LAWRENCE CONSULTING GROUP INC
Form 10QSB/A
December 19, 2005

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

FORM 10-QSB/A

(Amendment No. 2)

(Mark One)

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

For the quarterly period ended September 30, 2005

|_| 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

LAWRENCE CONSULTING GROUP, INC.

(Name of small business issuer as specified in its charter)

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

445 Cedarhurst Avenue, Suite 305
Cedarhurst, New York 11516

(Address of principal executive offices)

516/633-0924
(Issuer's telephone number)

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

[X] yes [ ] no

The number of shares outstanding of the registrant's class of Common Stock as of November 1, 2005 was 275,900. The Company held no shares in treasury.

LAWRENCE CONSULTING GROUP, INC.

FORM 10-QSB/A

(Amendment No. 2)

FOR THE QUARTER ENDED SEPTEMBER 30, 2005

Explanatory Note

This quarterly report on Form 10-QSB/A of Lawrence Consulting Group, Inc. (the "Company") for the quarterly period ended September 30, 2005, contains an amendment to Exhibit 31.1 to the original quarterly report on Form 10-QSB filed on November 9, 2005 (the "Original Form 10-QSB") to reflect a restatement of the certification contained therein. This Form 10-QSB/A is effective for all purposes as of the date of the filing of the original Form 10-QSB.

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Lawrence Consulting Group, Inc.
Balance Sheets

	September 30, 2005 (unaudited)	June 30, 2005
ASSETS		
CURRENT ASSETS		
CASH	$ 25,585	$ 46,423
ACCOUNTS RECEIVABLE	5,400	2,800
TOTAL CURRENT ASSETS	$ 30,985	$ 49,223
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
ACCRUED LIABILITIES	$ 2,370	$ 4,450
STOCKHOLDERS' EQUITY		
PREFERRED STOCK $0.0001 PAR VALUE, AUTHORIZED 2,000,000 SHARES, ISSUED-NONE	-	-
COMMON STOCK $0.0001 PAR VALUE, AUTHORIZED 10,000,000 SHARES, ISSUED & OUTSTANDING 275,900 SHARES AS OF SEPTEMBER 30, 2005, AND JUNE 30, 2005	28	28
ADDITIONAL PAID IN CAPITAL	76,872	76,872
ACCUMULATED DEFICIT	(48,285)	(32,127)
TOTAL STOCKHOLDERS' EQUITY	28,615	44,773
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$30,985	$ 49,223

THE ACCOMPANYING NOTES ARE AN INTEGRAL
PART OF THESE FINANCIAL STATEMENTS

Lawrence Consulting Group, Inc.
Statements of Operations
(unaudited)

	THREE MONTHS ENDED	
	September 30, 2005	September 30, 2004
REVENUES:		
CONSULTING INCOME	$ 9,000	$ 1,000
INTEREST INCOME	--	115
TOTAL REVENUES	$ 9,000	1,115
GENERAL & ADMINISTRATIVE EXPENSES:	$ 25,158	1,655
NET LOSS	$(16,158)	$ (540)
LOSS PER COMMON SHARE BASIC AND DILUTED	$ (0.06)	$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING-BASIC AND DILUTED	275,900	241,598

THE ACCOMPANYING NOTES ARE AN INTEGRAL
PART OF THESE FINANCIAL STATEMENTS

Lawrence Consulting Group, Inc.
Statements of Cash Flow
(UNAUDITED)

	THREE MONTHS ENDED	
	September 30, 2005	September 30, 2004
CASH FLOWS FROM OPERATING ACTIVITIES		
NET LOSS	$ (16,158)	$ (540)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in asset and liability balances:		
Accounts receivable	(2,600)	(1,000)
Accrued Liabilities	(2,080)	(9,518)
NET CASH USED IN OPERATING ACTIVITIES	$ (20,838)	$(11,058)
NET CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common stock	--	50,900
Proceeds from Common Stock subscription receivable	--	25,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	--	75,900
NET INCREASE (DECREASE) IN CASH	$ (20,838)	$ 64,842
CASH - beginning of period	46,423	942
CASH - end of period	$ 25,585	$ 65,784

THE ACCOMPANYING NOTES ARE AN INTEGRAL
PART OF THESE FINANCIAL STATEMENTS

Lawrence Consulting Group, Inc.

Notes to Financial Statements

SEPTEMBER 30, 2005

(Unaudited)

General

The accompanying unaudited consolidated financial statements and footnotes have been condensed and therefore do not contain all disclosures required by accounting principles generally accepted in the United States of America. In the opinion of management, the information furnished reflects all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial position, results of operations and cash flows for the interim periods. Interim periods are not necessarily indicative of results for a full year.

These financial statements should be read in conjunction with the audited financial statements of the Company for the year ended June 30, 2005 and the notes thereto contained in the Company's Annual Report on Form 10-KSB, as filed with the Securities and Exchange Commission on September 28, 2005.

NOTE A - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Operations

Lawrence Consulting Group, Inc. (the "Company") was organized under the laws of the State of Delaware on January 14, 2004. The Company offers consulting and business advisory services. As of September 30, 2005, the Company had entered into consulting agreements with three clients. The Company's clients are currently located in New York and Florida.

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. Significant estimates made by management include the valuation of the deferred tax asset allowance.

Fair Value of Financial Instruments

The amounts at which current assets and current liabilities are presented approximate their fair value due to their short-term nature.

Accounts Receivable

Accounts receivable are recorded at their estimated realizable value. An allowance for doubtful accounts is estimated by management through evaluation of significant past due accounts. 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.

Revenue Recognition

The Company's consulting agreements may require monthly fees and/or hourly fees. These fees are recognized as revenue as services are rendered.

Income Taxes

The Company follows the provisions of Statement of Financial Accounting Standards Board No. 109, "Accounting for Income Taxes," which requires the use of the liability method of accounting for income taxes. The liability 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.

Loss Per Common Share

The Company has adopted Statement of Financial Accounting Standards No. 128, Earnings Per Share, which modified the calculation of earnings per share ("EPS"). This statement replaced the previous presentation of primary and fully diluted EPS to basic and diluted EPS. Basic EPS is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS includes the dilution of common stock equivalents, and is computed similarly to fully diluted EPS pursuant to Accounting Principles Board (APB) Opinion 15.

Basic loss per common share is calculated by dividing net loss by the weighted average number of shares of common stock outstanding. Stock warrants have not been included in the calculation of diluted loss per share, as the effect would have been antidilutive and the warrants were not exercisable during the period covered by these financial statements as the Company's common stock was not trading at $1.00 per share. Accordingly, basic and dilutive loss per share are the same for the Company.

Loss Per Share

	For the three months ended	
	September 30, 2005	September 30, 2004
Basic	$ (0.06)	$ (0.00)
Diluted	(0.06)	(0.00)

NOTE B - INCOME TAXES

Deferred tax assets and liabilities are determined using enacted tax rates for the effects of net operating losses and temporary differences between the book and tax bases of assets and liabilities. The Company records a valuation allowance on deferred tax assets to reflect the expected future tax benefits to be realized. In determining the appropriate valuation allowance, certain judgments are made relating to recoverability of deferred tax assets, uses of tax loss carry forwards, level of expected taxable income and available tax planning strategies. These judgments are routinely reviewed by management. At September 30, 2005 and September 30, 2004, the Company had a net operating loss of $48,285 and $11,315, respectively, available to reduce future taxable income expiring through 2024. Management is unable to determine if the utilization of the future tax benefit is more likely than not and accordingly, the tax asset of $20,280 and $4,752 has been fully reserved as of September 30, 2005 and September 30, 2004, respectively. A reconciliation of the statutory income tax effective rate to the actual provision shown in the financial statements is as follows:

	For the three months ended			
	September 30, 2005		September 30, 2004	
Loss before income taxes	($48,285)		($11,315)	
Computed tax benefit at statutory rate:				
Federal	($16,417)	(34%)	($3,847)	(34%)
State	(3,863)	(8%)	(907)	(8%)
Net Operating Loss Valuation reserve	20,280	42%	4,752	(42%)
Total tax benefit	$ --	-%	$ --	$ --%

NOTE C - CAPITAL TRANSACTIONS

On January 15, 2004, the Company issued to its founders 1,000,000 shares of common stock in exchange for $1,000 (the "Equity Purchase Price") ($0.001 per share). The Company was subsequently recapitalized so that as of January 16, 2004, the Company had 200,000 shares of Common Stock and 800,000 warrants issued and outstanding. Management allocated $800 of the Equity Purchase Price to the warrants ($0.001 per warrant) and the balance to the common stock ($0.001 per share). The warrants are exercisable at $0.12 per share and expire on January 16, 2014. The warrants are not exercisable until the earlier of (i) September 1, 2007 or (ii) the date on which the closing price of the shares of the Company's common stock has equaled or exceeded $1.00 per share on the NASDAQ Bulletin Board, NASDAQ National Market System or on the American or New York Stock Exchange for at least ten (10) consecutive trading days.

On March 1, 2004, 25,000 shares were sold for $1.00 per share. The Company received no cash in connection with the sale of these shares during the period from January 14, 2004 (inception) through June 30, 2004 and was issued a note receivable for $25,000, which was collected on August 20, 2004.

On August 31, 2004, the Company completed a private placement of 50,900 shares of common stock at $1.00 per share.

On September 24, 2004, the Company filed a registration statement with the Securities and Exchange Commission (the "SEC") on Form 10SB. On November 23, 2004, the Company went effective as a registrant.

NOTE D - RELATED PARTY TRANSACTIONS

During 2004, the Company utilized the office space provided by its president at no cost to the Company. The amount of office space utilized by the Company is considered insignificant.

In March 2004, the Company entered into an agreement with Krovim, LLC ("Krovim"), a principal shareholder of the Company, whereby Krovim agreed to lend the Company up to a maximum of $25,000 at prime plus 2% per annum. No drawdowns have been made to date and there are no formal repayment terms.

The President of Rivkalex Corp., a client of the Company's, owns 18.8% of the Company's common stock.

NOTE E - LONG TERM EMPLOYMENT AGREEMENT

On August 20, 2004, the Company entered into a three year employment agreement with its president, which shall be extended from year to year after the initial term. The president, who is also the Company's Chairman and Chief Executive Officer, shall not be entitled to any cash compensation from the Company for his services until the Company's annualized revenues exceed $500,000 on a quarterly basis. At such time, the president shall be entitled to receive a salary of $50,000 per annum.

NOTE F - 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 uncollectable receivables.

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NOTE G - SUBSEQUENT EVENTS

On October 31, 2005, the Company entered into a plan and agreement of merger (the "Plaza Agreement"), among the Company, Plaza Acquisition Corp., a wholly-owned subsidiary of the Company (which became a wholly-owned subsidiary of the Company in October, 2005), Plaza Consulting Group, Inc. ("Plaza") and Elizabeth Plaza, the sole stockholder of Plaza. Pursuant to the agreement, Plaza Acquisition Corp. will be merged into Plaza, with the result that Plaza will become a wholly-owned subsidiary of the Company, and Ms. Plaza, as the present sole stockholder of Plaza, will receive:

- $10,000,000 cash at the closing;

- Three payments, each in the amount of $2,750,000, payable on the first, second and third anniversaries of the closing date; and

- 1,150,000 shares of the Company's common stock at the closing.

As a condition to closing, Plaza is to have a net tangible book value of not less than $5,500,000, of which at least $2,000,000 is in cash.

The Company does not presently have the cash to make the cash payment due on closing. The Company is seeking to raise the cash necessary to provide it with the funds to make the $10,000,000 payment due to Ms. Plaza through the sale of a new series of preferred stock.

At the closing, all of the present officers and directors will resign from their respective positions, except that Mr. Dov Perlysky, who is president and a director, will resign as an officer, but will continue as a director. Also at the closing, the Company will elect four other board members, one of whom will be Ms. Plaza and the other three will be independent directors. In addition, Ms. Plaza will enter into a three-year contract pursuant to which she will continue to serve as the Company's chief executive officer for 18 months and as a consultant to the Company for 18 months thereafter.

The Plaza agreement also includes as closing conditions the termination of all outstanding options issued by Plaza, and the grant by the Company of incentive stock options to purchase an aggregate of 1,400,000 shares of common stock.

The Plaza Agreement also provides that, at the closing, the Company will issue 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. The Company will provide certain demand and piggyback registration rights to Ms. Plaza and San Juan Holdings covering the shares of common stock to be issued to them at the closing and the shares issuable upon exercise of the warrants issuable to San Juan Holdings.

The Company's board of directors also approved a two-for-one stock distribution which will become effective at or about the time of the closing under the Plaza agreement. All references to numbers of shares and per share prices under this Note G give effect to such stock distribution.

Item 2. Management's Discussion and Analysis or Plan of Operation

Plan of Operation

The Company was incorporated on January 14, 2004. In January 2004 the Company sold 200,000 shares of its Common Stock and warrants to purchase an additional 800,000 shares of Common Stock at an exercise price of $0.12 per share to its founders for total consideration of $1,000. In March 2004 the Company sold 25,000 shares of Common Stock to one shareholder in exchange for a $25,000 note (the "Note") (The Note was subsequentially paid on August 20, 2004.) In August 2004, the Company sold 50,900 shares of Common Stock for $50,900 pursuant to a private placement which was reviewed by the State of Nevada. In August 2004 the Company entered into its first two consulting agreements. The Company became a reporting company under the Securities Exchange Act of 1934, as amended on November 23, 2004.

As of September 30, 2005, the Company had generated only $22,315 of revenues, had cash on hand of $25,585 and had net working capital of $28,615. The Company will need to raise additional funds during the next twelve months to fund its operations and its merger with Plaza Consulting Group, Inc. and Ms. Plaza (the "Plaza Acquisition"). Such funds may be raised through an offering of Common Stock, preferred stock or debt of the Company, or a combination of any of the foregoing. The Company has no commitment for any such funding and no assurances can be given that any such funding can be consummated on terms acceptable to the Company. The Company use of proceeds for such financing will be principally for the payment to Ms. Plaza pursuant to the Plaza Agreement and the hiring of additional employees and for working capital. Except for assets acquired in connection with the Plaza Acquisition, the Company does not anticipate any material purchases of plant or equipment or any material research and development expenditures during the next twelve months.

The failure of the Company to obtain additional financing during the next twelve months would have a material adverse effect on the Company and its business and prospects and would not allow it to consumate the merger.

Revenue Recognition

The Company's consulting agreements may require monthly fees and/or hourly fees. These fees are recognized as revenue as services are rendered.

Income Taxes

The Company follows the provisions of Statement of Financial Accounting Standards Board No. 109, "Accounting for Income Taxes," which requires the use of the liability method of accounting for income taxes. The liability 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.

Subsequent Events

On November 3, 2005, the Company filed a Report on Form 8-K with the SEC pursuant to which the Company reported that on October 31, 2005, the Company entered into a plan and agreement of merger (the "Plaza Agreement"), among the Company, Plaza Acquisition Corp., a wholly-owned subsidiary of the Company (which became a wholly-owned subsidiary of the Company in October, 2005), Plaza Consulting Group, Inc. ("Plaza") and Elizabeth Plaza, the sole stockholder of Plaza. Pursuant to the agreement, Plaza Acquisition Corp. will be merged into Plaza, with the result that Plaza will become a wholly-owned subsidiary of the Company, and Ms. Plaza, as the present sole stockholder of Plaza, will receive:

- $10,000,000 cash at the closing;

- Three payments, each in the amount of $2,750,000, payable on the first, second and third anniversaries of the closing date; and

- 1,150,000 shares of the Company's common stock at the closing.

As a condition to closing, Plaza is to have a net tangible book value of not less than $5,500,000, of which at least $2,000,000 is in cash.

The Company does not presently have the cash to make the cash payment due on closing. The Company is seeking to raise the cash necessary to provide it with the funds to make the $10,000,000 payment due to Ms. Plaza through the sale of a new series of preferred stock.

At the closing, all of the present officers and directors will resign from their respective positions, except that Mr. Dov Perlysky, who is president and a director, will resign as an officer, but will continue as a director. Also at the closing, the Company will elect four other board members, one of whom will be Ms. Plaza and the other three will be independent directors. In addition, Ms. Plaza will enter into a three-year contract pursuant to which she will continue to serve as the Company's chief executive officer for 18 months and as a consultant to the Company for 18 months thereafter.

The Plaza agreement also includes as closing conditions the termination of all outstanding options issued by Plaza, and the grant by the Company of incentive stock options to purchase an aggregate of 1,400,000 shares of common stock.

The Plaza Agreement also provides that, at the closing, the Company will issue 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. The Company will provide certain demand and piggyback registration rights to Ms. Plaza and San Juan Holdings covering the shares of common stock to be issued to them at the closing and the shares issuable upon exercise of the warrants issuable to San Juan Holdings.

The Company's board of directors also approved a two-for-one stock distribution which will become effective at or about the time of the closing under the Plaza agreement. All references to numbers of shares and per share prices under "Subsequent Events" give effect to such stock distribution.

Risk Factors and Forward Looking Statements

The following factors should be considered carefully in evaluating the Company and its business:

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 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. The Company assumes no responsibility to update any forward-looking statements as a result of new information, future events, or otherwise.

For other risk factors relating to the Company see the Company's Registration Statement on Form 10SB as amended filed with the Securities and Exchange Commission.

Item 3. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer (collectively, the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures for the Company. Such officers have concluded (based on their evaluation of these controls and procedures as of a date within 90 days of the filing of this report) that the Company's disclosure controls and procedures are effective, for a company of this size, to ensure that information required to be disclosed by the Company in this report is accumulated and communicated to the Company's management, including its principal executive officers as appropriate, to allow timely decisions regarding required disclosure. The Certifying Officers also have indicated that there were no significant changes in the Company's internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation, and there were no corrective actions with regard to significant deficiencies and material weaknesses.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults upon Senior Securities

Not applicable

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

None

Item 5. Other Information

None

Item 6. Exhibits

(a) Exhibits:

31.1 Certification of Chief Executive and Chief Financial Officer pursuant to Section 302 Sarbanes-Oxley Act of 2002

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes- Oxley Act of 2002

EXHIBIT 31.1

CERTIFICATION

I, Dov Perlysky, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Lawrence Consulting Group, Inc. ("Lawrence Consulting Group");

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

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

4. Lawrence Consulting Group's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d) - 15(f)) for Lawrence Consulting Group 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 Lawrence Consulting Group, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control 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 Lawrence Consutling Group'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 Lawrence Consulting Group's internal control over financial reporting that occured during its most recent fiscal quarter (Lawrence Consulting Group's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, Lawrence Consulting Group's internal control over financial reporting.

5. Lawrence Consulting Group's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reportings to Lawrence Consulting Group's auditors and the audit committee of Lawrence Consulting Group'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 Lawrence Consulting Group'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 Lawrence Consulting Group's internal controls over financial reporting.

SIGNATURES

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

LAWRENCE CONSULTING GROUP, INC.

/s/ Dov Perlysky

Dov Perlysky
Chief Executive Officer and Chief Financial Officer

Dated: December 19, 2005

EXHIBIT 32.1

LAWRENCE CONSULTING GROUP, INC.

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

In connection with the Quarterly Report of Lawrence Consulting Group, Inc. (the "Company") on Form 10-QSB for the period ending December 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Dov Perlysky, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

/s/ Dov Perlysky
Dov Perlysky
Chief Executive Officer and Chief Financial Officer

December 19, 2005

SIGNATURES

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

LAWRENCE CONSULTING GROUP, INC.

/s/ Dov Perlysky

Dov Perlysky
Chief Executive Officer and Chief Financial Officer

Dated: December 19, 2005