

SECURITIES AND EXCHANGE COMMISSION

FORM 10KSB/A

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]
[amend]

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MADONNA CORP

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Business Address
3215 MATHERS AVENUE
WEST VANCOUVER A1 00000
6049138355

United States
Securities and Exchange Commission
Washington, DC 20549

FORM 10Q SB

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE
EXCHANGE ACT

Commission file Number 0 - 32445

THE MADONNA CORPORATION

Exact name of small business issuer as specified in its charter

<u>Colorado</u>	<u>98 - 0219214</u>
(State or other jurisdiction of incorporation or organization)	I.R.S. Employer Identification Number

3215 MATHERS AVENUE, WEST VANCOUVER, BC V8K 2R2 CANADA
(Address of principal executive office)

(604) 913-8355
Issuer's telephone number

NA
(Former name, former address and former fiscal year, if changed since last report)

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PAST FIVE YEARS**

Check whether the registrant filed all documents and reports required
To be filed by Section 12, 13 or 15 (d) of the Exchange Act after the distribution of
Securities under a plan confirmed by a court. Yes ___ No ___

APPLICABLE ONLY TO CORPORATE ISSUERS
State the number of shares outstanding of each of the Issuer's
common equity as of the last practicable date: 560,000 shares

Transitional Small Business Disclosure Format (check one) Yes ___ No X

PART I : FINANCIAL INFORMATION

Item 1. Financial Statements.

**THE MADONNA CORPORATION
(A DEVELOPMENT STAGE ENTERPRISE)**

**BALANCE SHEETS
AS AT MARCH 31, 2003 AND AUDITED AS AT JUNE 30, 2002**

**(PREPARED BY MANAGEMENT) AUDITED AS AT
MARCH 31, 2003 JUNE 30, 2002**

ASSETS

CURRENT ASSETS:	\$ <u>0</u>	\$ <u>0</u>
TOTAL ASSETS	<u>0</u>	<u>0</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
DUE TO RELATED PARTY	<u>1,202</u>	<u>615</u>
STOCKHOLDERS' EQUITY:		
COMMON STOCK, \$0.001 PAR VALUE; 100,000,000		
SHARES AUTHORIZED AND 565,000 AND 560,000		
SHARES ISSUED AND OUTSTANDING	565	560
PREFERRED STOCK, \$0.001 PAR		
VALUE - 10,000,000 AUTHORIZED		
NONE ISSUED AND OUTSTANDING		
ADDITIONAL PAID-IN CAPITAL	1,235	1,140
(DEFICIT) ACCUMULATED DURING		
THE DEVELOPMENT STAGE	<u>(2,902)</u>	<u>2,315</u>

TOTAL STOCKHOLDERS' EQUITY (DEFICIT) (2,902) (615)

TOTAL LIABILITIES AND

STOCKHOLDERS' EQUITY

\$ 0

SEE ACCOMPANYING NOTES

THE MADONNA CORPORATION

(A DEVELOPMENT STAGE ENTERPRISE)

STATEMENTS OF OPERATIONS

FOR THE THREE MONTH AND NINE MONTH PERIODS

ENDED MARCH 31, 2003 AND 2002

AND FOR THE CUMULATIVE PERIOD JANUARY 19, 2000

(INCEPTION) THROUGH MARCH 31, 2003

(PREPARED BY MANAGEMENT)

AUDITED

THREE MONTHS

NINE MONTHS

AS AT

2003

2002

2003

2002

JUNE 30, 2002

REVENUES:

\$ 0

\$ 0 \$ 0

\$ 0

OPERATING EXPENSES

AND FILING FEES	190	23	587	68	2902
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TOTAL OPERATING EXPENSES

23					
			<u>587</u>	<u>68</u>	<u>2,902</u>

NET (LOSS) FOR THE PERIOD

<u>2,902</u>		<u>\$ (23)</u>	<u>\$ (587)</u>	<u>\$ (68)</u>	
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NET (LOSS) PER SHARE	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
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WEIGHTED AVERAGE NUMBER OF

COMMON SHARES OUTSTANDING	<u>562,000</u>	<u>560,000</u>	<u>562,000</u>	<u>560,000</u>	<u>560,000</u>
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SEE ACCOMPANYING NOTES

THE MADONNA CORPORATION

(A DEVELOPMENT STAGE ENTERPRISE)

STATEMENTS OF CASH FLOWS

**FOR THE NINE MONTH PERIODS ENDED MARCH 31, 2003 AND 2002
AND FOR THE CUMULATIVE PERIOD JANUARY 19, 2000 (INCEPTION)
THROUGH MARCH 31, 2003**

(PREPARED BY MANAGEMENT)

AUDITED

AS AT

2003 2002 JUNE 30, 2002

CASH FLOWS PROVIDED BY (USED FOR)

CASH FLOWS FROM (BY) OPERATING ACTIVITIES:

NET INCOME (LOSS) FOR THE PERIOD	\$ (587)	\$ (68)	\$ (2,902)
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NON CASH WORKING CAPITAL ITEMS

NET INCREASE IN ACCOUNTS PAYABLE	<u>587</u>	<u>68</u>	<u>587</u>
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TOTAL CASH FLOWS FROM (BY) OPERATING ACTIVITIES	0	0	(2,315)
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CASH FLOWS FROM INVESTING ACTIVITIES:

CASH FLOWS FROM (TO) FINANCING ACTIVITIES:

	<u>0</u>	<u>0</u>	<u>1,800</u>
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INCREASE (DECREASE) IN CASH FOR THE PERIOD	(587)	(68)	
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CASH, BEGINNING OF PERIOD	<u>0</u>	<u>103</u>	<u>(0)</u>
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CASH, END OF PERIOD

\$ 35 \$ 0

SEE ACCOMPANYING NOTES

NOTES TO UNAUDITED FINANCIAL STATEMENTS
(Un-audited)

NOTE 1 - BASIS OF PRESENTATION

The accompanying financial statements have been prepared in accordance with US Securities and Exchange Commission ("SEC") requirements for interim financial statements. Therefore, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The financial statements should be read in conjunction with the year ended June 30, 2002 financial statements of The Madonna Corporation ("Registrant") as contained in the Form 10K SB filed with the commission.

The results of operations for the interim period shown in this report are not necessarily indicative of the results to be expected for the full year. In the opinion of management, the information contained herein reflects all adjustments necessary to make the results of operations for the interim periods a fair statement of such operation. All such adjustments are of a normal recurring nature.

NOTE II - DUE TO RELATED PARTY

The SUM of \$ 1,202 has been advanced by a related party. No interest is payable on this amount nor are there any terms of repayment.

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

The Company's business plan is to seek, investigate, and, if warranted, acquire one or more properties or businesses, and to pursue other related activities intended to enhance shareholder value. The acquisition of a business opportunity may be made by purchase, merger, exchange of stock, or otherwise, and may encompass assets or a business entity, such as a corporation, joint venture, or partnership. The Company has very limited capital, and it is unlikely that the Company will be able to take advantage of more than one such business opportunity.

The Company intends to seek opportunities demonstrating the potential of long-term growth as opposed to short-term earnings. At the present time the Company has not identified any business opportunity that it plans to pursue, nor has the Company reached any agreement or definitive understanding with any person concerning an acquisition.

Liquidity and Capital Resources

The Madonna Corporation remains in the development stage and, since inception, has experienced some small expenses for the preparation of financial statements and periodic reports as required by the Securities Exchange Act of 1934. Consequently, our balance sheet for the period ending December 31, 2002 reflects current assets of \$ 0 in the form of cash, and total assets of \$ 0.

The Madonna Corporation will carry out its plan of business as discussed above. We cannot predict to what extent liquidity and capital resources will be diminished prior to the consummation of a business combination.

We believe that our existing capital will not be sufficient to meet our cash needs, including the costs of compliance with the continuing reporting requirements of the Securities Exchange Act. A related party has advanced the sum of \$2,002 to pay for the preparation and filing of required reports. There is no assurance, however, that funds will be available to complete a business combination, and once a business combination is completed, the Company's needs for additional financing are likely to increase substantially.

No commitments to provide additional funds have been made by management or other stockholders. Accordingly, there can be no assurance that any additional funds will be available.

Irrespective of whether the cash assets prove to be inadequate to meet operational needs, the Company might seek to compensate providers of services by issuances of stock in lieu of cash.

PART II

OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 2. Changes in Securities

None

Item 3. Defaults Upon Senior Securities

Not Applicable

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

None

Item 6. Exhibits and Reports on Form 8K

- | | |
|--------------|--|
| Exhibit 99.1 | Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 and 906 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 99.2 | Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 and 906 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 99.3 | Controls And Procedures |
| Exhibit 99.4 | Certifications Of CEO And CFO Pursuant To Section 906 Of The Sarbanes-Oxley Act |

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

THE MADONNA CORPORATION

Dated May 12, 2004

May 12/2003 /S/ Inge L. E. Kerster
Inge L. E. Kerster, President and Director

/S/ Lance R. Larsen
Lance R. Larsen, Treasurer and Director

Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 and 906 of the Sarbanes-Oxley Act of 2002.

In connection with the Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 on Form 10-QSB of The Madonna Corporation (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Inge Kerster, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Sec.1350, as adopted pursuant to Section 302 and 906 of the Sarbanes-Oxley Act of 2002, that:

1. I have reviewed this quarterly report on Form 10QSB of The Madonna Corporation;
2. Based on my knowledge, this yearly 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 yearly report;
3. Based on my knowledge, the financial statements, and other financial information included in this yearly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this yearly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this yearly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date with 90 days prior to the filing date of this yearly report (the "Evaluation Date"); and
 - c) presented in this yearly report my conclusions about effectiveness of the disclosure controls and procedures based on my evaluation as of the Evaluation Date;
5. I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors and material weakness in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. I have indicated in this yearly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of my most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: May 12, 2004

/s/ Inge Kerster,
Inge Kerster Chief Executive Officer

Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 and 906 of the Sarbanes-Oxley Act of 2002.

In connection with the Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 on Form 10QSB of The Madonna Corporation (the "Company") for the period ended June 30, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Inge Kerster, (Principal financial and accounting officer), certify, pursuant to 18 U.S.C.

Sec.1350, as adopted pursuant to Section 302 and 906 of the Sarbanes-Oxley Act of 2002, that:

1. I have reviewed this quarterly report on Form 10-QSB of The Madonna Corporation
2. Based on my knowledge, this yearly 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 yearly report;
3. Based on my knowledge, the financial statements, and other financial information included in this yearly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this yearly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this yearly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date with 90 days prior to the filing date of this yearly report (the "Evaluation Date"); and
 - c) presented in this yearly report my conclusions about effectiveness of the disclosure controls and procedures based on my evaluation as of the Evaluation Date;
5. I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors and material weakness in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. I have indicated in this yearly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of my most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: May 12, 2004

/s/ Lance R. Larsen

Lance R. Larsen (Principal financial and accounting officer)

CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and Chief Financial Officer conducted an evaluation of the Company's disclosure controls and procedures as of a date within 90 days of the filing of this report on Form 10-QSB. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have determined that such controls and procedures are designed to ensure that material information relating to the Company, is made known to them, particularly during the period in which this Form 10-QSB was being prepared. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.

CERTIFICATIONS OF CEO AND CFO PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT

CERTIFICATIONS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of the Madonna Corporation, a Colorado corporation (the "Company"), on Form 10-QSB for the quarter ended December 31, 2002, as filed with the Securities and Exchange Commission (the "Report"), Inge Kerster, Chief Executive Officer of the Company and Lance R. Larsen, Chief Financial Officer of the Company, respectively, do each hereby certify, pursuant to 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), that to his 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/ Inge Kerster
Inge Kerster Chief Executive Officer

May 12, 2004

/s/ Lance R. Larsen
Lance R. Larsen, Chief Financial Officer

May 12, 2004

[A signed original of this written statement required by Section 906 has been provided to The Madonna Corporation and will be retained by The Madonna Corporation and furnished to the Securities and Exchange Commission or its staff upon request.]