



**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

Our Certificate of Incorporation authorizes the issuance of 30,000,000 shares of common stock, \$.001 par value per share. As of the date of this Registration Statement on Form 8-A, there are 15,223,500 common shares issued and outstanding. The holders of Common Stock are entitled to one vote for each share held of record on all matters to be voted on by the shareholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50 percent of the Shares voted for the election of directors can elect all of the directors. The holders of Common Stock are entitled to receive dividends when, as and if declared by the board of directors out of funds legally available therefore. In the event of our liquidation, dissolution, or winding up, the holders of Common Stock are entitled to share ratably in all assets remaining available for distribution to them after payment of liabilities and after provision has been made for each class of stock, if any, having preference over the common stock. The holders of Common Stock do not have preemptive rights. In the future, preemptive rights may be granted by way of amendment of our articles of incorporation, which would require a vote by the board of directors and shareholders on such matter.

**Item 2. Exhibits.**

Exhibit No.	Exhibit
<u>3.1</u>	Restated Certificate of Incorporation - attached hereto
<u>3.2</u>	Bylaws - attached hereto
4.0	Specimen stock certificate (incorporated by reference herein from Exhibit 4.2 to Form S-18 Registration No. 33-78910-C)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 2, 2006

PACIFIC ALLIANCE CORPORATION

By: /s/ Mark A. Scharmann  
President

