

June 26, 2006

Mail Stop 4561

Keith Moore
18301 Von Karman Ave. Suite 250
Irvine, California 92612

Re: Datalogic International, Inc.
Form 10-KSB for the year ended December 31, 2005
File No. 000-30382

Dear Mr. Moore:

We have reviewed your response letter dated April 26, 2006 and have the following additional comment. As previously stated, these comments require amendment to the referenced filings previously filed with the Commission.

Form 10-KSB for the year ending December 31, 2005

Item 7 – Financial Statements

Note 13 – Convertible Debt, pages 62 - 63

1. We have read and considered your response to comments three and four and your restatement to account for an aggregate derivative liability relating to the warrants and the conversion feature of the Laurus notes. Please, disclose separately the amounts of the derivative liability related to the warrants and the conversion feature of the note, and disclose the method and assumptions that were used in determining the fair value. Refer to paragraph 17 of SFAS 133 and paragraphs 10-15 of SFAS 107.

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As appropriate, please respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please file

Keith Moore
Datalogic International, Inc.
June 26, 2006
Page 2

your cover letter on EDGAR. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

You may contact Yolanda Crittendon, Staff Accountant, at (202) 551-3472 or the undersigned at (202) 551-3414 if you have questions.

Sincerely,

Jorge Bonilla
Senior Staff Accountant