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

FORM 10-QSB

(Mark One)
[X] 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: **000-27145**

VOS INTERNATIONAL, INC.
(Exact name of small business issuer as specified in its charter)

Colorado	**33-0756798**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

13000 Danielson Street, Suite J
Poway, California 92064
(Address of principal executive offices)

(858) 679-8027
(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 [X] No [ ]

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

The number of shares outstanding of each of the issuer's classes of common equity as of June 30, 2006:
42,024,780 shares of common stock

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

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VOS INTERNATIONAL, INC.

CONDENSED BALANCE SHEETS

JUNE 30, 2006

(UNAUDITED)

ASSETS

Current Assets	
Cash	$ 656
Receivables, net of allowance for bad debts of $4,501	40,516
Trade receivables from related parties (Note 6)	30,704
Inventories	63,653
Prepaid expenses	1,339
Total Current Assets	136,868
Property and equipment, net (Note 3)	38,692
Other assets:	
Patent costs, net	76,346
Security deposits	4,921
	$ 256,827

LIABILITIES & SHAREHOLDERS' DEFICIT

Current Liabilities:	
Accounts payable	$ 178,964
Loans payable (Note 10)	78,500
Obligations under capital lease	10,223
Loans payable from related party (Note 6)	75,333
Unearned revenue	12,523
Accrued liabilities	135,070
Total Current Liabilities	490,613
Long-term debt	
Long-term debt (Note 6)	684,011
Total Liabilities	1,174,624
Shareholders' Deficit (Notes 8 - 9)	
Common stock, $.001 par value, 90,000,000 shares authorized 42,024,780 shares issued and outstanding	42,025
Additional paid-in capital	5,075,872
Retained deficit	(6,035,694)
Total Shareholders' Deficit	(917,797)
Total Liabilities and Shareholders' Deficit	$ 256,827

See accompanying notes to unaudited condensed financial statements.

VOS INTERNATIONAL, INC.

CONDENSED STATEMENTS OF OPERATIONS

(UNAUDITED)

	Three Months Ended June 30, 2006	Three Months Ended June 30, 2005	Nine Months Ended June 30, 2006	Nine Months Ended June 30, 2005
Revenues:				
Sales	$ 63,363	$ 56,198	$ 206,813	$ 125,964
Cost of Sales	23,887	38,633	101,263	75,562
Gross Profit	39,476	17,565	105,550	53,402
Operating Expenses:				
General and administrative (net of $0, $0, $81,000 and $36,000, respectively, stock-based compensation)	149,605	123,356	429,690	436,579
Stock-based compensation	-	-	81,000	36,000
Bad debt expense	-	-	2,990	-
Depreciation and amortization	6,400	4,000	19,200	12,000
Total operating expenses	156,005	127,356	529,880	484,579
Operating loss	(116,529)	(109,791)	(424,330)	(431,177)
Interest expense	(3,672)	-	(8,652)	-
Loss before income taxes	(120,201)	(109,791)	(432,982)	(431,177)
Income tax provision (Note 7)	-	-	-	-
Net (loss)	$ (120,201)	$ (109,791)	$ (432,982)	$ (431,177)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Basic and diluted weighted average common shares outstanding	42,001,030	41,310,475	42,001,030	41,310,475

See accompanying notes to unaudited condensed financial statements.

VOS INTERNATIONAL, INC.

CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIT

NINE MONTHS ENDED JUNE 30, 2006

(UNAUDITED)

	Common Stock		Additional	Retained	Total
			Paid-in		Stockholders'
	Shares	Par Value	Capital	Deficit	Deficit
Balance at September 30, 2005	40,995,614	$ 40,995	$ 4,931,714	$ (5,602,712)	$ (630,003)
November 2005, stock issued in exchange for services	225,000	225	44,775		45,000
February 2006, stock issued in exchange for debt	23,750	24	3,539		3,563
March 2006, stock issued for cash	316,666	317	47,183		47,500
March 2006, stock issued in exchange for services	400,000	400	35,600		36,000
May 2006, stock issued for cash	40,000	40	5,960		6,000
May 2006, stock issued in exchange for debt	23,750	24	7,101		7,125
Net loss, nine months ended June 30, 2006	-	-	-	(432,982)	(432,982)
Balance, June 30, 2006 (unaudited)	42,024,780	$ 42,025	$ 5,075,872	$ (6,035,694)	$ (917,797)

(SEE NOTE 9)

See accompanying notes to unaudited condensed financial statements.

VOS INTERNATIONAL, INC.

CONDENSED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Nine Months Ended June 30, 2006	Nine Months Ended June 30, 2005
NET CASH USED IN OPERATING ACTIVITIES	$ (167,196)	$ (357,634)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of common stock	53,500	342,500
Payments on obligations under long-term leases	(2,686)	-
Proceeds from debt from related parties	8,056	25,775
Proceeds from short term debt	50,000	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	108,870	368,275
NET CHANGE IN CASH	(58,326)	10,641
CASH, BEGINNING OF PERIOD	58,982	7,551
CASH, END OF PERIOD	$ 656	$ 18,192
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		
Income taxes	$ -	$ -
Interest	$ -	$ -
Non-cash financing activities:		
Common stock issued for debt extinguishment	$ 10,688	$ -

See accompanying notes to unaudited condensed financial statements.

NOTE 1 – THE COMPANY AND BASIS OF PRESENTATION

The accompanying interim condensed consolidated financial statements of VOS International, Inc. and subsidiary (collectively, the "Company" or "VOS") have been prepared pursuant to the rules of the Securities and Exchange Commission (the "SEC") for quarterly reports on Form 10-QSB and do not include all of the information and note disclosures required by generally accepted accounting principles. These condensed consolidated financial statements and notes herein are unaudited, but in the opinion of management, include all the adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the Company's financial position, results of operations, and cash flows for the periods presented. These condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements and notes thereto included in the Company's Form 10-KSB for the year ended September 30, 2005 as filed with the SEC. Interim operating results are not necessarily indicative of operating results for any future interim period or for the full year.

Effective August 30, 2005, 1st Net Technologies, Inc. entered into an Agreement and Plan of Reorganization with VOS Systems, Inc., a California corporation, and the shareholders of VOS Systems, Inc. The Agreement provided for the reorganization of VOS with 1st Net Technologies, Inc. in which 1st Net Technologies, Inc. adopted the name VOS Systems, Inc.

On September 5, 2005, our board of directors approved our Amended and Restated Articles of Incorporation which changed our name to VOS International, Inc.

VOS Systems, Inc. was originally established in 1995 and incorporated in California in November 1999, as a California C-Corporation based in Poway, California. "VOS" is; is an acronym for Voice Operated Switching. VOS Systems, Inc. is a technology company involved in the design, development, manufacturing, and marketing of consumer electronic products, platforms and services designed to give people voice command over their living environments.

Our executive offices are currently located at 13000 Danielson Street, Suite J, Poway, CA 92064. Our telephone number is: (858) 679-8027. We maintain a website at www.vossystems.com.

The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern. During the nine month period ended June 30, 2006, the Company suffered a net loss of $432,982 and had negative cash flows from operating activities of $167,196. As of June 30, 2006, the Company had a stockholders' deficiency of $917,797. The Company has sustained its operations primarily through debt and equity financing. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

In view of these matters, realization of a major portion of the assets in the accompanying consolidated balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to meet its working capital requirements, and the success of its future operations. Management's current plans are: (1) to further commercialize its own products; (2) to market new products, including products from other manufacturers; (3) to continue to operate and improve e-commerce sites to sell its products; and (4) to continue to generate profitable sales and end-user awareness. To successfully execute its current plans, the Company will need to improve its working capital position. The Company plans to overcome the circumstances that impact our ability to remain a going concern through a combination of achieving profitability, raising additional debt and equity financing. There can be no assurance, however, that we will be able to complete any additional debt or equity financing on favorable terms or at all, or that any such financings, if completed, will be adequate to meet our capital requirements. Any additional equity or debt financings could result in substantial dilution to our stockholders. If adequate funds are not available, we will be required to delay, reduce or eliminate some or all of our planned activities. Our inability to fund our capital requirements would have a material adverse effect on the Company. Management believes that the actions presently being taken to revise the Company's operating and financial requirements may provide the opportunity for the Company to continue as a going concern.

NOTE 2 - SEASONALITY

We believe that our product sales in traditional consumer electronics are generally lower from December through April of each fiscal year. Our products will be affected by these trends in several cases and as a result, may experience lower revenues during this time. Seasonal and cyclical trends in the retail sector may also affect revenues.

NOTE 3 - PROPERTY & EQUIPMENT

Property is stated at cost. Additions, renovations, and improvements are capitalized. Maintenance and repairs, which do not extend asset lives, are expensed as incurred. Depreciation is provided on an accelerated basis over the estimated useful lives ranging from 27.5 years for commercial rental properties, 5 years for tenant improvements, and 5 - 7 years on furniture and equipment.

	June 30, 2006
Office equipment	$ 77,614
Equipment	103,140
Computer equipment	54,523
	$ 235,867
Less accumulated depreciation	(197,165)
Net Property and Equipment	$ 38,692

The Company's intangible assets consist principally of patents and are carried at cost of $124,255 less accumulated amortization of $47,909. Costs are amortized on a straight line basis over a period of 15 years.

NOTE 4 - INVENTORY

The Company's inventory at June 30, 2006 of $63,653 consists of finished goods.

NOTE 5 - PRODUCT WARRANTIES

The Company generally offers a 12 month warranty for its products. The Company's warranty policy provides for replacement of the defective product. Specific accruals are recorded for known product warranty issues. Product warranty expenses were not material during the three month periods ended June 30, 2006 and June 30, 2005.

NOTE 6 - RELATED PARTY TRANSACTION

From inception through 2004, funds were advanced from a major stockholder to finance the cost of operations. Effective October 29, 1999, a note was generated for the amount of $725,000 plus interest at 7.75%, to be paid in monthly installments over a period of ten years. As of June 30, 2006 the balance due on this note is $684,011. Due to the Company's financial limitations the stockholder agreed to not accrue interest on the outstanding note effective October 1, 2001.

In January 2006, the Company entered into a consulting agreement with a private company in which one officer and major shareholder is an owner of the private company and another officer and major shareholder holds the position of Secretary of the private company. The agreement provides that the Company will receive 10% of the profits of the private company on a quarterly basis over five years. The Company is carrying a trade receivable of $30,704 from the private company for expenses incurred related to the consulting agreement.

Additional related party indebtedness includes:

Unsecured promissory note that accrues interest at 10% per annum, to a company owned by an officer.	$ 18,957
Unsecured promissory note of $51,250, that accrues interest at 10% per annum, to a former director.	$ 56,375
	$ 75,332

NOTE 7 - INCOME TAX

The Company records its income taxes in accordance with Statement of Financial Accounting Standard No. 109, "Accounting for Income Taxes". The Company has incurred significant net operating losses since inception resulting in a deferred tax asset, which was fully allowed for; therefore, the net benefit and expense resulted in $-0- income taxes.

NOTE 8 - SHAREHOLDERS' DEFICIT

The shareholders' deficit section of the Company contains the following classes of capital stock as of June 30, 2006:

Preferred stock, nonvoting, $1.00 par value; 1,000,000 shares authorized: -0- shares issued and outstanding.

Common stock, $0.001 par value; 90,000,000 shares authorized: 42,024,780 shares issued and outstanding.

NOTE 9 – STOCK TRANSACTIONS

Transactions, other than employees' stock issuances, are in accordance with paragraph 7 of SFAS 123R. Thus issuances are accounted for based on the fair value of the consideration received when that value is more reliably measurable than the fair value of the equity instruments issued. Transactions with employees' stock issuance are in accordance with paragraphs 9-63 of SFAS 123R. These issuances shall be accounted for based on the fair value of the equity instruments issued.

During the nine months ended June 30, 2006 the Company issued 356,666 shares of its common stock for net proceeds of $53,500.

During the nine months ended June 30, 2006 the Company issued 625,000 shares of its common stock for services valued at $81,000.

During the nine months ended June 30, 2006 the Company issued 47,500 shares of its common stock to extinguish debt in the amount of $10,688.

NOTE 10 – LOANS PAYABLE

The Company is indebted to several individuals for loans totaling $78,500. A loan payable to an individual with interest payable at 5% in the amount of $25,000 was due on March 2, 2006 and is currently in default. The remaining loans bear no interest with $28,500 due in February 2007 and $25,000 due December 2007.

Item 2. Management's Discussion and Analysis of Financial Condition and Plan of Operations

The following discussion and analysis should be read in conjunction with the condensed financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-QSB.

This discussion may include projections of future results and “forward looking statements” as that term is defined in Section 27A of the Securities Act of 1933 as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934 as amended (the “Exchange Act”). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

Financial Summary

<u>Results of Operations for the Nine-Months Ended June 30, 2006</u>

The Company reports a net loss of $432,982 for the nine-months ended June 30, 2006 versus a net loss of $431,177 for the nine-months ended June 30, 2005. In all respects, the composition of expenses during these two periods are similar, the primary difference being an increase in gross profits of approximately $50,000, and an increase in stock based compensation of approximately $81,000, for the period ending June 30, 2006.

The net loss of $432,982 for the nine-month period ending June 30, 2006 is primarily comprised of operating expenses of $529,880; these operating expenses were primarily comprised of general and administrative expenses of $426,690, and stock-based compensation of $81,000. Operating expenses were offset by gross profits for the period. Sales for the period totaled $206,813, cost of sales was $101,263; gross profit for the period was $105,550.

The net loss of $431,177 for the nine-month period ending June 30, 2005 was primarily comprised of operating expenses of $484,579 which included general and administrative expenses of $436,579. Sales for the period totaled $125,964, cost of sales was $72,562; gross profit for the period $53,402.

Sales for the nine-month period ending June 30, 2006 represented an increase of $52,148; or approximately 98% over the nine-month period ending June 30, 2005. Cost of sales for the nine-month period ending June 30, 2006 decreased by approximately 7.7% from the prior year.

<u>Results of Operations for the Three-Months Ended June 30, 2006</u>

The Company reports a net loss of $120,201 for the three-months ended June 30, 2006 versus a net loss of $109,791 for the three-months ended June 30, 2005.

The net loss of $120,201 for the three-month period ending June 30, 2006 is primarily comprised of operating expenses of $156,005; these operating expenses were primarily comprised of general and administrative expenses. Operating expenses were offset by gross profits for the period. Sales for the period totaled $63,363, cost of sales was $23,887; gross profit for the period was $39,476.

The net loss of $109,791 for the three-month period ending June 30, 2005 was primarily comprised of operating expenses of $127,356 which included general and administrative expenses of $123,356. Sales for the period totaled $56,198, cost of sales was $38,633; gross profit for the period $17,565.

Sales for the three-month period ending June 30, 2006 represented an increase of $7,165; or approximately 13% over the three-month period ending June 30, 2005. The increase in sales was due primarily to market acceptance of our new Park-n-Place product.

Cost of sales for the three-month period ending June 30, 2006 decreased by approximately 31% from the prior year. The decrease was due mainly to a lower margin on older products sold during the period ended June 30, 2005 and replacement of our new product.

Liquidity and Capital Resources

During the nine-month period ending June 30, 2006 the Company's cash position decreased by $58,326; cash at the beginning of the period was $58,982, cash remaining at the end of the period was $656. Net cash used in operating activities for the period was $167,196; primarily due to general and administrative expenses. Net cash provided by financing activities totaled $108,870; primarily due to proceeds from short term debt of $50,000 and proceeds from sale of common stock of $53,500.

During the nine-month period ending June 30, 2005 the Company's cash position increased by $10,641. Net cash used in operating activities was $357,634; cash provided by financing activities was $368,275, primarily from proceeds from sale of common stock. Cash at the beginning of the period was $7,551; resulting in cash at the end of the period of $18,192.

A loan payable to an individual with interest payable at 5% in the amount of $25,000 was due on March 2, 2006 and is currently in default. The company is working with the note holder and will request to extend the note.

We currently have limited capital with which to satisfy our cash requirements. We will require significant additional capital in order to develop, produce and market our products.

We have financed our operations primarily through private sales of equity securities and equity financing. We anticipate that we will need at least $1,000,000 in additional working capital so that we may develop, produce and market our products.

Our expectations are based on certain assumptions concerning the anticipated costs associated with any new projects. These assumptions concern future events and circumstances that our officers believe to be significant to our operations and upon which our working capital requirements will depend. Some assumptions will invariably not materialize and some unanticipated events and circumstances occurring subsequent to the date of this periodic report. We will continue to seek to fund our capital requirements over the next 12 months from the additional sale of our securities; however, it is possible that we will be unable to obtain sufficient additional capital through the sale of our securities as needed.

The amount and timing of our future capital requirements will depend upon many factors, including the level of funding received by us anticipated private placements of our common stock and the level of funding obtained through other financing sources, and the timing of such funding.

We intend to retain any future earnings to retire any existing debt, finance the expansion of our business and any necessary capital expenditures, and for general corporate purposes.

For the year ended September 30, 2005 and this interim period, our auditors have expressed their uncertainty as to our ability to continue as a going concern. They cite the cash flow deficiency from operations and the minimal capital resources available to meet existing and anticipated obligations.

The Company expects to satisfy its cash requirements to fund its operations during the next 12 months through the use of current cash resources, including the normal settlement of accounts receivable and the current sales backlog. Management's current plans are: (1) to further commercialize its own products; (2) to market new products, including products from other manufacturers; (3) to continue to operate and improve e-commerce sites to sell its products; and (4) to continue to generate profitable sales. To successfully execute its current plans, the Company will need to improve its working capital position. The Company plans to overcome the circumstances that impact our ability to remain a going concern through a combination of achieving profitability, raising additional debt and equity financing, and renegotiating existing obligations.

There can be no assurance, however, that we will be able to complete any additional debt or equity financing on favorable terms or at all, or that any such financings, if completed, will be adequate to meet our capital requirements. Any additional equity or debt financings could result in substantial dilution to our stockholders. If adequate funds are not available, we will be required to delay, reduce or eliminate some or all of our planned activities. Our inability to fund our capital requirements would have a material adverse effect on the Company.

Management's Discussion

History

In September of 2005, VOS International, Inc. acquired VOS Systems, Inc. as our wholly owned subsidiary. VOS Systems, Inc. is currently our only operating business segment.

VOS Systems, Inc. was originally established in 1995 and incorporated in California in November 1999, as a California C-Corporation based in Poway, California. "VOS" is an acronym for Voice Operated Switching. VOS Systems, Inc. is a technology company involved in the design, development, manufacturing, and marketing of consumer electronic products, platforms and services designed to give people voice command over their living environments.

VOS International, Inc. was originally incorporated in the state of Colorado on May 14, 1990 as Snow Eagle Investments, Inc. The company was inactive from 1990 until 1997. In April 1997 we acquired the assets of 1st Net Technologies, LLC, a California limited liability company; we changed our name to 1st Net Technologies, Inc. and began operations in California in the Internet commerce and services business.

Effective November 12, 1998 our common stock was approved for trading on the Over-the-Counter Bulletin Board under the stock symbol "FNTT.OB."

In August 2001, our board of directors decided to suspend our California operations and, subsequently, moved the company's headquarters to Colorado, our original state of incorporation. From August 2001 to August 2004, we were a "shell" company in search of a reorganization candidate.

In August 2004, we entered into an Agreement and Plan of Reorganization with VOS Systems, Inc., a California corporation. Pursuant to the Agreement, VOS Systems, Inc. would become a wholly owned subsidiary of 1st Net Technologies, Inc.

In August 2005, the shareholders voted in approval of reorganizing the company with VOS Systems, Inc. In September 2005, the company changed its name from 1st Net Technologies, Inc. to VOS International, Inc. and changed our trading symbol to "VOSI.OB."

Overview of Business

Our principal place of business is located at 13000 Danielson Street, Suite J, in Poway, California. This location is approximately 4800 sq. ft. of which 2000 sq. ft. is warehousing space and the remainder is equally divided into administrative offices and software/hardware development labs.

Our objective is to become the premier provider of affordable, innovative, reliable, voice operated consumer electronics utilizing our patented switching applications. We further aim to be a leading solutions supplier to other manufacturers who will integrate our voice control modules into their existing and future product lines.

We specialize in the development of embedded processor speech recognition applications for use in products we ourselves develop. We also develop speech recognition platforms for other manufacturers to enhance the features of their products. Currently the Company maintains two patents. Our core business is based on these patented applications.

The first is US Patent # 6,188,986 B1 "Voice Operated Switch Method and Apparatus" which covers the use of embedded processor speech recognition in a device that produces control signals in response to voice commands. This device acts as a control interface between utility power and connected electrical devices by connecting, controlling or disconnecting power to the electrical devices based on voice commands. The second Patent is a continuation on the first, with the Patent Number US 6324514B2. This second patent serves to enhance and broaden the claims of the first Patent.

We own several trade names and one trademark. The registered trade names include VOS Systems™, Your Voice Turns Me On™, Light Genie™ and IntelaVoice™. Our registered trademark is the VOS MAN.

We currently derive our revenues from product sales of the IntelaVoice™ Product Line as well as ancillary products we have brought into our product mix ie; Park N Place, to enhance our presence in the marketplace. We also generate revenues from our consulting services which focus on integration of our patented voice controlled switching technologies into existing or newly conceived products for other manufacturers and we will continually seek out companies with established infrastructure and synergistic technology with whom we can joint venture.

Plan of Operation

We intend to enter into the lighting controller market first in order to establish a footprint for our technology and the IntelaVoice™ brand. The IntelaVoice™ Product Line is secure in its core design and is moving forward with the development of additional product offerings. The products in the IntelaVoice™ line currently are the plug in Voice Operated Christmas Tree Light Controller, Light Switch, Dimmer and the Wall Switch Dimmer w/touch control.

The primary sales channels to date for the IntelaVoice™ product line are shop-at-home cable television channel QVC, specialty catalogs such as Hammacher-Schlemmer and 7th Avenue, boutiques such as Brookstone and Sharper Image, and the "do-it-yourself "chains such as Home Depot, Lowes, and True Value hardware. Once we achieve increased product and brand awareness, consumer electronic specialty stores such as Circuit City and Best Buy, lighting stores such as Lamps Plus, the mass market consumer outlets such as Wal-Mart, Target, and K-Mart Stores and drug store chains such as Rite Aid and Walgreen's will also become important distribution channels. Age-specific catalogs, such as Maturity Magazine and similar AARP circulations, as well as periodicals targeting the physically challenged will also be used both in product feature articles and product advertising. Products are currently available through True Value, Miles Kimble, Dynamic Living and Smart Home USA.

We intend to create and launch direct television (DRTV) marketing campaigns around products that generate strong interest and sell-through in demonstrations on cable shopping channels such as QVC as well as in other television venues.

In April 2006, We entered into agreements with Ganix Bio-Tehnologies to handle the marketing and retail placement of their flagship product, GardenGanix. GardenGanix is the first all-natural, 100% organic soil rejuvenator which helps amend the soil to restore its natural balance. VOS will spearhead the national rollout with initial focus on nurseries, lawn & garden supply stores, home centers, hardware stores, and, eventually, major brand retailers. Ganix has also retained VOS to provide PR services for the upcoming national rollout of GardenGanix. VOS is currently in discussions with several companies regarding additional products to represent but none have been formalized at this time.

Item 3. Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report. There were no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

None

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

During April 2006, the Company sold 40,000 shares of its common stock at $0.15 per share for gross proceeds of $6,000. These shares were sold to one accredited investor.

Relating to the transactions listed above, these shares of stock were issued in transactions we believe to be exempt from registration under Section 4(2) of the Securities Act. The recipients of our stock were accredited investors as defined in Rule 501 of Regulation D promulgated under Section 4(2) of the Securities Act, and those individuals or entities took their shares for investment purposes without a view to distribution. Furthermore, they had access to information concerning our Company and our business prospects; there was no general solicitation or advertising for the purchase of our shares; there were no commissions paid; and the securities are restricted pursuant to Rule 144.

Stock Incentive Plan

The company has a stock incentive plan titled “Amended 2005 Stock Incentive Plan of VOS International, Inc.” under which 1,000,000 common shares are authorized for issuance and have been registered, as amended on Form S-8 filed October 19, 2005.

Under the “2005 Plan”, in the three month period ended June 30, 2006, the Company issued 23,750 common shares to Kevin Tahan for consulting services. The Company has valued the issuance at $7,125 which equals $0.30 per share based on the quoted market price.

As of June 30, 2006, a total of 560,000 common shares remain authorized for issuance under the “Amended 2005 Stock Incentive Plan”.

Item 3. Defaults Upon Senior Securities

None

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

None, for the three month period ending June 30, 2006.

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

Exhibits

VOS International, Inc. includes herewith the following exhibits:

Exhibits 10.1
Consulting Agreement between VOS International and Circulation Marketing Systems, dated January 31, 2006.

Exhibits 31.1 and 31.2
Certifications of the Principal Executive Officer and Principal Accounting Officer, respectively, required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a))

Exhibits 32.1 and 32.2
Certifications of the Principal Executive Officer and Principal Accounting Officer, respectively, required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)

Reports on Form 8-K

None, for the period ending June 30, 2006

SIGNATURES

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

VOS International, Inc.

Date: August 21, 2006 By: /s/ Allan J. Ligi
Allan J. Ligi, President
Principal Executive Officer

Date: August 21, 2006 By: /s/ Dennis LaVorgna
Dennis LaVorgna, Chief Financial Officer
Principal Accounting Officer