
**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 March 31, 2007

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, 11,196,760 shares as of May 11, 2007

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>March 31, 2007</u>	<u>December 31, 2006</u>
	<u>Unaudited</u>	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 537,159	\$ 808,358
Accounts receivable, net	2,394,009	1,757,506
Prepaid expenses	365,111	382,095
Notes receivable	115,550	115,550
Other assets	4,300	4,300
Other receivables	2,393	6,427
Total current assets	<u>3,418,522</u>	<u>3,074,236</u>
Fixed assets, net	64,776	67,317
Other assets	8,781	8,782
Total assets	<u>\$ 3,492,079</u>	<u>\$ 3,150,335</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 895,094	\$ 643,838
Deferred revenue	373,058	513,522
Accrued payroll and related liabilities	275,592	264,660
Other accrued liabilities	174,772	53,354
Total current liabilities	<u>1,718,516</u>	<u>1,475,374</u>
Stockholders' equity:		
Common stock, par value \$0.01, 30,000,000 shares authorized; 12,839,376 shares issued, 11,196,760 outstanding	128,393	128,393
Additional paid in capital	14,489,399	14,485,770
Accumulated deficit	(11,914,018)	(12,008,991)
Treasury stock, 1,642,616 shares at cost	(930,211)	(930,211)
Total stockholders' equity	<u>1,773,563</u>	<u>1,674,961</u>
Total liabilities and stockholders' equity	<u>\$ 3,492,079</u>	<u>\$ 3,150,335</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	
	March 31,	
	2007	2006
	Unaudited	Unaudited
Sales		
Professional fees	\$ 1,900,339	\$ 2,196,028
Software sales	705,367	118,483
Total sales	<u>2,605,706</u>	<u>2,314,511</u>
Cost of sales		
Cost of professional fees	1,457,829	1,750,776
Cost of software sales	541,718	70,347
Total cost of sales	<u>1,999,547</u>	<u>1,821,123</u>
Gross profit	606,159	493,388
Selling, general and administrative expenses	516,956	408,725
Income from operations	89,203	84,663
Other income, net	5,770	1,068
Income before provision for income taxes	94,973	85,731
Provision for income taxes	—	—
Net income	<u>\$ 94,973</u>	<u>\$ 85,731</u>
Comprehensive income	<u>\$ 94,973</u>	<u>\$ 85,731</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	11,196,760	10,743,204
Diluted	11,421,394	11,616,698

The accompanying notes are an integral part of the financial statements

**INFORMATION ANALYSIS INCORPORATED
STATEMENTS OF CASH FLOWS**

	For the three months ended March 31,	
	2007	2006
	Unaudited	Unaudited
Cash flows from operating activities:		
Net income	\$ 94,973	\$ 85,731
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation and amortization	8,351	7,353
Stock compensation	3,629	804
Changes in operating assets and liabilities		
Accounts receivable	(636,503)	(173,078)
Other receivables and prepaid expenses	21,018	(1,929)
Accounts payable and accrued expenses	383,606	(150,472)
Deferred revenue	(140,464)	76,115
Net cash used by operating activities	<u>(265,390)</u>	<u>(155,476)</u>
Cash flows from investing activities:		
Purchases of fixed assets	<u>(5,809)</u>	<u>(10,705)</u>
Net cash used by investing activities	<u>(5,809)</u>	<u>(10,705)</u>
Cash flows from financing activities:		
Proceeds from exercise of stock options	<u>—</u>	<u>102,420</u>
Net cash provided by financing activities	<u>—</u>	<u>102,420</u>
Net decrease in cash and cash equivalents	(271,199)	(63,761)
Cash and cash equivalents at beginning of the period	808,358	451,777
Cash and cash equivalents at end of the period	<u>\$ 537,159</u>	<u>\$ 388,016</u>
Supplemental cash flow information		
Interest paid	<u>\$ —</u>	<u>\$ 510</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, 2006 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. The Company recognizes revenue when a contract has been executed, the contract price is fixed and determinable, delivery of services or products has occurred, and collectibility of the contract price is considered probable and can be reasonably estimated. Revenue is earned under time and materials and fixed price contracts.

Revenue on time and materials contracts are recognized based on direct labor hours expended at contract billing rates and adding other billable direct costs. For fixed price contracts that are based on unit pricing or level of effort, the Company recognizes revenue for the number of units delivered in any given fiscal period. For fixed price contracts in which the Company is paid a specific amount to provide a particular service for a stated period of time, revenue is recognized ratably over the service period.

2. Summary of Significant Accounting Policies (continued)

For fixed price contracts that provide for the delivery of a specific product with related customer acceptance provisions, revenues are recognized upon product delivery and customer acceptance. A portion of the Company's fixed price contracts involve the design and development of complex, client systems. For those contracts that are within scope of AICPA Statement of Position (SOP) 81-1, "Accounting for Performance of Construction-Type and Certain Production-Type Contracts," revenue is recognized on the percentage-of-completion method using costs incurred in relation to total estimated costs. For those contracts that are within the scope of SOP 97-2, "Software Revenue Recognition," our revenues associated with the customized software product are recognized when (1) pervasive evidence of an arrangement exists; (2) delivery has occurred; (3) our price to the customer is fixed and determinable; and (4) collectibility is probable.

The Company's contracts with agencies of the government are subject to periodic funding by the respective contracting agency. Funding for a contract may be provided in full at inception of the contract or ratably throughout the contract as the services are provided. In evaluating the probability of funding for purposes of assessing collectibility of the contract price, the Company considers its previous experiences with its customers, communications with its customers regarding funding status, and the Company's knowledge of available funding for the contract or program. If funding is not assessed as probable, revenue recognition is deferred until realization is deemed probable.

Contract revenue recognition inherently involves estimation, including the contemplated level of effort to accomplish the tasks under the contract, the cost of the effort, and an ongoing assessment of progress toward completing the contract. From time to time, as part of the normal management processes, facts develop that require revisions to estimated total costs or revenues expected. The cumulative impact of any revisions to estimates and the full impact of anticipated losses on any type of contract are recognized in the period in which they become known.

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.

2. Summary of Significant Accounting Policies (cont.)

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 at March 31, 2007 and 2006.

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 March 31, 2007, the Company had the stock-based compensation plans described in Note 3 below. Total compensation expense related to these plans was \$3,629 and \$804 for the three months ended March 31, 2007 and 2006, respectively, of which \$720 and \$520, respectively, related to options awarded to non-employees.

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 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 six months to two years.

Each reporting period, the Company evaluates 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 over the five years preceding the reporting period in which the options were issued, is an appropriate measure of expected volatility. In addition, the Company also examines its historical pattern of option exercises in an effort to identify a discernable pattern and concluded that the expected terms for employee options awarded in the periods presented herein are 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. The Company has estimated a forfeiture rate based on historical data and current assumptions.

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. Stock Options and Warrants

During the three months ended March 31, 2007, the Company granted options to certain employees to purchase an aggregate of 7,000 shares of the Company's common stock, with a per share weighted average fair value of \$0.26. Also during the three months ended March 31, 2007, the Company granted options to non-employee consultants to purchase 2,000 shares of the Company's common stock, with a per share fair value of \$0.36 at the measurement date. During the three months ended March 31, 2006, the Company granted options to certain employees to purchase an aggregate of 6,500 shares of the Company's common stock, with a per share weighted average fair value of \$0.53. Also during the three months ended March 31, 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. The fair values of option awards granted in the three months ending March 31, 2007 and 2006, were estimated using the Black Scholes option pricing model with the following assumptions:

	<u>2007</u>	<u>2006</u>
Risk free interest rate	4.48 – 4.75%	4.35 – 4.72%
Dividend yield	0%	0%
Expected term	5 years	5 years
Expected volatility	73.5%	99.0%

The Company had a stock option plan, which became effective June 25, 1996, and expired May 29, 2006 (the "1996 Plan"). The plan provided for the granting of stock options to employees and directors. The maximum number of shares for which options could be granted under the 1996 Plan was 3,075,000. Options expire no later than ten years from the date of grant or within prescribed time periods 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 three months ended March 31, 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.

3. Stock Options and Warrants

The Company has a stock incentive plan, which became effective May 18, 2006, and expires May 17, 2016 (the "2006 Plan"). The 2006 Plan provides for the granting of equity awards to employees, directors and certain non-employees. The maximum number of shares for which equity awards may be granted under the 2006 Plan is 950,000. Options under the 2006 Plan expire no later than ten years from the date of grant or within prescribed time periods 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 three months ended March 31, 2007, 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 March 31, 2007, and changes during the three months ended March 31, 2007 were as follows:

	Options outstanding	
	Number of shares	Weighted average price per share
Balance at December 31, 2006	955,800	\$ 1.28
Options granted	9,000	0.42
Options exercised, expired or forfeited	10,800	1.31
Balance at March 31, 2006	954,000	1.27

The following table summarizes information about options at March 31, 2007:

	Options outstanding			Options exercisable			
	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
Total shares							
954,000	\$ 1.27	5.30	\$ 97,830	915,000	\$ 1.30	5.13	\$ 97,460

Nonvested stock awards as of March 31, 2007 and changes during the three months ended March 31, 2007 were as follows:

	Nonvested	
	Number of shares	Weighted average grant date fair value
Balance at December 31, 2006	35,000	\$ 0.44
Granted	9,000	0.28
Vested	5,000	0.46
Balance at March 31, 2007	39,000	0.40

As of March 31, 2007 and 2006, unrecognized compensation cost associated with non-vested share based employee and non-employee compensation approximated, \$6,657 and \$0, respectively, which is expected to be recognized over a weighted average period of 7 months.

4. 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 March 31, 2007:			
Income available to common stockholders	\$ 94,973	11,196,760	\$ 0.01
Effect of dilutive stock options	—	212,927	—
Effect of dilutive warrants	—	11,707	—
Diluted net income per common share for the three months ended March 31, 2007:	\$ 94,973	11,421,394	\$ 0.01
Basic net income per common share for the three months ended March 31, 2006:			
Income available to common stockholders	\$ 85,731	10,743,204	\$ 0.01
Effect of dilutive stock options	—	718,487	—
Effect of dilutive warrants	—	155,007	—
Diluted net income per common share for the three months ended March 31, 2006:	\$ 85,731	11,616,698	\$ 0.01

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, 2006 and in other filings with the Securities and Exchange Commission. These risks include, among others, the following:

- our failure to keep pace with a changing technological environment;
- intense competition from other companies;
- inaccuracy in our estimates of the cost of services and the timeline for completion of contracts;
- changes in the way the US Government contracts with businesses and changes in the budgetary priorities;
- non performance by our subcontractors and suppliers;
- terms specific to US Government contracts;
- our dependence on key personnel;
- our failure to adequately integrate businesses we may acquire;
- fluctuations in our results of operations and its impact on our stock price;
- changes in accounting principles generally accepted in the United States;
- the exercise of outstanding options and warrants;
- our failure to adequately protect our intellectual property;
- the limited public market for our common stock; and
- our forward-looking statements and projections may prove to be inaccurate.

Our Business

Founded in 1979, Information Analysis Incorporated is in the business of modernizing client information systems. Since its inception, we have performed software development and conversion projects for over 100 commercial and government customers including Computer Sciences Corporation, IBM, Computer Associates, MCI, Sprint, Citibank, U.S. Department of Homeland Security, U.S. Treasury Department, U.S. Department of Agriculture, U.S. Department of Energy, U.S. Army, U.S. Air Force, U.S. Department of Veterans Affairs, and the Federal Deposit Insurance Corporation. Today, we primarily apply our technology, services and experience to legacy software migration and modernization for commercial companies and government agencies, and to developing web-based solutions for agencies of the federal government.

Three Months Ended March 31, 2007 Versus Three Months Ended March 31, 2006

Revenue

Our revenues in the first three months of 2007 were \$2,605,706, compared to \$2,314,511 in 2006, an increase of 12.6%. Professional services revenue was \$1,900,339 versus \$2,196,028, a decrease of 13.5%, and software product revenue was \$705,367 versus \$118,483, an increase of 495.3%. The decrease in professional services revenue is due to the expiration of some older contracts and the reduction in scope of one of our contracts. The increase in software product revenue is due to fluctuation in one-time sales of Adobe and Micro Focus products. 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 \$606,159, or 23.3% of sales, in the first three months of 2007 versus \$493,388, or 21.3% of sales, in the first three months of 2006. Of the \$606,159 in 2007, \$442,510 was attributable to professional services and \$163,649 was attributable to software sales. Our gross margin percentage was 23.3% for professional services and 23.2% for software sales for 2007. In 2006, we reported gross margins of \$445,252, or 20.3% of sales for professional services and \$48,136, or 40.6% of sales for software sales. While professional services revenue fell, our gross margin remained constant. Our overall increase in gross margin on software sales is due to increased Micro Focus product sales during the three months ended March 31, 2007. Software product sales are subject to considerable fluctuation from period to period.

Selling, General and Administrative

Selling, general and administrative expenses were \$516,956, or 19.8% of revenues, in the first three months of 2007 versus \$408,725, or 17.7% of revenues, in the first three months of 2006. The increase is largely due to incentives on product sales, recruiting fees, administrative salaries, rent, and stock compensation expense.

Profits

Net income for the first three months of 2007 was \$94,973, or 3.6% of revenue, versus \$85,731, or 3.7% of revenue, for the same period in 2006. The increase in net income is due to increases in software product sales, while the decrease in net income as a percentage of revenues is generally due to increases in our selling, general and administrative expenses.

Liquidity and Capital Resources

Our profits, when combined with our beginning cash and cash equivalents balance, were sufficient to provide financing for our operations. Net cash used by operating and investing activities was \$271,199, which when subtracted from a beginning balance of \$808,358 yielded cash and cash equivalents of \$537,159 at March 31, 2007. Our accounts receivable balance grew by \$636,503 during the three months ended March 31, 2007. This is largely due to outstanding receivables on product orders and on a fixed price contract.

We have a revolving line of credit with a bank providing for demand or short-term borrowings of up to \$1,000,000. The line became effective December 20, 2005, and next expires on May 1, 2008. We expect the line of credit to be renewed at comparable terms.

The line of credit, when coupled with funds generated from operations, should be sufficient to meet our operating cash requirements through December 31, 2007, based on our current operating plan.

We presently lease our corporate offices on a contractual basis with certain timeframe commitments and obligations. We believe that our existing offices will be sufficient to meet our foreseeable facility requirement. Should we need additional space to accommodate increased activities, management believes we can secure such additional space on reasonable terms.

We have no material commitments for capital expenditures.

Recently issued accounting pronouncements

In July 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement 109* ("FIN 48") which clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN 48 is a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return. If an income tax position exceeds a more likely than not (greater than 50%) probability of success upon tax audit, the company will recognize an income tax benefit in its financial statements. Additionally, companies are required to accrue interest and related penalties, if applicable, on all tax exposures consistent with jurisdictional tax laws. We adopted FIN 48 for the fiscal year beginning January 1, 2007. We do not believe we have any unrecognized tax benefits or liabilities and we do not believe there will be any effect on our financial condition or results of operations as a result of implementing FIN 48.

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(f) or Rule 15d-15(f) 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 5. Other Information

(b) There have been no material changes to the procedures by which security holders may recommend nominees to our board of directors during the period reported herein.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits: See Exhibit Index on page 15.

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: May 15, 2007

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

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
31.1	Certification by Chief Executive Officer under Section 302 of the Sabanes-Oxley Act of 2002	Filed with this Form 10-QSB, page 16
31.2	Certification by Chief Financial Officer under Section 302 of the Sabanes-Oxley Act of 2002	Filed with this Form 10-QSB, page 17
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 18
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 19

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: May 15, 2007

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.

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: May 15, 2007

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 March 31, 2007, 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: May 15, 2007

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 March 31, 2007, 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: May 15, 2007

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