Pharma-Bio Serv, Inc.
Form 10QSB/A
September 11, 2006

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

Amendment No. 1

FORM 10-QSB/A
(Mark One)

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

For the quarterly period ended April 30, 2006

|_| 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. 000-50956

PHARMA-BIO SERV, INC.
(Name of small business issuer as specified in its charter)

Delaware	20-0653570
(State of Incorporation)	(I.R.S. Employer Identification No.)

373 Mendez Vigo, Suite 110, Dorado, Puerto Rico 00646
(Address of principal executive offices)

787-278-2709
(Issuer's telephone number)

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 registrant was required to file such reports), and (2)has been subject to such filing requirements for the past 90 days. |X| yes |_| no

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). |_| yes |X| no

The number of shares outstanding of the registrant's Common Stock as of June 14, 2006 was 18,315,001.

EXPLANATORY NOTE

This quarterly report on Form 10-QSB/A ("Form 10-QSB/A") is being filed to amend our quarterly report on Form 10-QSB for the quarter ended April 30, 2006 (the "Original Form 10-QSB") which was filed with the Securities and Exchange Commission ("SEC") on June 15, 2006 to reflect changes in the financial statements consistent with changes in the financial statements for the six

months ended April 30, 2006 that were made in amendment no. 3 to the Registrant's registration statement on Form SB-2. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the Form 10-QSB/A contains current dated certifications from the Principal Executive Officer and the Principal Financial Officer.

We have not updated the information contained herein for events occurring subsequent to June15, 2006, the filing date of the Original Form 10-QSB.

PHARMA-BIO SERV, INC.

FORM 10-QSB

FOR THE QUARTER ENDED APRIL 30, 2006

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PHARMA-BIO SERV, INC.
CONSOLIDATED BALANCE SHEET (UNAUDITED)
AT APRIL 30, 2006

Assets:	
Current Assets	
Cash	$ 2,249,944
Accounts receivable, including unbilled revenues of $295,440	4,942,851
Other	322,077
Total Current Assets	7,514,872
Property and equipment	413,866
Other assets, mainly intangible assets	238,017
Total Assets	$ 8,166,755
Liabilities and Stockholders' Equity Deficiency:	
Current Liabilities:	
Current portion-obligations under capital leases	$ 37,316
Accounts payable and accrued expenses	1,165,702
Due to affiliate - current	2,501,914
Income taxes payable	56,115
Total Current Liabilities	3,761,047
Due to affiliate	5,063,690
Other Long-Term Liabilities	161,473
Total Liabilities	8,986,210
Stockholders' Equity Deficiency:	
Preferred Stock, $0.0001 par value; authorized 10,000,000 shares; none outstanding	--
Common Stock,$0.0001 par value; authorized 50,000,000 shares; issued and outstanding 18,315,001 shares	1,831
Accumulated deficit	(821,286)
Total Stockholders' Equity Deficiency	(819,455)
Total Liabilities and Stockholders' Equity Deficiency	$ 8,166,755

The accompanying notes are an integral part of these statements.

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PHARMA-BIO SERV, INC.
STATEMENTS OF INCOME (UNAUDITED)
FOR THE THREE-MONTH PERIODS AND THE

SIX-MONTH PERIODS ENDED APRIL 30, 2006 AND 2005

	THREE MONTHS ENDED APRIL 30,		SIX MONTHS ENDED
	CONSOLIDATED 2006	PLAZA-ONLY 2005	CONSOLIDATED 2006
REVENUES	$ 3,804,703	$ 5,067,084	$ 7,208,885
COST OF REVENUES	2,233,166	2,456,983	4,266,505
GROSS PROFIT	1,571,537	2,610,101	2,942,380
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	639,181	470,935	1,064,435
DEPRECIATION AND AMORTIZATION	58,796	15,772	88,940
INCOME BEFORE INCOME TAX	873,560	2,123,394	1,789,005
INCOME TAX	398,305	--	420,178
NET INCOME	$ 475,255	$ 2,123,394	$ 1,368,827
BASIC EARNINGS PER COMMON SHARE	$ 0.14	$ 1.21	$ 0.53
DILUTED EARNINGS PER COMMON SHARE	$ 0.02	$ 1.21	$ 0.10
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - BASIC	3,381,342	1,750,000	2,573,492
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - DILUTED	22,066,604	1,750,000	13,610,896

The accompanying notes are an integral part of these statements.

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PHARMA-BIO SERV, INC.
STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE THREE-MONTH PERIODS AND THE
SIX-MONTH PERIODS ENDED APRIL 30, 2006 AND 2005

	Three months ended April 30,	
	Consolidated 2006	Plaza-Only 2005

CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income for the period	$ 475,255	$ 2,123,394
Loss (gain) on disposition of property and equipment	--	--
Depreciation and amortization	58,796	15,772
Bad debts expense	--	32,200
Imputed interest expense	127,216	--
Decrease (increase) in accounts receivable	(1,493,829)	(943,957)
Decrease (increase) in other assets	(135,728)	(154)
Increase (decrease) in liabilities	146,218	199,603
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(822,072)	1,426,858
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(3,656)	(40,620)
Cash acquired as part of the acquisition of Plaza	--	--
NET CASH USED IN INVESTING ACTIVITIES	(3,656)	(40,620)
CASH FLOW FROM FINANCING ACTIVITIES:		
Net proceeds from the sale of preferred stock	--	--
Payment for purchase of stock in Plaza	--	--
Payment for non-compete covenant	--	--
Payments on capital lease obligations	(8,542)	(11,421)
Distributions	--	(3,815,647)
NET CASH USED IN FINANCING ACTIVITIES	(8,542)	(3,827,068)
NET INCREASE (DECREASE) IN CASH	(834,270)	(2,440,830)
CASH - BEGINNING OF PERIOD	3,084,214	3,458,877
CASH - END OF PERIOD	$ 2,249,944	$ 1,018,047
PAYMENTS OF:		
Income tax	$ 364,063	$ --
Interest	$ 3,518	$ 2,829
NONCASH INVESTING AND FINANCING ACTIVITIES:		
Conversion of preferred stock to common stock	$ 1,483	$ --
Vehicle acquired under a capital lease	$ --	$ --
Income tax withheld by clients but used as a credit in the income tax return of a stockholder (noncash distribution)	$ --	$ 138,964
Debt incurred in the acquisition of certain assets from a validation company	$ --	$ --
Debt payable to officer originated in the acquisition of Plaza, net of $1,025,000 imputed interest	$ --	$ --

The accompanying notes are an integral part of these statements.

PHARMA-BIO SERV, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)
FOR THE YEAR ENDED OCTOBER 31, 2005 AND
THE THREE-MONTH PERIODS ENDED JANUARY 31, 2006 AND APRIL 30, 2006

	COMMON STOCK		PREFERRED STOCK		ADDITION PAID-I CAPITA
	SHARES	AMOUNT	SHARES	AMOUNT	
BALANCE AT OCTOBER 31, 2004 (PLAZA-ONLY) - AUDITED	50,000	$ 1,000	--	$ --	$
NET INCOME	--	--	--	--	
DISTRIBUTIONS	--	--	--	--	
BALANCE AT OCTOBER 31, 2005 (PLAZA-ONLY) - AUDITED	50,000	1,000	--	--	
RECLASSIFICATION OF $0.02 COMMON STOCK	(50,000)	(1,000)	--	--	1,0
ISSUANCE OF $0.0001 COMMON STOCK IN CONNECTION WITH RECLASSIFICATION OF EQUITY	275,900	28	--	--	20,9
TO REFLECT 2:1 STOCK DISTRIBUTION	275,900	28	--	--	(
ISSUANCE OF $0.0001 COMMON STOCK	1,750,000	174	--	--	844,3
ISSUANCE OF $0.0001 PREFERRED STOCK	--	--	1,175,000	118	10,171,3
ISSUANCE OF STOCK WARRANTS TO PURCHASE 2,500,000 SHARES OF COMMON STOCK AT $0.06	--	--	--	--	1,686,0
ISSUANCE OF STOCK WARRANTS TO PURCHASE 1,600,000 SHARES OF COMMON STOCK AT $0.06	--	--	--	--	8
CAPITAL PAYMENT	--	--	--	--	(12,724,4
NET INCOME	--	--	--	--	
DISTRIBUTIONS	--	--	--	--	
BALANCE AT JANUARY 31, 2006 (CONSOLIDATED) - UNAUDITED	2,301,800	230	1,175,000	118	

CONVERSION OF PREFERRED STOCK TO COMMON STOCK	15,998,800	1,600	(1,175,000)	(118)	
ADDITIONAL SHARES FROM CONVERSION OF PREFERRED STOCK TO COMMON STOCK	14,401	1			
NET INCOME					
BALANCE AT APRIL 30, 2006 (CONSOLIDATED) - UNAUDITED	18,315,001	$ 1,831	--	$ --	$

The accompanying notes are an integral part of these statements.

PHARMA-BIO SERV, INC.
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2006 (UNAUDITED)

NOTE A - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

Pharma-Bio Serv, Inc.("Pharma-Bio") is a Delaware corporation organized on January 14, 2004, under the name Lawrence Consulting Group, Inc. ("Lawrence"). Pharma-Bio is the parent company of Plaza Consulting Group, Inc. ("Plaza"), a Puerto Rico corporation, which operates in Puerto Rico under the name of Pharma Serv and is engaged in providing technical compliance consulting services primarily to the pharmaceutical, chemical and biotechnology industries. Pharma-Bio and Plaza are collectively referred to as the "Company."

On January 25, 2006, Pharma-Bio acquired Plaza in a transaction which is accounted for as a reverse acquisition. Although Pharma-Bio, then known as Lawrence, is the Company that made the acquisition, for accounting purposes, Plaza is treated as the acquiring company. As a result, the financial statements reflect the financial position, results of operations and cash flows of Plaza prior to January 25, 2006 and the combined operations of Pharma-Bio and Plaza from and after January 25, 2006.

All intercompany transactions and balances have been eliminated in consolidation.

On February 22, 2006, Pharma-Bio changed its fiscal year to the fiscal year ended October 31, which is Plaza's fiscal year. The change in fiscal year is reflected in the Form 10-QSB for the quarter ended January 31, 2006. The change of fiscal year results from the acquisition of Plaza.

The unaudited interim financial statements for the quarters and the six months ended April 30, 2006 and 2005 presented herein have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and with the instructions to Form 10-QSB and Regulation S-B pertaining to interim financial statements and reflect all adjustments, consisting of normal recurring adjustments and accruals which, in the opinion of management, are considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows. Results of operations for interim periods are not necessarily indicative of the results that may be

expected for the full year.

SHARE DISTRIBUTION

On January 24, 2006, Pharma-Bio effected a two-for-one share distribution with respect to its common stock pursuant to which Pharma-Bio issued one share of common stock for each share outstanding on the record date, January 24, 2006. All share and per share information in these financial statements give retroactive effect to this share distribution.

REVERSE ACQUISITION

On January 25, 2006, pursuant to a plan and agreement of merger (the "Plaza Agreement") dated as of October 31, 2005, among Pharma-Bio, Plaza Acquisition Corp., a wholly-owned subsidiary of Pharma-Bio ("Acquisition Company"), Plaza and Elizabeth Plaza, the sole stockholder of Plaza, Pharma-Bio acquired Plaza. The acquisition was effected by the merger of Acquisition Company into Plaza. Pursuant to the Plaza Agreement, Ms. Plaza, as the sole stockholder of Plaza, received at the closing $10,000,000 plus 1,150,000 shares of Pharma-Bio's common stock. In addition, Ms. Plaza will receive three payments, each in the amount of $2,750,000, payable on January 25, 2007, 2008 and 2009.

At the closing, all of the present officers and directors of Pharma-Bio resigned from their respective positions, except that Mr. Dov Perlysky, who was president and a director of Pharma-Bio, resigned as an officer, but continued as a director. At the closing, Pharma-Bio elected four directors, including Ms. Plaza. The other three are independent directors.

Pursuant to the Plaza Agreement, at the closing, Pharma-Bio issued 600,000 shares of common stock and warrants to purchase 2,500,000 shares of common stock with an exercise price of $.06 per share to San Juan Holdings, Inc., the investment banker for Plaza and Ms. Plaza. Pharma-Bio provided certain demand and piggyback registration rights to Ms. Plaza and San Juan Holdings covering the shares of common stock issued to them at the closing and the shares issuable upon exercise of the warrants issued to San Juan Holdings.

As a condition to closing, Plaza was required to have a net tangible book value of not less than $5,500,000, of which at least $2,000,000 was in cash, as of November 30, 2005. Subject to the requirement that Plaza have at least $2,000,000 in cash as of November 30, 2005, the purchase price was to be adjusted upward or downward depending on the net tangible book value, determined as provided in the Plaza agreement. This provision resulted in an additional payment to Ms. Plaza in the amount of $88,161, which will be paid during the third quarter of 2006.

The Plaza Agreement provides that Plaza, rather than Ms. Plaza, is responsible for the income tax from December 1, 2005 through the closing date, which was January 25, 2006. Because of the status of Plaza as an N Corporation under the Puerto Rico Internal Revenue Code, Plaza's net income from December 1, 2005 to January 24, 2006 is taxed to Ms. Plaza. The income tax payable by Ms. Plaza for Plaza's taxable income for said period amounts to $125,227. Plaza will reimburse Ms. Plaza the $125,227 during the third quarter 2006.

Pharma-Bio raised the funds necessary to make the $10,000,000 payment due to Ms. Plaza through the private placement of units consisting of shares of a series A preferred stock and warrants to purchase 7,999,400 common stock. The series A preferred stock was automatically converted into 15,998,800 shares of common stock upon an increase in Pharma-Bio's authorized common stock. See Note C.

The acquisition of Plaza and the private placement resulted in a change of control of Pharma-Bio. As a result of the reverse acquisition accounting treatment, Plaza is deemed to be the acquiring company for accounting purposes. The transaction was accounted for as a reverse acquisition because former owners of Plaza, together with the purchasers in the private placement who purchased the series A preferred stock and warrants in connection with the acquisition of Plaza, gained control of Pharma-Bio. Effective on the acquisition date, Pharma-Bio's balance sheet includes the assets and liabilities of Plaza and its equity accounts have been recapitalized to reflect the equity of Pharma-Bio. Comparative financial statements for earlier periods are those of Plaza-Only.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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 these estimates.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying value of the Company's financial instruments (excluding obligations under capital leases and amounts due affiliate): cash, accounts receivable, accounts payable and accrued liabilities, are considered reasonable estimates of fair value due to the short period to maturity.

Management believes, based on current rates, that the fair value of its obligations under capital leases and amounts due to affiliate approximates the carrying amount.

REVENUE RECOGNITION

The Company recognizes revenues in the month when services are rendered to customers. Revenue is primarily derived from time and materials contracts (representing approximately 90% of total revenues), where the clients are charged for the time, materials and expenses incurred on a particular project, and to a lesser extent, from fixed-fee contracts or from "not to exceed" contracts (approximately 10% of total revenues). In the case of fixed-fee contracts, which mostly are short-term contracts, revenue is recognized based on the percentage that the services rendered bears to the estimated services to be performed over the contract.

ACCOUNTS RECEIVABLE

Accounts receivable are recorded at their estimated realizable value. Accounts are deemed past due when payment has not been received within the stated time period. The Company's policy is to review individual past due amounts periodically and write off amounts for which all collection efforts are deemed to have been exhausted. Bad debts are accounted for using the direct write-off method whereby an expense is recognized only when a specific account is determined to be uncollectible. The effect of using this method approximates that of the allowance method.

INCOME TAXES

The Company follows the provisions of Statement of Financial Accounting Standards Board No. 109, "Accounting for Income Taxes," which requires an asset and liability approach method of accounting for income taxes. This method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized.

Plaza, from its inception until January 24, 2006, was covered under the provisions of Subchapter N of Subtitle A of the Puerto Rico Internal Revenue Code (the "Puerto Rico Code"), which is similar to Subchapter S of the Internal Revenue Code in that its taxable income is taxed to the stockholders and therefore there is no income tax liability for that period. As a result of the completion of the reverse acquisition, Plaza and Pharma-Bio are no longer eligible for treatment as a Subchapter N corporation. See Note F.

Although Ms. Plaza is responsible for the taxes on the Plaza's taxable income for the period from December 1, 2005 to January 24, 2006, Plaza will reimburse Ms. Plaza the income taxes applicable to said taxable income. The reimbursement will amount to $125,227.

PROPERTY AND EQUIPMENT

Property and equipment is stated at cost. Depreciation is provided using the straight-line basis over the estimated useful lives of the assets. Major renewals and betterments that extend the life of the assets are capitalized, while expenditures for repairs and maintenance are expensed when incurred

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INTANGIBLE ASSETS

Definite-lived intangible assets, such as customer lists and covenants not to compete, are amortized on a straight-line basis over their estimated useful lives. The Company continually evaluates the reasonableness of the useful lives of these assets.

STOCK-BASED COMPENSATION

Through the three month and the six month periods ended April 30, 2006, the Company has elected to use the intrinsic value method of accounting for stock options issued to employees under its stock option plans in accordance with APB Opinion No. 25 and related interpretations whereby the amount of stock-based compensation expense is calculated as the difference between the fair market value and the exercise price on the date of issuance. For purposes of pro forma disclosures the amount of stock-based compensation is calculated using the fair value method of accounting for stock options issued to employees. The Company's pro forma information is as follows:

	Three Months Ended April 30,		Six Months Ended Apri	
	2006	2005	2006	20
Net income	$ 475,255	$ 2,123,394	$ 1,368,827	$ 3,6
Less: Stock-based employee compensation under fair value				

method, net of tax effect	8,705	--	526,430	
Pro forma net income (loss) attributable to common stockholders	$ 466,550	$ 2,123,394	$ 842,397	$ 3,6
Basic earnings per share of common stock:				
As reported	$ 0.14	$ 1.21	$ 0.53	$
Pro forma	$ 0.14	$ 1.21	$ 0.33	$
Diluted earnings per share of common stock				
As reported	$ 0.02	$ 1.21	$ 0.11	$
Pro forma	$ 0.02	$ 1.21	$ 0.07	$
Weighted average number of common shares outstanding - basic	3,381,342	1,750,000	2,573,492	1,7
Weighted average number of common shares outstanding - diluted	22,066,604	1,750,000	12,532,780	1,7

For the fiscal year ended October 31, 2004 Plaza granted stock options to purchase 4,125 shares of its common stock. Pursuant to the reverse acquisition, these Plaza option shares are equivalent to options to purchase 776,186 shares of Pharma-Bio common stock. Accordingly, the value of these options are estimated on the same basis as Pharma-Bio options.

The 4,125 of Plaza options are equivalent to 776,186 Pharma-Bio stock options based on the following:

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Plaza options		4,125
Exercise price at market	x	$ 138.19
Value of Options		$ 570,031
Pharma-Bio exercise price	/	$ 0.7344
Equivalent Pharma-Bio options		776,186

There were no additional Plaza options issued subsequent to October 31, 2004. None of the Plaza options were exercised prior to the reverse acquisition transaction.

INCOME PER SHARE OF COMMON STOCK

Basic income per common share is calculated by dividing net income by the weighted average number of shares of common stock outstanding. Diluted income per share includes the dilution of common stock equivalents. Pursuant to reverse acquisition accounting treatment, the weighted average number of shares outstanding in the computation of basic income per share was derived by weighting (i) for the period prior to the reverse acquisition transaction, the number of shares outstanding represented the 1,150,000 shares received by the former stockholder of Plaza and the shares 600,000 shares received by San Juan Holdings, Inc., and (ii) for the period after the transaction, the number of shares outstanding represented the shares of Pharma-Bio that are outstanding. Diluted income per share includes the dilution of common equivalents. Accordingly, the convertible preferred stock and the stock warrants were deemed

to be outstanding from the date of issuance to the end of the reporting period.

The weighted average common shares outstanding (basic and diluted) were calculated using the treasury stock method as of the respective periods.

NOTE B - RECENT ACCOUNTING PRONOUNCEMENTS

1. In March 2005, the FASB issued Interpretation No. 47 "Accounting for Conditional Asset Retirement Obligations" ("FIN 47"). FIN 47 clarifies that the term conditional asset retirement obligation as used in FASB Statement No. 143 "Accounting for Asset Retirement Obligations," refers to a legal obligation to perform an asset retirement activity in which the timing and (or) method of settlement are conditional on a future event that may or may not be within the control of the entity. The obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and (or) method of settlement. Thus, the timing and (or) method of settlement may be conditional on a future event. Accordingly, an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. The fair value of a liability for the conditional asset retirement obligation should be recognized when incurred, generally upon acquisition, construction or development and (or) through the normal operation of the asset. Uncertainty about the timing and (or) method of settlement of a conditional asset retirement obligation should be factored into the measurement of the liability when sufficient information exists. FASB Statement 143 acknowledges that in some cases, sufficient information may not be available to a reasonably estimate the fair value of an asset obligation. This interpretation also clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation. The provisions of this interpretation are effective no later than the end of fiscal years ending after December 15, 2005 Management does not expect that the application of this standard will have any effect on the Company's results of operations or its financial condition.

2. In December 2004, the FASB issued Statement No. 153 "Exchanges of Non-Monetary Transactions - an amendment of APB Opinion No. 29." The guidance in APB Opinion No. 29, "Accounting for Non-monetary Transactions," is based on the principle that exchanges of non-monetary assets should be measured based on the fair value of the assets exchanged. The guidance in that Opinion, however included certain exceptions to that principle. This Statement amends Opinion 29 to eliminate the exception for non-monetary exchanges of similar productive assets and replaces it with a general exception for exchanges of non-monetary assets that do not have commercial substance. A non-monetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. The provisions of this Statement are effective for non-monetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. Earlier application is permitted for non-monetary asset exchanges occurring in fiscal periods beginning after December 16, 2004. The provisions of this Statement should be applied prospectively. The Company does not expect that the adoption of FASB Statement No. 153 will have a material impact on its results of operations and financial position.

3. In December 2004, the FASB published Statement No. 123R requiring that the compensation cost relating to share-based payment transaction be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. Statement No. 123R covers a wide range of share-based compensation arrangements, including share option restricted plans, performance-based awards, share appreciation rights, and employee share purchase plans. Statement No. 123(R) replaces FASB Statement No. 123 "Accounting

for Stock-Based Compensation," and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees." Statement No. 123, as originally issued in 1995, established as preferable a fair-value-based method of accounting for share-based payment transactions with employees. However, that Statement permitted entities the option of continuing to apply the guidance in Opinion No. 25, as long as the footnotes to the financial statements disclosed what net income would have been had the preferable fair-value-based method been used.

This Statement is effective as of the beginning of the first interim or annual reporting period of the first fiscal year that begins after December 15, 2005. One of the effects of the application of FASB123R is to treat the value (as properly determined) of the options as compensation to the grantees, thus increasing the Company's selling, general and administrative expenses.

4. In May 2005, the FASB issued Statement No. 154 "Accounting for Changes and Errors Corrections." This Statement replaces APB Opinion No. 20 "Accounting Changes" and FASB Statement No. 3 "Reporting Accounting Changes in Interim Financial Statements," and changes the requirements for the accounting for and reporting of a change in accounting principle.

This Statement requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. When its is impracticable to determine the period specific effects of an accounting change on one or more individual prior periods presented, this Statement requires that the new accounting principle be applied to the balances of assets and liabilities as of the beginning of the earliest period for which retroactive application is practicable and that a corresponding adjustment be made to the opening balance of retained earnings (or other appropriate components of equity or net assets in statement of financial position) for that period rather than being reported in an income statement. When it is impracticable to determine the cumulative effect of applying a change in accounting principle to all prior periods, this Statement requires that the new accounting principle be applied as if it were adopted prospectively from the earliest date practicable. This Statement shall be effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The Company does not expect that the adoption of FASB Statement No. 154 will have a material impact on its consolidated financial statements.

NOTE C - CAPITAL TRANSACTIONS

On January 25, 2006, contemporaneously with the consummation of the acquisition, Pharma-Bio sold, in a private placement, 47 units, each unit consisting of 25,000 shares of series A preferred stock, warrants to purchase 85,100 shares of common stock at $1.10 per share and warrants to purchase 85,100 shares of common stock at $1.65 per share. In the private placement, Pharma-Bio issued an aggregate of 1,175,000 shares of series A preferred stock (which were convertible into an aggregate of 15,998,800 shares of common stock), warrants to purchase 3,999,700 shares of common stock at $1.10 per share, and warrants to purchase 3,999,700 shares of common stock at $1.65 per share, to 42 accredited investors. Pharma-Bio paid brokerage commissions of 10% of the gross purchase price and an aggregate non-accountable expense allowance of 3% of the gross purchase price with respect to the units sold. In certain cases, the broker waived the commission and non-accountable expense allowance, and the investor paid the purchase price less the commission and non-accountable expense allowance. The purchase price for the 47 units sold was $11,750,000. Broker-dealers waived commission and non-accountable expense allowance with respect to $628,750, Pharma-Bio paid commissions and non-accountable expense allowances totaling $898,750, and Pharma-Bio issued warrants to purchase an

aggregate of 1,439,892 shares of common stock. The warrants have an exercise price of $.7344 per share and a term of three years.

Each share of series A preferred stock was automatically converted into 13.616 shares of common stock upon the filing of a certificate of amendment to the Company's certificate of incorporation which increased the authorized capital stock to 10,000,000 shares of preferred stock and 50,000,000 shares of common stock. Pharma-Bio amended and restated its certificate of incorporation on April 25, 2006.

The subscription agreement pursuant to which the series A preferred stock and warrants were issued required Pharma-Bio to file a registration statement within 60 days after the effective date of the merger between Plaza and Plaza Acquisition Corp. The effective date of the merger was January 25, 2006, therefore, the 60-day term expired on March 26, 2006. Since Pharma-Bio failed to file the registration statement by that date, Pharma-Bio was required to issue ..0003 shares of common stock for each share of common stock issued upon conversion of the series A preferred stock for each day of delay. Pharma-Bio was three days late, therefore, 14,401 shares of common stock were issued to the former holders of the series A preferred stock.

The warrants issued in the private placement expire five years from the closing date and are callable by Pharma-Bio if the closing price of the common stock is at least twice the exercise price of the warrants for twenty (20) consecutive trading days.

NOTE D - PROPERTY & EQUIPMENT

The balance of property and equipment, as of April 30, 2006 consists of:

	Useful life (years)	2006
Vehicles	5	$ 221,434
Leasehold improvements	5	64,895
Computers	3	120,813
Equipment	5	121,450
Furniture and fixtures	10	67,907
Total		596,499
Less: Accumulated depreciation and amortization		(182,633)
Property and equipment, net		$ 413,866

NOTE E - OTHER ASSETS

At April 30, 2006, non-current other assets include the following:

Intangible assets:	
Covenant not to compete, net of accumulated amortization of $8,333	$ 91,667
Customer-related intangibles, net of accumulated amortization of $16,667	133,333
Other	13,017

	$ 238,017

Covenant not to compete represents the portion of the payment made in connection with the purchase of the Plaza stock that was allocated to a non-competition covenant. Under this agreement, the sole stockholder of Plaza agreed not to compete with the Company for a period of five years. This amount is amortized on the straight-line method over the term of the non-competition covenant (5 years).

Customer-related intangible assets consist mainly of a customer list which Plaza acquired along with certain other assets from a business which performs in the United States consulting services similar to those performed by the Company in Puerto Rico. The value of the customer list is being amortized on the straight-line method over its estimated useful life of 3 years.

The intangibles assets were originated at the end of the three-month period ended January 31, 2006, therefore, the only accompanying statements of operations which include an amortization expense for intangible assets are the statements of operations for the three-month period and the six-month period ended on April 30, 2006. The amortization expense for both periods amounted to $25,000.

NOTE F - INCOME TAXES

The Company's taxable income is subject to the Puerto Rico income tax at the 20% to 39% rates provided by the 1994 Puerto Rico Internal Revenue Code, as amended. However, on August 1, 2005, Puerto Rico Act No. 41 was approved, which imposes an additional 2.5% special tax to all corporations and partnerships having a net taxable income over $20,000. The Act is effective for taxable years commencing after December 31, 2004 and ending on or before December 31, 2006, therefore, the Company's maximum effective tax rate will be 41.5% for its fiscal year ending on October 31, 2006. The maximum effective tax rate for all other years will be 39%.

Provision for income tax is computed at statutory rates applied to income calculated in accordance with the accounting practices described herein and as shown in the financial statements. Deferred income tax assets and liabilities are computed for differences between the financial statements and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income.

The reasons for the difference between the provision for income tax applicable to income before provision for income taxes and the amount computed by applying the statutory tax rate in Puerto Rico, were as follows:

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	Three months ended April 30,		Six months ended April 30,	
	2006	2005	2006	2005
Theoretical income tax expense by application of				

statutory rates to the book pre-tax	$ 362,527	$ 828,124	$ 742,437	$ 1,439,16
Effect of income subject to taxation under Subchapter N (taxable income taxed to stockholders)		(828,124)	(358,037)	(1,439,16
Permanent difference	35,778	--	35,778	-
Income tax expense	$ 398,305	-0-	$ 420,178	-0

NOTE G - RELATED PARTY TRANSACTIONS; DUE TO AFFILIATE

On January 25, 2006, pursuant to the Plaza Agreement, Elizabeth Plaza, as the sole stockholder and affiliate of Plaza, received at the closing $10,000,000 plus 1,150,000 shares of Pharma-Bio's common stock. In addition, the Company will pay Mrs. Plaza, three payments of $2,750,000, including imputed interest determined in accordance with Section 1274 of the Internal Revenue Code, on January 25, 2007, 2008 and 2009 as follows:

2007	$ 2,750,000
2008	2,750,000
2009	2,750,000
Total payments	8,250,000
Less: imputed interest	(897,784)
Present value of minimum payments	7,352,216
Current portion	(2,288,526)
Long-term portion	$ 5,063,690

The current portion of the due to affiliate as reflected in the balance sheet also includes $88,161 due to her for the excess of the net tangible book value determined as provided in the Plaza agreement and a reimbursement for $125,227 of income taxes explained in Note A.

Current portion of deferred purchase price	$2,288,526
Payment for excess net tangible book value, as finally determined	88,161
Reimbursement of income taxes	125,227
Due to affiliate - current portion	$2,501,914

San Juan Holdings represented Plaza and Elizabeth Plaza in connection with the reverse acquisition. For such services, Pharma-Bio issued 600,000 shares of common stock and warrants to purchase 2,500,000 shares of common stock, with an exercise price of $.06 per share, to San Juan Holdings. In Pharma-Bio's private placement of series A preferred stock and warrants, San Juan Holdings purchased three units. The purchase price for the three units was $750,000. The broker, which is an affiliate of San Juan Holdings, waived the commission and

non-accountable expense allowance with respect to such sales, and as a result, San Juan Holdings purchased the three units for a net payment of $652,500. Pharma-Bio also paid an affiliate of San Juan Holdings a broker's commission and non-accountable expense allowance of $195,000 for sales made to other purchasers in the private placement, and Pharma-Bio issued to the affiliate three-year warrants to purchase an aggregate of 275,724 shares of common stock at an exercise price of $.7344 per share.

Pursuant to the Puerto Rico Internal Revenue Code, the Company's clients are required to withhold a percentage of its fees (usually 3%, but sometimes 7%) as withheld income tax and remit such amount to the Puerto Rico Department of the Treasury. Such payment is treated as a payment on account to the Company's income tax obligations. Prior to January 25, 2006, Plaza was an N Corporation, and the Company's taxable income was taxed to Ms. Plaza, as sole stockholder. Accordingly, such withheld taxes were treated as a distribution to the Company's stockholder since Ms. Plaza was the one entitled to take the credit for the income tax withheld by the Company's clients in her personal income tax return. The amounts withheld prior to January 25, 2006 are recognized in the financial statements as noncash distribution.

NOTE H - COMMITMENTS

1. Contracts

On January 25, 2006, the Company entered into employment agreements with Elizabeth Plaza and Nelida Plaza. The agreement with Elizabeth Plaza provides that Ms. Plaza will serve as president and chief executive officer of the Company for a period of 18 months, for which she will receive a salary at the annual rate of $250,000. For 18 months thereafter, Ms. Plaza will serve as a consultant for which she will receive compensation at the annual rate of $75,000. During the term of her employment, the Company will also provide Ms. Plaza with an automobile allowance at the annual rate of $24,828, discretionary bonuses and stock options or other equity-based incentives as shall be determined by the compensation committee's board of directors, except that her bonus shall not be less than 4% nor more than 50% of her salary. If the Company terminates Ms. Plaza's employment other than for cause or as a result of her death or disability, the Company is required to pay Ms. Plaza the balance of her compensation for her employment terms and her consulting term and other benefits, including a pro rata portion of the bonus that would have been paid to her, and her obligations under her non-competition provision terminate.

The Company's agreement with Nelida Plaza provides that Ms. Plaza will serve as vice president for a term of three years for which she will receive annual compensation at the annual rate of $150,000. She is also entitled to such bonus compensation as is determined by the compensation committee, not to exceed 50% of her salary. The Company also agreed to make the lease payments on the automobile she currently leases. Such payments are at the annual rate of approximately $11,600. If the Company terminates Ms. Plaza's employment other than for cause or as a result of her death or disability, the Company is required to pay Ms. Plaza the balance of her compensation for her employment terms and her consulting term and other benefits, including a pro rata portion of the bonus that would have been paid to her, and her obligations under her non-competition provision, terminate.

On January 26, 2006, the Company entered into a one-year consulting agreement with Dov Perlysky, pursuant to which the Company agreed to pay Mr. Perlysky a 5% commission on business generated by Mr. Perlysky's efforts. This agreement replaced his prior employment agreement.

On April 3, 2006, the Company entered into an employment agreement with its Chief Financial Officer (CFO) pursuant to which the Company will pay him an annual salary of $80,000. The agreement has a one-year term, which may be extended for up to two years. The Company granted the CFO stock options to purchase 90,000 shares of common stock at $0.7344 per share, which was the fair market value on the date of grant.

In April 2006, the Company entered into an agreement with an executive, pursuant to which he resigned as vice president and chief operating officer. The Company is not committed to make any payment as a result of this resignation.

2. Lease commitments

Capitalized lease obligations -As of April 30, 2006, the Company owned vehicles acquired under non-cancelable capital leases with a cost of $221,434 (accumulated depreciation of $44,717). Depreciation expense for these assets amounted to $11,072 and $22,144 in the three-month periods ended April 30, 2006 and 2005, and $7,066 and $14,132 in the six-month period ended April 30, 2006 and 2005, respectively. The following is a schedule, by year, of future minimum lease payments under the capitalized leases together with the present value of the net minimum lease payments at April 30, 2006:

2007	$ 48,240
2008	48,240
2009	48,240
2010	69,974
2011	9,385
Total minimum lease payments	224,079
Less: Amount of imputed interest	(25,290)
Present value of minimum lease payments	198,789
Current portion of obligation under capital leases	(37,316)
Long-term portion	$ 161,473

Operating facilities - The Company conducts its administrative operations in office facilities which are leased under different rental agreements with the following terms:

Description	Monthly Rent	Commitment Term
Main resources facilities	$ 3,200	Ending in October 2007
Human resources facilities	$ 1,850	Ending in June 2006
Land	$ 1,000	Ending in June 2006
Housing for employees	$ 1,850	Ending in November 2006
Hilltown office space	$ 2,750	Monthly beginning February 2006

The first three leases listed in the table are with affiliates of the chief executive officer.

Rent expense during the three-month period ended April 30, 2006 and 2005 was

$26,400 and $27,125, respectively, and $52,700 and 60,584 for the six-month period ended April 30, 2006 and 2005, respectively.

NOTE I - STOCK OPTIONS

In October 2005, the Company's board of directors adopted, and on April 25, 2006, the Company's stockholders approved, the 2005 Long-Term Incentive Plan, covering 2,500,000 shares of common stock. The 2005 plan provides for the grant of incentive and non-qualified options, stock grants, stock appreciation rights and other equity-based incentives to employees, including officers, and consultants. The 2005 plan is to be administered by a committee of independent directors. In the absence of a committee, the plan is administered by the board of directors. Independent directors are not eligible of discretionary options. However, each newly elected independent director receives a the time of his or her election, a five-year option to purchase 25,000 shares of common stock at the market price on the date of his or her election. In addition, the plan provides for the annual grant of an option to purchase 5,000 shares of common stock on the first trading day of January of each year, commencing January 2007. The options to directors have a term of five years and become exercisable cumulatively as to 50% of the shares subject to the option six months from the date of grant and as to the remaining 50% 18 months from the date of grant. Pursuant to this provision, on January 25, 2006, options to purchase 25,000 shares at $.7344 per share, being the fair market value on the date of grant, were automatically granted to each of the three independent directors. Options intended to be incentive stock options must be granted at an exercise price per share which is not less than the fair market value of the common stock on the date of grant and may have a term which is not longer than ten years. If the option holder holds 10% of our common stock, the exercise price must be at least 110% of the fair market value on the date of grant and the term of the option cannot exceed five years.

Pursuant to the Plaza Agreement, all outstanding options issued by Plaza were terminated, and the Company granted incentive stock options to purchase an aggregate of 1,400,000 shares of common stock at an exercise price of $0.7344 per share to the holders of such terminated Plaza options pursuant to the Company's 2005 Long-Term Incentive Plan. Of the total options to purchase 1,400,000 shares of common stock, options to purchase 776,186 shares of common stock were granted to 18 employees whose options to purchase Plaza common stock were cancelled. The options to purchase the remaining 623,814 shares of common stock were granted to both the 18 former holders of Plaza options and 23 additional Plaza employees.

Pursuant to the Plaza Agreement, Pharma-Bio agreed that it would issue 100 shares of common stock to each of Plaza's eligible employees. Such shares will not be issued until Pharma-Bio is eligible to use a Form S-8 registration statement in connection with the issuance of such shares. Approximately 16,500 shares of common stock may be issued pursuant to this program.

NOTE J - CONCENTRATION OF RISKS

The Company's cash balances are maintained in a high quality bank checking account. Management deems all its accounts receivables to be fully collectible, and, as such, does not maintain any allowances for uncollectible receivables.

The Company's revenues are concentrated in the pharmaceutical industry in the island of Puerto Rico, and a small number of customers have accounted for a significant percentage of its revenue. Three customers accounted for 10% or more of revenues during the three-month and the six-month periods ended April 30,

2006, two of which also accounted for more than 10% of revenues during the three-month and the six-month periods ended April 30, 2005. The following table sets forth information as to revenues and percentage of revenues for these periods (dollars in thousands) for the Company's principal clients, all of which are pharmaceutical companies:

	Three Months Ended	Three Months Ended	Six Months Ended	Six
Customer	April 30, 2006	April 30, 2005	April 30, 2006	A
Client A	$789 (21%)	$2,119 (42%)	$2,097 (29%)	
Client B	1,166 (31%)	0 (0.0%)	1,796 (25%)	
Client C	399 (11%)	1,023 (21%)	783 (11%)	

Client A, B and C had an outstanding balance at April 30, 2006 representing 24%, 29% and 18%, respectively, of the total receivables. .

The Company assesses the financial strength of its customers and, as a consequence, believes that its trade accounts receivable credit risk exposure is limited. However, the loss or significant decline in business from any of its major customers could have a material effect upon its revenue and income. See NOTE L.

NOTE K - RETIREMENT PLAN

The Company has a qualified profit sharing plan in accordance with the provision of Section 1165(a)(3)(A) of the Puerto Rico Code, for employees who meet certain age and service period requirements. The Company makes contributions to this plan as required by the provisions of the plan document. Contributions for the three months ended April 30, 2006 and 2005 were $11,540 and $12,447, respectively. Contributions for the six months ended April 30, 2006 and 2005 were $21,805 and $15,880, respectively.

NOTE L - SUBSEQUENT EVENT

In May 2006, one of the Company's major customers announced the closing of one of its two facilities in Puerto Rico. The accompanying statements of operations include revenues from the closed facility as follows:

PERIOD	REVENUES
Three months ended April 30, 2006	$551,832
Three months ended April 30, 2005	$1,593,972
Six months ended April 30, 2006	$1,462,923
Six months ended April 30, 2005	$3,217,764

The receivables at April 30, 2006 from the closed facility amounted to approximately $552,000. The Company does not anticipate any problem in connection with the collection of said outstanding balance.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of the Company's results of operations and financial condition should be read in conjunction with the financial statements of the Company and the related notes. The following discussion includes forward-looking statements. For a discussion of important factors that could cause actual results to differ from results discussed in the forward-looking statements, see "Forward Looking Statements."

Overview

The Company is a validation and compliance consulting service firm in Puerto Rico. The validation and compliance consulting service market in Puerto Rico consists of local validation and compliance consulting firms, U.S. dedicated validation and compliance consulting firms and large publicly traded and private U.S. and foreign engineering and consulting firms. The Company provides a broad range of compliance and validation consulting services. The Company has been successful in utilizing its favorable market reputation to secure contracts with many major drug manufacturers throughout Puerto Rico. The Company markets its services to pharmaceutical, chemical, biotechnology and medical devices and allied products companies in Puerto Rico, the U.S. and Europe through their Puerto Rico operations. The Company's staff includes more than 140 experienced engineering and life science professionals, and includes former FDA investigators, former quality assurance managers or directors, and experienced and well-trained professionals with masters and doctorates in health sciences and engineering.

The Company's revenue is derived from time and materials contracts (representing approximately 90% of total revenues), where the clients are charged for the time, materials and expenses incurred on a particular project, and to a lesser extent (approximately 10% of total revenues), from fixed-fee contracts or from "not to exceed" contracts in which the value of the contract to the Company cannot exceed a stated amount. For time and materials contracts, the Company's revenue is principally a function of the number of its compliance and validation professional employees and the volume of hours billed per professional. To the extent that the Company's revenue is based on fixed-fee or "not to exceed" contracts, which mostly are short-term contracts, its ability to operate profitably is dependent upon its ability to estimate accurately the costs that it will incur on a project. If the Company underestimates its costs on any contract, it would sustain a loss on the contract.

The Company believes the most significant factors to achieving future business growth are the ability to (a) continue to provide quality value-added validation and compliance services to its clients in the Puerto Rico marketplace; (b) recruit and retain highly educated and experienced validation and compliance professionals; (c) further expand its products and services to address the expanding compliance needs of the its clients; and (d) expand the Company's market presence into the United States, Latin America and Europe in order to respond to the international validation and compliance demands of its clients.

As a result of the reserve acquisition transaction that closed on January 25, 2006, the discussion of the financial condition and results of operation discussed herein compares the consolidated figures of the Company for the periods ending in 2006 with the unconsolidated figures of Plaza Consulting Group, Inc. on a standalone basis for the periods ending in 2005.

The Company's business has been dependent upon a small number of clients. During the three months ended April 30, 2006 and 2005, and the six months ended April 30, 2006 and 2005, a very small number of clients accounted for a disproportionately large percentage of the Company's revenues. For the three-month and six-month periods ended April 30, 2006, three customers accounted for approximately 63% of revenues. For the three-month and six-month periods ended April 30, 2005, two of these three customers accounted for approximately 62% of revenues. The loss of or significant reduction in the scope of work performed for any major customer could impair the Company's ability to operate profitably. In particular, the Company had a contract with one of these major customers which expired on December 31, 2005. Although this contract was divided in various smaller contracts and extended with termination dates varying through December 2006, the level of business has significantly declined from the prior year. In May 2006, this customer announced the closing of one of its two facilities located in Puerto Rico. The revenues from this major customer were as follows:

PERIOD	OPERATING FACILITY	CLOSED FACILITY	TOTAL
Three-month period April 30, 2006	$236,692	$551,832	$788,524
Three-month period April 30, 2005	$525,013	$1,593,972	$2,118,985
Six-month period April 30, 2006	$634,221	$1,462,923	$2,097,144
Six-month period April 30, 2005	$1,041,219	$3,217,764	$4,258,983

On January 9, 2006, Plaza acquired, for $300,000, certain assets of a United States based company that performs consulting services for the pharmaceutical and biotech industries. These assets include a client list and a validation compliance service business. One-third of the purchase price was paid in January 2006, another one-third was paid in March 2006 and one-third is payable on June 30, 2006. Plaza also hired eleven former employees of the business. This acquisition was made pursuant to Plaza's strategy to expand its operations beyond Puerto Rico and Puerto Rico businesses with a view to lessening Plaza's dependence upon a small number of Puerto Rico pharmaceutical companies. Revenues from these operations for the quarter ended April 30, 2006 amounted to approximately $265,000, and revenues for the quarter ended January 31, 2006 amounted to approximately $93,000. The Company cannot give assurance that any significant revenues will be derived from these operations.

The principal components of the Company's costs of revenue are employee compensation (salaries, wages, taxes and benefits) and expenses relating to the performance of the services. The Company faces increasing labor costs which the Company seeks to pass on to its customers through increases in its rates. However, there is often a delay between the increase in the Company's costs and the increases in its billing rate, which may result in a reduced gross margin during that period. Although the Company has been successful in the past in being able to increase its billing rates to reflect its increased labor costs, the Company cannot give any assurance that it will continue to be able to do so.

On January 25, 2006, Pharma-Bio acquired Plaza in a transaction which is accounted for as a reverse acquisition, with Plaza being deemed the accounting acquirer. Pursuant to the acquisition agreement, Pharma-Bio paid Ms. Elizabeth Plaza, the sole stockholder of Plaza, $10,000,000 plus 1,150,000 shares of the Pharma-Bio's common stock. In addition, Ms. Plaza will receive three payments, each in the amount of $2,750,000, payable on January 25, 2007, 2008 and 2009. The first payment, net of imputed interest, is a current liability at April 30, 2006, and, together with the costs incurred by Pharma-Bio in connection with the acquisition of Plaza and the additional cash payment due Ms. Plaza, is a significant factor in the reduction in the Company's working capital at April 30, 2006, as discussed under "Liquidity and Capital Resources."

During the three months ended January 31, 2006, the Company incurred approximately $211,000 of non-recurring financial advisory, legal and accounting

transaction expenses directly related to the acquisition of Plaza.

As a condition to closing, Plaza was required to have a net tangible book value of not less than $5,500,000, of which at least $2,000,000 was in cash, as of November 30, 2005, with the excess to be paid to Ms. Plaza, the selling stockholder. The amount due to Ms. Plaza under this provision was $88,161 and will be paid during the quarter ending July 31, 2006.

The Plaza Agreement provides that Plaza, rather than Ms. Plaza, is responsible for the income tax from December 1, 2005 through the closing date, which was January 25, 2006. Because of the status of Plaza as an N Corporation under the Puerto Rico Internal Revenue Code, Plaza's net income from December 1, 2005 to January 24, 2006 is taxed to Ms. Plaza. The income tax payable by Ms. Plaza for Plaza's taxable income for said period amounts to $125,227, and we are reimbursing Ms. Plaza for the amount of such taxes. The $88,161 payable described in the preceding paragraph and the $125,227 tax reimbursement are treated as additional payments on account of the purchase price of Ms. Plaza's stock.

Critical Accounting Policies and Estimates

The discussion and analysis of the Company's financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles ("GAAP") in the United States. We believe the following are the critical accounting policies that impact the financial statements, some of which are based on management's best estimates available at the time of preparation. Actual experience may differ from these estimates.

Cash and cash equivalents - For purposes of the statements of cash flows, cash and cash equivalents include liquid investments with original maturities of three months or less.

Revenue Recognition - The Company recognizes revenues in the month when services are rendered to customers for time and materials contracts. In the case of fixed-fee or "not to exceed"contracts, which mostly are short-term contracts, revenue is recognized based on the percentage that the services rendered bears to the estimated services to be performed over the contract.

Bad Debt - Bad debts are accounted for using the direct write-off method whereby an expense is recognized only when a specific account is determined to be uncollectible. The effect of using this method approximates that of the allowance method.

Property and Equipment -- Property and equipment is stated at cost. Depreciation is provided using the straight-line basis over the estimated useful lives of the assets. Major renewals and betterments that extend the life of the assets are capitalized, while expenditures for repairs and maintenance are expensed when incurred.

Income Taxes -- Plaza elected from its inception until January 25, 2006, when Pharma-Bio acquired Plaza, to be covered under the provisions of Subchapter N of Subtitle A of the Puerto Rico Internal Revenue Code (the "Puerto Rico Code"), which is similar to Subchapter S of the Internal Revenue Code in that the company pays no income taxes since the taxable income is taxed to the company's stockholders. Under the provisions of the Puerto Rico Code, Plaza paid the Puerto Rico Secretary of Treasury, on behalf of its stockholder, an amount equal to 33% of its taxable income. These payments, and any income tax withheld, were

included in the amount of distributions to stockholder in Plaza's financial statements.

Commencing with the acquisition of Plaza on January 25, 2006, the Company will be taxed based on its taxable income under the applicable provisions of the Puerto Rico Code and the Internal Revenue Code. The financial statements for the three-month and the six-month periods ended April 30, 2006, reflect an income tax expense based on the applicable provisions of the Puerto Rico Code, since the income was earned in Puerto Rico.

Concentration of credit risk -- Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of cash deposits and trade accounts receivable. The Company maintains its bank account in a high quality financial institution. While the Company attempts to limit any financial exposure, its deposit balances frequently exceed federally insured limits; however, no losses have been experienced on this account.

The Company's revenues are concentrated in the pharmaceutical industry in the island of Puerto Rico. Approximately $2.3 million, or 63%, of the revenues in the April 30, 2006 quarter were generated by three customers. Two of these customers accounted for revenue of approximately $3.1 million, or 62%, of revenue for the April 30, 2005 quarter. The three customers had an outstanding balance at April 30, 2006 representing 72% of the total receivables. The Company assesses the financial strength of its customers and, as a consequence, believes that its trade accounts receivable credit risk exposure is limited.

Retirement Plan -- Plaza adopted a qualified profit sharing plan in January 2002 (amended on November 30, 2003) in accordance with the provision of Section 1165(a)(3)(A) of the Puerto Rico Code, for employees who meet certain age and service period requirements. The Company makes contributions to this plan as required by the provisions of the plan document, amounting to 11,540 for the April 30, 2006 quarter and $12,447 for the April 30, 2005 quarter.

Stock Option Plan --During the year ended October 31, 2004, Plaza granted stock options with an exercise price equal to the book value of the common stock as of October 31, 2003, which Plaza deemed to be the fair value of its common stock. The options expired ten years from the date of grant and generally vested over a three-year period. In connection with the acquisition of Plaza, these options were cancelled and Pharma-Bio granted the option holders options to purchase an aggregate of 776,186 shares of common stock in respect of the cancelled options and issued options to purchase an additional 623,814 shares of common stock In addition, options to purchase 75,000 shares of common stock were granted to our independent directors pursuant to a provision of the plan that provided for the automatic grant of an option to purchase 25,000 shares upon the initial election of an independent director. All options granted by the Company have an exercise price of $.7344, a term of five years and are exercisable in installments. The grants by the Company were subject to stockholders approval of the plan, which has been obtained.

Fair value of financial instruments - The carrying value of the Company's financial instruments (excluding obligations under capital leases): cash, accounts receivable, accounts payable and accrued liabilities, are considered reasonable estimates of fair value due to short period to maturity. The Company believes, based on current rates, that the fair value of its obligations under capital leases approximates the carrying amount.

Use of estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported

amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

New Accounting Pronouncements

In March 2005, the FASB issued FASB Interpretation No. 47 "Accounting for Conditional Asset Retirement Obligations" ("FIN 47"). FIN 47 clarifies that the term "conditional asset retirement obligation" as used in FASB Statement No. 143 "Accounting for Asset Retirement Obligations," refers to a legal obligation to perform an asset retirement activity in which the timing and (or) method of settlement are conditional on a future event that may or may not be within the control of the entity. The obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and (or) method of settlement. Thus, the timing and (or) method of settlement may be conditional on a future event. Accordingly, an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. The fair value of a liability for the conditional asset retirement obligation should be recognized when incurred, generally upon acquisition, construction or development and (or) through the normal operation of the asset. Uncertainty about the timing and (or) method of settlement of a conditional asset retirement obligation should be factored into the measurement of the liability when sufficient information exists. FASB Statement 143 acknowledges that in some cases, sufficient information may not be available to reasonably estimate the fair value of an asset obligation. This interpretation also clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation. Management does not expect that the application of this standard will have any effect on the Company's results of operations or financial condition.

In December 2004, the FASB issued FASB Statement No. 153 "Exchanges of Non-Monetary Transactions - an amendment of APB Opinion No. 29." The guidance in APB Opinion No. 29, "Accounting for Non-monetary Transactions," is based on the principle that exchanges of non-monetary assets should be measured based on the fair value of the assets exchanged. The guidance in that Opinion, however included certain exceptions to that principle. This Statement amends Opinion 29 to eliminate the exception for non-monetary exchanges of similar productive assets and replaces it with a general exception for exchanges of non-monetary assets that do not have commercial substance. A non-monetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. The Company does not expect that the adoption of FASB Statement No. 153 will have a material impact on its results of operations and financial position.

In December 2004, the FASB issued a revision of FASB Statement No. 123 "Accounting for Stock-Based Compensation." This Statement, No. 123R, supersedes APB Opinion No. 25 "Accounting for Stock Issued to Employees" and its related implementation guide. This Statement establishes standards for the accounting for transactions in which an entity exchanges instruments for goods and services. It also addresses transactions in which an entity incurs in liabilities in exchange of goods and services that are based on the fair value of the entity's equity instruments. This Statement focuses primarily on accounting for transactions in which an entity obtains employees services in share-based payment transactions. This Statement is effective as of the beginning of the first interim or annual reporting period of the first fiscal year that begins after December 15, 2005. As a result of the implementation of Statement 123R, the grant of options will be treated as compensation based on

the value of the option, which will increase the Company's selling, general and administrative expenses.

In May 2005, the FASB issued FASB Statement No. 154 "Accounting for Changes and Errors Corrections." This Statement replaces APB Opinion No. 20 "Accounting Changes" and FASB Statement No. 3 "Reporting Accounting Changes in Interim Financial Statements," and changes the requirements for the accounting for and reporting of a change in accounting principle. This Statement requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. When it is impracticable to determine the period specific effects of an accounting change on one or more individual prior periods presented, this Statement requires that the new accounting principle be applied to the balances of assets and liabilities as of the beginning of the earliest period for which retroactive application is practicable and that a corresponding adjustment be made to the opening balance of retained earnings (or other appropriate components of equity or net assets in statement of financial position) for that period rather than being reported in an income statement. When it is impracticable to determine the cumulative effect of applying a change in accounting principle to all prior periods, this Statement requires that the new accounting principle be applied as if it were adopted prospectively from the earliest date practicable. The Company does not expect that the adoption of FASB Statement No. 154 will have a material impact on its results of operations and financial position.

Results of Operations

The following tables set forth our statements of operations for the three-month and the six-month periods ended April 30, 2006 and 2005, in dollars (dollars in thousands) and as a percentage of revenue:

	For the Three Months Ended April 30,			
	2006		2005	
	Consolidated		Plaza-Only	
	Amount	%	Amount	%
Revenues	$3,805	100%	$5,067	100%
Cost of revenues	2,233	59%	2,457	48%
Gross profit	1,572	41%	2,610	52%
Selling, general and administrative	639	17%	471	9%
Depreciation and amortization	59	2%	16	0%
Income before income tax	874	23%	2,123	42%
Income tax	399	10%	--	0%
Net income	$ 475	12%	$2,123	42%

	For the Six Months Ended April 30,			
	2006		2005	
	Consolidated		Plaza-Only	

	Amount	%	Amount	%
Revenues	$7,209	100%	$9,760	100%
Cost of revenues	4,266	59%	5,115	52%
Gross profit	2,943	41%	4,645	48%
Selling, general and administrative	1,065	15%	919	9%
Depreciation and amortization	89	1%	36	0%
Income before income tax	1,789	25%	3,690	38%
Income tax	420	6%	--	0%
Net income	$1,369	19%	$3,690	38%

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Revenues. Revenues for the quarter ended April 30, 2006 were $3.8 million, a decrease of approximately $1.2 million, or 25%, compared to the revenues for the quarter ended April 30, 2005. This decline reflected a decrease in revenue of approximately $2.0 million in the quarter ended April 30, 2006 from the comparable quarter of the prior year from two companies of our largest customers in both quarters. This decline in revenue from the Company's largest customers reflected an overall decline in revenue for the quarter, which was partially offset by revenues of approximately $1.2 from a customer that did not generate any revenue in the April 30, 2005 quarter.

There was a decrease in revenue of $2.6 million, or 26%, in the six month period ended April 30, 2006 from the comparable six month period of the prior year. The decrease reflected a decline in revenue of $3.2 million from the two largest customers referred to in the preceding paragraph, which was offset by an increase of $1.7 from a customer that generated revenue of $7,000 in the six month period ended April 30, 2005 (the same customer that did not generate revenue in the April 30, 2005 quarter).

The decrease in revenue of $2.6 million in the six month period ended April 30, 2006 from the comparable period of the prior year also resulted from the loss of a customer. Said customer generated approximately $656,000 in revenue during the six month period ended April 30, 2005 and no revenues during the comparable period of 2006. This former customer alleged that our service rates were high; however, it presently has requested new proposals for our services. We expect that the proposals will be granted to us.

Cost of Revenues; Gross Margin. The Company's gross margin decreased from 52% to 41% during the quarter ended April 30, 2006 as compared to the quarter ended April 30, 2005, and from 48% to 41% during the six months ended April 30, 2006 as compared to the six months ended April 30, 2005. The reduction of gross margin was attributable to increased labor costs, which is the only component of our cost of revenues. Although we try to pass on the increased costs, we are not always able to do so in a timely manner, and there are often delays between the time we incur increased labor costs and the time we are able to increases our charges to customers.

Total Expenses. Total expenses were approximately $639,000 during the quarter ended April 30, 2006, an increase of approximately $168,000, or 36%, from the comparable quarter of the prior year. A similar increase resulted in the six month period ended April 30, 2006 from the comparable period of the prior year. The increase in total expenses for the quarter and the six month period was the result of approximately $121,000 of non-recurring transaction expenses associated with legal and related expenses associated with SEC filings, and approximately $127,000 of imputed interest expense recognized in connection with

the long-term obligations to Ms. Plaza which originated as a result of the acquisition of Plaza. The increase that resulted from the non-recurring transaction expenses and the imputed interest was partially offset by economy in certain expenses, such as travel, and repairs and maintenance.

Provision for Income Taxes. The increase in the provision for income tax results from a change in its tax status. The Company became a regular corporation taxpayer effective January 25, 2006. Prior to that, the Company was covered under the provisions of Subchapter N of Subtitle A of the Puerto Rico Internal Revenue Code (the "Puerto Rico Code"), which is similar to Subchapter S of the Internal Revenue Code in that its taxable income is taxed to the stockholders.

Net Income. As a result of the Company's decline in revenues, combined with a lower gross margin resulting from the increase in labor costs, the increase in selling, general and administrative expenses, and the change of its tax status, the Company's:

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- o net income for the April 30, 2006 quarter decreased to approximately $0.5 million, or $0.14 per share (basic) and $0.02 per share (diluted), a decline of approximately $1.6 million, or 78%, from $2.1 million net income, or $1.21 per share (basic and diluted), for the April 30, 2005 quarter, and

- o net income for the six-month period ended on April 30, 2006 decreased to approximately $1.4 million, or $0.53 per share (basic) and $0.11 per share (diluted), a decline of approximately $2.6 million, or 63%, from $3.7 million net income, or $2.11 per share (basic and diluted), for the six-month period ended April 30, 2005.

Liquidity and Capital Resources

Liquidity is a measure of our ability to meet potential cash requirements, including planned capital expenditures. At April 30, 2006, the Company had working capital of approximately $3.7 million, a decrease of $2.1 million from the working capital at October 31, 2005 of $5.8 million. Although we generated approximately $1.3 million from operations during the six months ended April 30, 2006, this increase was offset by the current obligation of approximately $2.8 million payable to Elizabeth Plaza in connection with the acquisition of Plaza. We also have long-term obligations to Ms. Plaza for the payments of $2.75 million due in each of January 2008 and 2009.

We raised gross proceeds of $11.75 million from the sale of series A preferred stock and warrants, and used $10 million to pay Elizabeth Plaza the cash portion of the purchase price of the Plaza stock and most of the balance to pay offering expenses and closing expenses.

For the six months ended April 30, 2006 and the year ended October 31, 2005, we made cash distributions of approximately $777,000 and $8.0 million, respectively, to or on behalf of Elizabeth Plaza.

The Company's primary cash needs consist of payment of compensation to its professional employees, overhead expenses and payment to the Puerto Rico Secretary of the Treasury for income taxes. The Company has a line of credit of $250,000 secured by the personal guarantee of the Company's chief executive officer who, at the time the credit line was established, was Plaza's sole stockholder. This line of credit bears interest at 2.00% over the prime rate and was unused at April 30, 2006.

Management believes that based on current levels of operations and

anticipated growth, cash flows from operations, high quality customer receivables will be sufficient to fund anticipated expenses and satisfy other possible long-term contractual commitments, including our obligations to pay Ms. Plaza $2.75 million in January 2007 pursuant to the agreement relating to the acquisition of Plaza, for the next twelve months.

While uncertainties relating to competition, the industries and geographical regions served by the Company and other regulatory matters exist within the consulting services industry, management is not aware of any trends or events likely to have a material adverse effect on liquidity or its financial statements.

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Forward Looking Statements

This Report on Form 10-QSB contains certain forward-looking statements that are based on current expectations. In light of the important factors that can materially affect results, including those set forth in this paragraph and below, the inclusion of forward-looking information herein should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved. The Company may be unable to expand its customer base and to replace customers upon the completion of contracts, and may encounter competitive, technological, financial and business challenges making it more difficult than expected to continue to develop and market its services; the market may not accept the Company's existing and future services; the Company may be unable to retain existing key management personnel; and there may be other material adverse changes in the Company's operations or business. Assumptions relating to budgeting, marketing, and other management decisions are subjective in many respects and thus susceptible to interpretations and periodic revisions based on actual experience and business developments, the impact of which may cause the Company to alter its marketing, or other budgets, which may in turn affect the Company's financial position and results of operations. The reader is therefore cautioned not to place undue reliance on forward-looking statements contained herein, which speak solely as of the date of this Form 10-QSB, and the forward looking statements are qualified in their entirety by reference to the material contained in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in the Company's Form 8-K which was filed on January 31, 2006 and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in this Form 10-QSB. The Company assumes no responsibility to update any forward-looking statements as a result of new information, future events, or otherwise.

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Item 3. Controls and Procedures

The Company's chief executive officer and chief financial officer evaluated the Company's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based upon the evaluation, the Company's chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures are effective.

During the quarterly period covered by this report, there were no changes in the Company's internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal

controls over financial reporting.

PART II. OTHER INFORMATION

Item 4 - Submission of Matters to a Vote of Security Holders

On April 25, 2006, by action of the holders of 1,750,000 shares of common stock held by Elizabeth Plaza and San Juan Holdings, Inc., constituting more than 76% of the outstanding shares of common stock on the record date, the stockholders approved, pursuant to an information statement, the following actions.

1. The election of the following individuals to serve for a term of one year and until their successors shall be elected and qualified:

   Elizabeth Plaza
   Kirk Michel
   Dov Perlysky
   Howard Spindel
   Irving Wiesen

2. The approval of the restated certificate of incorporation.

3. The approval of the 1005 Long-Term Incentive Plan

4. The approval of the selection of Kevane Soto Pasarell Grant Thornton, LLC as our independent certified public accountant for the year ending October 31, 2006.

Item 6. Exhibits

(a) Exhibits:

31.1 Certification of chief executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of chief financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of the chief executive officer and chief financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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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.

PHARMA-BIO SERV, INC.

/s/ Elizabeth Plaza

Elizabeth Plaza
Chief Executive Officer

/s/ Manuel O. Morera

Manuel O. Morera
Chief Financial Officer