

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-QSB/A

(Mark One)

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

For the quarterly period ended: July 31, 2004

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 333-103083

XENOMICS, INC.

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(Exact name of Registrant as specified in its charter)

Florida

04-3721895

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(State or other jurisdiction of  
incorporation or organization)

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

420 Lexington Avenue, Suite 1701, New York, New York 10170

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(Address of principal executive offices) (Zip Code)

(732) 438-8290

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(Registrant's telephone number)

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(Former Name, Former Address and Former Fiscal Year,  
if changed since last report)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 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 past 90 days.

Yes  No

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 at September 17, 2004

Common Stock, par value \$0.0001 15,588,737 shares

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

Explanatory Note

This Form 10-QSB/A for the three months ended July 31, 2004 is being filed to reflect a correction to a typographical error in Exhibit 31.2. This Form 10-QSB/A amends and restates only Exhibit 31.2 of the previously filed Form 10-QSB.

Item 6. Exhibits

(a) Exhibits

31.2 Certification of Principal Financial Officer required

under Rule 13a-14(a)/15d-14(a) under the Exchange Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

XENOMICS, INC.  
(Registrant)

Date: September 23, 2004

By: /s/ Samuil Umansky

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Samuil Umansky  
President

Date: September 23, 2004

By: /s/ Christoph Bruening

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Christoph Bruening  
Treasurer

## CERTIFICATIONS

I, Christoph Bruening, certify that:

1) I have reviewed this quarterly report on Form 10-QSB of Xenomics, Inc.

2) Based on my knowledge, this quarterly 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 quarterly report;

3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we 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 registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly 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 registrant'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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: September 23, 2004

/s/ Christoph Bruening

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Christoph Bruening  
Treasurer