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PRIME AIR INC
Form NT 10-Q
November 16, 2004

UNITED STATES SEC FILE NUMBER
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549 333-28249
CUSIP NUMBER
FORM 12b -25

NOTIFICATION OF LATE FILING

Check One:

Form 10-KSB Form 20-F Form 11-K Form 10-QSB
 Form N-SAR

For Period Ended: September 30, 2004

Transition Report on Form 10-KSB
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-QSB
 Transition Report on Form N-SAR
For the Transition Period Ended: _____

If the notification relates to a portion of the filing check above, identify the Item(s) to which the notification relates:

PART I -- REGISTRANT INFORMATION

PRIME AIR, INC.

Full Name of Registrant

Former Name if Applicable

Suite 601 - 938 Howe Street

Address of Principal Executive Office (Street and Number)

Vancouver, British Columbia, Canada V6Z 1N9

City, State and Zip Code

PART II -- RULES 12b - 25(b) and (c)

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

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-KSB Form 20-K, Form 11-K, Form N-SAR or a portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition

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report on Form 10-QSB or a portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

[] (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

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

Due to its limited resources to engage a personnel, Prime Air, Inc. needs more time to complete its Form 10-QSB for the nine-month ended September 30, 2004.

PART IV - OTHER INFORMATION

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

Jan Gossing (206) 423-2281
(Name) (Area Code and Telephone Number)

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

[x] Yes [] No

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

[x] Yes [] No

For the nine months ended September 30, 2004, the Company incurred a loss of approximately \$(185,700) as compared to a gain of approximately \$(59,800) for the nine months ended September 30, 2003. The Company incurred a gain during the nine months ended September 30, 2003 due to the settlement of a trade payable at less than the accrued amount.

PRIME AIR, INC.

(Name of Registrant as specified in its charter)

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

Date: November 15, 2004

By: /s/ Jan Gossing
Jan Gossing, Principal Financial Officer

