

QUANTUM GROUP INC /FL
Form 10KSB/A
August 23, 2006

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

AMENDMENT NO. 2
TO
FORM 10-KSB

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TWELVE MONTH PERIOD ENDED OCTOBER 31, 2005

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT
OF 1934

COMMISSION FILE NUMBER 000-31727

THE QUANTUM GROUP, INC.
(Name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
Incorporation or organization)

20-0774748
(I.R.S. Employer
Identification No)

3460 FAIRLANE FARMS ROAD, SUITE 4
WELLINGTON, FLORIDA 33414
(Address of principal executive offices) (Zip Code)

REGISTRANT'S TELEPHONE NUMBER: (561) 798-9800

SECURITIES REGISTERED UNDER SECTION 12(B) OF THE EXCHANGE ACT: NONE

SECURITIES REGISTERED UNDER SECTION 12(G) OF THE EXCHANGE ACT:

TITLE OF EACH CLASS
COMMON STOCK, \$.001 PAR VALUE
SERIES A PREFERRED, \$.001 PAR VALUE

Check 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

Check if there is no disclosure of delinquent filers in response to

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Item 405 of Regulation S-K contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Revenues for the most recent fiscal year: \$1,119

The aggregate market value of the Registrant's voting Common Stock held by non-affiliates of the registrant was approximately \$8,406,809 (computed using the closing price of \$.80 per share of Common Stock on January 31, 2006 as reported by OTCBB, based on the assumption that directors and officers and more than 5% stockholders are affiliates).

There were 22,803,511 shares of the registrant's Common Stock, par value \$.001 per share, outstanding on January 31, 2006.

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EXPLANATORY NOTE

This Form 10-KSB/A is being filed solely to correct the dates on the Exhibit 31.1 and 31.2 Certifications which were filed pursuant to the Sarbanes-Oxley Act of 2002. No other changes have been made.