board of Rexahn since October 2004 and in connection with that capacity, received a grant of options to purchase 10,000 shares of Rexahn common stock at an exercise price of \$1.20 per share in January 2005. In the Merger, Dr. Chung's options will be converted into options to purchase 50,000 shares of Rexahn Pharmaceuticals common stock at an exercise price of \$0.24 per share.

For a description of Mr. Ferraro's proposed Settlement Agreement, see "ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT".

For a description of the voting arrangements between Rexahn and each of Mr. Ferraro, Dr. Chung and Mrs. Park, see "ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS".

#### PART IV

-----

#### ITEM 13. EXHIBITS

(a) Exhibits.

Exhibit Number Exhibit Description

-----

- 2.1 Agreement and Plan of Merger dated as of January 20, 2005 by and among Corporate Road Show.Com Inc., CRS Merger Sub, Inc., CRS Delaware, Inc. and Rexahn, Corp., filed as Exhibit 2.1 to the Issuer's

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Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 21, 2005, and incorporated herein by this reference.

- 4.1 Agreement and Plan of Merger dated as of January 20, 2005 between Corporate Road Show.Com Inc. and CRS Delaware, Inc. filed as Exhibit 2.2 to the Issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 21, 2005, and incorporated herein by this reference.

- 3.1.1 Articles of Incorporation of the Issuer, filed as Exhibit 3.1 to the Issuer's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on April 29, 2003, and incorporated herein by this reference.

- 3.1.2 Amendment to Articles of Incorporation of the Issuer.

- 3.2 By-Laws of the Issuer, as amended, filed as Exhibit 3.2 to the Issuer's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on April 29, 2003, and incorporated herein by this reference.

- \*10.1 Employment Agreement between the Issuer and Frank Ferraro, filed as Exhibit 10.6 to the Issuer's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on June 24, 2003, and incorporated herein by this reference.

- 12.1 Subsidiaries

- 31.1 Certification of Chief Executive Officer and Chief Financial

Officer of Periodic Report Pursuant to Rule 13a-15(e) or Rule 15d-15(e).

32.1 Certification of Chief Executive Officer and Chief Financial Officer of Periodic Report Pursuant to 18 U.S.C. Section 1350.

- -----

\*Management contract or compensatory plan or arrangement.

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#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

##### AUDIT FEES

For the Company's fiscal years ended December 31, 2004 and 2003, we were billed approximately \$20,000 and \$15,000, respectively, for professional services rendered for the audit of our financial statements. We also were billed approximately \$13,000 and \$9,000 for the review of financial statements included in our periodic and other reports filed with the Securities and Exchange Commission for the fiscal years ended December 31, 2004 and 2003, respectively.

##### AUDIT-RELATED FEES

The Company did not incur any other audit-related fees rendered by our principal accountant for the fiscal years ended December 31, 2004 and 2003.

##### TAX FEES

For the Company's fiscal years ended December 31, 2004 and 2003, we were not billed for professional services rendered for tax compliance, tax advice, and tax planning.

##### ALL OTHER FEES

The Company did not incur any other fees related to services rendered by our principal accountant for the fiscal years ended December 31, 2004 and 2003.

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CORPORATE ROAD SHOW.COM, INC.  
-----

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#### Financial Statements:

Balance Sheets as of December 31, 2004 and 2003 F - 3  
Statements of Operations for the Years Ended December 31, 2004 and 2003 F - 4

Statement of Shareholders' Equity for the Two Years Ended December 31, 2004 F - 5

Statements of Cash Flows for the Years Ended December 31, 2004 and 2003 F - 6

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders  
Corporate Road Show.com, Inc.  
Bohemia, New York

We have audited the accompanying balance sheets of Corporate Road Show.com, Inc., as of December 31, 2004 and 2003, and the related statements of operations, shareholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (U.S.). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above, present fairly, in all material respects, the financial position of Corporate Road Show.com, Inc. and the results of its operations and its cash flows for the periods mentioned in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1, the Company has incurred net losses since its inception and has negative working capital. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 4. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ LAZAR LEVINE & FELIX LLP

LAZAR LEVINE & FELIX LLP

New York, New York  
February 25, 2005

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CORPORATE ROAD SHOW.COM, INC.

BALANCE SHEETS

DECEMBER 31, 2004 AND 2003

<TABLE>  
<CAPTION>

	2004	2003
- ASSETS -		
CURRENT ASSETS:		
Cash	\$ 6,600	\$ 16,775
Accounts receivable	5,000	--
Prepaid expenses	1,586	3,061

TOTAL CURRENT ASSETS	-----	-----	13,186	19,836
EQUIPMENT, at cost less accumulated depreciation of \$7,115 and \$3,828 for 2004 and 2003, respectively	-----	-----	9,311	12,598
OTHER ASSETS:				
Deferred offering costs		--	61,120	
Other assets	1,050		1,800	
Investments - available-for-sale securities		--		24,625
	-----	-----	1,050	87,545
	-----	-----	\$ 23,547	\$ 119,979

- LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT) -

CURRENT LIABILITIES:				
Accounts payable and accrued expenses		\$ 6,304	\$ 1,080	
Payroll taxes withheld		9,259	3,743	
Due to officer	118,046		42,026	
	-----	-----		
TOTAL CURRENT LIABILITIES		133,609	46,849	

COMMITMENTS AND CONTINGENCIES

SHAREHOLDERS' EQUITY (DEFICIT):				
Common stock, \$.0001 par value; 500,000,000 shares authorized, 289,780,000 and 286,500,000 shares issued and outstanding in 2004 and 2003, respectively		28,978	28,650	
Additional paid-in capital	515,067		457,370	
Accumulated deficit	(654,107)		(374,340)	
Accumulated other comprehensive income (loss)		--	(38,550)	
	-----	-----		
	(110,062)	73,130		
	-----	-----	\$ 23,547	\$ 119,979

</TABLE>

See accompanying notes.

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CORPORATE ROAD SHOW.COM, INC.

STATEMENTS OF OPERATIONS

YEARS ENDED DECEMBER 31, 2004 AND 2003

<TABLE>

<CAPTION>

	2004	2003
	-----	-----
	<C>	<C>
REVENUES:		
Fees for services	\$ 71,500	\$ 78,689
(Loss) gain on sale of securities	(11,623)	5,906
	-----	-----
	59,877	84,595
	-----	-----
COSTS AND EXPENSES:		
Production costs	10,765	4,715
Computer expenses	6,173	2,894
Compensation expense	90,000	133,220
Payroll taxes	7,311	11,405
Advertising and promotion	8,208	28,659
Professional fees	152,901	18,515
Depreciation	3,287	3,128

Insurance	11,962	16,538	
Rent	17,107	21,338	
Other expenses	18,885	12,904	
Impairment loss on marketable securities		13,045	--
	<u>339,644</u>	<u>253,316</u>	
NET (LOSS)	<u>\$ (279,767)</u>	<u>\$ (168,721)</u>	
(LOSS) PER SHARE:			
Basic and diluted	<u>\$ --</u>	<u>\$ --</u>	
Weighted average number of common shares outstanding	<u>287,320,000</u>	<u>286,415,050</u>	

</TABLE>

See accompanying notes.

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CORPORATE ROAD SHOW.COM, INC.

STATEMENT OF SHAREHOLDERS' EQUITY

FOR THE TWO YEARS ENDED DECEMBER 31, 2004

<TABLE>

<CAPTION>

	Common Stock		Accumulated		Other	Total	
	Number	Amount	Paid-In Capital	Accumulated Deficit	Comprehensive Income (Loss)	Shareholders' Equity (Deficit)	
	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BALANCE AT DECEMBER 31, 2002		285,500,000	\$ 28,550	\$ 437,470	\$ (205,619)	\$ 23,092	\$ 283,493
Compensatory shares	1,000,000		100	19,900	--	--	20,000
Unrealized loss on equity securities	--	--	--	--	(61,642)	(61,642)	
Net loss for the year ended December 31, 2003	--	--	--	(168,721)	--	(168,721)	
BALANCE AT DECEMBER 31, 2003		286,500,000	28,650	457,370	(374,340)	(38,550)	73,130
Gain on equity securities	--	--	--	--	25,505	25,505	
Issuance of shares for cash	30,000		3	4,577	--	--	4,600
Compensatory shares - legal fees	3,050,000		305	53,120	--	--	53,425
Other than temporary decline in fair value	--	--	--	--	13,045	13,045	
Net loss for the year ended December 31, 2004	--	--	--	(279,767)	--	(279,767)	
BALANCE AT DECEMBER 31, 2004		<u>289,780,000</u>	<u>\$ 28,978</u>	<u>\$ 515,067</u>	<u>\$ (654,107)</u>	<u>\$ --</u>	<u>\$ (110,062)</u>

</TABLE>

See accompanying notes.

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## CORPORATE ROAD SHOW.COM, INC.

## STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2004 AND 2003

&lt;TABLE&gt;

&lt;CAPTION&gt;

	2004	2003
	<C>	<C>
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS:		
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (279,767)	\$ (168,721)
Adjustments to reconcile net loss to net cash (used) by operating activities:		
Depreciation	3,287	3,128
Loss (gain) on sale of investments	11,623	(5,906)
Impairment loss on marketable securities	13,045	--
Compensatory shares	53,425	20,000
Offering costs expensed	66,513	--
Changes in assets and liabilities:		
Accounts receivable	(5,000)	--
Prepaid expenses	1,475	(2,571)
Accounts payable and accrued expenses	5,224	(5,500)
Payroll taxes payable	5,516	94
Due to officer	76,020	42,026
Net cash (used) by operating activities	(48,639)	(117,450)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of equipment	--	(7,868)
Investments held for sale	--	(65,391)
Proceeds from sale of investments	33,114	19,755
Security deposits	750	--
Net cash provided (used) by investing activities	33,864	(53,504)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net repayment of officer's loans	--	(195)
Offering costs	--	(46,120)
Sale of equity units	4,600	--
Net cash provided (used) by financing activities	4,600	(46,315)
NET (DECREASE) IN CASH AND CASH EQUIVALENTS	(10,175)	(217,269)
Cash and cash equivalents - beginning of period	16,775	234,044
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$ 6,600	\$ 16,775

&lt;/TABLE&gt;

See accompanying notes.

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CORPORATE ROAD SHOW.COM, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

NOTE 1 - DESCRIPTION OF COMPANY / GOING CONCERN:

Corporate Road Show.Com Inc. (the "Company") was organized in the

state of New York on November 1, 1999. The Company is an internet-based marketing operation which produces corporate videos available on both the worldwide web via its website or in a hardcopy format. The website serves as a portal for companies to showcase their products and market their goods and services to the business and financial communities. The Company has the capabilities to offer clients custom-made "live" and "on demand" video and audio productions as well as compact disk and DVD copies by writing, shooting, editing and prepping in-house as well as hosting such presentations on its website.

The Company, since its inception, has incurred net losses of \$654,107 and at December 31, 2004, current liabilities exceeded current assets by \$120,423. During 2004, the Company attempted to sell its common stock on a self-underwritten basis by using Company officers, directors, participating licensed broker-dealers or in private transactions and was unsuccessful. See also Note 4.

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The Company's accounting policies are in accordance with accounting principles generally accepted in the United States of America. Outlined below are those policies considered particularly significant.

(a) Use of Estimates:

In preparing financial statements in accordance with accounting principles generally accepted in the United States of America, management makes certain estimates and assumptions, where applicable, that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. While actual results could differ from those estimates, management does not expect such variances, if any, to have a material effect on the financial statements.

(b) Statements of Cash Flows:

For purposes of the statements of cash flows the Company considers all highly liquid investments purchased/acquired with a remaining maturity of three months or less to be cash equivalents.

(c) Fair value:

The Company's financial instruments consist primarily of cash and cash equivalents and accounts payable. The recorded values of cash and cash equivalents and accounts payable approximate their fair values based on their short-term nature.

(d) Fixed Assets:

Fixed assets are recorded at cost. Depreciation and amortization are provided on a straight-line basis over 5 years.

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CORPORATE ROAD SHOW.COM, INC.

-----  
NOTES TO FINANCIAL STATEMENTS

-----  
DECEMBER 31, 2004 AND 2003  
-----

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

(e) Deferred Offering Costs:

The Company, in connection with its proposed offering ("the Offering") of its securities, incurred certain costs which were deferred. The

Offering was not completed and as a result \$61,120 of deferred expenses were charged to operations (included in professional fees) in 2004.

(f) Revenue Recognition:

The Company recognizes revenue at the time that all services have been substantially completed. The Company has received equity securities in certain entities as payments for services provided to these entities. Some of these entities are privately owned, newly formed and have no operating history. Since there is no assurance that these securities are marketable, the Company has not recognized any revenue upon receipt. Revenue will be recorded at the time the securities are determined to have a monetary value. The Company also receives restricted securities in publicly traded entities. In such instances, revenue is recorded with a discount of 75% from the market value at the time of receipt. At the time that such securities are sold in the public market, the Company recognizes any resulting gain and/or loss.

(g) Income Taxes:

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for operating loss and tax credit carry forwards and for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not, that such assets will be realized.

(h) Loss Per Common Share:

Loss per common share was calculated by dividing the net loss by the weighted average number of shares outstanding for each period presented.

(i) Investments/Statement of Comprehensive Income:

Investments in debt and equity securities are classified as available-for-sale, held-to-maturity or as part of a trading portfolio. Our investment in equity securities, all which are classified as available-for-sale, are carried at fair value and their unrealized gains and losses, net of tax, are reported as accumulated other comprehensive income (loss) as a separate component of shareholders' equity until realized. Unrealized losses considered to be "other than temporary" are recognized currently in operations. The cost of securities sold is based on the specific identification method.

Other comprehensive income items under SFAS 130 are transactions recorded in shareholders' equity during the year, excluding net income and transactions with shareholders.

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CORPORATE ROAD SHOW.COM, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

(j) Reclassifications:

Certain reclassifications have been made to the 2003 financial statements to be in conformity with the presentation used in 2004.

NOTE 3 - DUE TO OFFICER:

As of December 31, 2004 and 2003, the Company was indebted to an officer for unpaid payroll, in the amount of \$118,046 and \$42,026, respectively.

NOTE 4 - SHAREHOLDERS' EQUITY / SUBSEQUENT EVENT:

On September 25, 2004, the Company amended its Certificate of Incorporation to increase the authorized number of shares of common stock from 20,000,000 to 500,000,000. In addition, the Company effected a 50 for 1 forward split of its common stock. All shares and per share amounts have been retroactively restated to reflect this forward split.

In 2003 the Company issued 1,000,000 shares of common stock in lieu of payment of consulting fees aggregating \$20,000.

On February 12, 2004, the Company's registration statement for an initial public offering of its common stock was declared effective. The Company intended to offer 2,500,000 shares of common stock, at \$1.00 per share, which includes 500,000 shares of common stock offered by a selling stockholder. The shares of Company common stock were to be offered and sold on a self-underwritten basis by using Company officers, directors, participating licensed broker-dealers or in private transactions. The Company was unable to successfully complete this offering.

On January 20, 2005, subsequent to the balance sheet date, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among the Company, CRS Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Company ("Merger Sub"), CRS Delaware, Inc., a Delaware corporation and a wholly owned subsidiary of the Company ("CRS Delaware"), and Rexahn, Corp, a Maryland corporation ("Rexahn"), pursuant to which immediately after giving effect to a 1-for-100 reverse stock split (the "Reverse Stock Split") and the reincorporation of the Company as a Delaware corporation under the name "Rexahn Pharmaceuticals, Inc." ("Rexahn Pharmaceuticals"), Merger Sub will be merged with and into Rexahn (the "Merger") with Rexahn as the surviving corporation and a wholly owned subsidiary of the Company.

The Merger Agreement provides that upon the consummation of the Merger, (i) each share of the issued and outstanding Rexahn common stock (other than dissenting shares) will be converted into the right to receive five shares of Rexahn Pharmaceuticals common stock and (ii) each issued and outstanding option to purchase shares of Rexahn common stock, whether vested or then exercisable, will be converted into an option to purchase shares of Rexahn Pharmaceuticals common stock. After the consummation of the Merger, current stockholders of Rexahn will hold approximately 91.8% of the issued and outstanding common stock of Rexahn Pharmaceuticals and current stockholders of the Company will hold approximately 8.2% of the issued and outstanding Rexahn Pharmaceuticals common stock.

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CORPORATE ROAD SHOW.COM, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

NOTE 4 - SHAREHOLDERS' EQUITY / SUBSEQUENT EVENT (CONTINUED):

Immediately prior to the Merger, the Company will reincorporate itself in the State of Delaware by way of a merger of the Company with and into CRS Delaware (the "Reincorporation") pursuant to an Agreement and Plan of Merger dated January 20, 2005 between the Company and CRS Delaware (the "Reincorporation Merger Agreement"), whereby each share of common stock of the Company will be converted into the right to receive one share (after giving effect to the Reverse Stock Split), or in lieu of effecting the Reverse Stock Split, one one-hundredth (1/100) of a share, of common stock of Rexahn Pharmaceuticals.

The Merger Agreement has been approved by the boards of directors of each of Rexahn and the Company. The consummation of the Merger is subject to, among other things, (i) the approval by stockholders of Rexahn of the Merger and the Merger Agreement, (ii) subject to the approval of the Company's stockholders, consummation of (A) the Reverse Stock Split and (B) the Reincorporation, (iii) the execution and delivery of a Settlement Agreement between Frank Ferraro and the Company and (iv) other customary conditions.

Rexahn is a biopharmaceutical company focused on the development of signal inhibitor drug therapies for the treatment of cancer and other diseases. Rexahn intends to develop and commercialize new signal inhibitor cancer drugs with greater clinical benefits for cancer patients. Rexahn's principal corporate offices are located in Rockville, Maryland in Maryland's I-270 technology corridor.

NOTE 5 - INCOME TAXES:

<TABLE>  
<CAPTION>

	2004	2003
<S>	<C>	<C>
Deferred tax assets and liabilities consist of the following:		
Deferred tax assets:		
Net operating loss carry forwards	\$ 215,000	\$ 127,000
Less valuation allowance	(215,000)	(127,000)
	\$ --	\$ --

</TABLE>

No provision for Federal and state income taxes has been recorded since the Company has incurred losses since inception. Deferred tax assets at December 31, 2004, consist primarily of the tax effect of net operating losses that expire in years beginning in 2011 and which amounts to approximately \$640,000 at December 31, 2004. The Company has provided a 100% valuation allowance on the deferred tax assets at December 31, 2004, to reduce such asset to zero, since there is no assurance that the Company will generate future taxable income to utilize such asset. Management will review this valuation allowance periodically and make adjustments as warranted.

NOTE 6 - COMMITMENTS:

Lease:

Effective December 1, 2002 the Company entered into a lease for office space and ancillary services. This lease requires monthly payments of \$1,250 and has an initial term of 12 months. This lease was extended for an additional 12-month period and expired in December 2004. Effective January 2005, the Company is occupying space in the residence of its sole officer at no charge.

NOTES TO FINANCIAL STATEMENTS

-----  
DECEMBER 31, 2004 AND 2003  
-----

NOTE 6 - COMMITMENTS (CONTINUED):

Employment Agreements:

On January 1, 2003, the Company entered into an employment agreement with its Chief Executive Officer and Chairman of the Board, for a term of two (2) years commencing on such date, providing for an annual salary of \$90,000. In addition to his annual salary, this officer has the right to participate in any share option plan, share purchase plan, retirement plan or similar plan offered by the Company, to the extent authorized by the Board. See also Note 3.

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SIGNATURES  
-----

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the issuer has duly caused this report to be signed on its behalf by the undersigned, there unto duly authorized on this 29th day of March, 2005.

CORPORATE ROAD SHOW.COM INC.

By: /s/ FRANK FERRARO

-----  
FRANK FERRARO  
Chairman, President and  
Chief Executive Officer

Pursuant to the requirement of the Securities Exchange Act of 1934, this report has been signed on the 29th day of March, 2005 by the following persons on behalf of the issuer and in the capacities indicated:

Name	Title
----	-----
/s/ Frank Ferraro	Chairman, President and Chief Executive
- -----	Officer (principal executive, financial and
Frank Ferraro	accounting officer)

EXHIBIT INDEX

Exhibit Number Exhibit Description  
-----

- 3.1.2 Amendment to Articles of Incorporation
- 21.1 Subsidiaries
- 31.1 Certification of Chief Executive Officer and Chief Financial Officer of Periodic Report Pursuant to Rule 13a-15(e) or Rule 15d-15(e).
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer of Periodic Report Pursuant to 18 U.S.C. Section 1350.



EXHIBIT 3.1.2

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF  
CORPORATE ROAD SHOW.COM INC. UNDER SECTION 805 OF THE  
BUSINESS CORPORATION LAW

1. Name of Corporation: CORPORATE ROAD SHOW.COM INC.
2. The certificate of incorporation was filed on November 1, 1999.
3. Prior to the amendment the Fourth Article read: "FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is: Twenty Million (20,000,000) at 0.0001 par value." The Fourth Article has been amended as follows: "FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is: Five Hundred Million (500,000,000) at 0.0001 par value."
4. The amendment to the certificate of incorporation was authorized pursuant to Section 803(a) of the Business Corporation Law pursuant to which the corporation's board of directors authorized the amendment and subsequent to such authorization the majority of all outstanding shares entitled to vote thereon approved such action.

Officer Signature

/s/ Frank Ferraro

-----  
Frank Ferraro, President and Director



EXHIBIT 21.1

SUBSIDIARIES

CRS Delaware, Inc.

CRS Merger Sub, Inc.

EXHIBIT 31.1

CERTIFICATION

I, Frank Ferraro, Chairman, President and Chief Executive Officer of Corporate Roadshows.com Inc. (principal executive and financial officer) certify that:

1. I have reviewed this annual report on Form 10-KSB of Corporate Road Show.Com Inc.

2. Based on my knowledge, this annual 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 annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this annual report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls or procedures to be designed under my supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this annual report is being prepared;

b) evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this annual report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

c) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Dated: March 29, 2005

/s/ Frank Ferraro

-----  
Frank Ferraro  
Chairman, President and Chief Executive Officer

EXHIBIT 32.1

CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350

I, Frank Ferraro, Chairman, President and Chief Executive Officer (principal executive and financial officer) of Corporate Road Show.Com, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Annual Report on Form 10-KSB of the Company for the year ended December 31, 2004 as filed on the date hereof with the Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 29, 2005

/s/ Frank Ferraro

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Frank Ferraro  
Chairman, President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is not being "filed" as part of the Form 10-KSB or as a separate disclosure document for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act except to the extent that this Exhibit 32.1 is expressly and specifically incorporated by reference in any such filing.

A signed original of this written statement required by Section 906 has been provided to Corporate Road Show.Com Inc. and will be retained by Corporate Road Show.Com Inc. and furnished to the Securities and Exchange Commission or its staff upon request.