

Eco-Trade Corp
Form 10-Q/A
May 18, 2011

United States
Securities and Exchange Commission
Washington, D.C. 20549

Form 10-Q
(AMENDMENT NO. 1)

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2011

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commissions file number 001-12000

ECO-TRADE CORP.
(Exact name of registrant - registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

13-3696015
(I.R.S. Employer Identification No.)

c/o SMIRNOV HOLDINGS, LTD
410 Park Avenue
Suite 1530
New York, NY 10022
(Address of principal executive offices)

(917) 310-5810

Issuer's telephone number

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 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 filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,

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or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of Exchange Act). Yes ☐
No ☒

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Common Stock, \$0.001 par value
(Class)

1,802,718
(Outstanding at May 12, 2011)

Explanatory Note

The purpose of this Amendment No. 1 to Eco-Trade Corp.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, filed with the Securities and Exchange Commission on May 16, 2011 (the "Form 10-Q"), is solely to amend to provide the proper cover page to the Form 10-Q.

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

ITEM 6. EXHIBITS

Exhibit No. Description

- | | |
|------|---|
| 3.1 | Certificate of Incorporation filed November 9, 1992 (1) |
| 3.2 | Amendment to Certificate of Incorporation filed July 9, 1997 (2) |
| 3.3 | Bylaws(1) |
| 3.4 | Certificate of Designation of Preferences, Rights, and Limitations of Series A Preferred Stock (3) |
| 3.5 | Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock (4) |
| 3.6 | Restated Certificate of Incorporation (5) |
| 3.7 | Certificate of Amendment to the Restated Certificate of Incorporation, dated July 29, 2008 (6) |
| 3.8 | Certificate of Ownership of Emvelco Corp. and Vortex Resources Corp.(7) |
| 3.9 | Certificate of Amendment to the Certificate of Incorporation , dated February 24, 2009 (8) |
| 3.10 | Form of Common Stock Certificate (1) |
| 3.11 | Amendment No. 1 to the Series E Certificate (11) |
| 3.12 | Certificate of Designation – Series E Preferred Stock (9) |
| 3.13 | Certificate of Designation – Series F Preferred Stock (9) |
| 10.1 | Joint Venture Agreement by and between Yasheng Eco-Trade Corp. and CMARK International, Inc., dated June 30, 2010 |
| 10.2 | Form of Agreement entered between Yasheng Eco Trade Corp. and each of the directors of the Company. (9) |
| 10.3 | Director Agreement by and between Eco-Trade Corp. and Alexander Smirnov (11) |
| 31.1 | Certification of the Chief Executive Officer and Principal Financial Officer of Eco-Trade Corp. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of the Chief Executive Officer and Principal Financial Officer of Eco-Trade Corp. Pursuant to 18 U.S.C. Section 1351, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

(1) Incorporated by reference to Registrant's Registration Statement on Form SB-2 dated May 12, 1993 (Registration No. 33-62672-NY, as amended)

(2) Incorporated by reference to the exhibit filed with the Registrant's Form 10-QSB for quarter ended June 30, 1998.

- (3) Incorporated by reference to the exhibit filed with the Registrant's Current Report on Form 8-K on June 17, 2008
 - (4) Incorporated by reference to the exhibit filed with the Registrant's Current Report on Form 8-K on December 5, 2008
 - (5) Incorporated by reference to the exhibit filed with the Registrant's Current Report on Form 8-K on March 9, 2004
 - (6) Incorporated by reference to the exhibit filed with the Registrant's Current Report on Form 8-K on August 1, 2008
 - (7) Incorporated by reference to the exhibit filed with the Registrant's Current Report on Form 8-K on September 4, 2008
 - (8) Incorporated by reference to the exhibit filed with the Registrant's Current Report on Form 8-K on February 25, 2009
 - (9) Incorporated by reference to the Form 8-K Current report filed with the Securities and Exchange Commission on August 11, 2010.
 - (10) Incorporated by reference to the Form 8-K Current report filed with the Securities and Exchange Commission on July 7, 2010.
 - (11) Incorporated by reference to the Form 8-K Current report filed with the Securities and Exchange Commission on May 5, 2011.
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York, on May 18, 2011.

ECO-TRADE CORP.

By:	/s/William Lieberman
	William Lieberman
	Acting President (Principal Executive,
	Financial and Accounting Officer)