

CHINA EDUCATION ALLIANCE INC.
Form 10QSB/A
February 28, 2006

**U.S. Securities and Exchange Commission
Washington, D.C. 20549**

**FORM 10-QSB/A
Amendment No.1**

- x **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
for the quarterly period ended September 30, 2005**

 - o **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
for the transition period from _____ to _____**
- _____

CHINA EDUCATION ALLIANCE, INC.

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

North Carolina
(State or other jurisdiction
incorporation or organization)

56-2012361
(IRS Employer identification No.)

**80 Heng Shan Rd. Kun Lun Shopping Mall
Harbin, P.R. China 150090**
(Address of principal executive offices)

(86451) 8233-5794
(Issuer's telephone number)

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 o

Number of shares of common stock outstanding as of November 8, 2005: 57,915,000

Number of shares of preferred stock outstanding as of November 8, 2005: -0-

EXPLANATION NOTE

This Amendment on Form 10-QSB/A amends our Quarterly Report on Form 10-QSB for the quarter ended September 30, 2005. This Amendment is being filed solely to change the certifications filed with the report as Exhibits 31.1, 31.2.

Except as specifically indicated herein, no other information included in the Annual Report on Form 10-KSB/A is amended by this Amendment
