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

FORM 10-QSB

(Mark One)

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

For the quarterly period ended June 30, 2006

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

For the transition period from _____ to _____

Commission file number 0-22405

INFORMATION ANALYSIS INCORPORATED

(Exact name of small business issuer as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1167364
(IRS Employer
Identification No.)

11240 Waples Mill Road, Suite 201, Fairfax, VA 22030
(Address of principal executive offices)

(703) 383-3000
(Issuer's telephone number)

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

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. Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Common Stock, par value \$0.01, 11,137,371 shares as of July 31, 2006

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

INFORMATION ANALYSIS INCORPORATED
FORM 10-QSB

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INFORMATION ANALYSIS INCORPORATED
BALANCE SHEETS

	<u>June 30, 2006</u>	<u>December 31, 2005</u>
	<u>Unaudited</u>	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 667,997	\$ 451,777
Accounts receivable, net	2,232,937	1,994,010
Prepaid expenses	324,084	183,282
Notes receivable	105,050	85,000
Other assets	11,782	—
Other receivables	4,397	15,326
Total current assets	<u>3,346,247</u>	<u>2,729,395</u>
Fixed assets, net	57,583	56,825
Other assets	2,500	8,782
Total assets	<u>\$ 3,406,330</u>	<u>\$ 2,795,002</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,137,065	\$ 1,174,677
Deferred revenue	440,316	213,876
Accrued payroll and related liabilities	327,471	321,209
Other accrued liabilities	129,871	125,048
Income taxes payable	—	4,500
Total current liabilities	<u>2,034,723</u>	<u>1,839,310</u>
Stockholders' equity:		
Common stock, par value \$0.01, 30,000,000 shares authorized; 12,779,987 shares issued, 11,137,371 outstanding at June 30, 2006, and 12,127,626 shares issued, 10,623,015 outstanding at December 31, 2005	127,799	121,276
Additional paid in capital	14,458,048	14,212,165
Accumulated deficit	(12,272,029)	(12,511,436)
Accumulated other comprehensive loss	(12,000)	(12,000)
Treasury stock, 1,642,616 shares at June 30, 2006, and 1,504,611 shares at December 31, 2005, at cost	(930,211)	(854,313)
Total stockholders' equity	<u>1,371,607</u>	<u>955,692</u>
Total liabilities and stockholders' equity	<u>\$ 3,406,330</u>	<u>\$ 2,795,002</u>

The accompanying notes are an integral part of the financial statements

INFORMATION ANALYSIS INCORPORATED
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

	For the three months ended	
	June 30,	
	2006	2005
	Unaudited	Unaudited
Sales		
Professional fees	\$ 2,298,862	\$ 2,371,384
Software sales	269,948	634,397
Total sales	<u>2,568,810</u>	<u>3,005,781</u>
Cost of sales		
Cost of professional fees	1,703,225	1,837,147
Cost of software sales	225,050	563,858
Total cost of sales	<u>1,928,275</u>	<u>2,401,005</u>
Gross profit	640,535	604,776
Selling, general and administrative expenses	488,817	451,993
Income from operations	151,718	152,783
Other income (expenses), net	1,957	(4,589)
Income before provision for income taxes	153,675	148,194
Provision for income taxes	—	—
Net income	<u>\$ 153,675</u>	<u>\$ 148,194</u>
Comprehensive income	<u>\$ 153,675</u>	<u>\$ 148,194</u>
Earnings per common share:		
Basic:	<u>\$ 0.01</u>	<u>\$ 0.01</u>
Diluted:	<u>\$ 0.01</u>	<u>\$ 0.01</u>
Weighted average common shares outstanding:		
Basic	11,035,507	10,296,527
Diluted	11,504,714	11,292,107

The accompanying notes are an integral part of the financial statements

INFORMATION ANALYSIS INCORPORATED
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

	For the six months ended	
	June 30,	
	2006	2005
	Unaudited	Unaudited
Sales		
Professional fees	\$ 4,494,890	\$ 4,486,479
Software sales	388,431	706,545
Total sales	<u>4,883,321</u>	<u>5,193,024</u>
Cost of sales		
Cost of professional fees	3,454,001	3,519,037
Cost of software sales	295,397	604,931
Total cost of sales	<u>3,749,398</u>	<u>4,123,968</u>
Gross profit	1,133,923	1,069,056
Selling, general and administrative expenses	897,541	840,379
Income from operations	236,382	228,677
Other income (expenses), net	3,025	(8,180)
Income before provision for income taxes	239,407	220,497
Provision for income taxes	—	—
Net income	<u>\$ 239,407</u>	<u>\$ 220,497</u>
Comprehensive income	<u>\$ 239,407</u>	<u>\$ 220,497</u>
Earnings per common share:		
Basic:	<u>\$ 0.02</u>	<u>\$ 0.02</u>
Diluted:	<u>\$ 0.02</u>	<u>\$ 0.02</u>
Weighted average common shares outstanding:		
Basic	10,890,164	10,290,057
Diluted	11,399,119	11,151,036

The accompanying notes are an integral part of the financial statements

INFORMATION ANALYSIS INCORPORATED
STATEMENTS OF CASH FLOWS

	For the six months ended	
	June 30,	
	2006	2005
	Unaudited	Unaudited
Cash flows from operating activities:		
Net income	\$ 239,407	\$ 220,497
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	15,075	10,967
Stock options compensation	4,158	—
Reduction of accounts payable through issuance of equity	—	4,500
Changes in operating assets and liabilities		
Accounts receivable	(238,927)	(336,737)
Other receivables and prepaid expenses	(155,423)	(117,627)
Accounts payable and accrued expenses	(31,027)	301,506
Deferred revenue	226,440	85,129
Net cash provided by operating activities	<u>59,703</u>	<u>168,235</u>
Cash flows from investing activities:		
Purchases of fixed assets	(15,833)	(22,007)
Net cash used by investing activities	<u>(15,833)</u>	<u>(22,007)</u>
Cash flows from financing activities:		
Proceeds from exercise of stock options	172,350	4,450
Net payments under revolving line of credit	—	(185,681)
Net cash provided (used) by financing activities	<u>172,350</u>	<u>(181,231)</u>
Net increase (decrease) in cash and cash equivalents	216,220	(35,003)
Cash and cash equivalents at beginning of the period	451,777	115,917
Cash and cash equivalents at end of the period	<u>\$ 667,997</u>	<u>\$ 80,914</u>
Supplemental cash flow information		
Interest paid	<u>\$ 608</u>	<u>\$ 11,088</u>

The accompanying notes are an integral part of the financial statements

PART I**Item 1. Financial Statements.****INFORMATION ANALYSIS INCORPORATED
NOTES TO FINANCIAL STATEMENTS****1. Basis of Presentation**

The accompanying financial statements have been prepared by Information Analysis Incorporated ("IAI" or the "Company") pursuant to the rules and regulations of the Securities and Exchange Commission. Financial information included herein is unaudited; however, in the opinion of management, all adjustments (which include normal recurring adjustments) considered necessary for a fair presentation have been made. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations, but the Company believes that the disclosures made are adequate to make the information presented not misleading. For more complete financial information, these financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2005 included in the Company's annual report on Form 10-KSB. Results for interim periods are not necessarily indicative of the results for any other interim period or for the full fiscal year.

2. Summary of Significant Accounting Policies**Operations**

The Company was incorporated under the laws of the Commonwealth of Virginia in 1979 to develop and market computer applications software systems, programming services, and related software products and automation systems. The Company provides services to customers throughout the United States, with a concentration in the Washington, D.C. metropolitan area.

Revenue Recognition

The Company provides services under various pricing arrangements. Revenue from cost-plus-fixed-fee contracts is recognized on the basis of reimbursable contract costs incurred during the period, plus a percentage of the fixed fee. Revenue from firm-fixed-price contracts is recognized as work is performed, with costs and estimated profits recorded on the basis of direct and indirect costs incurred. Revenue from time and material contracts is recognized on the basis of hours utilized, plus other reimbursable contract costs incurred during the period. Contract losses, if any, are accrued when their occurrence becomes known and the amount of the loss is reasonably determinable. Changes in job performance, job conditions and estimated profitability, including final contract settlements, may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

Revenue from software sales is recognized upon delivery, when collection of the receivable is probable. Maintenance revenue is recognized ratably over the maintenance period.

2. Summary of Significant Accounting Policies (cont.)**Government Contracts**

Company sales to departments or agencies of the United States Government are subject to audit by the Defense Contract Audit Agency (DCAA), which could result in the renegotiation of amounts previously billed. Audits by DCAA were completed through the year ended December 31, 1997. No amounts were changed as a result of the audits. Since the Company has entered into no cost plus fixed fee contracts since 1997, management is of the opinion that any disallowance of costs for subsequent fiscal years by government auditors, other than amounts already provided, will not materially affect the Company's financial statements.

Cash and Cash Equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid investments with maturities of ninety days or less at the time of purchase to be cash equivalents. Balances at times exceed federally insured limits, but management does not consider this to be a significant concentration of credit risk.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. The Company does not have any off-balance sheet credit exposure related to its customers. The allowance for doubtful accounts totaled \$0 and \$129,617 at June 30, 2006 and 2005, respectively.

Fixed Assets

Fixed assets are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the term of the lease or the estimated life of the improvement, whichever is shorter. Maintenance and minor repairs are charged to operations as incurred. Gains and losses on dispositions are recorded in current operations.

Stock-Based Compensation

On January 1, 2006, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123R ("SFAS 123R), using the modified prospective transition method. The following disclosures are also provided pursuant to the requirements of SFAS 123R.

At June 30, 2006, the Company had the stock-based compensation plans described below. Total compensation expense related to these plans was \$4,158 and \$6,198 for the six months ended June 30, 2006 and 2005, respectively, of which \$520 and \$228, respectively, related to options awarded to non-employees. Total compensation expense related to these plans was \$3,354 and \$2,916 for the three months ended June 30, 2006 and 2005, respectively, of which \$0 and \$114, respectively, related to options awarded to non-employees.

2. Summary of Significant Accounting Policies (cont.)

Prior to January 1, 2006, the Company accounted for employee stock-based compensation in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees", ("APB 25"), under which no expense was recognized for options issued to employees where the exercise price is equal to or greater than the market value of the underlying security. Expense was recognized in the financial statements for options issued to employees where the option price is below the fair value of the underlying security, for options issued to non-employees, and for options and warrants issued in connection with financing and equity transactions (collectively referred to as "compensatory options"). Expense recognized for non-employee options is measured based on management's estimate of grant date fair value using the Black-Scholes model as service performance is completed. Any resulting compensation expense was recognized ratably over the related service period.

Prior to January 1, 2006, the Company provided pro forma disclosure of compensation amounts in accordance with Statement of Financial Accounting Standard No. 148, "Accounting for Stock-Based Compensation—Transition and Disclosure" (SFAS 148), as if the fair value method defined by SFAS 123 had been applied to its stock-based compensation to employees. The pro forma table below reflects net loss and basic and diluted net loss per share for the six months and three months ended June 30, 2005, as though the Company had adopted the fair value recognition provision of SFAS 123, as follows:

	<u>Six months</u>	<u>Three months</u>
Net income, as reported	<u>\$220,497</u>	<u>\$ 148,194</u>
Stock-based employee compensation cost that would have been included in the determination of net income if the fair-value method had been applied to all awards	(6,198)	(2,916)
Pro forma net income	<u>\$214,299</u>	<u>\$ 145,278</u>
Net income per share, basic and diluted, as reported	\$ 0.02	\$ 0.01
Net income per share, basic and diluted, pro forma	\$ 0.02	\$ 0.01

The following assumptions were used in the Black-Scholes option pricing model to estimate expense included in the foregoing pro forma disclosure:

	<u>Six months</u>	<u>Three months</u>
Risk free interest rate	1.89% – 4.14%	1.89% – 4.14%
Dividend yield	0%	0%
Expected term	3-10 years	3-10 years
Expected volatility	0.841 – 1.324	0.841 – 1.324

The Company uses the Black-Scholes model to estimate grant date fair value. Under the modified prospective transition method adopted by the Company, the Company did not recognize any stock-based compensation expense for the first half of 2006 relating to option awards granted prior to January 1, 2006, as all of these option grants were 100% vested. Stock-based compensation expense for all share-based payment awards granted after January 1, 2006 is based on the grant date fair value estimated in accordance with the provisions of SFAS 123R. The Company recognizes these compensation costs only for those shares expected to vest on a straight-line basis over the requisite service period of the awards, generally, the option vesting term of one to two years.

2. Summary of Significant Accounting Policies (cont.)

As a result of adopting SFAS 123R, net income decreased by \$4,158 for the six months ended June 30, 2006, and \$3,354 for the three months ended June 30, 2006, as compared to if the Company had continued to account for stock-based compensation under APB 25. The impact on both basic and diluted loss per share attributable to common stockholders was immaterial.

As part of its SFAS 123R adoption the Company evaluated the model input assumptions used in estimating grant date fair value. The Company concluded that its historical realized volatility, calculated using historical stock prices of the Company since April 2001, is an appropriate measure of expected volatility. In addition, the Company also examined its historical pattern of option exercises in an effort to identify a discernable pattern and concluded that the expected term for options awarded in the first half of 2006 is estimated to be five years. The interest rate used in the pricing model is based on the U.S. Treasury yield curve in effect at the time of the grant on issues with remaining terms equal to the estimated expected term used in the model. In addition, the Company has estimated a forfeiture rate based on historical data and current assumptions.

During the six months ended June 30, 2006, the Company granted options to certain employees to purchase an aggregate of 118,000 shares of the Company's common stock, with a per share weighted average fair value of \$0.32. During the three months ended June 30, 2006, the Company granted options to certain employees to purchase an aggregate of 112,000 shares of the Company's common stock, with a per share weighted average fair value of \$0.31. Also during the three months ended June 30, 2006, the Company granted options to non-employee consultants to purchase 1,000 shares of the Company's common stock, with a per share fair value of \$0.52 at the measurement date. During the three months ended June 30, 2005, the Company granted options to certain employees to purchase an aggregate of 6,000 shares of the Company's common stock, with a per share weighted average fair value of \$0.29. The fair value of option awards granted in the second quarter of 2006 was estimated using the Black Sholes option pricing model with the following assumptions and weighted average fair values as follows:

	Six months	Three Months
Risk free interest rate	4.35% – 5.07%	4.90% – 5.07%
Dividend yield	0%	0%
Expected term	2-5 years	2-5 years
Expected volatility	0.938 - 0.990	0.938

The Company had a stock option plan, which became effective June 25, 1996, and expired May 29, 2006. The plan provided for the granting of stock options to employees and directors. The maximum number of shares for which options may be granted under the plans was 3,075,000. Options expire no later than ten years from the date of grant or when employment ceases, whichever comes first, and vest over periods determined by the Board of Directors. The average vesting period for options granted to employees under the 1996 Plan in the six months ended June 30, 2006 and 2005, and in the three months ended June 30, 2006 and 2005, was eighteen months. The exercise price of each option equals the quoted market price of the Company's stock on the date of grant.

2. Summary of Significant Accounting Policies (cont.)

The Company has a stock incentive plan, which became effective May 18, 2006, and expires May 17, 2016. The plan provides for the granting of stock options to employees and directors. The maximum number of shares for which options may be granted under the plans is 950,000. Options expire no later than ten years from the date of grant or when employment ceases, whichever comes first, and vest over periods determined by the Board of Directors. The average vesting period for options granted to employees under the 2006 Plan in the six months ended June 30, 2006, and in the three months ended June 30, 2006, was eighteen months. The exercise price of each option equals the quoted market price of the Company's stock on the date of grant.

Option activity under the foregoing option plans as of June 30, 2006, and changes during the three months and six months ended June 30, 2006 were as follows:

	Options outstanding	
	Number of shares	Weighted average price per share
Balance at December 31, 2005	1,963,350	\$ 0.87
Options granted	7,500	0.70
Options exercised, expired or forfeited	235,000	0.44
Balance at March 31, 2006	1,735,850	0.93
Options granted	112,000	0.54
Options exercised, expired or forfeited	674,150	0.44
Balance at June 30, 2006	1,173,700	\$ 1.17
Vested and expected to vest at June 30, 2006	1,055,700	\$ 1.24

The following table summarizes information about options at June 30, 2006:

Options outstanding				Options exercisable			
Total shares	Weighted average exercise price	Weighted average remaining contractual life in years	Aggregate intrinsic value	Total shares	Weighted average exercise price	Weighted average remaining contractual life in years	Aggregate intrinsic value
1,173,700	\$ 1.17	5.16	\$ 186,652	1,055,700	\$ 1.24	4.63	\$ 184,852

Nonvested stock awards as of June 30, 2006 and changes during the three months and six months ended June 30, 2006 were as follows:

	Nonvested	
	Number of shares	Weighted average grant date fair value
Balance at December 31, 2005	0	\$ 0.00
Granted	7,500	0.53
Vested	1,500	0.52
Balance at March 31, 2006	6,000	0.53
Granted	112,000	0.31
Vested	0	n/a
Balance at June 30, 2006	118,000	\$ 0.32

As of June 30, 2006, unrecognized compensation cost associated with non-vested share based employee and non-employee compensation approximated, \$33,962 and \$0, respectively, which is expected to be recognized over weighted average periods of 0.38 years.

2. Summary of Significant Accounting Policies (cont.)**Earnings Per Share**

The Company's earnings per share calculations are based upon the weighted average of shares of common stock outstanding. The dilutive effect of stock options, warrants and convertible notes are included for purposes of calculating diluted earnings per share, except for periods when the Company reports a net loss, in which case the inclusion of such equity instruments would be antidilutive.

Fair Market Value of Financial Instruments

The Company's financial instruments include trade receivables, other receivables, notes receivable, accounts payable, and notes payable. Management believes the carrying value of financial instruments approximates their fair market value, unless disclosed otherwise in the accompanying notes.

3. Earnings Per Share

Earnings per share are presented in accordance with SFAS No. 128, "Earnings Per Share." This statement requires dual presentation of basic and diluted earnings per share on the face of the income statement. Basic earnings per share excludes dilution and is computed by dividing income available to common shareholders by the weighted-average number of shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, except for periods when the Company reports a net loss because the inclusion of such items would be antidilutive.

The following is a reconciliation of the amounts used in calculating basic and diluted net income per common share.

	Net Income	Shares	Per Share Amount
Basic net income per common share for the three months ended June 30, 2006:			
Income available to common stockholders	\$ 153,675	11,035,507	\$ 0.01
Effect of dilutive stock options	—	362,839	—
Effect of dilutive warrants	—	106,368	—
Diluted net income per common share for the three months ended June 30, 2006:	\$ 153,675	11,504,714	\$ 0.01
Basic net income per common share for the three months ended June 30, 2005:			
Income available to common stockholders	\$ 148,194	10,290,057	\$ 0.01
Effect of dilutive stock options	—	239,061	—
Effect of dilutive warrants	—	121,918	—
Effect of dilutive convertible notes	3,750	500,000	—
Diluted net income per common share for the three months ended June 30, 2005:	\$ 151,944	11,151,036	\$ 0.01

3. Earnings Per Share (cont.)

Basic net income per common share for the six months ended June 30, 2006:			
Income available to common stockholders	\$ 239,407	10,890,164	\$ 0.02
Effect of dilutive stock options	—	397,710	—
Effect of dilutive warrants	—	111,245	—
Diluted net income per common share for the six months ended June 30, 2006:	\$ 239,407	11,399,119	\$ 0.02
Basic net income per common share for the six months ended June 30, 2005:			
Income available to common stockholders	\$ 220,497	10,296,527	\$ 0.02
Effect of dilutive stock options	—	362,887	—
Effect of dilutive warrants	—	132,693	—
Effect of dilutive convertible notes	7,500	500,000	—
Diluted net income per common share for the six months ended June 30, 2005:	\$ 227,997	11,292,107	\$ 0.02

Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operation**Cautionary Statement Regarding Forward-Looking Statements**

This Form 10-QSB contains forward-looking statements regarding our business, customer prospects, or other factors that may affect future earnings or financial results that are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. Such statements involve risks and uncertainties which could cause actual results to vary materially from those expressed in the forward-looking statements. Investors should read and understand the risk factors detailed in our Form 10-KSB for the fiscal year ended December 31, 2005 and in other filings with the Securities and Exchange Commission.

Six Months Ended June 30, 2006 Versus Six Months Ended June 30, 2005*Revenue*

Our revenues in the first half of 2006 were \$4,883,321, compared to \$5,193,024 in the first half of 2005, a decrease of 6.0%. Professional services revenue was \$4,494,890 versus \$4,486,479, an increase of 0.2%, and product revenue was \$388,431 versus \$706,545, a decrease of 45.0%. The decrease in product revenue is primarily due to a \$385,000 one-time sale of Adobe product during the second quarter of 2005 and to a decrease in one-time sales of Micro Focus products in the first half of 2006 versus the same period in 2005. Adobe and Micro Focus products, as well as our ICONS suite of software conversion tools, are generally sold in conjunction with professional services.

Gross Margins

Gross margin was \$1,133,923, or 23.2% of sales, in the first two quarters of 2006 versus \$1,069,056, or 20.6% of sales, in the first two quarters of 2005. Of the \$1,133,923 in 2006, \$1,040,889 was attributable to professional services and \$93,034 was attributable to software sales. Our gross margin percentage was 23.2% for professional services and 24.0% for software sales for 2006. In 2005, we reported gross margins of 21.6% for professional services and 14.4% for software sales. Professional services gross margin percentage increased due to a decrease in activity on a particular low-margin contract and to better margins on some newer contracts. Software sales gross margin percentage increased due to having only a 3% margin on a \$385,000 product sale completed in the first half of 2005.

Selling, General and Administrative

Selling, general and administrative expenses were \$897,541, or 18.4% of revenues, in the first half of 2006 versus \$840,379, or 16.2% of revenues, in the first half of 2005. The increase is largely due to an increase in our administrative staff, increases in legal fees, moving our annual meeting of shareholders to the second quarter in 2006, increases in recruiting fees paid, and recognizing stock compensation expense for incentive stock options.

Profits

We generated income from operations of \$236,382, or 4.8% of revenue, in the first half of 2006 compared to \$228,677, or 4.4% of revenue, in the first half of 2005. Net income for the first two quarters of 2006 was \$239,407, or 4.9% of revenue, versus \$220,497, or 4.2% of revenue, for the same period in 2005. The increase in net income is due to the net effect of better margins on professional services and software sales, less overall software sales, and increases in our selling, general and administrative expenses.

Three Months Ended June 30, 2006 Versus Three Months Ended June 30, 2005*Revenue*

Our revenues in the second quarter of 2006 were \$2,568,810, compared to \$3,005,781 in the second quarter of 2005, a decrease of 14.5%. Professional services revenue was \$2,298,862 versus \$2,371,384, a decrease of 3.1%, and product revenue was \$269,948 versus \$634,397, a decrease of 57.4%. The decrease in product revenue is primarily due to a \$385,000 one-time sale of Adobe product during the second quarter of 2005 and to a decrease in one-time sales of Micro Focus products in the second quarter of 2006 versus the same period in 2005. Adobe and Micro Focus products, as well as our ICONS suite of software conversion tools, are generally sold in conjunction with professional services.

Gross Margins

Gross margin was \$640,535, or 24.9% of sales, in the second quarter of 2006 versus \$604,776, or 20.1% of sales, in the second quarter of 2005. Of the \$640,535 in 2006, \$595,637 was attributable to professional services and \$44,898 was attributable to software sales. Our gross margin percentage was 25.9% for professional services and 16.6% for software sales for the second quarter of 2006. In the second quarter of 2005, we reported gross margins of 22.5% for professional services and 11.1% for software sales. Professional services gross margin percentage increased due to a decrease in activity on a particular low-margin contract and to better margins on some newer contracts. Software sales gross margin percentage increased due to having only a 3% margin on a \$385,000 product sale completed in the second quarter of 2005.

Selling, General and Administrative

Selling, general and administrative expenses were \$488,817, or 19.0% of revenues, in the second quarter of 2006 versus \$451,993, or 15.0% of revenues, in the second quarter of 2005. The increase is largely due to increases in legal fees, moving our annual meeting of shareholders to the second quarter in 2006, increases in incentives earned and bonuses declared, and recognizing stock compensation expense for incentive stock options.

Profits

We generated income from operations of \$151,718, or 5.9% of revenue, in the second quarter of 2006 compared to \$152,783, or 5.1% of revenue, in the second quarter of 2005. Net income for the second quarter of 2006 was \$153,675, or 6.0% of revenue, versus \$148,194, or 4.9% of revenue, for the same period in 2005. The increases in net income and net income as a percentage of revenue are due to the net effect of better margins on professional services and software sales, less overall software sales, and increases in our selling, general and administrative expenses.

Liquidity and Capital Resources

Through the first six months of 2006, we financed operations from cash balances, collections and current operations. Cash and cash equivalents at June 30, 2006 were \$667,997 compared to \$451,777 at December 31, 2005.

We have a revolving line of credit with a bank providing for demand or short-term borrowings of up to \$1,000,000. This line of credit became effective December 20, 2005, and expires on May 1, 2007. We did not require borrowings against this line of credit during the first half of 2006 to finance our operations.

The line of credit, when coupled with funds generated from operations, assuming the operations generate positive cash flow, should be sufficient to meet our operating cash requirements for the next twelve months, based on our current operation plan.

At June 30, 2006, as well as at December 31, 2005, we had no outstanding balance on our line of credit. We believe that our profitability will continue through the remainder of 2006 and that cash flows generated from operations should enable us to continue to finance our operations.

We presently lease our corporate offices on a contractual basis with a timeframe commitment through February 2007 with an option to extend the lease for two years. We believe that our existing offices will be sufficient to meet the Company's foreseeable facility requirement. Should the Company need additional space to accommodate increased activities, management believes it can secure such additional space on reasonable terms.

We have no material commitments for capital expenditures.

Item 3. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, with the participation of the Company's management, the Company's principal executive officer and principal financial officer conducted an evaluation (as required by paragraph (b) of Rule 13a-15 or Rule 15d-15 under the Exchange Act) of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act). Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information required to be included in our periodic SEC reports. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

(b) Changes in Internal Control over Financial Reporting. There have been no significant changes in the Company's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 under the Exchange Act that occurred during the Company's last fiscal quarter that has materially affected, or is reasonably likely to affect, the Company's internal control over financial reporting. There have been no significant changes subsequent to the date of the evaluation, nor were there any significant deficiencies or material weaknesses in the Company's internal controls. Accordingly, no corrective actions were required or undertaken.

PART II—OTHER INFORMATION

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

- (a) On May 18, 2006, we held our Annual Meeting of Stockholders.
- (c) 1. The vote for the election of Directors was as follows:
- | | | |
|---------------------------|-----------------|-----------------|
| (i) Charles A. May, Jr. - | 10,327,929 FOR, | 12,850 WITHHELD |
| (ii) Sandor Rosenberg - | 10,325,929 FOR, | 14,850 WITHHELD |
| (iii) Bonnie K. Wachtel - | 10,327,929 FOR, | 12,850 WITHHELD |
| (iv) James D. Wester - | 10,327,929 FOR, | 12,850 WITHHELD |
2. The vote for ratification of the selection of Reznick Group, P.C., as our Independent Public Accountants for 2006 was as follows:
- | | | |
|-----------------|-----------------|---------------|
| 10,323,129 FOR, | 13,500 AGAINST, | 4,150 ABSTAIN |
|-----------------|-----------------|---------------|
3. The vote for approval of the IAI 2006 Stock Incentive Plan was as follows:
- | | | |
|---------------------------|------------------|---------------|
| 4,887,438 FOR, | 356,700 AGAINST, | 8,350 ABSTAIN |
| 5,088,291 BROKER NON-VOTE | | |

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits:
See Exhibit Index on page 17.

SIGNATURES

In accordance with the requirements of the Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Information Analysis Incorporated
(Registrant)

Date: August 3, 2006

By: /s/ Sandor Rosenberg
Sandor Rosenberg, Chairman of the Board,
Chief Executive Officer, and President

By: /s/ Richard S. DeRose
Richard S. DeRose, Executive Vice President, Treasurer,
and Chief Financial Officer

Exhibit Index

Exhibit No.	Description	Location
31.1	Certification by Chief Executive Officer under Section 302 of the Sabanes-Oxley Act of 2002	Filed with this Form 10-QSB, page 18
31.2	Certification by Chief Financial Officer under Section 302 of the Sabanes-Oxley Act of 2002	Filed with this Form 10-QSB, page 19
32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed with this Form 10-QSB, page 20
32.2	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed with this Form 10-QSB, page 21

EXHIBIT 31.1
RULE 13a-14(a) / 15d-14(a) Certification

I, Sandor Rosenberg, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Information Analysis Incorporated;
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 (the small business issuer's fourth fiscal quarter in the case of an annual report) 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: August 3, 2006

By: /s/ Sandor Rosenberg
Sandor Rosenberg, Chairman of the Board,
Chief Executive Officer and President

A signed original of this written statement required by Section 302 has been provided to Information Analysis Incorporated and will be retained by Information Analysis Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 31.2
RULE 13a-14(a) / 15d-14(a) Certification

I, Richard S. DeRose, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Information Analysis Incorporated;
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 (the small business issuer's fourth fiscal quarter in the case of an annual report) 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: August 3, 2006

By: /s/ Richard S. DeRose
Richard S. DeRose, Executive Vice
President, Treasurer, Chief Financial Officer

A signed original of this written statement required by Section 302 has been provided to Information Analysis Incorporated and will be retained by Information Analysis Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Sandor Rosenberg, Chief Executive Officer of Information Analysis Incorporated, a Virginia corporation (the "Company"), do hereby certify, to the best of my knowledge, that:

- 1 the Company's Quarterly Report on Form 10-QSB for the period ended June 30, 2006, as filed with the Securities and Exchange Commission on the date hereof, (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 for the periods presented therein.

Date: August 3, 2006

By: /s/ Sandor Rosenberg
Sandor Rosenberg, Chairman of the
Board, Chief Executive Officer, and President

A signed original of this written statement required by Section 906 has been provided to Information Analysis Incorporated and will be retained by Information Analysis Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Richard S. DeRose, Chief Financial Officer of Information Analysis Incorporated, a Virginia corporation (the "Company"), do hereby certify, to the best of my knowledge, that:

- 1 the Company's Quarterly Report on Form 10-QSB for the period ended June 30, 2006, as filed with the Securities and Exchange Commission on the date hereof, (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 for the periods presented therein.

Date: August 3, 2006

By: /s/ Richard S. DeRose
Richard S. DeRose, Executive Vice President, Treasurer,
and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Information Analysis Incorporated and will be retained by Information Analysis Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.