SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 10-QSB/A
Amendment No. 3

[X] Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarter Ended: June 30, 2003

[ ] Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period from _____________ to ____________

Commission File Number: 0-26285

AGE RESEARCH, INC.
(Name of Small Business Issuer in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	87-0419387 (I.R.S. Employer I.D. No.)

31103 Rancho Viejo Road, #2102, San Juan Capistrano, CA 92675
(Address of principal executive offices and Zip Code)

(800) 597-1970
(Registrant's telephone number, including area code)

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.

(1) Yes [X] No [ ] (2) Yes [X] No [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, Par Value $0.001	81,759,301
Title of Class	Number of Shares Outstanding as of June 30, 2003

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Filing Sections

ITEM 1. FINANCIAL STATEMENTS

AGE RESEARCH, INC.
BALANCE SHEET
June 30, 2003 and December 31, 2002

ASSETS	June 30, 2003 (unaudited)	December 31, 2002 (audited)
Current Assets		
Cash	$ 455	$ 310
Accounts Receivable	1,043	752
Total Current Assets	1,498	1,062
Property and Equipment, net of accumulated depreciated of	$7,354	- -
TOTAL ASSETS	$ 1,498	$ 1,062

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities		
Accounts Payable and Accrued Expenses	$ 8,401	$ 8,429
Officer's loan	13,700	8,500
Total Current Liabilities	22,101	16,929
Stockholders' Deficit		
Common stock, $.001 par value, 100,000,000 shares authorized, 81,759,301 shares and 68,759,301 issued and outstanding respectively	81,759	68,759
Paid-in Capital	853,264	736,264
Unamortized Expenses	(56,761)	-
Accumulated Deficit	(898,865)	(820,890)
Total Stockholders' Deficit	(20,603)	(15,866)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 1,498	$ 1,062

See notes to interim unaudited financial statements.

AGE RESEARCH, INC.
STATEMENTS OF OPERATIONS (Unaudited)

	Three Months ended June 30,		Six Months ended June 30,	
	2003	2002	2003	2002
SALES	$ 1,731	$ 1,888	$ 3,913	$ 4,961
COST OF GOODS SOLD	202	265	532	724
GROSS PROFIT	1,529	1,623	3,381	4,237
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	76,700	3,881	80,328	9,065
OPERATING (LOSS)	(75,171)	(2,258)	(76,947)	(4,828)
OTHER INCOME (EXPENSES)				
Interest and other income	97	-	97	-
Interest expense	(187)	(109)	(325)	(201)
	(90)	(109)	(228)	(201)
NET LOSS BEFORE TAXES	(75,261)	(2,367)	(77,175)	(5,029)
PROVISION FOR INCOME TAXES	-	-	800	800
NET LOSS	$ (75,261)	(2,367)	(77,975)	(5,829)
LOSS PER SHARE - BASIC AND DILUTED	$ (0.03)	$ (0.00)	$ (0.04)	$ (0.00)
WEIGHTED AVERAGE NUMBER OF SHARES	77,425,968	67,259,301	73,092,634	67,259,301

See notes to interim unaudited financial statements.

AGE RESEARCH, INC.

STATEMENTS OF CASH FLOWS (Unaudited)

	For the six months ended June 30, 2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	$ (77,975)	$ (5,829)
Adjustment to reconcile net (loss) to net cash (used in) operating activities:		
Stock for services	130,000	-
(Increase) Decrease in:		
Accounts Receivable	(291)	(341)
Inventory	-	158
Unamortized stock expenses	(56,761)	-
Increase (Decrease)in:		
Accounts Payable and Accrued Expenses	(28)	2,087
Net Cash Flows (Used in) Operating Activities	(5,055)	(3,925)
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Officer's Loan	5,200	2,300
Net Cash Flows Provided by Financing Activities	5,200	2,300
NET INCREASE (DECREASE) IN CASH	145	(1,625)
CASH AT BEGINNING OF PERIOD	310	1,970
CASH AT END OF PERIOD	$ 455	$ 345

See notes to interim unaudited financial statements.

AGE RESEARCH, INC.
NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS

NOTE 1 - - NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business Age Research, Inc. (the "Company") produces and sells a line of premium skin care products to physicians and mail order. The Company has developed its own line of dermatologist-formulated skin care products including moisturizers, cleaners, sunscreens, and anti-aging emollients with glycolic acid. The products are sold under the name of RejuvenAge, which is trademarked in United States and United Kingdom, and name of Bladium, which is trademarked in United States. The trademark in United Kingdom will be expired in September 2006.

Presentation of Interim Information: The financial information at June 30, 2003 and for the three and six months ended June 30, 2003 and 2002 is unaudited but includes all adjustments (consisting only of normal recurring adjustments) that the Company considers necessary for a fair presentation of the financial information set forth herein, in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information, and with the instructions to Form 10-QSB. Accordingly, such information does not include all of the information and footnotes required by U.S. GAAP for annual financial statements. For further information refer to the Financial Statements and footnotes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2002.

The results for the six months ended June 30, 2003 may not be indicative of results for the year ending December 31, 2003 or any future periods.

Net Loss Per Share Basic net loss per share includes no dilution and is computed by dividing net loss available to common stockholders by the weighted average number of common stock outstanding for the period. Diluted net loss per share does not differ from basic net loss per share due to the lack of dilutive items in the Company.

New Accounting Standards: In April 2003, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities," which is generally effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. SFAS 149 clarifies under what circumstances a contract with an initial net investment meets the characteristic of a derivative as discussed in SFAS No. 133, clarifies when a derivative contains a financing component, amends the definition of an "underlying" to conform it to the language used in FASB Interpretation No. 45, "Guarantor Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" and amends certain other existing pronouncements. The Company does not have any derivative financial instruments. The Company does not anticipate that the adoption of SFAS No. 149 will have an impact on its balance sheet or statements of operations and cash flows.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity." This Statement requires that certain instruments that were previously classified as equity on the Company's statement of financial position now be classified as liabilities. The Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The Company currently has no instruments impacted by the adoption of this statement and therefore the adoption did not have an effect on the Company's financial position, results of operations or cash flows.

NOTE 2 - - GOING CONCERN

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. In the near term, the Company expects operating costs to continue to exceed funds generated from operations. As a result, the Company expects to continue to incur operating losses and may not have enough money to grow its business in the future. The Company can give no assurance that it will achieve profitability or be capable of sustaining profitable operations. As a result, operations in the near future are expected to continue to use working capital.

Management is currently involved in active negotiations to obtain additional financing and actively increasing marketing efforts to increase revenues. The Company continued existence depends on its ability to meet its financing requirements and the success of its future operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 - - PENDING BUSINESS COMBINATION

In May 2003, the Company announced to acquire all the issued and outstanding shares of common stock of The Varsity Group, Inc. ("VARS", a Missouri corporation) in exchange for 9,343,920 post split shares of the Company's common stock. This acquisition will be accounted for as a purchase and is expected to close in the third quarter of fiscal 2003.

NOTE 4 - - PENDING REVERSE SPLIT

In connection with the acquisition, the Board of Directors authorized a reverse stock split of 1 for 35 shares of stock prior to the closing date of acquisition and increase the capitalization to 750,000,000 shares.

NOTE 5 - - NONCASH EXPENSES

On May 22, 2003, the Company issued 13,000,000 shares of the Company's common stock for services rendered by nonemployees. The stocks are fully vested and nonforfeitable. The Company recorded the stock transactions at their fair market value, capitalized the costs of transactions, and amortized them over the length of the services. The total cost for the services was $130,000. As of June 30, 2003, the balance of unamortized expense was $56,761. The unamortized expense was included in equity section as a contra-equity.

NOTE 6 - - NET LOSS PER SHARE

The following table sets forth the computation of basic and diluted net loss per share for the periods:

	Three Months ended June 30,		Six Months ended June 30,	
	2003	2002	2003	2002
Numerator:				
Net (Loss)	$ (75,261)	$ (2,367)	$ (77,975)	$ (5,829)
Denominator:				
Weighted Average Number of Shares	77,425,968	67,259,301	73,092,634	67,259,301
Loss per share-Basic and Diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

NOTE 7 - - SEGMENT INFORMATION

The Company is currently managed and operated as one business. The entire business is managed by a single management team that reports to the Company's President. The Company does not operate separate lines of business or separate business entities with respect to any of its product candidates. Accordingly, the Company does not prepare discrete financial information with respect to separate product areas or by location and dose not have separately reportable segments as defined by SFAS No. 131 "Disclosures about Segments of an Enterprise and Related Information".

NOTE 8 - - RELATED PARTY TRANSACTIONS
An officer is currently making payments to purchase inventory on behalf of the Company. As of June 30, 2003, the balance due to the officer related to the purchases was $1,813. The Company also has notes payable to the officer in the amount of $13,700, accruing interest at 6% per annum. Accrued interest to the officer as of June 30, 2003 is $986.

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

<u>Results of Operations</u>

<u>Three and Six Months Ended June 30, 2003 compared to June 30, 2002</u>

For the three and six month period ended June 30, 2003, our revenues were approximately $1,731 and $3,913 respectively, for a decrease of $157 and $1,048 respectively from the same periods in 2002.

Cost of goods sold for the three and six month period ended June 30, 2003, were $202 and $532 respectively, for a decrease of $63 and of $192 respectively from the same periods in 2002.

Gross profit for products and services was $1,529 and $3,381 for the three and six months ended June 30, 2003, a decrease of $94 and $856 the same periods prior year.

Selling General & Administrative expense for three and six month period ended June 30, 2003 were $76,700 and $80,328 respectively, for an increase of $72,819 and $71,263 from the same periods in 2002.

The net losses from operations for the three and six months ended June 30, 2003 were $75,171 and $76,947 respectively, for an increase of $72,913 and $72,119 from the same periods prior year.

<u>Liquidity and Capital Resources</u>

Historically, we have financed our operations through a combination of cash flow derived from operations and debt and equity financing. At June 30, 2003, we had a working capital deficit of $20,603 based on current assets of $1,498 and current liabilities of $22,101.

Based on our current marketing program and sales, it is clear that we will have to increase our sales volume significantly in order to have profitable operations. At this time, however, we do not have any working capital to expand our marketing efforts.

We propose to finance our needs for additional working capital through some combination of debt and equity financing. Given our current financial condition, it is unlikely that we could make a public sale of securities or be able to borrow any significant sum from either a commercial or private lender. The most likely method available to us would be the private sale of our securities. There can be no assurance that we will be able to obtain such additional funding as needed, or that such funding, if available, can be obtained on terms acceptable to us.

ITEM 3. CONTROLS AND PROCEDURES

a. Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this amended quarterly report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to our Company (including our consolidated subsidiaries) required to be included in our reports filed or submitted under the Exchange Act.

b. Changes in Internal Controls over Financial Reporting. During the period covered by this amended quarterly report, there have not been any significant changes in our internal controls over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II - - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

On July 28, 2003, we filed a preliminary information statement in which notice was given that certain actions will be taken pursuant to the written consent of a majority of our stockholders, dated May 28, 2003, in lieu of a special meeting of the stockholders to approve the acquisition of The Varsity Group, Inc. and amend our certificate of incorporation to change our corporate name, increase the authorized number of shares of common stock, and effectuate a reverse stock split. On February 25, 2004, we filed a Form 8-K with the Securities and Exchange Commission announcing that, in a letter dated February 20, 2004, we formally notified The Varsity Group that we have withdrawn our offer set forth in the Agreement of May 22, 2003 to acquire The Varsity Group due to the extraordinary time required to complete the transaction as well as the most current financial condition of The Varsity Group. Subsequently, we have filed amendments to the preliminary information statement on April 2 and April 21, 2004, which provide notice that certain actions will be taken pursuant to the written consent of a majority of our stockholders, dated March 24, 2004, in lieu of a special meeting of the stockholders, to approve an increase in the authorized number of shares of our common stock and to effectual a reverse stock split.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

31.1 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002)
32.1 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C.ss.1350 (Section 906 of the Sarbanes-Oxley Act of 2002)

(b) Reports on Form 8-K.

May 22, 2003 Item 2: Acquisition of The Varsity Group, Inc by Age Research Inc. on May 22, 2003

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.

Age Research, Inc.

Dated: May 10, 2004

By:/s/ Richard F. Holt
Richard F. Holt, President,
Chief Executive Officer and Chief Financial Officer

EXHIBIT 31.1

CERTIFICATIONS

I, Richard F. Holt, certify that:

The undersigned certifies that:

1. I have reviewed this amended quarterly report on Form 10-QSB/A of Age Research, Inc. (the "Company"), dated May 10, 2004.

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 circumstances under which such statements were made, not misleading with respect to the period covered by the quarterly report; and

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 Company as of, and for, the periods presented in the quarterly report.

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Company and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which the quarterly report is being prepared;

    b. evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the quarterly report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the quarterly report based on such evaluation; and

    c. disclosed in the quarterly report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting;

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent functions);

    a. all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company's auditors any material weaknesses in internal controls; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting.

Date: May 10, 2004

/s/ Richard F. Holt
Richard F. Holt
Chief Executive Officer & Chief Financial Officer

Exhibit
32.1

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS
ADOPTED PURSUANT TO SECTION 906 OF
THE
SARBANES-OXLEY ACT OF 2002

In connection with the Amended Quarterly Report of Age Research, Inc. (the "Company") on Form 10-QSB/A for the period ending June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard F. Holt, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of the undersigned's knowledge and belief:

1. The Report fully complies with the requirements of section 13(a) or 15(d)of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 10, 2004

/s/ Richard F. Holt
Richard F. Holt
Chief Executive Officer & Chief Financial Officer