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TRANSAX INTERNATIONAL LTD
Form 10QSB/A
April 26, 2006

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

Form 10-QSB/A
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended September 30, 2005

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission File Number: 0-27845

TRANSAX INTERNATIONAL LIMITED
(Exact name of small business issuer as specified in charter)

COLORADO

(State or other jurisdiction of
incorporation or organization)

84-1304106

(I.R.S. Employer I.D. No.)

8th Floor, 5201 Blue Lagoon Drive
Miami, FL, 33126

(Address of principal executive offices) (Zip Code)

(305) 629-3090

(Issuer's telephone number, including area code)

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes _____ No X

Applicable only to issuers involved in bankruptcy proceedings during the preceding five years.

N/A

Check whether the Registrant filed all documents required to be filed by Section 12, 13 and 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

Yes _____ No _____

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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:

Class	Outstanding as of November 10, 2005
-----	-----
Common Stock, \$0.00001 par value	31,200,949

EXPLANATORY NOTE

This Quarterly Report on Form 10-QSB/A of Transax International Limited for the fiscal quarter ended September 30, 2005 is being filed for the purpose of adding disclosure to our critical accounting policies related to our revenue recognition policy as fully described in ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION. There are no changes to previously reported results of operations or financial position.

TRANSAX INTERNATIONAL LIMITED
FORM 10-QSB/A
QUARTERLY PERIOD ENDED SEPTEMBER 30, 2005

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TRANSAX INTERNATIONAL LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
September 30, 2005
(Unaudited)

ASSETS

CURRENT ASSETS:

Cash	\$	12,261
Accounts receivable (Net of allowance for doubtful accounts of \$0)		379,286
Prepaid expenses and other current assets		144,351

TOTAL CURRENT ASSETS 535,898

SOFTWARE DEVELOPMENT COSTS, net	292,035
PROPERTY AND EQUIPMENT, net	694,762
DEFERRED DEBT OFFERING COSTS	200,000
OTHER ASSETS	2,400

TOTAL ASSETS \$ 1,725,095
=====

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES:

Current portion of capital lease obligation	\$	48,122
Current portion of loan payable		433,852
Accounts payable and accrued expenses		1,482,129
Due to related parties		179,953
Loan payable - related party		205,836
Convertible loans from related party		197,578

TOTAL CURRENT LIABILITIES 2,547,470

DEBENTURE PAYABLE, NET	221,304
ACCOUNTS PAYABLE AND ACCRUED EXPENSES, net of current portion	427,430

TOTAL LIABILITIES 3,196,204

STOCKHOLDERS' DEFICIT:

Preferred stock \$.0001 par value; 20,000,000 shares authorized; No shares issued and outstanding	-
Common stock \$.00001 par value; 100,000,000 shares authorized; 31,200,949 shares issued and outstanding	312
Paid-in capital	7,600,067

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Accumulated deficit	(8,995,886)
Deferred compensation	(17,500)
Other comprehensive loss - Cumulative foreign currency adjustment	(58,102)

TOTAL STOCKHOLDERS' DEFICIT	(1,471,109)

TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,725,095
	=====

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TRANSAX INTERNATIONAL LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE N SEP
	2005	2004	2005
	-----	-----	-----
REVENUES	\$ 948,993	\$ 322,377	\$ 2,450,4
	-----	-----	-----
OPERATING EXPENSES:			
Cost of product support services	298,251	145,412	895,2
Payroll and related benefits	111,797	104,638	318,8
Software maintenance costs	47,704	29,846	137,7
Professional fees	63,966	108,647	135,1
Management and consulting fees - related parties	41,250	99,058	116,2
Stock based compensation and consulting	-	265,011	80,0
Investor relations	54,814	90,660	70,4
Depreciation and amortization	73,050	8,280	176,6
General & administrative	267,832	113,259	624,6
	-----	-----	-----
TOTAL OPERATING EXPENSES	958,664	964,811	2,554,9
	-----	-----	-----
LOSS FROM OPERATIONS	(9,671)	(642,434)	(104,5
	-----	-----	-----
OTHER INCOME (EXPENSES):			
Other income (expense)	-	(10,424)	10,5
Foreign exchange gains	428	197	26,8
Interest expense	(115,397)	(31,176)	(282,4
Interest expense - related party	(110,004)	(24,727)	(166,2
	-----	-----	-----
TOTAL OTHER EXPENSES	(224,973)	(66,130)	(411,3
	-----	-----	-----
NET LOSS	(234,644)	(708,564)	(515,9
	-----	-----	-----
OTHER COMPREHENSIVE INCOME:			
Unrealized foreign currency translation gain (loss)	(4,324)	-	4,5
	-----	-----	-----
COMPREHENSIVE LOSS	\$ (238,968)	(708,564)	\$ (511,4
	=====	=====	=====

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NET LOSS PER COMMON SHARE:

BASIC AND DILUTED	\$ (0.01)	\$ (0.04)	\$ (0.04)
	=====	=====	=====
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC AND DILUTED	30,296,894	16,665,608	29,596,200
	=====	=====	=====

The accompanying notes are an integral part of these consolidated financial statements.

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TRANSAX INTERNATIONAL LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

		FOR THE NINE MONTHS SEPTEMBER 2005
		----- 2005 -----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss		\$ (515,950)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization		176,654
Amortization of software maintenance costs		106,590
Beneficial interest		93,750
Stock-based compensation and consulting		102,166
Grant of warrants		129,745
Gain on sale of fixed assets		-
Amortization of deferred debt issuance costs		9,566
Changes in assets and liabilities:		
Accounts receivable		(209,088)
Prepaid expenses and other current assets		(92,804)
Other assets		(2,400)
Accounts payable and accrued expenses		391,388
Accrued interest payable, related party		17,929
Accrued interest payable		5,237
Due to related parties		42,744
Accrued payroll and related expenses		-
Debt settlement by issuance of shares and exercise of options		-
Accounts payable and accrued expenses - long-term		34,365

NET CASH PROVIDED BY OPERATING ACTIVITIES		289,893

CASH FLOWS FROM INVESTING ACTIVITIES:		
Capitalized software development costs		(155,581)
Proceeds from disposal of property and equipment		-
Acquisition of property and equipment		(428,100)

NET CASH USED IN INVESTING ACTIVITIES		(583,681)

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CASH FLOWS FROM FINANCING ACTIVITIES:

Advances from related party	-
Advances from non-related company	-
Repayment of advances from related party	(35,000)
Repayments under capital lease obligations	(43,891)
Proceeds from convertible debenture	336,738
Proceeds from loan payable	117,704
Proceeds from loan - related party	60,000
Repayment of from loan - related party	(15,084)
NET CASH PROVIDED BY FINANCING ACTIVITIES	420,467
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(118,508)
NET INCREASE (DECREASE) IN CASH	8,171
CASH, BEGINNING OF PERIOD	4,090
CASH, END OF PERIOD	\$ 12,261

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid for interest	\$ 20,188
Cash paid for income taxes	\$ -

NON-CASH INVESTING AND FINANCING ACTIVITIES:

Common stock issued for debt and accrued interest	\$ 256,717
Common stock issued for services	\$ 102,166
Grant of common stock warrants in connection debt conversion	\$ 129,745

The accompanying notes are an integral part of these consolidated financial statements.

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TRANSAX INTERNATIONAL LIMITED
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
 SEPTEMBER 30, 2005

NOTE 1 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Item 310(b) of Regulation S-B. Accordingly, the financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary to make the interim financials not misleading

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have been included and such adjustments are of a normal recurring nature. These consolidated financial statements should be read in conjunction with the financial statements for the year ended December 31, 2004 and notes thereto contained in the Report on Form 10-KSB of Transax International Limited ("our Company" or the "Company") as filed with the Securities and Exchange Commission (the "Commission"). The results of operations for the nine months ended September 30, 2005 are not necessarily indicative of the results for the full fiscal year ending December 31, 2005.

The consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). The consolidated financial statements of the Company include the Company and its subsidiaries. All material intercompany balances and transactions have been eliminated.

Organization

Transax International Limited was incorporated in the State of Colorado in 1999. The Company, primarily through its wholly-owned subsidiary, TDS Telecommunication Data Systems Ltda. ("TDS"), is an international provider of information network solutions specifically designed for healthcare providers and health insurance companies. The Company's MedLink Solution (TM) enables the real time automation of routine patient eligibility, verification, authorizations, claims processing and payment functions. The Company has offices located in Miami, Florida and Rio de Janeiro, Brazil.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Estimates used in the preparation of the accompanying financial statements include the allowance for doubtful accounts receivable, the useful lives of property, equipment and software development costs and variables used to determine stock-based compensation.

Fair Value of Financial Instruments

The fair value of our cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate carrying values due to their short maturities. The fair values of our debt instruments approximate their carrying values based on rates currently available to us.

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TRANSAX INTERNATIONAL LIMITED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2005

NOTE 1 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Concentrations of Credit Risk

Financial instruments that potentially subject us to significant concentrations

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of credit risk consist principally of cash and accounts receivable.

The Company performs certain credit evaluation procedures and does not require collateral for financial instruments subject to credit risk. The Company believes that credit risk is limited because the Company routinely assesses the financial strength of its customers, and based upon factors surrounding the credit risk of its customers, establishes an allowance for uncollectible accounts and, as a consequence, believes that its accounts receivable credit risk exposure beyond such allowances is limited.

Revenue recognition

Revenue from the sale of software products, which do not require any significant production, modification or customization for the Company's targeted customers and do not have multiple elements, is recognized when: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the Company's fee is fixed and determinable, and; (4) collectibility is probable.

Foreign Currency Translation

The assets and liabilities of the Company's foreign subsidiaries are translated into U.S. dollars at the year-end exchange rates, equity is converted historically and all revenue and expenses are translated into U.S. dollars at the average exchange rates prevailing during the periods in which these items arise. Translation gains and losses are deferred and accumulated as a component of other comprehensive income or loss in stockholders' deficit. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency (TDS - Brazilian Real, Transax Australia, - Australian dollar and Transax and the Company - USD) are included in the Statement of Operations as incurred.

Comprehensive Loss

Other comprehensive loss, which currently includes only foreign currency translation adjustments, is shown in the Statement of Changes in Stockholders' Deficit.

Stock-based compensation

The Company accounts for stock options issued to employees in accordance with the provisions of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. As such, compensation cost is measured on the date of grant as the excess of the current market price of the underlying stock over the exercise price. Such compensation amounts are amortized over the respective vesting periods of the option grant. The Company adopted the disclosure provisions of SFAS No. 123, "Accounting for Stock-Based Compensation" and SFAS 148, "Accounting for Stock-Based Compensation -Transition and Disclosure", which permits entities to provide pro forma net income (loss) and pro forma earnings (loss) per share disclosures for employee stock option grants as if the fair-valued based method defined in SFAS No. 123 had been applied. The Company accounts for stock options and stock issued to non-employees for goods or services in accordance with the fair value method of SFAS 123.

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SEPTEMBER 30, 2005

NOTE 1 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Stock-based compensation (continued)

The exercise prices of all options granted by the Company exceeded the market price at the dates of grant. No compensation expense has been recognized. Had compensation cost for the stock option plan been determined based on the fair value of the options at the grant dates consistent with the method of SFAS 123, "Accounting for Stock Based Compensation", the Company's net income and income per share would have been changed to the pro forma amounts indicated below for the nine months ended September 30, 2005 and 2004:

	Nine months ended September 30,	
	2005	2004
Net loss as reported	\$ (515,950)	\$ (1,252,948)
Less: total stock-based employee compensation expense determined under fair value based method, net of related tax effect	(50,871)	(265,011)
Pro forma net loss	\$ (566,821)	\$ (1,517,959)
Basic and diluted loss per share:		
As reported	\$ (.02)	\$ (.08)
Pro forma	\$ (.02)	\$ (.09)

The option grants are estimated as of the date of grant using the Black-Scholes option-pricing model with the following assumptions used for grants as of September 30, 2005: expected volatility of 205%; risk free interest rate of 3.25%; expected life of 5 years and annual dividend rate of 0%.

Loss per common share

Basic income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted income per share is computed by dividing net income by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during each period. At September 30, 2005, there were options and warrants to purchase 13,526,070 shares of common stock, which could potentially dilute future earnings per share, but which are anti-dilutive for the periods presented above.

Recent accounting pronouncements

In December 2004, the FASB issued FASB Statement No. 123R, "Share-Based Payment, an Amendment of FASB Statement No. 123" ("SFAS No. 123R"). SFAS No. 123R requires companies to recognize, in the statement of operations, the grant-date fair value of stock options and other equity-based compensation issued to employees. FAS No. 123R is effective for the Company on January 1, 2006. We are in process of evaluating the impact of this pronouncement on our financial

position.

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TRANSAX INTERNATIONAL LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005

NOTE 1 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Recent accounting pronouncements (continued)

In May 2005, FASB issued FASB Statement 154, "Accounting Changes and Error Corrections -- a replacement of APB Opinion No. 20 and FASB Statement No. 3" ("SFAS 154"). SFAS 154 changes the requirements for the accounting for and reporting of a change in accounting principle. The provisions of SFAS 154 require, unless impracticable, retrospective application to prior periods' financial statements of (1) all voluntary changes in principles and (2) changes required by a new accounting pronouncement, if a specific transition is not provided. SFAS 154 also requires that a change in depreciation, amortization, or depletion method for long-lived, non-financial assets be accounted for as a change in accounting estimate, which requires prospective application of the new method. SFAS 154 is effective for all accounting changes made in fiscal years beginning after December 15, 2005.

Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

NOTE 2 - RELATED PARTY TRANSACTIONS

Convertible Loans Payable

At December 31, 2004, the Company had loans payable for \$200,000 and \$100,000 to a related party whose officer is an officer of the Company. On March 23, 2005, the Company modified the terms of its convertible loans to this related party. Under the modified terms, \$200,000 of principal due under the convertible loans is due on March 31, 2007 and is convertible into the Company's common stock at \$.125 per share. The remaining principal of \$100,000 is due on April 30, 2007 and is convertible into the Company's common stock at \$.125 per share. For each common share received upon conversion of the principal balance, the related party is entitled to receive one warrant to purchase the Company's common stock at \$.25 per share for a period of two years from the conversion date. The interest rate of the loan is 12% per annum compounded monthly.

On June 28, 2005, the holder of the notes partially exercised the conversion feature. Accordingly, the Company issued 400,000 shares and 400,000 warrants to purchase common stock of the Company at \$.25 per share for the conversion of principal balance of \$50,000. The Company also issued 35,770 shares of common stock to settle \$4,471 in interest due on these loans. The fair value of these warrant grants were estimated at \$0.078 per warrant on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions: dividend yield of -0- percent; expected volatility of 206%; risk-free interest rate of 3.25% and an expected holding period of 2 years. In connection with these warrants, the Company recorded interest expense of \$31,200.

On September 30, 2005, the holder of the notes partially exercised the conversion feature. Accordingly, the Company issued 600,000 shares and 600,000

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warrants to purchase common stock of the Company for the conversion of principal balance of \$75,000. The Company also issued 77,968 shares of common stock to settle \$9,746 in interest due on these loans. The fair value of these warrant grants were estimated at \$0.164 per warrant on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions: dividend yield of -0- percent; expected volatility of 218%; risk-free interest rate of 3.75% and an expected holding period of 2 years. In connection with these warrants, the Company recorded interest expense of \$98,545.

At September 30, 2005, interest due on these two loans amounted to \$22,578 and the aggregate principal amount due is \$175,000. During the nine months ended September 30, 2005 and 2004, the Company incurred \$155,084 (including the fair value of warrants granted upon conversion of \$129,745) and \$60,052, respectively, in interest expense related to these two loans. In 2005, the Company did not incur beneficial conversion charges on these convertible loans because the conversion price was equivalent to the average offering price for equity when these loans became convertible.

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TRANSAX INTERNATIONAL LIMITED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2005

NOTE 2 - RELATED PARTY TRANSACTIONS (CONTINUED)

Due to Related Parties -----

As of September 30, 2005 the Company had \$20,905 of advances payable and accrued interest due to a related party whose officer is an officer of the Company.

For the nine months ended September 30, 2005 and 2004, the Company incurred \$123,750 and \$99,000, respectively, in management fees to an officer/director of the Company. On January 14, 2005, the board of directors voted to increase the compensation paid to this officer/director from \$11,000 per month to \$13,750 per month, effective January 1, 2005. On March 28, 2005, the Company issued 400,000 shares of common stock at \$.126 per share to this officer/director for settlement of \$50,500 of this debt. The fair market value of these shares was based on the average price of the Company's shares traded between March 14 and March 27, 2005. On June 28, 2005, the Company issued 300,000 shares of common stock at \$.11 per share to this officer/director for settlement of \$33,000 of this debt. The fair market value of these shares was based on the average price of the Company's shares traded between June 14 and June 27, 2005. On September 27, 2005, the Company issued 200,000 shares of common stock at \$.17 per share to this officer/director for settlement of \$34,000 of this debt. The fair market value of these shares was based on the average price of the Company's shares traded between August 29 and September 26, 2005. At September 30, 2005, \$152,928 in management fees and other expenses were outstanding to this officer/director and are included in due to related parties on the accompanying balance sheet. The amounts due are unsecured, non-interest bearing and are payable on demand. At September 30, 2005, \$6,121 in management fees and expenses payable was due to a director of the Company and is included in due to related parties on the accompanying balance sheet. The amounts due are unsecured, non-interest bearing and are payable on demand.

Loan Payable - Related Party -----

On March 5, 2004, the Company borrowed Euro 115,000 (\$138,552 at September 30, 2005) from an officer of the Company for working capital purposes. The loan

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accrues 0.8% compounded interest per month, had an initial term of twelve months, and the debt is repayable quarterly in arrears. The officer agreed to extend this loan for an additional twelve months until March 2006. Additionally, on August 23, 2005, the Company borrowed \$60,000 from this officer. This loan accrues interest at 9.6% per annum and is payable on demand. During the nine months ended September 30, 2005 and 2004, the Company incurred \$11,197 and \$7,707, respectively, in interest related to these loans. As at September 30, 2005, \$7,284 in interest was accrued on these loans and the aggregate principal amount due is \$198,552 and is included in loan payable - related party on the accompanying balance sheet.

NOTE 3 - FINANCING ARRANGEMENTS

Loan Payable

On October 25, 2004, the Company and Cornell Capital Partners entered into a Securities Purchase Agreement, pursuant to which Cornell Capital Partners purchased two 5% secured convertible debentures. The initial convertible debenture in the original principal amount of \$125,000 was dated October 25, 2004 and the second convertible debenture in the original principal amount of \$125,000 was dated January 4, 2005 (collectively, the "Original Debentures"). In connection with the terms of the original debentures, for the nine months ended September 30, 2005, the Company recorded a beneficial conversion amount of \$31,250 as interest expense since the debentures were immediately convertible. On May 17, 2005, the Company and Cornell Capital Partners entered into a \$255,237 Promissory Note (the "Note"), whereby the Original Debentures were terminated. This Note represents the outstanding principal balance of \$250,000 on the Original Debentures, plus accrued but unpaid interest through April 30, 2005 equal to \$5,237. The Note bears interest at a rate of 12% per annum and is secured by stock pledged by certain shareholders of the Company. As of September 30, 2005, the Company has accrued interest payable of \$2,552 related to this note which is included in accounts payable and accrued expenses on the accompanying balance sheet.

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TRANSAX INTERNATIONAL LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005

NOTE 3 - FINANCING ARRANGEMENTS (CONTINUED)

Debenture Payable

On April 1, 2005, the Company entered into a Securities Purchase Agreement with Scott and Heather Grimes, Joint Tenants - with Rights of Survivorship (the "Investor"). Pursuant to the Securities Purchase Agreement, the Company issued convertible debentures to the Investor in the original principal amount of \$250,000. The debentures are convertible at the holder's option any time up to maturity at a conversion price equal to the lower of (i) 120% of the closing bid price of the common stock on the date of the debentures or (ii) 80% of the lowest closing bid price of the common stock for the five trading days immediately preceding the conversion date. The debentures have a two-year term and accrue interest at 5% per year. At maturity, the debentures will automatically convert into shares of common stock at a conversion price equal to the lower of (i) 120% of the closing bid price of the common stock on the date of the debentures or (ii) 80% of the lowest closing bid price of the common stock for five trading days immediately preceding the conversion date. In April 2005, Company recorded a beneficial conversion amount of \$62,500 as interest expense since the debentures were immediately convertible. Additionally, the

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Company paid fees of \$38,262 in connection with this debenture. These fees were treated as a discount on the convertible debenture and are being amortized over the debenture term. Amortization expense for the nine months ended September 30, 2005 was \$9,566 and is included in interest expense.

The convertible debenture liability is as follows at September 30, 2005:

Convertible debentures payable	\$ 250,000
Less: unamortized discount on debentures ...	(28,696)

Convertible debentures, net	\$ 221,304
	=====

Standby Equity Distribution Agreement

On October 25, 2004, the Company entered into a Standby Equity Distribution Agreement with Cornell Capital Partners. Pursuant to the Standby Equity Distribution Agreement, the Company could, at its discretion, periodically sell to Cornell Capital Partners shares of common stock for a total purchase price of up to \$5.0 million.

On May 17, 2005, the Company entered into a Termination Agreement with Cornell Capital Partners, whereby that certain Standby Equity Distribution Agreement, dated October 25, 2004, and the related Registration Rights Agreement, Placement Agent Agreement and Escrow Agreement of even date therewith were terminated.

Upon execution of the Termination Agreement, the Company entered into a new Standby Equity Distribution Agreement with Cornell Capital Partners on May 17, 2005. Pursuant to the Standby Equity Distribution Agreement, the Company may, at its discretion, periodically sell to Cornell Capital Partners shares of common stock for a total purchase price of up to \$5.0 million. For each share of common stock purchased under the Standby Equity Distribution Agreement, Cornell Capital Partners will pay the Company 97% of or a 3% discount to, the lowest closing bid price of the Company's common stock on the Over-the-Counter Bulletin Board or other principal market on which the Company's common stock is traded for the five days immediately following the notice date. Cornell Capital Partners will also retain 5% of each advance under the Standby Equity Distribution Agreement. Cornell Capital Partner's obligation to purchase shares of the Company's common stock under the Standby Equity Distribution Agreement is subject to certain conditions, including the Company obtaining an effective registration statement for shares of common stock sold under the Standby Equity Distribution Agreement and is limited to \$200,000 per weekly advance and \$1,000,000 per 30 days.

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TRANSAX INTERNATIONAL LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005

NOTE 3 - FINANCING ARRANGEMENTS (CONTINUED)

Standby Equity Distribution Agreement (continued)

Under the now-terminated Standby Equity Distribution Agreement (SEDA) originally dated October 25, 2004 and the terminated compensation debenture in December 2004, Cornell Capital Partners received a one-time commitment fee in the form of 1,201,779 shares of common stock in the amount of \$200,000. In December 2004, the Company valued the common shares issued to Cornell at the fair market value

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on the dates of grant or \$0.1664 per share or \$200,000 based on the quoted trading price for the stock. From December 2004 through May 27, 2005, the Company renegotiated the terms of the SEDA and the related agreements and did not amortize the commitment fee. At September 30, 2005, the commitment fee was deemed to be a deferred debt offering cost on the accompanying balance sheet to be amortized as a financing expense over the effective period of 24 months or less if funded earlier. Since as of September 30, 2005, the Company's registration was not yet declared effective, the Company has not begun to amortize the commitment fee. In October 2005, the Company's registration was withdrawn. The Company and Cornell Capital Partners are in discussions regarding a restructuring of this arrangement.

NOTE 4 - STOCKHOLDERS' DEFICIT

Common Stock

On January 14, 2005, the Company entered into a six-month consulting contract for business development services. In connection with the agreement, the Company issued 400,000 shares of common stock. On May 10, 2005, the Company cancelled this contract and cancelled 200,000 shares that were due on this contract. The Company valued these common shares at the fair market value on the date of grant of \$0.16 based on the quoted trading price and recorded stock-based consulting expense of \$42,667 through the date of cancellation.

On January 14, 2005, the Company entered into a consulting contract for business development services. In connection with the agreement, the Company issued 100,000 shares of common stock. The Company valued these common shares at the fair market value on the date of grant of \$0.16 based on the quoted trading price and recorded stock-based consulting expense of \$16,000.

On March 21, 2005, the Company entered into a consulting contract for business development services. In connection with the agreement, the Company issued 150,000 shares of common stock. The Company valued these common shares at the fair market value on the dates of grant or \$0.14 or \$21,000 based on the quoted trading price and recorded stock-based consulting expense of \$11,375 and deferred consulting expense of \$9,625 to be amortized over the remaining service period.

On March 28, 2005, the Company issued 400,000 shares of common stock to settle \$50,500 in debt due to an officer/director of the Company (see note 2). The Company valued these common shares at the fair market value on the date of grant of \$0.126.

On June 28, 2005, the holder of the related party loans exercised the conversion feature. Accordingly, the Company issued 400,000 shares and the conversion price of \$.125 per share and 400,000 warrants to purchase common stock of the Company at \$.25 per share (see note 2) for the conversion of principal balance of \$50,000. The Company also issued 35,770 shares of common stock to settle \$4,471 in interest due on these loans.

On June 28, 2005, the Company issued 300,000 shares of common stock at \$.11 per share, the fair market value on the date of grant, to an officer/director for settlement of \$33,000 of this debt.

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TRANSAX INTERNATIONAL LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005

NOTE 4 - STOCKHOLDERS' DEFICIT (CONTINUED)

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Common Stock (continued)

On July 15, 2005, the Company entered into a one-year consulting contract for public relations services. For services rendered, the Company shall pay \$5,000 per month payable in cash and/or free-trading common stock. In connection with this agreement, the Company issued 200,000 shares of common stock. The Company valued these common shares at the fair market value on the date of grant of \$0.15 per share or \$30,000 based on the quoted trading price and recorded stock-based consulting expense of \$12,500 and deferred consulting expense of \$17,500 to be amortized over the service period.

On September 27, 2005, the Company issued 200,000 shares of common stock at \$.17 per share, the average fair market value on the date of grant, to an officer/director for settlement of \$34,000 of debt.

On September 30, 2005, the holder of the related party loans (see note 2) exercised the conversion feature. Accordingly, the Company issued 600,000 shares and the conversion price of \$.125 per share and 600,000 warrants to purchase common stock of the Company at \$.25 per share for the conversion of principal balance of \$75,000. The Company also issued 77,968 shares of common stock to settle \$9,746 in interest due on these loans.

Stock Options

On January 14, 2005, the board of directors elected to extend the expiration date of 373,570 warrants from December 31, 2004 to December 31, 2005.

On November 28, 2004, the Company adopted a 2004 Incentive Stock Option Plan (the "Plan"). The Plan provides options to be granted, exercisable for a maximum of 2,500,000 shares of common stock. Both incentive and nonqualified stock options may be granted under the Plan. The exercise price of options granted, the expiration date, and the vesting period, pursuant to this plan is determined by a committee.

On May 5, 2005, the Company granted options to purchase an aggregate of 1,000,000 shares of common stock to employees, officers and directors of the Company. The options are exercisable at \$0.15 per share, which exceeds the fair market value of the common stock at the grant date. Accordingly, under APB 25, no compensation expense was recognized. The options expire on May 5, 2010.

A summary of the status of the Company's outstanding stock options as of September 30, 2005 and changes during the period then ended is as follows:

	Shares	Weighted Average Exercise Price
	-----	-----
Outstanding at December 31, 2004	2,425,000	0.41
Granted	1,000,000	0.15
Exercised	-	-
Forfeited	-	-
	-----	-----
Outstanding at September 30, 2005	3,425,000	\$ 0.33
	=====	=====
Options exercisable at end of period	3,425,000	\$ 0.33
	=====	=====

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Weighted-average fair value of options granted during the period	2005

	\$ 0.15

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TRANSAX INTERNATIONAL LIMITED
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
 SEPTEMBER 30, 2005

NOTE 4 - STOCKHOLDERS' DEFICIT (CONTINUED)

Stock Options (continued)

The following information applies to options outstanding at September 30, 2005:

Range of Exercise Prices	Shares	Options Outstanding		Options Exercisable	
		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
\$0.50	1,675,000	3.62	\$ 0.50	1,675,000	\$ 0.50
\$0.20	750,000	5.00	\$ 0.20	750,000	\$ 0.20
\$0.15	1,000,000	4.80	\$ 0.15	1,000,000	\$ 0.15

Stock Warrants

A summary of the status of the Company's outstanding stock warrants as of September 30, 2005 and 2004 and changes during the period then ended is as follows:

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2004	9,101,070	0.61
Granted	1,000,000	0.25
Exercised	-	-
Forfeited	-	-
	-----	-----
Outstanding at September 30, 2005	10,101,070	\$ 0.58
	=====	=====
Warrants exercisable at end of period	10,101,070	\$ 0.58
	=====	=====
	2005	

Weighted-average fair value of warrants granted during the period	\$ 0.25	

The following information applies to all warrants outstanding at September 30, 2005:

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Range of Exercise Prices	Shares	Warrants Outstanding		Warrants Exercisable	
		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
\$1.00	4,325,000	2.90	\$ 1.00	4,325,000	1.00
\$0.50	373,570	0.25	\$ 0.50	373,570	0.50
\$0.30	2,000,000	1.25	\$ 0.30	2,000,000	0.30
\$0.20	2,402,500	4.00	\$ 0.20	2,402,500	0.20
\$0.25	1,000,000	1.90	\$ 0.25	1,000,000	0.25

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TRANSAX INTERNATIONAL LIMITED
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
 SEPTEMBER 30, 2005

NOTE 5 - LITIGATION

An action has been brought against the Company by its former stock transfer agent who alleges, among other items, that the Company breached its contract with the transfer agent. The Company has filed an answer to the action and a portion of the action has been dismissed by the court. The Company intends to vigorously defend itself against the remainder of the action. Counsel has advised the Company that there is a better than fifty percent chance that a potential loss will be incurred. Accordingly, as of September 30, 2005, an accrual of \$50,000 is recorded and is included in accounts payable and accrued expenses on the accompanying balance sheet.

NOTE 6 - FOREIGN OPERATIONS

The Company identifies its operating segments based on its business activities and geographical locations. The Company operates within a single operating segment, being a provider of information network solutions specifically designed for healthcare providers and health insurance companies. The Company operates in Brazil, Australia and Mauritius, and has a registered mailing address in Singapore and in the USA. All of the Company's assets are located in Brazil.

	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2004
Net sales to Unaffiliated Customers:		
Brazil	\$ 2,450,424	\$ 772,576
USA	-	-
Singapore	-	-
Australia	-	-
Mauritius	-	-
	-----	-----
Total Sales	2,450,424	772,576
	-----	-----
Operating Expenses:		
Brazil	1,955,458	1,049,166
USA	540,163	739,435
Singapore	-	-
Australia	9,131	32,429
Mauritius	50,235	34,359

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Total Operating Expenses	2,554,987	1,855,389
Loss from operations	(104,563)	(1,082,813)
Other income (expenses):		
Brazil	(155,857)	(90,763)
USA	(263,701)	(82,808)
Australia	8,171	3,436
	(411,387)	(170,135)
Net loss as reported in the accompanying statements	\$ (515,950)	\$ (1,252,948)

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TRANSAX INTERNATIONAL LIMITED
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005

NOTE 7 - GOING CONCERN

Since inception, the Company has incurred cumulative net losses of \$8,995,886, has a stockholders' deficit of \$1,471,109 at September 30, 2005 and has a working capital deficit of \$2,011,572. Since its inception, the Company has funded operations through short-term borrowings and equity investments in order to meet its strategic objectives. The Company's future operations are dependent upon external funding and its ability to increase revenues and reduce expenses. Management believes that sufficient funding will be available from additional related party borrowings and private placements to meet its business objectives, including anticipated cash needs for working capital, for a reasonable period of time. Additionally, under the current roll out schedules with its clients, the Company expects to increase its revenues significantly during 2005 with the expectation of the Company becoming a profitable entity. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its software products and distribution networks. Further, since fiscal 2000, the Company has been deficient in the payment of Brazilian payroll taxes and Social Security taxes. At September 30, 2005, these deficiencies (including interest and fines) amounted to approximately \$620,800. This payroll liability is included as part of the accounts payable and accrued expenses (short-term and long-term) within the consolidated balance sheet.

As a result of the foregoing, there exists substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This report on Form 10-QSB contains forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in the forward-looking statements and from historical results of operations. Among the risks and uncertainties which could cause such a difference are those relating to our dependence upon certain key personnel, our ability to manage our growth, our success in implementing the business strategy, our success in arranging financing where required, and the risk of

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economic and market factors affecting us or our customers. Many of such risk factors are beyond the control of the Company and its management.

GENERAL

Transax International Limited, a Colorado corporation (the "Company"), currently trades on the OTC Bulletin Board under the symbol "TNSX". Transax International Limited is referred to in this Form 10-QSB as "we".

Through our wholly-owned subsidiary TDS Telecommunication Data Systems LTDA ("TDS"), we are an international provider of health information management products (collectively, the "Health Information Management Products"), which are specifically designed for the healthcare providers and health insurance companies. We are dedicated to improving healthcare delivery by providing to hospitals, physician practices and health insurance companies with innovative health information management systems to manage coding, compliance, abstracting and record management processes. We have developed a proprietary software trademarked (Brazil only) "MedLink Solution", which was specifically designed and developed for the healthcare and health insurance industry enabling the real time automation of routine patient eligibility, verifications, authorizations, claims processing and payment functions that are currently performed manually (the "MedLink Solution").

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (CONTINUED)

RESULTS OF OPERATIONS

NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005 COMPARED TO NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2004

Our net losses during the nine-month period ended September 30, 2005 were \$515,950 compared to a net loss of \$1,252,948 during the nine-month period ended September 30, 2004. During the nine month period ended September 30, 2005, we generated \$2,450,424 in net revenues compared to \$772,576 in net revenues for the nine months ended September 30, 2004, an increase of \$1,677,848, or 217.2%. The significant increase in revenues is due to the continued rollout of software contracts in Brazil. We undertook approximately 4.75 million "real-time" transactions during the nine month period ended September 30, 2005 compared to 3.1 million "real-time" transactions during the same period in 2004. We installed a record 1393 Point of Sales (POS) solutions during the nine months ended September 30, 2005. At the end of September 2005 we had 5,000 solutions operational in Brazil, including 2,500 Point of Sales solutions.

During the nine-month period ended September 30, 2005, we incurred operating expenses of \$2,554,987 compared to operating expenses of \$1,855,389 incurred during the nine-month period ended September 30, 2004, an increase of \$699,598 or 37.7%. The increase in operating expenses during the nine-month period ended September 30, 2005 from the same period in 2004 resulted from: (i) an increase of \$502,986, or approximately 128.2%, in cost of product support services resulting from the increase in net revenues; (ii) an increase of \$49,046, or approximately 18.2%, in payroll and related benefits due to an increase in employees needed to handle our increased operations; (iii) an increase of \$326,621, or 109.6%, in general and administrative expenses resulting from increased operating costs associated with increased operations; (iv) an increase of \$133,623, or approximately 310.5%, in depreciation and amortization expense as a result of an increase in property and equipment acquired for our TDS operations, and (v) an increase in software maintenance costs of \$59,899, or 77%, related to increased amortization of software maintenance costs associated with our software.

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Certain operating expenses, however, decreased during the nine-month period ended September 30, 2005 from the same period in 2004 as follows: (i) a decrease of \$140,643, or 54.8%, in management and consulting fees, which is attributable to a decrease in the use of consultants; (ii) a decrease of \$184,969, or 69.8%, in stock-based compensation and consulting fees as a result of a decrease in stock issuances to employees, officers and consultants; (iii) a decrease of \$39,848, or approximately, 36.1%, in investor relation fees attributable to a decrease in the use of investor relations services, and (vi) a decrease in professional fees of \$7,117 related to our SEC filings and filing of a registration statement of form SB-2.

We reported a loss from operations of (\$104,563) for the nine-month period ended September 30, 2005 as compared to a loss from operations of (\$1,082,813) for the nine-month period ended September 30, 2004.

Total other expenses increased \$241,252, or approximately 141.8%, for nine months ended September 30, 2005 as compared to the nine months ended September 30, 2004. Included in this change is: (i) an increase in other income of \$40,141 due to the income recognized upon settlement of accounts payable balances that were settled for less than the original obligation.; (ii) an increase of \$307,177 or approximately 217%, in interest expense for the nine months ended September 30, 2005 as compared to the nine months ended September 30, 2004, which reflects an increase in our borrowings during nine months ended September 30, 2005, the recording of beneficial interest of \$93,750 and interest expense recorded in connection with the grant of warrants upon debt conversion of \$129,745; and (iii) an increase of \$25,784 in foreign exchange rate gains due to a favorable fluctuation in the exchange rate between Brazil and the United States.

For the nine months ended September 30, 2005, our net loss was (\$515,950) or (\$0.02) per common share compared to a net loss of (\$1,252,948) or (\$0.08) per common share for the nine month period ended September 30, 2004.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (CONTINUED)

THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2005 COMPARED TO THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2004

Our net losses during the three-month period ended September 30, 2005 were \$234,644 compared to a net loss of \$708,564 during the three-month period ended September 30, 2004. During the three-month period ended September 30, 2005, we generated \$948,993 in net revenues compared to \$322,377 in net revenues for the three-months ended September 30, 2004, an increase of \$626,616, or 194.3%. The significant increase in revenues is due to the continued rollout of software contracts in Brazil as discussed above.

During the three-month period ended September 30, 2005, we incurred operating expenses of \$958,664 compared to operating expenses of \$964,811 incurred during the three-month period ended September 30, 2004, a decrease of \$6,147, or 1%. The decrease in operating expenses during the three-month period ended September 30, 2005 from the same period in 2004 resulted from: (i) an increase of \$152,839, or approximately 105%, in cost of product support services resulting from the increase in net revenues; (ii) an increase of \$7,159, or approximately 6.8%, in payroll and related benefits due to an increase in employees needed to handle our increased operations; (iii) an increase of \$154,573, or 136.5%, in general and administrative expenses resulting from increased operating costs associated with increased operations; (iv) an increase of \$64,770, or approximately 782.2%, in depreciation and amortization expense as a result of an

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increase in property and equipment acquired for our TDS operations, and (v) an increase in software maintenance costs of \$17,858 related to increased amortization of software maintenance costs associated with our software.

Certain operating expenses, however, decreased during the three-month period ended September 30, 2005 from the same period in 2004 as follows: (i) a decrease of \$57,808, or 58.4%, in management and consulting fees, which is attributable to a decrease in the use of consultants; (ii) a decrease of \$35,846, or approximately 39.5%, in investor relation fees attributable to a decrease in the use of investor relations services. (iii) a decrease 265,011, or 100%, in stock-based compensation and consulting fees as a result of a decrease in stock issuances to employees, officers and consultants; and (iv) a decrease in professional fees of \$44,681, or 41%, related to a decrease in fees associated with our SEC filings and the filing of a registration statement, Form SB-2.

We reported a loss from operations of (\$9,671) for the three-month period ended September 30, 2005 as compared to a loss from operations of (\$642,434) for the three-month period ended September 30, 2004.

Total other expenses increased \$158,843, or approximately 240.2%, for three months ended September 30, 2005 as compared to three months ended September 30, 2004. Included in this change is: (i) a decrease in other expense of \$10,424 as reported for the three months ended September 30, 2004.; (ii) an increase of \$169,498, or approximately 303.2%, in interest expense for the three months ended September 30, 2005 as compared to the three months ended September 30, 2004 which reflects an increase in our borrowings during three months ended September 30, 2005 and interest expense recorded in connection with the grant of warrants upon debt conversion of \$98,545; and (iii) an increase of \$231 in foreign exchange rate gains due to a favorable fluctuation in exchange rate between Brazil and the United States.

Therefore, our net loss during the three month period ended September 30, 2005 was (\$234,644) or (\$0.01) per common share compared to a net loss of (\$708,564) or (\$0.04) per common share for the three month period ended September 30, 2004.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2005, our current assets were \$535,898 and our current liabilities were \$2,547,470, which resulted in a working capital deficit of \$2,011,572. As of September 30, 2005, our total assets were \$1,725,095 consisting of: (i) \$12,261 in cash; (ii) \$144,351 in prepaid expenses and other assets; (iii) \$379,286 in accounts receivable; (iv) 292,035 in net software development costs; (v) \$694,762 in net valuation of property and equipment; (vi) deferred debt offering costs of \$200,000 which will be amortized into interest expense over time and (vii) \$2,400 in other assets.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (CONTINUED)

As of September 30, 2005, our total liabilities were \$3,196,204 consisting of: (i) \$1,909,559 in long-term and current portion of accounts payable and accrued expenses; (ii) \$179,953 due to related parties; (iii) \$197,578 in convertible loans to related parties; (iv) \$205,836 in loan payable to related parties; (v) \$48,122 in current portion of capital lease obligation; (vi) \$221,304 in convertible debenture payable; and (ix) \$433,852 in of loans payable. As at September 30, 2005, our current liabilities were \$2,547,470 compared to \$2,121,551 at December 31, 2004. The increase in current liabilities is due primarily to an increase in accounts payable and accrued expenses and additional loans to fund operations.

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Stockholders' deficit decreased from \$(1,742,087) for fiscal year ended December 31, 2004 to \$(1,471,109) for the nine-month period ended September 30, 2005.

For the nine months ended September 30, 2005, net cash flow provided by operating activities was \$289,893 compared to net cash provided by operating activities of \$15,108 for the nine months ended September 30, 2004. The change in cash flows provided by operating activities is mainly due to the decrease in operating loss for the period.

Net cash flows used in investing activities amounted to \$583,681 for the nine months ended September 30, 2005 compared to \$237,092 for the nine months ended September 30, 2004, an increase in cash used in investing activities of \$346,589. The increase is primarily attributable to an increase in the acquisition of property and equipment in order to facilitate our growth in revenues.

Net cash flow provided by financing activities for the nine months ended September 30, 2005 was \$420,467 resulting primarily from net proceeds from a convertible debenture, loans payable, and related party loans of \$464,358 offset by the payment of capital lease obligations of \$43,891 compared to \$228,323 for the nine months ended September 30, 2004 resulting from proceeds from related party loans of \$141,806 and net advances from related and non-related parties of \$124,000 offset by the payment of capital lease obligations of \$37,483.

In summary, based upon the cash flow activities as previously discussed, for the nine months ended September 30, 2005, our overall cash position increased by \$8,171.

PLAN OF OPERATION

Since our inception, we have funded operations through short-term borrowings and equity investments in order to meet our strategic objectives. Our future operations are dependent upon external funding and our ability to increase revenues and reduce expenses. Management believes that sufficient funding will be available from additional related party borrowings and private placements to meet our business objectives including anticipated cash needs for working capital, for a reasonable period of time. However, there can be no assurance that we will be able to obtain sufficient funds to continue the development of our software products and distribution networks.

As of the date of this quarterly report, there is substantial doubt regarding our ability to continue as a going concern as we have not generated sufficient cash flow to fund our business operations and material commitments. Our future success and viability, therefore, are dependent upon our ability to develop, provide and market our information network solutions to healthcare providers, health insurance companies and other end-users, and the continuing ability to generate capital financing. We are optimistic that we will be successful in our business operations and capital raising efforts; however, there can be no assurance that we will be successful in generating revenue or raising additional capital. The failure to generate sufficient revenues or raise additional capital may have a material and adverse effect upon us and our shareholders.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (CONTINUED)

We anticipate an increase in operating expenses over the next three years to pay costs associated with such business operations. We may need to raise additional funds. We may finance these expenses with further issuances of our common stock. We believe that any anticipated private placements of equity capital and debt financing, if successful, may be adequate to fund our operations over the next

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twelve months. Thereafter, we expect we will need to raise additional capital to meet long-term operating requirements. If we raise additional funds through the issuance of equity or convertible debt securities other than to current shareholders, the percentage ownership of our current shareholders would be reduced, and such securities might have rights, preferences or privileges senior to our existing common stock. In addition, additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available, or are not available with acceptable terms, we may not be able to conduct our business operations successfully. This eventuality could significantly and materially restrict our overall business operations.

Based upon a twelve-month work plan proposed by management, it is anticipated that such a work plan would require approximately \$2,000,000 to \$5,000,000 of financing designed to fund current debt commitments and business operations. We entered into a financing agreement with Scott and Heather Grimes, Joint Tenants with Right of Survivorship (the "Investor"). Under the terms of the financing arrangement with the Investor, we issued convertible debentures to the Investor in the original principal amount of \$250,000. The debentures are convertible at the Investor's option any time up to maturity at a conversion price equal to the lower of: (i) 120% of the closing bid price of our Common Stock on the date of the debentures, or (ii) 80% of the lowest closing bid price of our Common Stock for the five trading days immediately preceding the conversion date. The debentures have a two-year term and accrue interest at 5% per year. At maturity, the debentures will automatically convert into shares of our Common Stock at a conversion price equal to the lower of: (i) 120% of the closing bid price of our Common Stock on the date of the debentures, or (ii) 80% of the lowest closing bid price on our Common Stock for five trading days immediately preceding the conversion date. Additionally, we entered into a new Standby Equity Distribution Agreement with Cornell Capital Partners on May 17, 2005. Pursuant to the Standby Equity Distribution Agreement, we were, at our discretion, to periodically sell to Cornell Capital Partners shares of common stock for a total purchase price of up to \$5.0 million. In October 2005, we withdrew our registration statement to register shares issuable under the Standby Equity Distribution Agreement and are seeking alternative funding sources and a restructuring of current arrangements with Cornell Capital Partners. Since we withdrew the Standby Equity Distribution Agreement, we will need to raise additional capital from other sources to provide funds for repayment of debt and working capital. There are no assurances that such capital will be available to us when needed or upon terms and conditions which are acceptable to us. If we are able to secure additional working capital through the sale of equity securities, the ownership interests of our current stockholders will be diluted. If we raise additional working capital through the issuance of debt or additional dividend paying securities, our future interest and dividend expenses will increase. If we are unable to secure additional working capital as needed, our ability to grow our sales, meet our operating and financing obligations as they become due and continue our business and operations could be in jeopardy.

We believe that we can satisfy our cash requirements for the next twelve months based on our ability to enter into additional financing arrangement as necessary. Our future success and viability are primarily dependent upon our current management to generate revenues from business operations and raise additional capital through further private offerings of our stock or loans from private investors. There can be no assurance, however, that we will be able to raise additional capital. Our failure to successfully raise additional capital will have a material and adverse affect upon us and our shareholders.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (CONTINUED)

MATERIAL COMMITMENTS

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CONVERTIBLE LOANS

A significant and estimated material liability for us for fiscal year 2005 is the aggregate amount of loans payable for \$200,000 and \$100,000, respectively, to a related party whose officer is one of our officers (collectively, the "Convertible Loans"). On March 23, 2005, we modified the terms of Convertible Loans. Under the modified terms, \$200,000 of principal is due on March 31, 2007 and is convertible into shares of our restricted common stock at \$.0125 per share. The remaining principal amount of \$100,000 is due on April 30, 2007 and is convertible into our shares of restricted common stock at \$0.125 per share. In addition, for each share of common stock received upon conversion, the related party is entitled to receive one warrant to purchase our common stock at \$0.25 per share for a period of two years from the conversion date. The interest rate of the Convertible Loans is 12% per annum compounded monthly.

On June 28, 2005, we issued 400,000 shares of our restricted common stock and 400,000 warrants to the related party in accordance with the exercise of the conversion right relating to \$50,000 of the principal amount due and owing. We also issued 35,770 shares of our common stock to settle \$4,471 in interest due on the Convertible Loans. On September 30, 2005, we issued an additional 600,000 shares of our restricted common stock and 600,000 warrants to the related party in accordance with the exercise of the conversion right relating to \$75,000 of the principal amount due and owing. We also issued 77,968 shares of our common stock to settle \$9,746 in interest due on the Convertible Loans.

As of September 30, 2005, interest due and owing on the Convertible Loans is \$22,578 and the aggregate principal amount due and owing is \$175,000. See "Part II. Other Information. Item 2. Change in Securities and Use of Proceeds."

LOAN

A significant and estimated material liability for us for fiscal year 2005 is the aggregate principal amount of \$198,552 and accrued interest in the amount of \$7,284 due and owing to an officer who loaned us the money for working capital purposes (the "Loan"). The Loan accrues 0.8% compounded interest per month and has a term of twelve months with repayable quarterly in arrears. As of September 30, 2005, interest due and owing on the Loan is \$7,284 and the aggregate principal amount due and owing is \$198,552. The term of the Loan has been extended for an additional twelve months until March 2006.

PROMISSORY NOTE

A significant and estimated material liability for us for fiscal year 2005 is the aggregate amount of \$255,237, which amount represents the outstanding principal balance of \$250,000 due and owing on certain debentures plus accrued interest (the "Promissory Note"). On October 25, 2004, we entered into a securities purchase agreement with Cornell Capital Partners (the "CCP Agreement"), pursuant to which we issued certain debentures. On May 17, 2005, we issued the Promissory Note to Cornell Capital Partners pursuant to which these certain debentures were terminated. The Promissory Note bears interest at a rate of 12% per annum and is secured by stock pledged by certain of our shareholders.

SECURITIES PURCHASE AGREEMENT

A significant and estimated material liability for us for fiscal year 2005 is the aggregate amount of \$250,000, which amount represents certain debentures issued to Scott and Heather Grimes (collectively, the "Investor"). On April 1, 2005, we entered into a securities purchase agreement with the Investor (the "Agreement"), pursuant to which we issued convertible debentures to the Investor in the principal amount of \$250,000. The debentures are convertible at the Investor's option any time up to maturity at a conversion price equal to the

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lower of (i) 120% of the closing bid price of our common stock on the date of the debentures, or (ii) 80% of the lowest closing bid price of our common stock for the five trading days immediately preceding the conversion date. The debentures have a two-year term and accrue interest at 5% per year.

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CONSULTING AGREEMENT

A significant and estimated material liability for us for fiscal year 2005 is the aggregate amount of \$152,928 due and owing to Stephen Walters, our President. In accordance with the terms of an agreement, we pay monthly to Mr. Walters an aggregate amount of \$13,750 as compensation for managerial and consulting services provided by Mr. Walters. On March 28, 2005, we issued 400,000 shares of our restricted common stock at \$0.126 per share to Mr. Walters in settlement of \$50,500 due and owing. On June 28, 2005, we issued an additional 300,000 shares of our restricted common stock at \$0.11 per share to Mr. Walters in settlement of \$33,000 due and owing. On September 27, 2005, we issued an additional 200,000 shares of our restricted common stock at \$0.17 per share to Mr. Walters for settlement of \$34,000 due and owing. Therefore, as of September 25, 2005, we owe an aggregate of \$152,928 to Mr. Walters in management fees.

CRITICAL ACCOUNTING POLICIES

Our financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by management's applications of accounting policies. Critical accounting policies for Transax International Limited includes the useful life of property and equipment and accounting for stock based compensation.

Under the criteria set forth in SFAS No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed," capitalization of software development costs begins upon the establishment of technological feasibility of the software. The establishment of technological feasibility and the ongoing assessment of the recoverability of these costs require considerable judgment by management with respect to certain external factors, including, but not limited to, anticipated future gross product revenues, estimated economic life, and changes in software and hardware technology. Capitalized software development costs are amortized utilizing the straight-line method over the estimated economic life of the software not to exceed three years. We regularly review the carrying value of software development assets and a loss is recognized when the unamortized costs are deemed unrecoverable based on the estimated cash flows to be generated from the applicable software.

We review the carrying value of property and equipment for impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of long-lived assets is measured by comparison of its carrying amount to the undiscounted cash flows that the asset or asset group is expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the property, if any, exceeds its fair market value.

Accounting for Stock Based Compensation - We account for stock options issued to employees in accordance with the provisions of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. As such, compensation cost is measured on the date of grant as

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the excess of the current market price of the underlying stock over the exercise price. Such compensation amounts are amortized over the respective vesting periods of the option grant. The Company adopted the disclosure provisions of SFAS No. 123, "Accounting for Stock-Based Compensation" and SFAS 148, "Accounting for Stock-Based Compensation -Transition and Disclosure", which permits entities to provide pro forma net income (loss) and pro forma earnings (loss) per share disclosures for employee stock option grants as if the fair-valued based method defined in SFAS No. 123 had been applied. The Company accounts for stock options and stock issued to non-employees for goods or services in accordance with the fair value method of SFAS 123. We are required to comply with SFAS No. 123 (revised 2004) starting on the first day of our fiscal year 2006 for stock options issued to employees. We are currently evaluating the effect that the adoption of SFAS No. 123 (revised 2004) will have on our consolidated operating results and financial condition. No stock-based compensation cost is currently reflected in net loss for employee option grants as all options granted had an exercise price equal to or exceeding market value of the underlying common stock on the date of grant.

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Revenue Recognition

Our revenues, which do not require any significant production, modification or customization for the Company's targeted customers and do not have multiple elements, is recognized when (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the Company's fee is fixed and determinable, and; (4) collectibility is probable.

Substantially all of our revenues are derived from the processing of applications by healthcare providers for approval of patients for healthcare services from insurance carriers. Our software or hardware devices containing our software are installed at the healthcare provider's location. We offer transaction services to authorize and adjudicate identity of the patient and obtain "real time" approval for any necessary medical procedure from the insurance carrier. Our transaction-based solutions provide remote access for healthcare providers to connect with contracted insurance carriers. Transaction services are provided through contracts with insurance carriers and others, which specify the services to be utilized and the markets to be served. Our clients are charged for these services on a per transaction basis. Pricing varies depending type of transactions being processed under the terms of the contract for which services are provided. Transaction revenues are recognized in the period in which the transactions are performed.

OFF BALANCE SHEET ARRANGEMENTS

As of the date of this quarterly report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with us is a party, under which we have: (i) any obligation arising under a guarantee contract, derivative instrument or variable interest; or (ii) a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

RECENT ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued FASB Statement No. 123R, "Share-Based Payment, an Amendment of FASB Statement No. 123" ("SFAS No. 123R"). SFAS No. 123R

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requires companies to recognize, in the statement of operations, the grant-date fair value of stock options and other equity-based compensation issued to employees. FAS No. 123R is effective for the Company on January 1, 2006. We are in process of evaluating the impact of this pronouncement on our financial position.

In May 2005, FASB issued FASB Statement 154, "Accounting Changes and Error Corrections -- a replacement of APB Opinion No. 20 and FASB Statement No. 3" ("SFAS 154"). SFAS 154 changes the requirements for the accounting for and reporting of a change in accounting principle. The provisions of SFAS 154 require, unless impracticable, retrospective application to prior periods' financial statements of (1) all voluntary changes in principles and (2) changes required by a new accounting pronouncement, if a specific transition is not provided. SFAS 154 also requires that a change in depreciation, amortization, or depletion method for long-lived, non-financial assets be accounted for as a change in accounting estimate, which requires prospective application of the new method. SFAS 154 is effective for all accounting changes made in fiscal years beginning after December 15, 2005.

ITEM 3. CONTROLS AND PROCEDURES

Our principal executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer have concluded that our controls and procedures are effective.

There was no change in our internal controls over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

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PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

On March 14, 2005, X-Clearing Corp, a Colorado corporation ("X-Clearing"), our former transfer agent, initiated legal proceedings against us by filing a complaint and verified motion for replevin and for temporary order to preserve property in the District Court of the City and County of Denver, State of Colorado, civil action no. 05 CV 1980 (the "Complaint"). During September 2001, we had entered into an agreement with X-Clearing Corp. regarding engagement as our transfer agent, registrar and disbursing agent in connection with our shares of Common Stock (the "Transfer Agent Agreement"). The Complaint generally alleges that: (i) we have breached and wrongfully attempted to terminate the Transfer Agent Agreement; (ii) X-Clearing has a valid and perfected security interest in our books and records in accordance with the terms of the Transfer Agent Agreement; and (iii) X-Clearing is entitled to an order from the District Court replevining and preventing us from altering, destroying or otherwise interfering with the valid and perfected security interest and liquidated damages.

On April 5, 2005, we filed an answer to Complaint, counterclaims and jury demand (the "Answer"). The Answer generally denies that: (i) we breached and attempted to wrongfully terminate the Transfer Agent Agreement; (ii) X-Clearing Corp. has a valid and perfected security interest in our books and records; (iii) X-Clearing is entitled to an

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order of replevin and liquidated damages. Our Answer further states that: (i) X-Clearing Corp. has failed to take reasonable steps to minimize or mitigate its claimed damages; and (ii) X-Clearing Corp.'s claims are barred by the statute of frauds, doctrine of laches, doctrine of accord and satisfaction. Our Answer further counterclaims that: (i) despite X-Clearing Corp. being paid all administrative fees, share transfer fees and fees for new issuances, X-Clearing Corp. has refused to produce and provide us with our stock transfer records, which has caused us irreparable harm; (ii) X-Clearing Corp. has continued undertaking stock transfers on our behalf and illegally issuing fraudulent stock certificates; and (iii) X-Clearing Corp. has improperly and illegally used our records, which included stock certificates that X-Clearing Corp. has fraudulently created and issued to make stock transfers without notification to us.

On April 7, 2005, we filed a stipulated motion for testimony by telephone and for expedited ruling by court. A hearing was set for April 12, 2005, at which X-Clearing Corp.'s replevin action was dismissed by the District Court. As of the date of this Quarterly Report, we intend to aggressively pursue all such legal actions and review further legal remedies against X-Clearing Corp.

The parties through legal counsel are currently in negotiation for settlement by mutual agreement.

Other than as disclosed above, we are not aware of any legal proceedings contemplated by any governmental authority or other party involving us or our subsidiaries or our properties. None of our directors, officers or affiliates are: (i) a party adverse to us in any legal proceedings; or (ii) has an adverse interest to us in any legal proceedings. We are not aware of any other legal proceedings pending or that have been threatened against us, our subsidiaries or our properties.

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

On September 26, 2005, we entered into a settlement agreement with Stephen Walters (the "Settlement Agreement"), regarding the settlement of an aggregate amount of \$34,000 due and owing to Mr. Walters pursuant to managerial services performed. Pursuant to the terms and provisions of the Settlement Agreement: (i) we agreed to settle \$34,000 representing a partial amount of the aggregate amount due and owing to Mr. Walters by issuing 200,000 shares of our restricted common stock at \$0.17 per share (which amount is based upon the average of the open and close bid of our shares of common stock traded on the OTC Bulletin Board between September 15, 2005 and September 26, 2005); and (ii) Mr. Walters agreed to accept the issuance of an aggregate of 200,000 shares of our restricted common stock as full and complete satisfaction of the aggregate amount of \$34,000.

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On September 30, 2005, the holder of the Convertible Loans exercised a conversion right. Accordingly, we issued 600,000 shares of our restricted common stock at the conversion price of \$.125 per share and 600,000 warrants to purchase shares of our restricted common stock at \$.25 per share for the conversion of principal balance of \$75,000. We also issued 77,968 shares of common stock to settle \$9,746 in interest due on the Convertible Loans.

The recipients are sophisticated investors who have such knowledge and

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experience in financial, investment and business matters that they are capable of evaluating the merits and risks of the prospective investment in our securities. The recipients are accredited investors. The issuance was exempt from registration under the Securities Act in reliance on an exemption provided by Section 4(2) of that act.

Item 3 - Defaults Upon Senior Securities

None.

Item 4 - Submissions of Matters to a Vote of Security Holders

None

Item 5 - Other Information

None

Item 6 - Exhibits

- 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

TRANSAX INTERNATIONAL LIMITED

Date: April 26, 2006

By: /s/Stephen Walters

Stephen Walters
Chief Executive Officer

Date: April 26, 2006

By: /s/Adam Wasserman

Adam Wasserman
Principal Financial and
Accounting Officer