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

FORM 10-QSB/A

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended February 28, 2006

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

From _____ to _____

VIROPRO INC.

(Exact name of registrant as specified in its charter)

Nevada	**333-06718**	**13-3124057**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

8515, Place Devonshire, Suite 207, Montreal, Quebec, Canada	**H4P 2K1**
(Address of principal executive offices)	(Zip Code)

(514) 731-8776
(Registrant's telephone number, including area code)

N/A
(Former name, former address & former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all documents and reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings 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]**

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of April 19, 2006, the number of the Company's shares of par value $.001 common stock outstanding was 25,245,569.

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

SEC 2334 (9-05) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

VIROPRO, INC.
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FEBRUARY 28, 2006

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VIROPRO, INC.
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

General

The accompanying reviewed financial statements have been prepared in accordance with the instructions to Form 10-QSB. Therefore, they do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flow, and stockholders' equity in conformity with generally accepted accounting principles. Except as disclosed herein, there has not been a material change in the information disclosed in the notes to the financial statements included in the Company's annual report on Form 10-KSB for the year ended November 30, 2005. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the quarter ended February 28, 2006 are not necessarily indicative of the results that can be expected for the year ended November 30, 2006.

Viropro, Inc.

(A Development Stage Company)

Consolidated Balance Sheet (Unaudited and Restated)

February 28, 2006

ASSETS		
Current Assets		
Cash, restricted	$	111,000
Other receivables		14,712
Receivable for common stock		74,000
Prepaid expenses		31,307
GST taxes		77,594
Total current assets		308,613
Property and Equipment, net		15,231
OtherAssets		
Patent, net		1,041,250
	$	1,365,094
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Bank overdraft	$	10,961
Accounts payable and accrued expenses		335,869
Other payables		24,326
Deferred revenues		32,332
Total current liabilities		403,488
Convertible debentures		135,000
Stockholders' Equity		
Common stock, $.001 par value, 45,000,000 shares authorized, 20,445,569 shares issued and outstanding		20,446
Additional paid in capital		7,908,633
Deferred stock compensation		(988,000)
(Deficit) accumulated during the development stage		(4,076,617)
Accumulated (deficit)		(1,971,555)
Other Comprehensive income:		892,907
Foreign currency translation adjustment		(66,301)
		826,606
	$	1,365,094

See accompanying notes to financial statements

Viropro, Inc.
(A Development Stage Company)
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Inception (July 1, 2003) to February 28, 2006
	February 28, 2006	February 28, 2005	
	(Restated)		(Restated)
Revenues	$ -	$ -	$ -
Cost of revenue	-	-	-
Gross profit	-	-	-
Operating expenses:			
Consulting fees - Non cash stock compensation	185,145	598,050	3,004,879
Selling, general and administrative expenses	209,862	157,970	1,071,738
	395,007	756,020	4,076,617
Net (loss)	(395,007)	(756 020)	(4,076,617)
Comprehensive income:			
Foreign currency translation adjustment	15	5 041	(66,301)
Comprehensive income (loss)	$ (395,022)	$ (761,061)	$ (4,142,918)
Per share information - basic and fully diluted:			
Weighted average shares outstanding - basic and diluted	15,964,736	8,734,363	
(Loss) per common share - basic and diluted	$ (0.02)	$ (0.09)	

See accompanying notes to financial statements

Viropro, Inc.
(A Development Stage Company)
Consolidated Statements of Cash Flows
(Unaudited)

	Three Months February 28, 2006	Three Months February 28, 2005	Inception (July 1, 2003) to February 28, 2006
	(Restated)		(Restated)
Net cash (used in) operating activities	$ (182,310)	$ (225,730)	$ (873,203)
Cash flows from investing activities:			
Acquisition of property and equipment	(4,117)	(3,417)	(17,404)
Net cash (used in) investing activities	(4,117)	(3,417)	(17,404)
Cash flows from financing activities:			
Bank overdraft	10,961	-	10,961
Issuance of and subscriptions for common shares for cash	105,000	181,360	879,646
Issuance of debentures for cash	111,000	-	111,000
Net cash provided by financing activities	226,961	181,360	1,001,607
Net increase (decrease) in cash	40,534	(47,787)	111,000
Beginning - cash balance	70,466	54,561	-
Ending - cash balance	$ 111,000	$ 6,774	$ 111,000

See accompanying notes to financial statements

Viropro, Inc.

(A Development Stage Company)
Notes to Financial Statements
February 28, 2006
(UNAUDITED and RESTATED)

Note 1: Organizations and Basis of Presentation

The accompanying unaudited Consolidated Financial Statements of Viropro, Inc. (the "Company") have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-QSB and Article 10 of Regulation S-X. The financial statements reflect all adjustments consisting of normal recurring adjustments which, in the opinion of management, are necessary for a fair presentation of the results for the periods shown. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles (GAAP) for complete financial statements.

These Consolidated Financial Statements should be read in conjunction with the audited financial statements and footnotes thereto included in Viropro Inc.'s Form 10-KSB for the year ended November 30, 2005, as filed with the Securities and Exchange Commission.

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and that affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 2: Net Income (Loss) Per Common Share

The Company calculates net income (loss) per share as required by Statement of Financial Accounting Standards (SFAS) 128, "Earnings per Share." Basic earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares and dilutive common stock equivalents outstanding. During periods in which the Company incurs losses, common stock equivalents, if any, are not considered, as their effect would be anti dilutive.

Note 3: Going Concern

The Company's financial statements are presented on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has experienced significant losses from operations. The aggregate accumulated deficit and accumulated deficit during the development stage of the Company is $6,048,172 including a net loss for the quarter ended February 28, 2006, in the amount of $395,022. In addition, the Company has no revenue generating operations.

The Company's ability to continue, as a going concern is contingent upon its ability to secure additional financing, to increase ownership equity and to attain profitable operations. In addition, the Company's ability to continue as a going concern must be considered in light of the problems, expenses and complications frequently encountered in established markets and the competitive environment in which the Company operates.

The Company is pursuing financing for its operations and seeking additional investments. In addition, the Company is seeking to expand its revenue base by adding new customers and increasing its advertising. Failure to secure such financing or to raise additional equity capital and to expand its revenue base may result in the Company depleting its available funds and not being able pay its obligations. The Company is aggressively pursuing strategic alliances, which will bring cash infusion, restructuring and a forward-looking business plan.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 4: Stockholders' (Deficit)

During the three months ended February 28, 2006, the Company issued 300,000 common shares with a fair market value of $60,000 for services provided through November 30, 2005. The fair value of the shares was charged to operations during the year ended November 30, 2005.

During the three months ended February 28, 2006 the Company signed agreements for the issuance of 4,893,394 shares for services rendered. The fair value of the shares charged to operations for the three months ended February 28, 2006 was $185,145 while $958,000 was deferred to future periods. The Company also signed an agreement for the issuance of 3,500,000 shares to Immuno Japan Inc in exchange for a patent. The fair value of these shares is being amortized over a ten year period..

During the three months ended February 28, 2006, the Company issued 1,537,500 common shares for cash amounting to $337,500 which had been received at November 30, 2005. In addition, during the three months ended February 28, 2006, the Company accepted subscriptions for 650,000 shares of common stock for cash of $105,000. At February 28, 2006, $29,000 had been received and $74,000 is reflected as a receivable for common stock at February 28, 2006. This balance was subsequently collected.

During February 2006 the shareholders voted to increase the authorized capital to 45,000,000 common shares at $.001 par value per share.

Note 5: Commitments and Contingencies

During November 2004, the Company entered into an agreement with the Tokyo-based firm Immuno Japan Inc. for the marketing and production of therapeutic proteins in international markets. According to the agreement, the Company has acquired licensees to patented technologies related to the production of therapeutic proteins for certain countries. As compensation for the rights, the Company issued 500,000 shares of common stock in February 2005, with a fair value of $220,000 which has been charged to operations during the year ended November 30, 2004, and is obligated to issue an additional 500,000 shares of common stock upon the initial sale of the licensed products, which has not yet occurred. In addition the Company will pay a royalty of 15% of sales of the licensed products.

On February 2, 2005, Viropro announced that it has signed a scientific research agreement with the INRS-Institut Armand-Frappier research centre for the development and continuous improvement of detection tests related to the B19 virus (parvovirus).

In April 2005, Viropro Pharma Inc. announced the creation of a strategic joint venture with ProteoCell Biotechnologies Inc., a Montreal-based company specializing in the scale-up of production processes of recombinant proteins. Although Viropro Pharma completed its initial payment of CDN $50,000 and was obligated for six (6) monthly payments of $50,000, to be paid semi-monthly, default of delivery on the part of ProtoCell resulted in the termination of this joint venture.

During the periods covered by these financial statements, the Company issued shares of common stock and subordinated debentures without registration under the Securities Act of 1933. Although the Company believes that the sales did not involve a public offering of its securities and that the Company did comply with the "safe harbor" exemptions from registration, if such exemptions were found not to apply, this could have a material impact on the Company's financial position and results of operations. In addition, the Company issued shares of common stock pursuant to Form S-8 registration statements and pursuant to Regulation S. The Company believes that it complied with the requirements of Form S-8 and Regulation S in regard to these issuances, however if it were determined that the Company did not comply with these provisions this could have a material impact on the Company's financial position and results of operations.

Note 7: Subsequent Events

Convertible Debentures

Effective March 1, 2006, the Company commenced an offering of convertible debentures. The offering consisted of a minimum of 700 and a maximum of 1,300 debentures at a price of $1,000 per debenture. The debentures are convertible into common shares at $.20 per share through March 1, 2009, and bear interest at 6% per annum. In conjunction with the sale of each $1,000 debentures the Company will issue 5,000 warrants to purchase common shares at $.25 per share expiring on March 1, 2009. Through March 28, 2006, an aggregate of $399,500 had been received, which the Company agreed to hold in escrow until the minimum number of debentures had been subscribed for. The offering expires 105 days from its commencement unless extended for an additional 120 days by the Company. It the minimum number of debentures is not sold the Company will return the proceeds to the investors. As of February 28, 2006, $111,000 as been received and is classified as restricted cash.

Restatement

The board of directors concluded on August 25, 2006 that the previously issued financial statements should no longer be relied upon and it was also discussed at that date with the independent accountants. During the three months ended February 28, 2006 the Company signed agreements for the issuance of 4,893,394 shares for services. These shares were issued in April, May, and August 2006. The fair value of the shares charged to operations for the three months ended February 28, 2006 was $185,145 while $958,000 was deferred to future periods. The Company also signed an agreement with Immuno Japan Inc. for the issuance of 3,500,000 shares in exchange for a patent. These shares were issued in May 2006. The fair value of these shares is being amortized over a ten year period.

The financial statements have been restated as follows; on the balance sheet, the patent increased by $1,041,250, deferred compensation increased by $958,000 (from $30,000 to $988,000), and common stock and additional paid in capital increased by $2,178,145 (from $5,750,934 to $7,929,079). While the statement of operations had non-cash expenses increase by $170,145 (from $15,000 to $185,145), selling, general, and administrative expenses increased by $8,750 (from $201,112 to $209,862), and loss per share increased from ($0.01) to ($0.02).

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

THE FOLLOWING DISCUSSION OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF VIROPRO, INC. SHOULD BE READ IN CONJUNCTION WITH THE FINANCIAL STATEMENTS AND NOTES THERETO INCLUDED ELSEWHERE IN THIS REPORT.

THIS DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES, VIROPRO INC'S ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE ANTICIPATED IN THESE FORWARD-LOOKING STATEMENTS AS A RESULT OF CERTAIN FACTORS, INCLUDING, BUT NOT LIMITED TO COMPETITION AND OVERALL MARKET CONDITIONS.

Overview

The main objectives of the Company are to build a major role in the transfer of technology of various biotechnological products to pharmaceutical companies in emerging countries and to assist in the full development of recombinant products for new clinical applications. In addition to its own internal expertise, the achievement of the Company's goals is supported by alliances with major partners in Biotechnology.

Background to the Company's Products

Starting with the first recombinant pharmaceutical product registered by the FDA (the US food and drug regulatory body) in 1982, the importance of recombinant drugs has continued to increase exponentially and within several years recombinant proteins are expected to represent the majority of all products registered with the FDA. In most developing and third world countries the population has access only to licensed and exclusive products from foreign owned pharmaceutical companies, and at prices so prohibitive, that, in effect, they deny a large part of the population treatment to fight many diseases. Also, most western pharmaceutical companies prefer selling their products rather than transferring their technology. The intellectual property of an increasing number of bio-recombinant products is, or will become, public by 2007. The top 10 recombinant products that will be in the public domain by 2007 were sold recently for more than $15 billion. This is already the case for drugs such as Interferons alpha and beta, G-CSF, GM-CSF, erythropoietin, IL-2 and various monoclonal antibodies for which Viropro is acquiring intellectual property. There is therefore an important niche market in the technology transfer of bio-generic products to developing countries at affordable prices.

Viropro now holds a versatile technology platform with an exclusive license portfolio. This is a result of a strong partnership with *Immuno Japan Institute* through an agreement that includes the use of a proprietary promoter that significantly enhances the yield of recombinant proteins.

In order to strengthen and expand Viropro's manufacturing and development capabilities, a partnership agreement was signed with the *National Research Council of Canada's Biotechnology Research Institute in Montreal (BRI)* for scale-up of process development. This agreement allows the Company to benefit from BRI's proven expertise in recombinant protein process development and scale-up. With this agreement, the Company has an advantageous R&D leverage that minimizes its R&D expenditure and allows for a greater focus on development of novel products such as monoclonal antibodies. Viropro concluded agreements with *Parteurop*, a French consulting company, as well as with world-known universities and research institutes in France and in Canada. Other significant partnerships concern GMP production and Drug Master File development.

Viropro's current four main areas of activities are:

1. Development and technology transfer of bio-generics through partnering with pharmaceutical companies in various countries;

2. Process development of novel bio-pharmaceutical products or generic bio-products with novel clinical indications developed by partnering companies through to product registration;

3. Production of recombinant proteins for the R&D market;

4. Consulting activities regarding bio-pharmaceutical product development strategies, clinical development and training.

The Company plans to maintain low administrative and overhead costs that will ensure the funds are available for the development activities and accordingly create the maximum value for its shareholders. Research and Development work will be subcontracted to BRI, to university laboratories for experimental studies or to specialized companies for GMP manufacturing, toxicology and clinical studies. Selecting the appropriate partnering organizations for the required expertise will minimize capital expenditures, generate results quickly and assure a high degree of confidence in results.

Viropro is focused on the development and transfer of «in licensing » leading technological processes for the manufacturing of high quality bio-products. The business strategy being developed since 2005 is to target emerging, un-served markets with high potential development by transferring technologies and know-how to pharmaceutical partners in various local markets worldwide. The main markets that Viropro has focused on are South America (mainly Brazil), Northern Africa, and Asia (mainly India).

Thus far, Viropro has developed one main line of therapeutic proteins:

- Cytokines that no longer have exclusive patent protection such as interferons alpha, G-CSF, erythropoietin (EPO) and interleukins used in various clinical indications (cancers, multiple sclerosis, hepatitis, chronic renal failure).

All the research and development procedures, from the build-up of biological systems to the industrial production on a large-scale are done in close collaboration with key partners with whom Viropro has established strategic alliances:

1. The main partner is Immuno Japan Institute (IJI), specialized in the production of various monoclonal antibodies, immuno-diagnostic reagents and high yield producing biological systems. IJI possesses a very unique technological platform of bio-products for which Viropro has obtained the exclusive licensing rights. Through its scientific expertise and support, IJI provides Viropro with mammalian expression systems for the high yield production of therapeutic proteins.

2. The second alliance was formed with the Biotechnology Research Institute of the National Research Council Canada (NRC-BRI located in Montreal, Canada). This alliance gives Viropro access to expertise as well as state-of-the-art equipment and facilities for bio-process innovation and purification process development as well as the scalability of bioprocesses under industrial scale conditions.

3. Viropro is also in close relationship with the Alimentary and Veterinary Biotechnology Institute (LBVA) of the University of Montreal that can offer a wide range of technical capabilities to adapt Viropro’s technologies to reliable large scale cGMP manufacturing. This will enable Viropro to meet high quality international standards and carry out all necessary clinical trials required for regulatory approval of safe and active bio-products.

4. Other negotiations are ongoing with North American companies specialized in providing clients and partners with industrially adapted biological material as well as offering high level services for the optimization of specific steps in the development of bioprocesses.

Viropro believes that market share for locally implemented companies will grow considerably. Viropro has determined a list of products capable of generating short to medium-term profits. These products are well proven in developed markets but are not yet manufactured at large scale in the emerging markets, where there is an important and growing demand.

IJI granted Viropro exclusive licensing rights to use mammalian expression systems for the industrial production of three bio-therapeutic products, Interferon alpha, Interferon beta and G-CSF, used for the treatment of human diseases. Viropro is also negotiating sub-licensing rights with others biotech companies in order to transfer the manufacturing of other bio-products such as erythropoietin (current international sales above $8 Billion). These products represent a great opportunity for the company to gain share in the quickly growing biopharmaceutical market. Viropro targets two different markets to generate a long-term recurrent revenues stream: (i) Brazil and Latin America and (ii) North Africa and the Middle East.

There are 170 million inhabitants in Brazil and 370 million in Latin America. As a general role, it has to be underlined that, currently, no more 10% of the population is diagnosed for hepatitis (treated with Interferon alpha) or for multiple sclerosis (treated with Interferon beta) and only 80% patients have access to biotherapeutics for the treatment of chronic diseases. The market development potential is considerable when one considers that Latin American pharmaceutical companies have the infrastructure required to produce these drugs at industrial scale.

In 2005, the market for Interferon beta (for both generic and patent molecules) was about 65 m USD while it was about 5 m USD for erythropoietin (the market being mainly composed of generic versions of the drug). The total Latin American market for these products has been estimated at 200 and 15 m USD, respectively. This represents several million doses per year for the local market that any middle to large scale Brazilian pharmaceutical company could easily produce.

The pharmaceutical companies that Viropro is dealing with not have mastered the technical aspects to produce therapeutic proteins on a large scale but some of them have participated in the development of similar projects in collaboration with academic institutes or private companies. Others sell imported bio-therapeuticals on the Brazilian market and would like to replace these imported products with their own locally produced. Furthermore, these companies possess powerful marketing networks composed of several hundred representatives and maintain close relationships with hospitals and physicians throughout South America. These characteristics will enable the targeted companies to rapidly establish a market share targeted to reach 30% of the whole market, three years after commercialization.

The business model as set-up by the company assures its partners a full technology transfer package (systems, processes and training) for a complete integration of cutting-edge technologies that do not exist yet in this part of the world. Furthermore, Viropro will provide its expert advice/consultation regarding technical and regulatory requirements, procedures to be implemented and equipment purchase, installation and validation of new manufacturing facilities. A complete staff composed of fifty persons has to be hired for a functional running of the whole facilities. These new infrastructures will allow the partner to produce various drugs every year (up to six products in the first structure). The production will be first directed towards ‘’follow-on’’ biologics (biopharmaceutical products that no longer have exclusive patent protection). However, the product portfolio could be progressively complemented by new patented therapeutic proteins developed by biotech companies and/or prestigious academic institutes. Viropro aims to play a key role in bridging these partnerships and developing new projects.

Viropro is working to establish itself in North African and Middle Eastern countries. The most promising bio-therapeutics are G-CSF and Erythropoietin. From about 300 million inhabitants, the potential client population is several hundred thousands of people. This market represents sales of more than $100 million. Viropro is actively negotiating with local pharmaceutical companies to reproduce the same business model developed for Brazil.

Results of Operations

Three Months Ended February 28, 2006 and February 28, 2005.

Revenues and Operating Loss

During the three-month periods ended February 28, 2006 and 2005, the Company's had no operating revenues and thus there was no gross profit for either period. This resulted in the Company incurring net operating losses of $395,022 compared to a net loss of $756,020 in the same period of the prior year. The major portion of this difference is attributable to non-recurring expense paid as non-cash compensation to consultants as the Company was seeking new business ventures.

Loss per share fully diluted was $0.02 in 2006 as compared to $0.09 in the corresponding period in 2005.

Operating Expenses

During the three month period ended February 28, 2006, expenses were $209,862, all for administrative, selling, travel and general overhead. Non-cash expenses of $185,145 were incurred for consulting fees. This compared to $756,020 of total expenses in the period ending February 28, 2005. Expenses in the earlier period amounted to $157,970. This increase was due to the acceleration of the implementation of the Company’s business plan. During the prior period, the Company incurred non-cash expenses of $598,050, the difference being attributable to non-recurring expenses paid as non-cash compensation to consultants as the Company was seeking new business ventures.

Material Changes In Financial Condition, Longevity And Capital Resources

As at February 28, 2006, the Company had $111,000 in restricted cash or cash equivalents plus receivables of $14,712 and receivables of $74,000 for stock subscriptions. While the funds on hand are inadequate to fully implement the Company’s plans over the next 12 months, the Company is actively seeking additional funding.

Plan of Operations

As indicated above, the Company will focus on the development and transfer of « in licensing » leading technological processes for the manufacture of high quality bio-products. The business strategy being developed since 2005 is to target emerging, un-served markets with high potential for our chosen product line by transferring technologies and know-how to pharmaceutical partners in various local markets worldwide. The markets that Viropro has chosen to focus on are South America (mainly Brazil), Northern Africa, and Asia (mainly India).

Viropro has developed 2 main lines of therapeutic proteins:

- Cytokines that no longer have exclusive patent protection such as interferon’s alpha, G-CSF, erythropoietin (EPO) and interleukins used in various clinical indications (cancers, multiple sclerosis, hepatitis, chronic renal failure).
- Vaccines, for instance in the treatment of HIV infected patients

As indicated earlier, all the research and development procedures are to be done in collaboration with the partners that Viropro has established its strategic alliances. The next 12 months priority will be given to the further development of these alliances, establishing the optimal product line, methods of manufacturing, distribution, and signing joint venture partnerships in the targeted markets.

Negotiations with several prominent firms in Brazil and Tunisia are fairly advanced and the Company expects to sign agreements within the next 3 months to begin market activities in these countries.

The Company anticipates implementing a business model based on the following long-term recurrent revenue streams with several Brazilian entities.

- Fees for the development of bioprocesses in Canada, i.e. set-up of industrial production and purification (1 m USD), for licensing bioprocesses and mammalian expression systems (about 800 k USD) and for technology transfer (600 k USD).
- Royalties (between 5-10% of sales).

The Company has adequate funds to conclude these agreements in Brazil and Tunisia, and establish the needed infrastructure to maintain these relationships.

Item 3. Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed and summarized and is reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure control procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of the end of the period covered by this report, the Company's management carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon the evaluation, the Company's President (principal executive officer) and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting him to material information required to be included in the Company's periodic SEC filings.

Effect of restatement on internal controls

Management does not believe that the current restatement or how the transactions were corrected and recorded has an effect on internal controls.

Changes in Internal Control

There have been no significant changes in the Company's internal controls or in other factors that could significantly affect those controls since the most recent evaluation of such controls.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None

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

During the three months ended February 28, 2006, the Company issued 300,000 common shares, for prior services rendered to the Company exempt from registration under Regulation S of the Securities Act of 1933 (the "Act").

Also, during this period the Company issued 1,537,500 shares of common stock for cash totaling $337,500 exempt from registration under Regulation S of the Act. In addition, the Company accepted subscriptions for 650,000 shares of common stock for cash of $105,000.

Item 3. Defaults Upon Senior Securities.

None.

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

At a special meeting of the shareholders of the Company held February 7, 2006, the shareholders voted to increase the authorized common stock to 45 million shares. On February 9, 2006, the Company filed the required Certificate of Amendment to its Articles of Incorporation with the Nevada Secretary of State.

Item 5. Other Information.

None

Item 6. Exhibits

Exhibits.

Exhibit 31.1 – Certification required by Rule 13a-14(a) or Rule 15d-14(a), Dupuy

Exhibit 32.1 - Certification Required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 , Dupuy

SIGNATURE

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

VIROPRO, INC.

/s/ Jean-Marie Dupuy

_____

Dr. Jean-Marie Dupuy, President & CEO & Acting CFO

Dated: September 20, 2006

Exhibit 31 .1

CERTIFICATION

I, Jean-Marie Dupuy, certify that:

(1) I have reviewed this quarterly report on Form 10-QSB/A of Viropro, Inc.

(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) I am 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) 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.

/s/ Jean-Marie Dupuy

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Jean-Marie Dupuy, Director, President, CEO and acting CFO
Date: September 20, 2006

Exhibit 32 .1

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

In connection with the Quarterly Report of Viropro, Inc, (the "Company") on Form 10-QSB /A for the period ending February 28, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jean-Marie Dupuy, acting as Chief Executive Officer and Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jean-Marie Dupuy

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Jean-Marie Dupuy, Director, President, CEO and acting CFO

Date: September 20, 2006