QUANTUM GROUP INC /FL
Form 10QSB
June 21, 2004

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

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTIOIN 13 OR 15 (D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE PERIOD ENDED: April 30, 2004

COMMISSION FILE NUMBER: 000-31727

THE QUANTUM GROUP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEVADA	20-0774748
STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(IRS EMPLOYER IDENTIFICATION NO.)

12230 Forest Hill Blvd., Suite 157, Wellington, FL 33414
(ADDRESS, INCLUDING ZIP CODE, OF PRINCIPAL EXECUTIVE OFFICES)

(561) 227-1597
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL DOCUMENTS AND REPORTS REQUIRED TO BE FILED BY SECTIONS 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 FILINGS FOR THE PAST 90 DAYS.

YES [X] NO [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of June 9, 2004, the number of the Company's shares of par value $.001 common stock outstanding was 3,403,332.

INDEX

PART I

ITEM 1. FINANCIAL INFORMATION.

THE QUANTUM GROUP, INC.
CONDENSED BALANCE SHEET
(A DEVELOPMENT STAGE ENTERPRISE)
APRIL 30, 2004
(Unaudited)

ASSETS	
Current assets:	
Cash	$ 2,208
Total current assets	2,208
Property and equipment, net of accumulated depreciation of $3,592	1,241
Investment in related companies	10,000
Other assets	2,869
Total assets	$ 16,318
LIABILITIES AND SHAREHOLDERS' DEFICIT	
Current liabilities:	
Accounts payable and accrued liabilities	$ 237,082
Accrued payroll	248,103
Notes payable and accrued interest - shareholder (note 8)	272,644
Total current liabilities	757,829
Commitments and contingencies	

Deficiency in assets accumulated during development stage	(741,511)
Total liabilities and deficiency in assets	$ 16,318

See accompanying notes to condensed financial statements.

THE QUANTUM GROUP, INC.
CONDENSED STATEMENT OF OPERATIONS
(A DEVELOPMENT STAGE ENTERPRISE)
FOR THE PERIODS ENDED APRIL 30, 2004 AND 2003
(Unaudited)

	For the three months ended		For the six months ended		For Jul (inc
	April 30, 2004	April 30, 2003	April 30, 2004	April 30, 2003	Apri
Interest Expense	$ 8,194	$ 8,263	$ 17,550	$ 16,457	$
Other Expenses	201,417	19,830	347,595	42,974	
Expenses Representing Net Loss	$ 209,611	$ 28,093	$ 365,145	$ 59,431	$
Basic and diluted loss per common share	$ (0.06)	$ (0.01)	$ (0.11)	$ (0.02)	$
Weighted average number of common shares outstanding	3,383,239	2,700,000	3,351,721	2,700,000	

See accompanying notes to condensed financial statements.

THE QUANTUM GROUP, INC.
STATEMENT OF CHANGES IN DEFICIENCY IN ASSETS ACCUMULATED
DURING THE DEVELOPMENT STAGE
APRIL 30, 2004
(Unaudited)

	Common Stock par value $.001 per share 170,000,000 authorized		Additional Paid-in Capital	Deferred Compensation	Allocated Shares for Deferred Compensation
	# of Shares	Amount			
Balance 7/24/01 (inception)	2,700,000	$2,700	$ 17,300	--	--
Net (loss)	--	--	--	--	--

Balance at 10-31-01	2,700,000	2,700	17,300	--	--
Net (loss)	--	--	--	--	--
Balance at 10/31/02	2,700,000	2,700	17,300	--	--
Merger with TPII	510,877	511	(121,363)	--	--
Sale of common stock for cash	86,000	86	64,914	--	--
Deferred compensation-stock options	--	--	207,500	(207,500)	--
Deferred compensation-stock grants	--	--	--	(327,150)	$ 327,150
Amortization of deferred comp	--	--	--	3,458	--
Net (loss)	--	--	--	--	--
Balance at 10/31/03	3,296,877	3,297	168,351	(531,192)	327,150
Issuance of common stock - stk grants	71,260	71	64,056	64,127	(64,127)
Amortization of deferred comp	--	--	--	10,375	--
Net (loss)	--	--	--	--	--
Balance at 1/31/04	3,368,137	3,368	232,407	(456,690)	263,023
Issuance of common stock - stk grants	35,195	35	31,647	31,682	(31,682)
Amortization of deferred comp	--	--	--	10,375	--
Net (loss)	--	--	--	--	--
Balance at 4/30/04	3,403,332	$3,403	$ 264,054	$(414,633)	$ 231,341

See accompanying notes to condensed financial statements.

THE QUANTUM GROUP, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
STATEMENTS OF CASH FLOW
FOR THE PERIODS ENDED APRIL 30, 2004 AND 2003
(Unaudited)

	6 Months ended April 30, 2004	6 Months ended April 30, 2003	July 24, 2001 (Inception) t April 30, 200
OPERATING ACTIVITIES			
Net (loss)	$(365,145)	$ (59,431)	(825,676)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	666	622	3,593

Amortization of deferred compensation	116,559	120,017	
Changes in operating assets and liabilities:			
(Increase) decrease in other assets	(96)	1,820	(2,869)
Increase (decrease) in accounts payable and accrued liabilities	222,146	52,457	415,315
Total adjustments	339,275	54,899	536,056
Net cash used in operating activities	(25,870)	(4,532)	(289,620)
INVESTING ACTIVITIES			
Purchase of property and equipment	(214)	--	(4,834)
Investment in related companies	--	--	(10,000)
Net cash provided by (used in) investing activities	(214)	--	(14,834)
FINANCING ACTIVITIES			
Proceeds from note payable	28,050	4,532	221,662
Proceeds from issuance of common stock	--	--	85,000
Net cash provided by financing activities	28,050	4,532	306,662
Net increase (decrease) in cash	1,966	--	2,208
Cash at beginning of period	242	--	--
Cash at end of period	$ 2,208	$ --	$ 2,208
Supplemental disclosures of cash flow information:			
Cash paid during the period for interest	$ --	$ --	$ --
Supplemental disclosures of non-cash investing and financing activities:			
Assumption of Liabilities of Transform Pack International, Inc.	$ --	$ --	$ 120,852

See accompanying notes to financial statements.

THE QUANTUM GROUP, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONDENSED FINANCIAL STATEMENTS - (UNAUDITED)
APRIL 30, 2004

NOTE 1: DESCRIPTION OF COMPANY

On May 28, 2003, Transform Pack International, Inc. (the "Company") merged with Quantum HIPAA Consulting, Inc ("Quantum"). On January 30, 2004, the shareholders of the Company approved the reincorporation of the Company under the name of The Quantum Group, Inc. ("TQGI"). The shareholders approved a 1 for 10 reverse stock split (See Note 6). The Company is a development stage company with no current revenues. The Company's business model is to become a provider of services to the healthcare industry in three complementary areas: outsourcing administrative responsibilities for physicians, Managed Care Organizations, healthcare facilities and physician associations; developing new technologies for the healthcare delivery system; and providing healthcare services to consumers. (See Note 4)

Basis of Presentation

The condensed financial statements include of The Quantum Group, Inc. (the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information and Regulation S-B. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements.

The accompanying condensed financial statements of the Company are unaudited. However, in the opinion of management, they include all adjustments necessary for a fair presentation of financial position, results of operations and cash flows. All adjustments made during the six months ended April 30, 2004, were of a normal, recurring nature. The amounts presented for the six months ended April 30, 2004, are not necessarily indicative of the results to be expected for any other interim period or for the entire fiscal year. Additional information is contained in the Annual Report on Form 10-KSB of the Company for the year ended October 31, 2003, which should be read in conjunction with this quarterly report.

GOING CONCERN

The Company has no revenues to date. Since its inception, the Company has been dependent upon the receipt of capital investment to fund its continuing activities. In addition to the normal risks associated with a new business venture, there can be no assurance that the Company's business plan will be successfully executed. The Company's ability to execute its business model will depend on its ability to obtain additional financing and achieve a profitable level of operations. There can be no assurance that sufficient financing will be obtained. Nor can any assurance be made that the Company will generate substantial revenues or that the business operations will prove to be profitable. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CASH EQUIVALENTS

The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. At April 30, 2004, there were no cash equivalents.

PROPERTY AND EQUIPMENT

Furniture and equipment are stated at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, which range from three to five years.

RESEARCH AND DEVELOPMENT COSTS

Research and development costs are charged to expense when incurred.

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 date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates and the differences could be material.

7

THE QUANTUM GROUP, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONDENSED FINANCIAL STATEMENTS - (UNAUDITED)
APRIL 30, 2004

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INCOME TAXES

The Company has not recognized any benefit of such net operating loss carry forwards in the accompanying financial statements in accordance with the provisions of SFAS No. 109, as the realization of this deferred tax benefit is not likely. A 100% valuation allowance has been recognized to offset the entire effect of the Company's net deferred tax asset.

STOCK COMPENSATION

The company has adopted Statement of Financial Accounting Standards No. 123 ("SFAS 123"), "Accounting for Stock-Based Compensation." SFAS 123 encourages the use of a fair-value-based method of accounting for stock-based awards, under which the fair value of stock options is determined on the date of grant and expensed over the vesting period. Under SFAS 123, companies may, however, measure compensation costs for those plans using the method prescribed by Accounting Principles Board Opinion No. 25 ("APB No. 25"), "Accounting for Stock Issued to Employees." Companies that apply APB No. 25 are required to include pro forma disclosures of net earnings and earnings per share as If the fair-value-based method of accounting had been applied. The Company elected to account for such plans under the provisions of APB No. 25. The Company accounts for stock options granted to consultants under SFAS 123.

NOTE 3: FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of cash and cash equivalents, accounts payable and accrued liabilities approximate their fair value because of the short maturity of these financial instruments.

NOTE 4: MERGER WITH QUANTUM HIPAA CONSULTING, INC.

Effective May 28, 2003, the Company consummated a merger pursuant to a merger agreement with Quantum HIPAA Consulting Group, Inc. Quantum HIPAA Consulting Group, Inc developed a training compact disc and manuals to instruct the healthcare industry on the implementation of the regulations created to comply with the Health Insurance Portability and Accountability Act of 1996 (HIPAA).

The Company completed the merger by issuing 2,700,000 million shares of Common Stock to the sole shareholder of Quantum, in exchange for all the issued and outstanding shares of Quantum. For accounting purposes, the acquisition was treated as a recapitalization of the Company. The value of the net assets of the Company after the acquisition was completed is the same as their historic book value.

On May 30 2003, in accordance with the agreement, the Company, Transform Pack International, Inc., sold its wholly owned subsidiary, Transform Pack, Inc. (TPI) to certain previous shareholders and investors of the Company. Transform Pack, Inc. and its shareholders have agreed to assume and indemnify the Company for all operating debts of the Company.

NOTE 5: LOSS PER SHARE

Basic loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares for the period. The computation of diluted loss per share is similar to basic loss per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares, such as options, had been issued. Diluted loss per share is not presented as the effects would be anti-dilutive.

NOTE 6: OTHER COMMON STOCK TRANSACTIONS

DEFERRED COMPENSATION

On October 1, 2003, the Company granted 363,500 shares of common stock to employees, directors and advisors in lieu of or as partial compensation for services performed for the Company. These shares start vesting January 1, 2004 and are to be vested over two and three year periods. The Company recorded $327,150 of unearned compensation and recorded the unvested shares as Deferred Compensation - Allocated Shares in the equity section of the balance sheet. The Company recognized $71,475 in compensation expense related to these stock grants for the six month period ended April 30, 2004. The value of the stock was determined by the closing market price at the date of grant. Additionally, the Company granted 415,000 options at $.40 per share to employees and directors to be vested over three years. The options start vesting January 1, 2004. The Company has recognized $207,500 in deferred compensation in relation to the issuance of the stock options in conjunction with Statement of Financial Accounting Standard no. 123. The values of the options were determined based upon the market value of the common shares at the time of grant less the exercisable price. The Company has recognized $20,750 in compensation expense related to these stock option grants for the six month period ended April 30, 2004.

REVERSE STOCK SPLIT

In January 2004, the shareholders of the Company approved the merger of the Company into The Quantum Group, Inc. for the purpose of reincorporation in the State of Nevada. In conjunction with the reincorporation, the shareholders approved a 1 for 10 reverse stock split of its common stock. An amended and restated Articles of Incorporation have been filed to change the name of the Company to The Quantum Group, Inc. ("TQGI") and to set the authorized shares of common stock to 170,000,000 at a par value of $.001 per share and authorized preferred stock to 30,000,000 at a par value of $.001 per share. All share and per share amounts have been retroactively restated in the accompanying financial statements and notes for all periods presented.

(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONDENSED FINANCIAL STATEMENTS - (UNAUDITED)
APRIL 30, 2004

NOTE 7: STOCK OPTIONS

In October 2003 the Company adopted a stock option plan. The purpose of the stock option plan was to increase the employees and non-employee director's proprietary interest in Quantum and to align more closely their interests with the interests of the shareholders of Quantum, as well as to enable Quantum to attract and retain the services of experienced and highly qualified employees and non-employees directors.

Options granted under this plan may either be options qualifying as incentive stock options under Section 422 of the Internal Revenue Code of 1986, as amended, or options that do not so qualify. Any incentive option must provide for an exercise price of not less than 100% of the fair market value of the underlying shares on the date of such grant, but the exercise price of any incentive option granted to an eligible employee owning more than 10% of the our common stock must be at least 110% of such fair market value as determined on the date of the grant.

The term of each option and the manner in which it may be exercised is determined by the board of directors, provided that no option may be exercisable more that 10 years after the date of its grant and, in the case of an incentive option granted to an eligible employee owning more that 10% of the our common stock, no more than five years after the date of the grant. The board of directors shall determine the exercise price of non-qualified options.

The Company has reserved 5,000,000 shares of common stock under the plan. The board of directors or a committee of the board of directors will administer the plan including, without limitation, the selection of the persons who will be granted plan options under the plan, the type of plan options to be granted, the number of shares subject to each plan options and the plan option price.

The per share exercise price of shares granted under the plan may be adjusted in the event of certain changes in the total purchase price payable upon the exercise in full of options granted under the plan. Officers, directors and key employees of and consultants to Quantum will be eligible to receive non-qualified options under the plan. Only officers, directors and employees of Quantum who are employed by Quantum or by any subsidiary thereof are eligible to receive incentive options.

The Company has elected to account for the stock options under the Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. The Company accounts for stock options granted to consultants under Financial Accounting Standards Board Statement No. 123, "Accounting for Stock-Based Compensation." The Company recognized $207,500 in compensation expense, of which $183,292 was deferred at April 30, 2004.

No options were granted during the six month periods ended April 30, 2004 and 2003, respectively.

10

THE QUANTUM GROUP, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONDENSED FINANCIAL STATEMENTS - (UNAUDITED)
APRIL 30, 2004

NOTE 7: STOCK OPTIONS (CONTINUED)

A summary of options during the six months ended April 30, 2004 and 2003 is shown below:

	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding at beginning of the period	415,000	$0.40	--	$--
Granted	--	$ --	--	$--
Exercised	--	$ --	--	$--
Forfeited	--	$ --	--	$--
Outstanding at April 30,	415,000	$0.40	--	$--
Exercisable at April 30,	--		--	
Available for issuance at April 30,	4,585,000		--	

Had the compensation expense for the stock option plan been determined based on the fair value of the options at the grant date consistent with the methodology prescribed under Statement of Financial Standards No. 123, "Accounting for Stock Based Compensation," at April 30, the Company's net income and earnings per share would have been reduced to the pro forma amounts indicated below:

	2004	2003
Net income (loss)		
As reported	$ (365,145)	$ (59,431)
Pro forma	$ (381,745)	$ (59,431)
Earnings per share		
As reported	$ (0.11)	$ (0.02)
Pro forma	$ (0.11)	$ (0.02)

The fair value of each option is estimated on the date of grant using the fair market value option-pricing model with the assumptions:

Risk-free interest rate	4%
Expected life (years)	5
Expected volatility	2.31
Expected dividends	None

11

THE QUANTUM GROUP, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO CONDENSED FINANCIAL STATEMENTS - (UNAUDITED)
APRIL 30, 2004

NOTE 8: RELATED PARTY TRANSACTIONS

On November 1, 2002, the Company entered into an agreement with a shareholder to purchase certain intellectual property integral to the Company's business. In exchange, the company issued a three (3) year installment note for $179,080 with an interest rate of eighteen percent (18%) per annum. The price of the sale was equal to the cost the shareholder incurred to develop the property purchased. The note is payable monthly starting January 2003. The Company is in technical default as no payments have been made on the note. The Company is accruing interest, at 18% per annum, monthly on the unpaid principal balance and has classified the note as current as per the agreement. The interest accrued at April 30, 2004 is $48,352.

On November 2, 2002 the Company signed a demand note, with an interest rate of eighteen percent (18%) per annum, for the expenses a shareholder paid on behalf of the Company subsequent to the sale of the intellectual property. The note payable balance and accrued interest as of April 30, 2004 and 2003 are $42,582 and $2,631 respectively.

In July 2003, the Company purchased a 20% interest Renaissance Health Systems, Inc. for $5,000 from a shareholder of the Company. Renaissance Health Systems is a development stage enterprise in the health care business. Additionally, the Company purchased a 20% interest in Quantum Medical Technologies, Inc. for $5,000 from a shareholder of the Company. Quantum Medical Technologies, Inc. is a development stage enterprise in the medical technologies business.

NOTE 9: OTHER EQUITY

Following a motion approved by the Company shareholders during a meeting January 30, 2004, in February 2004, the Board of Directors agreed to issue 13,300,000 post reverse shares to the shareholders of both Quantum Medical Technologies, Inc. (QMT) and Renaissance Health Systems, Inc. (RHS) for the 80% of the those companies which the Company does already not own. Control in the Company will not change, since all the shareholders in numbers and relative beneficial ownership of both QMT and RHS are also material and beneficial owners of the common shares of the Company today. The final merger is not expected to be consummated until documentation is completed and approval of the Board of Directors of all the companies.

12

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

GENERAL

The discussion and analysis set forth below should be read in conjunction with our Financial Statements and the related notes thereto appearing elsewhere in this quarterly report. The information presented for the six months ended April 30, 2004 and April 30, 2003, was derived from unaudited financial statements, which, in our opinion, reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation.

FORWARD LOOKING STATEMENTS

This Report on Form 10-QSB contains certain forward-looking statements. When used in this report, press releases and elsewhere by the management of the Company from time to time, the words "believes", "anticipates", and "expects" and similar expressions are intended to identify forward-looking statements that involve certain risks and uncertainties. Additionally, certain statements contained in this discussion may be deemed forward-looking statements that involve a number of risks and uncertainties. Among the factors that could cause actual results to differ materially are the following: the ability of the Company to meet its working capital and liquidity needs, economic trends for consumer advertisers, the availability of long-term credit, unanticipated changes in the U.S. and international economies, business conditions and growth in e-commerce and the timely development and acceptance of new products, the impact of competitive products and pricing, and other risks detailed from time to time in the Company's SEC reports. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to publicly release the results of any events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

GOING CONCERN

The Company is a development stage company that over the last two years has expensed material sums in creating procedures, manuals and systems to assist the medical community in the implementation of medical regulations. Though the Company has materially finished developing its training programs, additional updates and deployment will be required.

As shown in the accompanying condensed financial statements, the Company has incurred recurring losses and negative cash flows from its development and organization activities and has negative working capital and shareholders' deficit. Under normal conditions, these conditions raise substantial doubt about the Company's ability to continue as a going concern.

There can be no assurance that the Company will be able to successfully implement its plans to generate additional investor interest and raise additional capital, or if such plans are successfully implemented, that the Company will achieve its goals.

Furthermore, if the Company is unable to raise additional funds, it may be required to modify its growth and developmental plans, and even be forced to severely limit development operations completely.

The accompanying condensed financial statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments to reflect the possible future effects of the recoverability and classification of assets or the amounts and classification of liabilities that might result from the outcome of this uncertainty. See "Liquidity and Capital Resources," below.

RESULTS OF OPERATIONS

Three months ended April 30, 2004 and 2003

The expenses for the quarter ended April 30, 2004 were $209,611 compared to $28,093 for the quarter April 30, 2003. The increase was primarily due to an increase in personnel and salaries and consulting fees of $103,367 and the amortization of deferred compensation of $46,113.

Six months ended April 30, 2004 and 2003

The expenses for the six months ended April 30, 2004 were $365,145 compared to $59,431 for the six months ended April 30, 2003. The increase was primarily due to an increase in personnel and salaries and consulting fees of $158,118 and the amortization of deferred compensation of $92,225.

LIQUIDITY AND CAPITAL RESOURCES

At April 30, 2004, the Company had working capital deficit of $755,621 as compared to a working capital deficit of $254,857 at April 30, 2003.

Cash inflow from financing activities was $28,050 for the six months ended April

30, 2004, compared $4,532 for the six months ended April 30, 2003. The increase was due to additional funds advanced by the majority shareholder. The Company will need to secure financing during the next 12 months.

On June 9, 2004, the Company executed a letter of intent with an investment group to raise up to $1,000,000 from foreign investors. These shares, if any are sold and accepted by the Company, will be restricted from sale in the United States for a minimum of one year. The Company will use any proceeds to further develop its business plan. The Company has no assurance that this effort will be successful, or that it may not need to change the terms of the offering. The Company expects to pay commission and expenses of 13%, plus legal and support cost relating to this private overseas offering.

On June 11, 2004, the Company received a loan for $30,000 from an accredited investor. The Company anticipates issuing 300,000 restricted common shares exempt from registration, under Rule 144, to satisfy this obligation, in the near future. The proceeds of this loan will be used to satisfy obligations, expenses and debts of the Company.

The Company's development plan is to identify, negotiate with and acquire business and services that will allow the Company to provide comprehensive consulting services, technological, strategic intelligence and systems that will allow the small to medium size medical organization to provide better care, better medical outcomes and earn more profit. The Company expect to acquire the candidate businesses after extensive due diligence, and then to acquire the business enterprise including cash flow by issuing stock, notes and cash. The Company expects to secure financing for the acquisition by selling common and/or preferred shares, issuing debt or notes and by leveraging the potential acquisition. There is no assurance that the Company will be able to execute on its plans and clearly, additional financing will be needed to develop and implement its business plan.

14

ITEM 3. CONTROLS AND PROCEDURES

Our Management and resources are limited, as of April 30, 2004 we had only three full time employees who were also officers and directors of the Company. These positions are President/CEO, CFO and a Vice President of Administration, collectively these officers have conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of the end of the fiscal quarter covered by this report. Based upon that evaluation and both our limited developmental history as well as the size of our organization, our management has concluded that we have adequate disclosure controls. However we must improve procedures for effective and timely gathering, analyzing and disclosing the information we are required to disclose in our reports filed under the Securities Exchange Act of 1934, as amended. Management expects to add additional controls and personnel in the near future as capital becomes available. There have been no significant changes made in our internal controls or in other factors that could significantly affect our internal controls during the fiscal quarter covered by this report.

15

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is not a party to any litigation.

ITEM 2. CHANGES IN SECURITIES

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

As of June 30, 2003, the Company is in default of a $ 179,080 obligation to the Company's President and largest shareholder. He has not declared the note in default as of this time.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY-HOLDERS

On January 30, 2004 the Company held a special meeting of the shareholders. The shareholder present, voted to accept following by a vote of 2,700,000 to 0 (668,137 did not vote):

1. Change the state of incorporation from Minnesota to Nevada and the merger with and into The Quantum Group, Inc. and the change of the corporate name from Transform Pack International, Inc. to The Quantum Group, Inc.
2. A 1 for 10 reverse stock split
3. An amendment to the Articles of Incorporation to increase the authorized shares outstanding from 40,000,000 to 170,000,000 and to increase the authorized preferred stock from 5,000,000 to 30,000,000.
4. Acceptance of the 2003 Equity & Option Plan
5. The current Board of Directors; Noel J. Guillama, Susan Guillama, Donald B. Cohen, James D. Baker, Mark Haggerty, Marion D. Thorpe, were re-elected to another one term
6. Approval and ratify the Board of Directors action on the issuance of 363,500 common shares and 415,000 options to management, directors and advisors.
7. Approval of the acquisition of the remaining 80% of Renaissance Health Systems, Inc. and the remaining 80% of Quantum Medical Technologies, Inc. which the Company does not own by issuing 13,300,000 shares upon the ratification by the Board of Directors.

ITEM 5. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

None

Exhibits: Copies of the following documents are included or furnished as exhibits to this report pursuant to Item 601 of Regulation S-B.

Exhibit No.	SEC Ref. No.	Title of Document
31.1	31	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	32	Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURE

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

THE QUANTUM GROUP, INC.

Date: June 21, 2004

BY: /s/ Noel J. Guillama

Noel J. Guillama, President