

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2008

**OR**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File No.: 0-20726

**Kent International Holdings, Inc.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

20-4888864  
(I.R.S. Employer  
Identification No.)

211 Pennbrook Road, P.O. Box 97, Far Hills, New Jersey 07931

(Address of principal executive offices)

(908) 766-7222

(Registrant's telephone number)

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

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One)

Large accelerated filer  Accelerated filer  Non-accelerated filer  Small reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date: As of November 7, 2008, the issuer had 3,555,988 shares of its common stock, par value \$.002 per share, outstanding.

**KENT INTERNATIONAL HOLDINGS, INC. AND SUBSIDIARY**

**FORM 10-Q**

For The Quarterly Period Ended September 30, 2008

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**PART I.**            **FINANCIAL INFORMATION**  
**ITEM 1.**           **Financial Statements**

**KENT INTERNATIONAL HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
(in 000's, except share and per share amounts)

ASSETS	September 30, 2008 <u>(Unaudited)</u>	December 31, <u>2007</u>
Current Assets:		
Cash and cash equivalents	\$            13	\$            28
Short-term investments	10,455	10,550
Prepaid expenses and other current assets	7	8
Total current assets	10,475	10,586
Property and equipment, net of accumulated depreciation of \$2 and \$1	5	6
Other assets	6	6
Total assets	\$        10,486	\$        10,598
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$            36	\$            30
Stockholders' equity:		
Preferred stock, \$.002 par value; 2,000,000 shares authorized; none outstanding		
Common stock, \$.002 par value; 10,000,000 shares authorized; 3,566,188 shares issued and outstanding	7	7
Additional paid-in capital	99,369	99,369
Accumulated deficit	(88,926)	(88,808)
Total stockholders' equity	10,450	10,568
Total liabilities and stockholders' equity	\$        10,486	\$        10,598

See accompanying notes to consolidated financial statements.

**KENT INTERNATIONAL HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in 000's, except per share amounts)  
(UNAUDITED)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Revenues:				
Interest	\$ 57	\$ 131	\$ 218	\$ 397
Other income		2	1	14
	<u>57</u>	<u>133</u>	<u>219</u>	<u>411</u>
Total revenues				
Expenses:				
General and administrative	121	287	336	685
Write off capitalized software costs				38
	<u>121</u>	<u>287</u>	<u>336</u>	<u>723</u>
Total expenses				
Loss before income taxes	(64)	(154)	(117)	(312)
Provision for income taxes			1	
	<u>(64)</u>	<u>(154)</u>	<u>1</u>	<u>(312)</u>
Net loss	<u>\$ (64)</u>	<u>\$ (154)</u>	<u>\$ (118)</u>	<u>\$ (312)</u>
Basic and diluted net loss per common share	<u>\$ (0.02)</u>	<u>\$ (0.04)</u>	<u>\$ (0.03)</u>	<u>\$ (0.09)</u>
Basic and diluted weighted average number of common shares outstanding	<u>3,566</u>	<u>3,568</u>	<u>3,567</u>	<u>3,568</u>

See accompanying notes to consolidated financial statements.

**KENT INTERNATIONAL HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in 000's)  
(UNAUDITED)

	Nine Months Ended September 30,	
	2008	2007
Cash flows from operating activities:		
Net loss	\$ (118)	\$ (312)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	1	4
Stock-based compensation expense	4	
Write off capitalized software costs		38
Interest receivable on short-term investments	(51)	(126)
Change in accounts receivable		(1)
Change in prepaid expenses and other current assets	1	12
Change in accounts payable and accrued expenses	5	(48)
	(158)	(433)
Net cash used in operating activities		
Cash flows from investing activities:		
Purchase of short-term investments	(10,485)	(10,624)
Acquisition of property and equipment		(14)
Maturities and sales of short-term investments	10,631	11,056
	146	418
Net cash provided by investing activities		
Cash flows from financing activities:		
Repurchase of common stock	(3)	(6)
	(3)	(6)
Net cash used in financing activities		
Net decrease in cash and cash equivalents	(15)	(21)
Cash and cash equivalents at beginning of period	28	26
	\$ 13	\$ 5
Cash and cash equivalents at end of period		
Supplemental disclosure of cash flow information:		
Cash paid for:		
Taxes	\$ 1	\$ 1

See accompanying notes to consolidated financial statements.

## **KENT INTERNATIONAL HOLDINGS, INC. AND SUBSIDIARY**

### Notes To Consolidated Financial Statements

(Unaudited)

#### **NOTE A - Basis of Presentation**

The accompanying unaudited financial statements of Kent International Holdings, Inc. and Subsidiary ("Kent International" or the "Company") have been prepared in accordance with accounting principles generally accepted for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X relating to smaller reporting companies. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The balance sheet at December 31, 2007 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements; as such, these financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007 as filed with the Securities and Exchange Commission.

The preparation of financial statements in conformity with GAAP requires 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.

The results of operations for the three and nine months ended September 30, 2008 are not necessarily indicative of the results to be expected for the entire year or for any other period.

#### **NOTE B - Principles of Consolidation**

The consolidated financial statements include the accounts of Kent International and its 81% owned subsidiary, ChinaUSPals, Inc. Intercompany balances and transactions between the Company and its subsidiary have been eliminated.

#### **NOTE C - Related Party Transactions**

A monthly management fee of \$21,000 is paid to Kent Financial Services, Inc. ("Kent"), a Nevada corporation, for management services. These services include, among other things, periodic and other filings with the Securities and Exchange Commission, evaluating merger and acquisition proposals, internal accounting and shareholder relations. This arrangement may be terminated at will by either party. Kent was the beneficial owner of approximately 53.28% of the Company's outstanding common stock at September 30, 2008. Paul O. Koether, Chairman of the Company is also the Chairman of Kent and the beneficial owner of approximately 58.3% of Kent's outstanding common stock. Bryan P. Healey, Chief Financial Officer and Director of the Company is also the Chief Financial Officer and a Director of Kent as well as the son-in-law of Paul O. Koether.

#### **NOTE D - Common Stock**

In October 2000, the Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to 320,000 shares of its Common Stock at prices deemed favorable from time to time in the open market or in privately negotiated transactions subject to market conditions, the Company's financial position and other considerations. This program has no expiration date. 1,768 shares were repurchased during the three and nine months ended September 30, 2008 and 2,000 shares were acquired during the three and nine months ended September 30, 2007. At September 30, 2008, there were 131,768 shares remaining authorized for repurchase under the program. All shares repurchased were returned to the status of authorized but unissued shares.

#### **NOTE E - Basic and Diluted Net Loss Per Share**

The Company reports income (loss) per share under the requirements of Statement of Financial Accounting Standards No. 128, "*Earnings per Share*". Basic income (loss) per share includes the weighted average number of common shares outstanding during the year. Diluted income (loss) per share includes the weighted average number of shares outstanding and dilutive potential common shares, such as warrants and options. The Company had 220,000 and 120,000 common stock options outstanding at September 30, 2008 and 2007, respectively. Since the Company had losses in the three and nine months ended September 30, 2008, the stock options outstanding would have an anti-dilutive effect on net loss per share and as such are not included in the calculation.

#### **NOTE F - Stock Options Plans**

Kent International has issued certain common stock options to its employees, directors and consultants. At September 30, 2008 and December 31, 2007, Kent International had 220,000 and 120,000 common stock options outstanding, respectively.

On May 8, 2008, the Board awarded a non-qualified stock option to Bryan P. Healey to purchase 100,000 shares of Kent International's common stock under the Company's 1986 Stock Option Plan. The option has an exercise price of \$3.20 and shall become exercisable at a rate of 20,000 shares on each of the first five anniversaries of the date of grant, provided that Mr. Healey remain in the continuous employ of the company. The option shall expire on May 8, 2018, unless earlier terminated.

#### **NOTE G: Stock Based Compensation**

The Company follows SFAS No. 123(R), "*Share-Based Payment*," ("SFAS 123(R)"), a revision of SFAS 123, "*Accounting for Stock-Based Compensation*." SFAS 123(R) requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. The compensation cost is measured based on the fair value of the equity or liability instruments issued. Kent International adopted SFAS 123(R) on January 1, 2006. The adoption did not have an impact on the Company's financial position or results of operations as all stock options granted to that date were fully vested prior to January 1, 2006.

The Company recorded stock based compensation expense during 2008 for the options granted to an employee in May 2008. The options granted have an exercise price greater than the market price of the Company's stock on the grant date. For purposes of calculating the compensation cost consistent with

SFAS No. 123(R), "*Share-Based Payment*," the fair value of the option grant was estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions used: no dividend yield; expected volatility of 25.31 percent; risk free interest rate of 3.125 percent; and weighted average expected life of 6.5 years. The Company recognized approximately \$4,000 in stock based compensation expense for the nine months ended September 30, 2008. As of September 30, 2008 there was approximately \$40,000 of total unrecognized compensation cost related to non-vested awards granted under this plan, which is expected to be recognized on a straight line basis over the vesting term.

#### **NOTE H – Incorporation of Subsidiary**

On July 29, 2008, we incorporated ChinaUSPals.com, Inc. as a holding company for our social networking website [www.ChinaUSPals.com](http://www.ChinaUSPals.com). 81,000 shares of the common stock of ChinaUSPals, Inc. were issued to Kent International as a part of the incorporation. Subsequently, the Company entered into an agreement with Wizart Studios, LLC, a New York based web design firm, to redesign and market the site. In return, Wizart Studios was issued 19,000 shares of common stock in ChinaUSPals.com, Inc. As a result, Kent International owns 81% of ChinaUSPals.com, Inc and Wizart Studios is the owner of the remaining 19%.

#### **NOTE I - New Accounting Pronouncements**

In December 2007, the FASB issued SFAS No. 141 (R), *Business Combinations*, and SFAS No. 160, *Non-controlling Interests in Consolidated Financial Statements*. SFAS No. 141 (R) requires an acquirer to measure the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree at their fair values on the acquisition date, with goodwill being the excess value over the net identifiable assets acquired. SFAS No. 160 clarifies that a non-controlling interest in a subsidiary should be reported as equity in the consolidated financial statement. The calculation of earnings per share will continue to be based on income amounts attributable to the parent. SFAS No. 141 (R) and SFAS No. 160 are effective for financial statements issued for fiscal years beginning after December 15, 2008. Early adoption is prohibited. We have not yet determined the effect on our financial statements, if any, upon adoption of SFAS No. 141 (R) or SFAS No. 160.

#### **ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis should be read in conjunction with the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007 as well as the Company's financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q. Statements in this report relating to future plans, projections, events or conditions are forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those described. The Company expressly disclaims any obligation or undertaking to update these statements in the future.

## **Business Activities**

Our current business plan is to serve as a vehicle for the acquisition of or merger or consolidation with another company (a “target business”). We intend to use our available working capital, capital stock, debt or a combination of these to effect a business combination with a target business which we believe has significant growth potential. The business combination may be with a financially stable, mature company or a company that is in its early stages of development or growth, which could include companies seeking to obtain capital and to improve their financial stability. We will not restrict our search to any particular industry. Rather, we may investigate businesses of essentially any kind or nature and participate in any type of business that may, in our management’s opinion, meet our business objectives as described in this report. We emphasize that the description in this report of our business objectives is extremely general and is not meant to restrict the discretion of our management to search for and enter into potential business opportunities. We have not chosen the particular business in which we will engage and have not conducted any market studies with respect to any business or industry for you to evaluate the possible merits or risks of the target business or the particular industry in which we may ultimately operate. To the extent we enter into a business combination with a financially unstable company or an entity in its early stage of development or growth, including entities without established records of sales or earnings, we will become subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, to the extent that we effect a business combination with an entity in an industry characterized by a high level of risk, we will become subject to the currently unascertainable risks of that industry. An extremely high level of risk frequently characterizes certain industries that experience rapid growth. In addition, although we will endeavor to evaluate the risks inherent in a particular industry or target business, we cannot assure you that we will properly ascertain or assess all significant risk factors.

Additionally, Kent International has developed a niche social networking website, [www.ChinaUSPals.com](http://www.ChinaUSPals.com), designed to promote cultural exchange between the citizens of the United States and those of the People’s Republic of China. Membership to the site is free, thus, any potential revenues will be derived from advertisements placed on the site by third parties. The site provides users with access to other users’ personal profiles and enables the user to send private messages to other registered users of similar interests in order to develop lasting friendships or simply attain a pen pal. ChinaUSPals.com also features user generated discussion forums and blogs as well as user submitted videos and pictures. In July, we reached an agreement with Wizart Studios, LLC, a New York based web design firm, to redesign and market the site in return for a 19% equity interest in ChinaUSPals.com, Inc., the site’s holding company. The redesigned site was launched on August 6, 2008. Since then, site membership has grown to over 1,100 members from the approximately 150 members prior to the redesign.

While we are encouraged by the membership and traffic growth since the redesign, we cannot be certain that the growth rate will continue or that existing members will continue using the site. We also face the risk that our website will not be viewable in China or will be deliberately blocked by the government of the People’s Republic of China. Internet usage and content are heavily regulated in China and compliance with these laws and regulations may cause us to change or limit our business practices in a manner adverse to our business.

The Company does not expect that these activities will generate any significant revenues for an indefinite period as these efforts are in their early stages. As a result, these programs may produce significant losses until such time as meaningful revenues are achieved.

## **Results of Operations**

Kent International had a net loss of \$64,000, or \$.02 basic and fully diluted loss per share, for the quarter ended September 30, 2008 compared to a net loss of \$154,000, or \$0.04 basic and fully diluted loss per share, for the same period of 2007. For the nine months ended September 30, 2008, the Company had a net loss of \$118,000, or \$0.03 basic and fully diluted loss per share, compared to a net loss of \$312,000, or \$0.09 basic and fully diluted loss per share, for the same period in 2007. The decrease in the net losses in both periods were a result of decreases in personnel expenses offset by decreased interest revenue and increased consulting and due diligence expenses related to a proposed acquisition that was terminated prior to closing.

## **Revenues**

Interest income decreased to \$57,000 and \$218,000 for the three and nine months ended September 30, 2008, respectively, from \$131,000 and \$397,000 for the three and nine months ended June 30, 2007, respectively. A lower yield on short-term investments and cash equivalents was the reason for the decrease.

## **Expenses**

General and administrative expenses were \$121,000 in the three months ended September 30, 2008 compared to \$287,000 in the three months ended September 30, 2007, a decrease of \$166,000. For the nine months ended September 30, 2008, general and administrative expenses were \$336,000, compared to \$685,000 for the same period in 2007, a decrease of \$349,000. The decrease for the above mentioned periods can be primarily attributed to reductions of \$178,000 and \$321,000 for the three and nine months, respectively, in personnel related expenses as a result of the resignation of our former President in August of 2007. Other significant reductions in expenses included international travel expenses which decreased \$8,000 and \$20,000, respectively, and rental expense which decreased \$5,400 and \$16,200, respectively. These decreases were partially offset in the three months ended September 30, 2008 by \$24,000 in consulting and due diligence expenses related to a proposed acquisition that was terminated prior to closing.

## **Liquidity and Capital Resources**

At September 30, 2008, the Company had cash and cash equivalents of approximately \$13,000. Cash and cash equivalents consist of cash held in banks and brokerage firms. The Company had short-term investments, consisting of U.S. Treasury Bills with original maturities of six months, of approximately \$10.455 million at September 30, 2008. Working capital at September 30, 2008 was approximately \$10.439 million. Management believes its cash, cash equivalents and short-term investments are sufficient for its operations for at least the next twelve months and for the costs of seeking an acquisition of or starting an operating business.

Net cash of \$158,000 was used in operations for the nine months ended September 30, 2008, a decrease of \$275,000 from the \$433,000 used in operations for the nine months ended September 30, 2007. Net cash used in operations for the periods was the result of the net losses for the periods coupled with the changes in operating assets and liabilities. The decrease in net cash used in operations was largely the result of the decrease in expenses.

Net cash of \$146,000 was provided by investing activities during the nine months September June 30, 2008 by the sales and maturities of short-term investments offset by the purchase of short-term investments. Net cash of \$418,000 was provided by investing activities during the nine months ended September 30, 2007 resulting from a net of \$432,000 from the sales and purchases of short-term investments offset by \$14,000 expended for website design.

The Company used \$3,000 for financing activities for the nine months ended September 30, 2008 to repurchase 1,768 shares of common stock. The Company used \$6,000 for financing activities for the nine months ended September 30, 2007 to repurchase 2,000 shares of common stock.

### **Factors That May Affect Future Results**

Future earnings of the Company are dependent on interest rates earned on the Company's invested balances and expenses incurred. Kent International expects to incur significant expenses in connection with its objective of redeploying its assets into an operating business and with the operation of the website.

### **Other Disclosures – Related Party Transactions**

A monthly management fee of \$21,000 is paid to Kent Financial Services, Inc. ("Kent"), a Nevada corporation, for management services. These services include, among other things, periodic and other filings with the Securities and Exchange Commission, evaluating merger and acquisition proposals, internal accounting and shareholder relations. This arrangement may be terminated at will by either party. Kent was the beneficial owner of approximately 53.28% of the Company's outstanding common stock at September 30, 2008. Paul O. Koether, Chairman of the Company is also the Chairman of Kent and the beneficial owner of approximately 58.3% of Kent's outstanding common stock. Bryan P. Healey, Chief Financial Officer and Director of the Company is also the Chief Financial Officer and a Director of Kent as well as the son-in-law of Paul O. Koether.

### **Other Disclosures – Incorporation of Subsidiary**

On July 29, 2008, we incorporated ChinaUSPals.com, Inc. as a holding company for our social networking website [www.ChinaUSPals.com](http://www.ChinaUSPals.com). 81,000 shares of the common stock of ChinaUSPals, Inc. were issued to Kent International as a part of the incorporation. Subsequently, the Company entered into an agreement with Wizart Studios, LLC, a New York based web design firm, to redesign and market the site. In return, Wizart Studios was issued 19,000 shares of common stock in ChinaUSPals.com, Inc. As a result, Kent International owns 81% of ChinaUSPals.com, Inc and Wizart Studios is the owner of the remaining 19%.

## **Contractual Obligations**

The Company has no material contractual obligations.

## **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **ITEM 3. Quantitative and Qualitative Disclosure About Market Risk.**

Not Applicable.

### **ITEM 4. Controls and Procedures**

As of the end of the period covered by this report, the Company carried out, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) in ensuring that information required to be disclosed by the Company in its reports is recorded, processed, summarized and reported within the required time periods. In carrying out that evaluation, management identified a material weakness (as defined in Public Company Accounting Oversight Board Standard No. 2) in our internal control over financial reporting.

The material weakness identified by Management consisted of inadequate staffing and supervision within the bookkeeping and accounting operations of our company. The relatively small number of employees who have bookkeeping and accounting functions prevents us from segregating duties within our internal control system. The inadequate segregation of duties is a weakness because it could lead to the untimely identification and resolution of accounting and disclosure matters or could lead to a failure to perform timely and effective reviews. However, as there has been no instance in which the company failed to identify or resolve a disclosure matter or failed to perform a timely and effective review, management determined that the addition of personnel to our bookkeeping and accounting operations is not an efficient use of our resources at this time.

Accordingly, based on their evaluation of our disclosure controls and procedures as of September 30, 2008, the Company's Chief Executive Officer and its Chief Financial Officer have concluded that, as of that date, the Company's controls and procedures were not effective for the purposes described above.

There was no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the quarter ended September 30, 2008 that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. Legal Proceedings**

None.

**ITEM 2. Unregistered Sale of Equity Securities and Use of Proceeds**

**Purchase of Equity Securities**

Issuer Purchases of Equity Securities (1)

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 1, 2008 - July 31, 2008	960	\$ 1.74	960	132,576
August 1, 2008 - August 31, 2008	790	\$ 1.83	790	131,786
September 1, 2008 - September 30, 2008	18	\$ 1.80	18	131,768
Total	1,768	\$ 1.78	1,768	131,768

(1) In October 2000, the Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to 320,000 shares of its common stock. This program has no expiration date.

**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**

- 3.1 Articles of Incorporation of Kent International Holdings, Inc. <sup>(1)</sup>
- 3.2 Bylaws of Kent International Holdings, Inc. <sup>(1)</sup>
- 3.3 Certificate of Designation for Series A Junior Participating Preferred Stock. <sup>(2)</sup>
- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 31.2 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\*

- (1)    Filed as an exhibit to the Company's Definitive Information Statement on Form DEF 14C filed April 21, 2006, film number 06771307, and incorporated herein by reference.
- (2)    Filed as an exhibit to the Company's annual report on Form 10-K for the year ended December 31, 1995, and incorporated herein by reference.
- \*      Filed Herewith

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KENT INTERNATIONAL HOLDINGS, INC.

Date: November 12, 2008

By: /s/ Bryan P. Healey  
Bryan P. Healey  
Chief Financial Officer  
(Principal Accounting and Financial Officer)

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul O. Koether, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kent International Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 12, 2008

/s/ Paul O. Koether  
Paul O. Koether  
Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Bryan P. Healey, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kent International Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant's ability to record, process, summarize and report financial information; and
  - c) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 12, 2008

/s/ Bryan P. Healey  
Bryan P. Healey  
Chief Financial Officer

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

Pursuant to Section 906 of the Public Company Accounting Reform and Investor Protection Act of 2002 (18 U.S.C. 1350, as adopted), Paul O. Koether, the Chief Executive Officer of Kent International Holdings, Inc., (the "Company"), and Bryan P. Healey, the Chief Financial Officer of the Company each hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2008, to which this Certification is attached as Exhibit 32 (the "Quarterly Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended;

and

2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 12, 2008

/s/ Paul O. Koether  
Paul O. Koether  
Chief Executive Officer

/s/ Bryan P. Healey  
Bryan P. Healey  
Chief Financial Officer