

SECURITIES AND EXCHANGE COMMISSION

FORM 10QSB/A

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d) [amend]

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FILER

INTRAC INC

CIK: **50710** | IRS No.: **880471759** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **10QSB/A** | Act: **34** | File No.: **000-31114** | Film No.: **04970015**
SIC: **3827** Optical instruments & lenses

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BROOKLYN NY 11201

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-QSB/A

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

For the Quarterly Period Ended March 31, 2004

OR

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

For the transition period from _____ to _____

Commission File No. 0-31114

INTRAC, INC.

(Exact name of Small Business Issuer as specified in its charter)

Nevada
(State or other jurisdiction of
Incorporation or organization)

88-0741759
(IRS Employer
Identification No.)

180 Varick Street, 13th Fl., New York, NY 10014
(Address of principal executive offices)

Issuer's telephone number, including area code: (310) 396-1691

Indicate by check mark whether the Issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

The aggregate number of Issuer's shares of Common Stock, \$.001 par value, outstanding on May 6, 2004 was 99,989.

Transitional Small Business Disclosure Format (Check One): Yes No

This filing is being made to correct certifications pursuant to Secs. 302 and 906 of the Sarbanes-Oxley Act of 2002. Only Exhibits 31.1, 31.2 and 32.1 are being replaced.

EXHIBIT 31.1 SECTION 302 CEO CERTIFICATION

**CERTIFICATION OF ROYCE DIENER, PRESIDENT AND CHIEF
EXECUTIVE OFFICE OF INTRAC, INC, PURSUANT TO RULE 13a-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

I, Royce Diener, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Intrac, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal 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 the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 13, 2004

/s/ Royce Diener _____

Royce Diener

President and Chief Executive Officer

EXHIBIT 31.2 SECTION 302 CFO CERTIFICATION

**CERTIFICATION OF GEOFFREY ALISON, CHIEF EXECUTIVE OFFICE OF
INTRAC, INC, PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES
EXCHANGE ACT OF 1934**

I, Geoffrey Alison, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Intrac, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal 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 the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 13, 2004

/s/ Geoffrey Alison _____

Geoffrey Alison

Chief Financial Officer

EXHIBIT 32.1 SECTION 302 CEO CERTIFICATION

**CERTIFICATIONS OF ROYCE DIENER, PRESIDENT AND CHIEF EXECUTIVE OFFICER
AND GEOFFREY ALISON, CHIEF FINANCIAL OFFICER, PURSUANT TO 18 U.S.C. SECTION
1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officers of Intrac, Inc. (“Intrac”) hereby certify that (a) Intrac’s Quarterly Report on Form 10-QSB for the quarter ended March 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), fully complies with the requirements of Section 13(a) of the Securities and Exchange Act of 1934 and (b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Intrac.

May 13, 2004

By: /s/ ROYCE DIENER
Royce Diener
President and Chief Executive Officer
(Principal Executive Officer)

May 13, 2004

By: /s/ GEOFFREY ALISON
Geoffrey Alison
Chief Financial Officer
(Principal Financial Officer)