

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: September 30, 2011

or

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: 000-50302

SILVERSUN TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

16-1633636

(IRS Employer Identification No.)

5 Regent Street

Livingston, NJ 07039

(Address of principal executive offices)

(973) 758-9555

(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 past 12 months, 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, or a non-accelerated filer, 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 Smaller reporting company

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

As of November 9, 2011, there were 4,785,037 shares outstanding of the registrant's common stock.

SILVERSUN TECHNOLOGIES, INC.
(formerly known as Trey Resources, Inc.)

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statement

SILVER SUN TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

ASSETS	<u>September 30, 2011</u>	<u>December 31, 2010</u>
Current assets:		
Cash and cash equivalents	\$ 587,424	\$ 104,344
Accounts receivable, net of allowance of \$41,000 and \$41,000	1,050,249	489,280
Inventories	15,285	15,285
Prepaid expenses and other current assets	234,983	189,718
Total current assets	1,887,941	798,627
Property, plant and equipment, net of accumulated depreciation of \$571,064 and \$498,212	155,517	156,621
Deposits and other assets	70,916	65,866
Total assets	\$ 2,114,374	\$ 1,021,114
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,029,037	\$ 1,081,201
Accrued interest	16,265	660,501
Due to related parties	3,705	1,293,341
Capital leases	73,233	55,565
Deferred revenue	1,236,667	486,019
Promissory notes	450,000	-
Notes payable to related parties	40,000	45,000
Convertible promissory note – related party, net of discount of \$17,000	34,000	-
Convertible debentures	15,000	1,334,000
Derivative liabilities	-	1,177,845
Total current liabilities	2,897,907	6,133,472
Commitments and contingencies	-	-
Stockholders' deficit:		
Preferred stock, \$1.00 par value; authorized 1,000,000 shares; No shares issued and outstanding	-	-
Series A Preferred Stock, 1.00 par value; authorized 2 shares; 2 shares issued and outstanding	22,886	-
Series B Preferred Stock, 1.00 par value; authorized 1 share; 1 shares issued and outstanding	1	-
Common stock:		
Class A – par value \$.0001; authorized 750,000,000 shares; 4,785,037 and 4,723,119 shares issued and outstanding	479	472
Class B – par value \$.0001: authorized 50,000,000 shares; no shares issued and outstanding	-	-
Additional paid-in capital	9,347,539	7,845,651
Accumulated deficit	(10,207,103)	(12,913,304)
Total SilverSun stockholders' deficit	(836,198)	(5,067,181)
Non-controlling interest in SWK Technologies, Inc.	52,665	(45,177)
Total stockholders' deficit	(783,533)	(5,112,358)
Total liabilities and stockholders' deficit	\$ 2,114,374	\$ 1,021,114

See accompanying notes to condensed consolidated financial statements.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Revenues:				
Product, net	\$ 356,909	\$ 219,369	\$ 1,553,861	\$ 922,426
Service, net	2,014,891	1,688,847	6,271,462	4,601,937
Total revenues, net	<u>2,371,800</u>	<u>1,908,216</u>	<u>7,825,323</u>	<u>5,524,363</u>
Cost of revenues:				
Product	146,447	104,730	790,480	484,019
Service	1,214,116	970,050	3,656,569	2,935,453
Cost of revenues	<u>1,360,563</u>	<u>1,074,780</u>	<u>4,447,049</u>	<u>3,419,472</u>
Gross profit	<u>1,011,237</u>	<u>833,436</u>	<u>3,378,274</u>	<u>2,104,891</u>
Selling, general and administrative expenses:				
Selling expenses	450,345	382,831	1,307,193	1,179,251
General and administrative expenses	527,701	539,127	1,666,543	1,479,505
Depreciation and amortization	22,548	19,164	74,860	61,656
Total selling, general and administrative expenses	<u>1,000,594</u>	<u>941,122</u>	<u>3,048,596</u>	<u>2,720,412</u>
Income (loss) from operations	<u>10,643</u>	<u>(107,686)</u>	<u>329,678</u>	<u>(615,521)</u>
Other income (expense):				
Gain (loss) on revaluation of derivatives	-	866,084	362,035	1,048,840
Gain on extinguishment of debt and derivative liability	-	-	2,228,939	-
Interest expense, net	(24,784)	(27,613)	(116,609)	(89,960)
Total other income (expense)	<u>(24,784)</u>	<u>838,471</u>	<u>2,474,365</u>	<u>958,880</u>
Net income (loss)	(14,141)	730,785	2,804,043	343,359
Net income (loss) attributable to the				
Noncontrolling interest in SWK Technologies	10,511	(3,136)	97,842	(62,249)
Net income (loss) attributable to SilverSun Technologies	<u>\$ (24,652)</u>	<u>\$ 733,921</u>	<u>\$ 2,706,201</u>	<u>\$ 405,608</u>
Net income (loss) per common share:				
Basic	<u>\$ (0.01)</u>	<u>\$ 0.21</u>	<u>\$ 0.60</u>	<u>\$ 0.12</u>
Fully diluted	<u>\$ (0.01)</u>	<u>\$ 0.13</u>	<u>\$ 0.03</u>	<u>\$ 0.07</u>
Weighted average shares:				
Basic	4,492,578	3,571,175	4,500,809	3,431,691
Diluted	4,492,578	5,521,811	105,777,990	5,521,811

See accompanying footnotes to the condensed consolidated financial statements.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30,
(Unaudited)

	<u>2011</u>	<u>2010</u>
Cash flows from operating activities:		
Net income	\$ 2,804,043	\$ 343,359
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	74,860	61,656
Amortization of debt discount	56,886	-
Gain on extinguishment of debt and derivative liability	(2,228,939)	-
Other	-	4,500
Gain on revaluation of derivative liability	(362,035)	(1,048,840)
Return of shares for services not rendered	(65,000)	-
Share-based compensation	21,000	-
Changes in assets and liabilities:		
Accounts receivable	(560,969)	33,427
Inventory	-	(24,060)
Prepaid expenses and other current assets	55,076	(36,604)
Accounts payable and accrued expenses	146,741	239,958
Accrued interest	34,519	77,557
Deferred revenue	750,648	(16,879)
Due to related parties	49,330	253,089
Net cash provided by (used in) operating activities	<u>776,160</u>	<u>(112,837)</u>
Cash flows from investing activities:		
Purchase of property and equipment	(71,748)	(43,881)
Net cash used in investing activities	<u>(71,748)</u>	<u>(43,881)</u>
Cash flows from financing activities:		
Proceeds from convertible promissory note – related party	51,000	-
Proceeds from promissory notes	550,000	-
Proceeds from note payable to related party	-	25,000
Repayment of note payable to related party	(5,000)	-
Repayment of promissory notes	(100,000)	-
Repayment of related party loans	-	(75,405)
Repayment of convertible debentures	(735,000)	-
Principal payments under capital leases obligations	17,668	(21,650)
Net cash used in financing activities	<u>(221,332)</u>	<u>(72,055)</u>
Net increase in cash and cash equivalents	483,080	(228,773)
Cash and cash equivalents – beginning of period	104,344	300,482
Cash and cash equivalents – end of period	<u>\$ 587,424</u>	<u>\$ 71,709</u>
Cash paid during period for:		
Interest expense	<u>\$ 8,395</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>

See accompanying footnotes to the condensed consolidated financial statements.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010

SUPPLEMENTAL SCHEDULE OF NON-CASH FINANCING ACTIVITIES

For the nine months ended September 30, 2011:

- a) SilverSun Technologies, Inc (“the Company”) recorded a derivative liability of \$105,000 related to a conversion feature embedded in the \$51,000 convertible note issued during the period to an executive officer of the Company. The derivative liability was recorded as debt discount and the excess as an expense on the statement of operations as other income expense.
- b) The Company issued warrants to a Company in exchange for financial services to be provided over one year with a fair value of \$107,398. The Company recorded a prepaid expense and will amortize over the period of service.
- c) On June 29, 2011, Mr. Meller forgave outstanding liabilities representing unpaid salary, unpaid expense and auto allowances, and a one-time payment in connection with a previous transaction in the amount of \$1,338,967. Such amount is recorded as Additional Paid-In Capital in the accompanying balance sheet.

For the nine months September 30, 2010:

- a) The Company issued 150,000,000 shares of Class A Common Stock for repayment of \$15,000 in accrued expenses with a fair value of \$19,500. The difference in the market value and \$15,000 of accrued expenses was charged to beneficial interest in the amount of \$4,500.
- b) The Company issued 588,717,949 shares of Class A Common Stock for conversion of \$60,900 of principal on outstanding debentures with YA Global Investments.

See accompanying footnotes to the condensed consolidated financial statements.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 – DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Description of Business

SilverSun Technologies, Inc. (the “Company”) is an information technology company, and a value added reseller and master developer for Sage Software’s MAS 90/200/500 and ERP X3 financial and accounting software as well as the publisher of its own proprietary Electronic Data Interchange (EDI) software, “MAPADOC.” The Company focuses on the business software and information technology consulting market, and is looking for other opportunities to grow its business. The Company sells services and products to various end users, manufacturers, wholesalers and distributor industry clients located throughout the United States.

In June 2011, the Company changed its name to SilverSun Technologies, Inc. The Company is publicly traded and is currently quoted on the Over-the-Counter Bulletin Board (“OTCBB”) under the symbol “SSNTA.”

Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position of SilverSun Technologies, Inc. as of September 30, 2011, the results of operations for the three and nine months ended September 30, 2011 and September 30, 2010 and statements of cash flows for the nine months ended September 30, 2011 and September 30, 2010. These results are not necessarily indicative of the results to be expected for the full year.

The financial statements have been prepared in accordance with the requirements of Form 10-Q and consequently do not include disclosures normally made in an Annual Report on Form 10-K. The December 31, 2010 balance sheet included herein was derived from the audited financial statements included in the Company’s annual report on Form 10-K as of that date. Accordingly, the financial statements included herein should be reviewed in conjunction with the financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

Summary of Significant Accounting Policies

During 2011, there have been no material changes in the Company’s significant accounting policies to those previously disclosed in the Company’s Form 10-K for the year ended December 31, 2010.

Going Concern

The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern.

The Company has suffered recurring operating losses and has negative working capital. These matters raise substantial doubt about the Company’s ability to continue as a going concern. The accompanying condensed consolidated financial statements do not include any adjustments that might result from this uncertainty. The recoverability of a major portion of the recorded asset amounts shown in the accompanying consolidated balance sheet is dependent upon continued operations of the Company, which in turn, is dependent upon the Company’s ability to raise capital and/or generate positive cash flows from operations.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION (Continued)

See Note 10 to the Financial Statements wherein the Company entered into two promissory notes (each a “Note” and together the “Notes”) each in the face amount of \$275,000 (each a “Loan” and together the “Loans”), with two accredited investors. The proceeds from these Notes were used by the Company to satisfy all obligations of any type owed to YA Global.

In addition to developing new products, obtaining new customers and increasing sales to existing customers, management plans to achieve continued profitability through acquisitions of companies in the business software and information technology consulting market with solid revenue streams, established customer bases, and generate positive cash flow.

NOTE 2 – NET INCOME (LOSS) PER COMMON SHARE

The Company’s basic income per common share is based on net income for the relevant period, divided by the weighted average number of common shares outstanding during the period. Diluted income per common share is based on net income, divided by the weighted average number of common shares outstanding during the period, including common share equivalents, such as outstanding warrants and beneficial conversion of related party accounts.

	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Basic net income (loss) per share attributable to common shareholders computation:		
Net income (loss) attributable to common stockholders	\$ 2,706,201	\$ 405,608
Weighted-average common shares outstanding	4,500,839	3,431,691
Basic net income (loss) per share attributable to common Stockholders	\$ 0.60	\$ 0.12
Diluted net income (loss) per share attributable to common shareholders computation		
Net income (loss) attributable to common stockholders	\$ 2,706,201	\$ 405,608
Weighted-average common shares outstanding	4,500,839	3,431,691
Incremental shares attributable to the common stock equivalents	101,277,181	2,090,120
Total adjusted weighted-average shares	105,777,990	5,521,811
Diluted net income (loss) per share attributable to common Stockholders	\$ 0.03	\$ 0.07

	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010
Basic net income (loss) per share attributable to common shareholders computation:		
Net income (loss) attributable to common stockholders	\$ (24,652)	\$ 733,921
Weighted-average common shares outstanding	4,492,578	3,571,175
Basic net income (loss) per share attributable to common Stockholders	\$ (0.01)	\$ 0.21
Diluted net income (loss) per share attributable to common shareholders computation		
Net income (loss) attributable to common stockholders	\$ (24,652)	\$ 733,921
Weighted-average common shares outstanding	4,492,578	3,571,175
Incremental shares attributable to the common stock equivalents	-	1,950,636
Total adjusted weighted-average shares	4,492,578	5,521,811
Diluted net income (loss) per share attributable to common Stockholders	\$ (0.01)	\$ 0.13

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - CONVERTIBLE DEBENTURES PAYABLE

In June 2003, the Company issued \$30,000 in 5% convertible debentures and in September 2003 issued an additional \$100,000 in 5% convertible debentures to private investors (the June 2003 convertible debenture and the September 2003 convertible debenture together the "Convertible Debentures"). The total outstanding principal balance of the Convertible Debentures as of September 30, 2011 and December 31, 2010 was \$15,000, plus accrued interest of \$7,486 and \$6,925.

On December 30, 2005, the Company entered into a Securities Purchase Agreement with YA Global Investments, L.P (YA Global). Pursuant to such purchase agreement, YA Global purchased \$2,359,047 of secured convertible debentures, which are convertible into shares of the Company's Class A Common Stock. Two such debentures were issued on December 30, 2005 for an aggregate of \$1,759,047, interest payable at the rate of 7.5% per annum, and included a debenture that was issued on May 6, 2006 equal to \$600,000 with interest payable at the rate of 7.5% per annum (the December 30, 2005 and May 6, 2006 convertible debenture together the "YA Convertible Debentures"). As of December 31, 2010, the YA Convertible Debentures were \$1,319,000.

During the first three months of 2011, the Company made payments in the amount of \$205,000. In April 2011, the Company paid YA Global \$530,000 to satisfy any and all obligations owed to YA Global, including outstanding principal, accrued interest and accrued liquidated damages.

As a result of the restructuring of the debt, the Company recorded a gain on the extinguishment of \$1,461,660, which is presented as other income in the accompanying statement of operations. Additionally, the Company recorded a gain on the extinguishment of the derivative liability associated with this convertible debenture in the amount of \$767,279 (see Note 5).

NOTE 4 - CONVERTIBLE PROMISSORY NOTE - RELATED PARTY

On January 28, 2011, the Company issued a 7% \$51,000 convertible promissory note to Mr. Mark Meller ("Meller Note"), the Company's Chief Executive Officer. This note is not collateralized. The note and interest are due January 28, 2012. Any overdue principal or interest, which is not paid within ten (10) days from the due date, shall bear interest, payable on demand, for each day until paid at a rate per annum equal to the lesser of (i) the maximum interest rate permitted by applicable law or (ii) twelve percent (12.00%). The Noteholder is entitled, at its option, to convert, at any time, until payment in full, all or any part of the principal amount of the Meller Note, plus accrued interest, into (i) shares of the Company's Class B common stock, par value \$0.0001 per share ("Class B Common Stock"), at the conversion price of one (1) share of Class B Common Stock of the Company for each dollar converted, or, alternatively, (ii) that number of shares of Class A Common Stock that such shares of Class B Common Stock noted in (i) above would convert into. On May 17, 2011, the Board of Directors of the Company and the stockholders holding in the aggregate a majority of the outstanding capital stock of the Company entitled to vote approved by written consent the change in the conversion ratio at which the Class B Common Stock, from fifty percent (50%) of the lowest price ever paid for the issuance of Class A Common Stock to a fixed conversion of one thousand nine hundred seventy five (1,975) shares of Class A Common Stock for each one (1) share of Class B Common Stock (the "Ratio Change"). Therefore, the Meller Note could convert into 100,725,000 Class A Common Stock upon the election of the note holder.

The conversion option embedded in the Meller Note was valued at the date of issuance to be \$104,821 (see Note 5) and recorded as a free-standing financial instrument on the date of issuance. The Company recorded additional expense related to the excess of the fair value of the instrument over the carrying value of the Meller Note at the date of issuance in the amount of \$53,821 and a debt discount of \$51,000. The debt discount is being amortized to interest expense over the life of the note. For the three and nine months ended September 30, 2011 amortization of debt discount was \$12,750 and \$34,000, respectively. For the three and nine months ended September 30, 2011, the Company recorded interest expense of \$912 and \$2,430, respectively. Accrued interest at September 30, 2011 was \$2,430.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - DERIVATIVE LIABILITIES**CONVERTIBLE DEBENTURES**

Conversion features associated with the extinguished Convertible Debentures represented an embedded derivative which the Company had accounted for as a free-standing financial instrument. As of December 31, 2010 the embedded derivative amounted to \$1,177,845. This amount was adjusted to \$767,279 at April 12, 2011, the date of repayment of the YA Global Convertible Debentures. The \$767,279 was recorded as a gain on the extinguishment of the derivative liability since the YA Global Convertible Debentures have been repaid. For the three and nine months ended September 30, 2011 the Company recorded a gain on valuation of derivative in the amounts of \$-0- and \$410,566, respectively, as compared to a gains on valuation of derivative in the amounts of \$866,084 and \$1,048,840 for the three and nine months ended September 30, 2010, respectively. The estimated fair value of the financial instruments has been calculated based on a Black-Scholes pricing model using the following assumptions:

	April 12, 2011	December 31, 2010
Fair market value of stock	\$ 0.00013	\$ 0.00013
Exercise price	\$ 0.0001	\$ 0.0001
Dividend yield	0.00 %	0.00 %
Risk free interest rate	0.24 %	0.29 %
Expected volatility	145.01 %	183.32 %
Expected life	0.71 Year	1 Year

CONVERTIBLE PROMISSORY NOTE

The conversion feature associated with the Meller Note represents an embedded derivative. At January 28, 2011 the Company recorded the conversion option as a liability, recorded a debt discount of \$51,000, and charged Other Expense - Loss on Valuation of Derivative for \$53,821, resulting primarily from calculation of the conversion price, and a derivative liability of \$104,821. For the nine months ended September 30, 2011, the Company recorded a Gain on Valuation of Derivative in the amount of \$5,290 from the calculation of the derivative liability.

In May 2011 the conversion feature was modified, which resulted in the extinguishment of this derivative liability in the amount of \$99,531 recorded through additional paid-in capital

The estimated fair value of the embedded derivative had been calculated based on a Black-Scholes pricing model using the following assumptions:

	May 17, 2011	At Inception
Fair market value of stock	\$ 0.00013	\$ 0.00013
Exercise price	\$ 0.00005	\$ 0.00005
Dividend yield	0.00 %	0.00 %
Risk free interest rate	0.41 %	0.24 %
Expected volatility	169.92 %	182.35 %
Expected life	0.83 Year	1 Year

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6 - DUE TO RELATED PARTIES

On September 15, 2003, the Company entered into an employment agreement with Mr. Meller to serve as the Company's President and Chief Financial Officer for a term of five years. Mr. Meller agreed to defer payment of a portion of the monies due and owing him representing fixed compensation, which has been accrued on the Company's balance sheet, and the one-time payment in connection with a previous transaction, until such time as the Board of Directors determines that the Company has sufficient capital and liquidity to make such payments.

On June 29, 2011, Mr. Meller forgave outstanding liabilities representing unpaid salary, unpaid expense and auto allowances, and the one-time payment in connection with a previous transaction in the amount of \$1,338,967. Such amount is recorded as a contribution of capital in Additional Paid-In Capital in the accompanying balance sheet.

Total amounts owed to Mr. Meller as of September 30, 2011 and December 31, 2010, representing unpaid salary, unpaid expense and auto allowances, and the one-time payment in connection with a previous transaction, totaled \$3,705 and \$1,293,941.

As of September 30, 2011, the amount of \$3,705 owed to Mr. Meller represents accrued interest on the convertible and non-convertible promissory notes.

NOTE 7 – NOTES PAYABLE TO RELATED PARTIES

On October 19, 2010, the Company borrowed \$45,000 in exchange for a promissory note to Mr. Mark Meller, the Company's President and Chief Executive Officer. This note is not collateralized, and carries an interest rate of 3% per annum on the unpaid balance. The note and interest are due January 1, 2012. The outstanding balances as of September 30, 2011 and December 31, 2010 were \$40,000 and \$45,000, plus accrued interest of \$1,276 and \$274, respectively.

NOTE 8 - FAIR VALUE MEASUREMENTS

Fair value measurements are generally based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

The Company's current financial assets and liabilities approximate fair value due to their short term nature and include cash, accounts receivable, accounts payable, capital leases and various short-term borrowings.

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.
- Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures.

Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

- Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - FAIR VALUE MEASUREMENTS (Continued)

The following table provides a summary of the changes in fair value of our Level 3 financial liabilities from December 31, 2010 through September 30, 2011 as well as the portion of gains or losses included in income attributable to unrealized gains or losses related to the liability held at September 30, 2011:

Fair value, December 31, 2010	\$ (1,177,845)
Total gains or losses included in earnings:	
Net change in unrealized gain (loss), net	415,856
New issuances	(104,821)
Debt extinguishment	767,279
Meller promissory note	99,531
	-
Fair value, September 30, 2011	<u><u>\$ -</u></u>

NOTE 9 – PROMISSORY NOTES

On April 11, 2011 the Company entered into two promissory notes (each a “Note” and together the “Notes”) each in the face amount of \$275,000 with two accredited investors, totaling \$550,000 (each a “Loan” and together the “Loans”). Each Note bears 7% interest and principal and interest has a maturity date of September 15, 2011. The Company can repay the Notes at any time without penalty. These notes are secured by all of the Company’s assets. As partial consideration for the loans, the Company issued two shares of Series A convertible preferred stock, par value \$1.00 per share (the “Series A Convertible Preferred Stock”) (one share to be issued to each investor mandatorily convertible into Class A Common Stock equal to 1% of the outstanding common stock at the time of conversion (no later than January 15, 2012) (see Note 10). The total outstanding principal balance of the Notes as of September 30, 2011 was \$450,000, plus accrued interest of \$8,779. For the three and nine months ended September 30, 2011, the Company recorded interest expense of \$8,619 and \$17,134, respectively. The due date for the Notes was extended to November 4, 2011 when these notes were paid in full (See Note 11 – Subsequent Events). The Company’s Chief Executive Officer, Mr. Mark Meller, agreed to personally guarantee the repayment of the Notes (See Series B Preferred Stock in Note 10).

NOTE 10 – STOCKHOLDERS’ EQUITY**Series A Convertible Preferred Stock**

The Company issued to the each holder of the Notes one (1) share of Series A Convertible Preferred Stock, having the rights, preferences, privileges, powers and restrictions set forth in the Certificate of Designation filed with the Secretary of State of Delaware. The Company has the right to convert, at its sole option, each share of Series A Convertible Preferred Stock into Class A Common Stock equal to 1% of the outstanding shares of Class A Common Stock at the time of conversion. The Company valued the Series A Convertible Preferred Stock at \$22,886 representing 1% of the outstanding shares deliverable multiplied by the fair market value of the stock on the date of issuance and recorded as debt discount, which has been amortized to interest expense during 2011. Each one share of Series A Preferred Stock shall entitle the Series A Holder to voting rights equal to 2,666,667 votes of Class A Common Stock.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 – STOCKHOLDERS’ EQUITY (Continued)

Series B Preferred Stock

On September 23, 2011, SilverSun Technologies, Inc., entered into a Series B preferred stock purchase agreement (the “Preferred Stock Purchase Agreement”) with the Company’s Chief Executive Officer, Mr. Mark Meller (the “Series B Holder”), pursuant to which the Series B Holder was issued the only one (1) authorized share of Series B Preferred Stock, par value \$0.001 per share (the “Series B Preferred Stock”). The Series B Holder was issued one (1) share of Series B Preferred Stock as partial consideration for such Series B Holder’s agreement to personally guarantee the repayment of two promissory notes (the “Notes”), dated April 11, 2011, each in the principal face amount of \$275,000, for an aggregate principal sum of \$550,000 the terms of which are incorporated by reference herein as Exhibit 10.1.

The Series B Preferred Stock has the rights, privileges, preferences and restrictions set for in the Certificate of Designation (the “Certificate of Designation”) filed by the Corporation with the Secretary of State of the State of Delaware (“Delaware Secretary of State”) on September 23, 2011.

Each one (1) share of the Series B Preferred shall have voting rights equal to (x) the total issued and outstanding Common Stock and preferred stock eligible to vote at the time of the respective vote divided by (y) forty nine one-hundredths (0.49) minus (z) the total issued and outstanding Common Stock and preferred stock eligible to vote at the time of the respective vote. For the avoidance of doubt, if the total issued and outstanding Common Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of the Series B Preferred Stock shall be equal to 5,204,082 (e.g. $(5,000,000 / 0.49) - 5,000,000 = 5,204,082$).

Common Stock

On May 17, 2011, the Company filed an Information Statement with the Securities and Exchange Commission, pursuant to Section 14C of the Securities Exchange Act of 1934, to the holders of Class A Common Stock (the “Series A Stockholders”) of SilverSun Technologies, Inc. to notify such Series A Stockholders that the Company received a unanimous written consent in lieu of a meeting of the holders of Series A Convertible Preferred Stock (“Series A Preferred”). Each share of Series A Preferred has the equivalent of five billion (5,000,000,000) votes of Class A Common Stock. Currently, there are two holders of Series A Preferred (together, the “Series A Stockholders”), each holding one share of Series A Preferred, resulting in the Series A Stockholders holding in the aggregate approximately 55.4% of the total voting power of all issued and outstanding voting capital of the Company (the “Majority Stockholders”). The Series A Stockholders consented to perform the following:

1. A 1-for-1,811 reverse stock split of the Company’s issued and outstanding shares of Class A Common Stock;
2. A decrease in the number of authorized shares of Class A Common Stock from ten billion (10,000,000,000) shares of Class A Common Stock to seven hundred and fifty million (750,000,000) shares of Class A Common Stock;
3. An amendment to the par value of blank check preferred stock from a par value \$1.00 per share to a par value \$0.001 per share.
4. A change in the conversion ratio at which the Class B Common Stock, par value \$.00001 per share of the Company converts into Class A Common Stock from (i) fifty percent (50%) of the lowest price ever paid for the issuance of Class A Common Stock for each one share of Class B Common Stock being converted to (ii) 1,975 shares of Class A Common Stock for each one share of Class B Common Stock;
5. The cancellation of Class C Common Stock, par value \$.00001 per share.;
6. A change in the name of the Company from Trey Resources, Inc. to SilverSun Technologies, Inc.

SILVERSUN TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11 – SUBSEQUENT EVENTS

Line of Credit

In October the Company negotiated a line of credit from a bank. The agreement included a borrowing base calculation tied to accounts receivable with a maximum availability of \$750,000. Interest on outstanding balances is payable daily at an interest rate that is two and three quarters percentage points (2.75%) above the Prime Rate. The Company's interest rate was 6% at September 30, 2011. The Company paid a \$5,000 documentation fee for this loan. The line was collateralized by substantially all of the assets of the Company and is guaranteed by the Company's CEO. The credit facility required the Company to pay a monitoring fee of 0.315% of eligible collateral to be paid monthly. An annual facility fee equal to one percent (1%) of the Maximum Credit is assessed upon the initial funding, annually thereafter. The term of the agreement is for three years and expires in October 2014.

Repayment of Promissory Notes

On November 4, 2011, the Company paid off the Promissory Notes and accrued interest by borrowing against the Line of Credit and cash from operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This quarterly report on Form 10-Q and other reports filed by SilverSun Technologies, Inc. (the "Company") from time to time with the U.S. Securities and Exchange Commission (the "SEC") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors, including the risks contained in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on March 29, 2011, relating to the Company's industry, the Company's operations and results of operations, and any businesses that the Company may acquire. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this report.

Overview

In June 2011, the Company changed its name to SilverSun Technologies, Inc. The Company focuses on the business software and information technology consulting market, and is looking to acquire other companies in this industry. SWK Technologies, Inc. ("SWK Technologies"), the Company's subsidiary and the surviving company from the acquisition and merger with SWK, Inc., is a New Jersey-based information technology company, value added reseller, and master developer of licensed accounting and financial software published by Sage Software. SWK Technologies also publishes its own proprietary supply-chain software, the Electronic Data Interchange (EDI) solution "MAPADOC." SWK Technologies sells services and products to various end users, manufacturers, wholesalers and distribution industry clients located throughout the United States, along with network services provided by the Company.

On June 2, 2006, SWK Technologies completed the acquisition of certain assets of AMP-Best Consulting, Inc. of Syracuse, New York. AMP-Best Consulting, Inc. is an information technology company and value added reseller of licensed accounting software published by Sage Software. AMP-Best Consulting, Inc. sells services and products to various end users, manufacturers, wholesalers and distribution industry clients located throughout the United States, with special emphasis on companies located in the upstate New York region.

This year had significant developments that helped change the financial situation of the Company that will provide a basis for future growth.

- For the nine months ended September 30, 2011, sales increased 42% to \$7,825,323 and the Company generated an operating profit of \$329,678 as compared to an operating loss of \$615,521 for the same period in the prior year;
- The Company reduced its liabilities by \$3,183,815;
- The Company repaid YA Global and recorded a gain of \$1,461,660 on extinguishment of these liabilities.
- Mr. Mark Meller, the Company's Chief Executive Officer, forgave \$1,338,967 in liabilities due him; and
- The Company completed a 1-for-1,811 reverse stock split of the Company's issued and outstanding shares of Class A Common Stock;

Plan of Operation

We continue to develop and increase our existing business by aggressively seeking new business and offering solutions to our customers, including our own proprietary EDI software. We specialize in ERP software sales and implementation, programming, and training and technical support, aimed at improving the financial reporting and operational efficiencies of small and medium sized companies. The sale of our financial accounting software is concentrated in the northeastern United States, while our EDI software and programming services are sold to corporations nationwide.

Additionally, it is our intention to increase our business by seeking additional opportunities through potential acquisitions, partnerships or investments. Such acquisitions, partnerships or investments may consume cash reserves or require additional cash or equity. Our working capital and additional funding requirements will depend upon numerous factors, including: (i) strategic acquisitions or investments; (ii) an increase to current company personnel; (iii) the level of resources that we devote to sales and marketing capabilities; (iv) technological advances; and (v) the activities of competitors.

Nine Months Ended September 30, 2011 as Compared to the Nine Months Ended September 30, 2010

Revenues

All revenues reported by the Company are derived from the sales and service of Sage Software, MAPADOC, and other third-part software products to various end users, manufacturers, wholesalers and distribution industry clients located throughout the United States, along with consulting and customer support and network services provided by the Company.

Revenues for the nine months ended September 30, 2011, increased \$2,300,960 (41.7%) to \$7,825,323, as compared to \$5,524,363 for the nine months September 30, 2010. These sales were all generated by the Company's operating subsidiary, SWK Technologies. This increase is primarily due to a significant increase in business as a result of strong marketing efforts and very competitive pricing as well as the Company's investment in its Sage ERP X3 practice. The largest increases were for consulting services and software.

Gross Profit

Gross profit for the nine months ended September 30, 2011, increased \$1,273,383 (60.5%) to \$3,378,274, as compared to \$2,104,891, for the nine months ended September 30, 2010. For the nine months ended September 30, 2011, the gross profit percentage was 43.2%, as compared to 38.1% for the nine months ended September 30, 2010. The mix of products being sold by the Company changes from time to time and sometimes causes the overall gross margin percentage to vary. Sales of the larger Sage Software products carry a lower gross margin percentage while consulting revenues generate a higher gross profit. The change in sales mix for the nine ended September 30, 2011, resulted in gross profit being higher as a percent of sales as compared to the nine months ended September 30, 2010. This increase is primarily due the increase in consulting revenues.

Operating Expenses

Total operating expenses increased \$328,184 (12.1%) to \$3,048,596, for the nine months ended September 30, 2011, as compared to \$2,720,412 for the nine months ended September 30, 2010. This increase is mainly attributed to an increase in general and administrative professional and consulting fees, administrative salaries and marketing expenses.

Other Income

Total other income for the nine months ended September 30, 2011 was \$2,474,365, as compared to \$958,880 for the nine months ended September 30, 2010. This change is primarily attributed to the gain on the extinguishment of debt and derivative liability as well as the market value change of derivatives related to price protections on conversion features associated with debt.

Net Income (Loss)

For nine months ended September 30, 2011, the Company had net income of \$2,804,043, as compared to net income of \$343,359 for the nine months ended September 30, 2010. This change is primarily attributed to the gain on the extinguishment of debt and derivative liability as well as the market value change of derivatives related to price protections on conversion features associated with debt.

Three Months Ended September 30, 2011 as Compared to the Three Months Ended September 30, 2010

Revenues

Revenues for the three months ended September 30, 2011 increased \$463,584 (24.3%) to \$2,371,800, as compared to \$1,908,216 for the three months September 30, 2010. These sales were all generated by the Company's operating subsidiary, SWK Technologies. This increase is primarily due to a significant increase in business, primarily consulting revenues, as a result of strong marketing efforts and very competitive pricing as well as the Company's investment in its Sage ERP X3 practice.

Gross Profit

Gross profit for the three months ended September 30, 2011, increased \$177,801 (21.3%) to \$1,011,237, as compared to \$833,436, for the three months ended September 30, 2010. For the three months ended September 30, 2011, the gross profit percentage was 42.6%, as compared to 43.7% for the three months ended September 30, 2010. The increase in gross profit is primarily the result of the increase in business for the period.

Operating Expenses

Total operating expenses increased \$59,472 (6.3%) to \$1,000,594, for the three months ended September 30, 2011, as compared to \$941,122 for the three months ended September 30, 2010. This increase is mainly attributed to an increase in selling expenses.

Other Income

Total other expense for the three months ended September 30, 2011 was \$24,784, as compared to other income of \$838,471, for the three months ended September 30, 2010. This change is primarily attributed to the gain on the valuation of the derivative in the three month period ended September 30, 2010.

Net Income (Loss)

For three months ended September 30, 2011, the Company had a net loss of \$13,753, as compared to net income of \$730,785 for the three months ended September 30, 2010. This change was primarily the result of the gain in the valuation of the derivative during the three months ended September 30, 2010.

Liquidity and Capital Resources

We are currently seeking additional operating income opportunities through potential acquisitions or investments. Such acquisitions or investments may consume cash reserves or require additional cash or equity. Our working capital and additional funding requirements will depend upon numerous factors, including: (i) strategic acquisitions or investments; (ii) an increase to current company personnel; (iii) the level of resources that we devote to sales and marketing capabilities; (iv) technological advances; and (v) the activities of competitors.

The Company has suffered recurring operating losses and current liabilities exceeded current assets as of September 30, 2011. The recoverability of a major portion of the recorded asset amounts shown in the accompanying condensed consolidated balance sheet is dependent upon continued operations of the Company.

In addition to developing new products, obtaining new customers and increasing sales to existing customers, management plans to achieve profitability through acquisitions of companies in the business software and information technology consulting market with solid revenue streams, established customer bases, and positive cash flow.

In June 2003, the Company issued \$30,000 in 5% convertible debentures and in September 2003, the Company issued an additional \$100,000 in 5% convertible debentures to private investors. Total outstanding principal balance of the convertible debentures as of September 30, 2011 and December 31, 2010, was \$15,000, plus accrued interest of \$7,486 and \$6,925.

On December 30, 2005, the Company entered into a Securities Purchase Agreement with YA Global Investments, L.P (YA Global). Pursuant to such purchase agreement, YA Global purchased \$2,359,047 of secured convertible debentures, which are convertible into shares of the Company's Class A common stock. Two such debentures were issued on December 30, 2005 for an aggregate of \$1,759,047, interest payable at the rate of 7.5% per annum, and included a debenture was issued on May 6, 2006 equal to \$600,000 with interest payable at the rate of 7.5% per annum (the "YA Global Debentures").

On November 9, 2010, the YA Global Convertible Debentures to YA Global were amended with the maturity date being extended to December 31, 2011. This amendment required an initial payment of \$175,000 due on January 28, 2011, with additional monthly payments of \$10,000 to be made for the following eleven months ending December 1, 2011. The remaining principal and all accrued interest is due on December 31, 2011. This agreement also modified and fixed the conversion price at \$.0001, but is also subject to price protection features. The YA Global Debentures are also not convertible during 2011, provided that the payments required by the amended agreement have been made in a timely fashion. During the first three months of 2011, the Company made payments in the amount of \$205,000 in accordance with the terms of the amendment. In April 2011, the Company paid YA Global \$530,000 to satisfy any and all obligations owed to YA Global, including outstanding principal, accrued interest and liquidated damages. As a result, the Company recorded a gain on the extinguishment of debt in the amount of \$1,461,660 and is recorded as other income in the accompanying statement of operations.

On April 11, 2011, the Company entered into two promissory notes (each a "Note" and together the "Notes") each in the face amount of \$275,000 (the "Loans"), with two accredited investors. Each Note bears 7% interest and has a maturity date of September 15, 2011. These notes are secured by all of the Company's assets. As partial consideration for the Loans, the Company issued two shares of Series A convertible preferred stock, par value \$1.00 per share (the "Series A Convertible Preferred Stock"), one share to be issued to each investor mandatorily convertible into Class A Common Stock equal to 1% of the outstanding common stock at the time of conversion (no later than January 15, 2012).

In October the Company negotiated a line of credit from a commercial bank. The agreement included a borrowing base calculation tied to accounts receivable with a maximum availability of \$750,000. Interest on outstanding balances is payable daily at an interest rate that is two and three quarters percentage points (2.75%) above the Prime Rate. The Company's interest rate was 6% at September 30, 2010. The Company paid a \$5,000 documentation fee for this loan. The line was collateralized by substantially all of the assets of the Company and is guaranteed by the Company's Chief Executive Officer, Mr. Mark Meller. The credit facility required the Company to pay a monitoring fee of 0.315% of eligible collateral to be paid monthly. An annual facility fee equal to one percent (1%) of the Maximum Credit is assessed upon the initial funding, annually thereafter. The Company has not yet borrowed against this line. The term of the agreement is for three years and expires in October 2014.

During the nine months ended September 30, 2011, the Company had a net increase in cash of \$483,080. The Company's principal sources and uses of funds were as follows:

Cash provided by (used in) operating activities

The Company provided \$776,160 in cash for operating activities for the nine months ended September 30, 2011, as compared to using \$112,837 of cash for operating activities for the nine months ended September 30, 2011. This increase in cash used in operating activities is primarily attributed to the increased operating income for the nine months ended September 30, 2011, and an increase in cash from deferred revenues partially offset by an increase in accounts receivable.

Cash used in investing activities

Investing activities for the nine months ended September 30, 2011 used cash of \$71,748, as compared to using \$43,881 of cash for the nine months ended September 30, 2010. This increase in cash used is attributed to the increase in purchases of property, plant and equipment.

Cash provided by (used in) financing activities

Financing activities for the nine months ended September 30, 2011 used cash of \$221,332, as compared to using \$72,055 of cash for the nine months ended September 30, 2010. This increase in cash used is primarily attributed to the payoff of YA Global convertible debentures offset partially by net proceeds from promissory notes.

Off Balance Sheet Arrangements

During the nine months ended September 30, 2011, we did not engage in any material off-balance sheet activities nor have any relationships or arrangements with unconsolidated entities established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitment or intent to provide additional funding to any such entities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We do not hold any derivative instruments and do not engage in any hedging activities.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's principal executive officer ("CEO") and principal financial officer ("CFO"), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on this evaluation, the CEO and CFO concluded that, as of the end of such period, the Company's disclosure controls and procedures were not effective to ensure that information that is required to be disclosed by the Company in the reports it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Item 1A. Risk Factors

We believe there are no changes that constitute material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2010, filed with the SEC on March 29, 2011.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Other than disclosed above, there were no unregistered sales of equity securities during the period ended September 30, 2011, that were not otherwise required to be disclosed in a current report on Form 8-K.

Item 3. Defaults Upon Senior Securities

There has been no default in the payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

Item 4. (Removed and Reserved)

Item 5. Other Information

Item 6. Exhibits

- 3.1 Fourth Amended and Restated Certificate of Incorporation, dated June 27, 2011 (as filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the SEC on June 30, 2011)
- 3.2 [Amended and Restated Bylaws, dated June 28, 2011*](#)
- 4.1 Certificate of Designation of Series A Convertible Preferred Stock filed with Delaware Secretary of State on May 5, 2011(as filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the SEC on May 12, 2011)
- 10.1 Form of Promissory Note dated April 11, 2011 executed by the Company in favor the investor named therein (as filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the SEC on April 15, 2011)
- 10.2 Form of Preferred Stock Agreement (as filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the SEC on May 12, 2011)
- 31.1 [Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(Rule 13a-14\(a\) or Rule 15d-14\(a\)\).*](#)
- 31.2 [Certification by the Principal Accounting Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(Rule 13a-14\(a\) or Rule 15d-14\(a\)\).*](#)
- 32.1 [Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*](#)
- 32.2 [Certification by the Principal Accounting Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*](#)
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase
- 101.DEF XBRL Taxonomy Extension Definition Linkbase
- 101.LAB XBRL Taxonomy Extension Label Linkbase
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

SILVERSUN TECHNOLOGIES, INC.

Dated: November 10, 2011

By: /s/ Mark Meller
Mark Meller
Chief Executive Officer (Principal Executive Officer)
Chief Financial Officer (Principal Accounting Officer)

BYLAWS
OF
SILVERSUN TECHNOLOGIES, INC.

(a Delaware corporation)

ARTICLE I
STOCKHOLDERS

1. CERTIFICATES REPRESENTING STOCK. Certificates representing stock in the corporation shall be signed by, or in the name of, the corporation by the Chairperson or Vice-Chairperson of the Board of Directors, if any, or by the President or a Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the corporation. Any or all the signatures on any such certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue.

Whenever the corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock, and whenever the corporation shall issue any shares of its stock as partly paid stock, the certificates representing shares of any such class or series or of any such partly paid stock shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock or uncertificated shares in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of the lost, stolen, or destroyed certificate, or such owner's legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate or uncertificated shares.

2. UNCERTIFICATED SHARES. Subject to any conditions imposed by the General Corporation Law, the Board of Directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the corporation shall be uncertificated shares. Within a reasonable time after the issuance or transfer of any uncertificated shares, the corporation shall send to the registered owner thereof any written notice prescribed by the General Corporation Law.

3. FRACTIONAL SHARE INTERESTS. The corporation may, but shall not be required to, issue fractions of a share. If the corporation does not issue fractions of a share, it shall (1) arrange for the disposition of fractional interests by those entitled thereto, (2) issue such additional interest as is necessary to increase the fractional share to a full share, (3) pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined, or (4) issue scrip or warrants in registered form (either represented by a certificate or uncertificated) or bearer form (represented by a certificate) which shall entitle the holder to receive a full share upon the surrender of such scrip or warrants aggregating a full share. A certificate for a fractional share or an uncertificated fractional share shall, but scrip or warrants shall not unless otherwise provided therein, entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation. The Board of Directors may cause scrip or warrants to be issued subject to the conditions that they shall become void if not exchanged for certificates representing the full shares or uncertificated full shares before a specified date, or subject to the conditions that the shares for which scrip or warrants are exchangeable may be sold by the corporation and the proceeds thereof distributed to the holders of scrip or warrants, or subject to any other conditions which the Board of Directors may impose.

4. STOCK TRANSFERS. Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfers of shares of stock of the corporation shall be made only on the stock ledger of the corporation by the registered holder thereof, or by the registered holder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and, in the case of shares represented by certificates, on surrender of the certificate or certificates for such shares of stock properly endorsed and the payment of all taxes due thereon.

5. RECORD DATE FOR STOCKHOLDERS. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty nor less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining the stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the General Corporation Law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the General Corporation Law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action. In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

6. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "share of stock" or "shares of stock" or "stockholder" or "stockholders" refers to an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the corporation is authorized to issue only one class of shares of stock, and said reference is also intended to include any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the certificate of incorporation confers such rights where there are two or more classes or series of shares of stock or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the certificate of incorporation may provide for more than one class or series of shares of stock, one or more of which are limited or denied such rights thereunder; provided, however, that no such right shall vest in the event of an increase or a decrease in the authorized number of shares of stock of any class or series which is otherwise denied voting rights under the provisions of the certificate of incorporation, except as any provision of law may otherwise require.

7. STOCKHOLDER MEETINGS.

- TIME. The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within thirteen months after the organization of the corporation, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the directors.

- PLACE. Annual meetings and special meetings may be held at such place, either within or without the State of Delaware, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, the meeting shall be held at the registered office of the corporation in the State of Delaware. The board of directors may also, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the Delaware General Corporation Law. If a meeting by remote communication is authorized by the board of directors in its sole discretion, and subject to guidelines and procedures as the board of directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication participate in a meeting of stockholders and be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (a) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (b) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (c) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

- CALL. Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call the meeting.

- NOTICE OR WAIVER OF NOTICE. Written notice of all meetings shall be given, which shall state the place, if any, date, and hour of the meeting, the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of any meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the General Corporation Law. Except as otherwise provided by the General Corporation Law, the written notice of any meeting shall be given not less than ten days nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholders address as it appears on the records of the corporation. If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. Whenever notice is required to be given under the Delaware General Corporation Law, certificate of incorporation or Bylaws, a written waiver signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a stockholder at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of incorporation or these bylaws.

- STOCKHOLDER LIST. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least ten days prior to the meeting on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting or during ordinary business hours at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section or the books of the corporation, or to vote in person or by proxy at any meeting of stockholders.

- CONDUCT OF MEETING. Meetings of the stockholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairperson of the Board, if any, the Vice-Chairperson of the Board, if any, the President, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairperson to be chosen by the stockholders. The Secretary of the corporation, or in such Secretary's absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the chairperson of the meeting shall appoint a secretary of the meeting.

- PROXY REPRESENTATION. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after 3 years from its date, unless the proxy provides for a longer period. A stockholder may execute a writing authorizing another person or persons to act for such stockholder as proxy. Execution may be accomplished by the stockholder or such stockholders authorized officer, director, employee or agent signing such writing or causing such persons signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature. A stockholder may also authorize another person or persons to act for such stockholder as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making the determination shall specify the information upon which they relied. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to Section 212(c) of the Delaware General Corporation Law may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally.

- INSPECTORS. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of duties of inspector, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of such inspector's ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots, or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors, if any, shall make a report in writing of any challenge, question, or matter determined by such inspector or inspectors and execute a certificate of any fact found by such inspector or inspectors. Except as may otherwise be required by subsection (e) of Section 231 of the General Corporation Law, the provisions of that Section shall not apply to the corporation.

- QUORUM. The holders of a majority of the outstanding shares of stock shall constitute a quorum at a meeting of stockholders for the transaction of any business. The stockholders present may adjourn the meeting despite the absence of a quorum.

- VOTING. Each share of stock shall entitle the holder thereof to one vote. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Any other action shall be authorized by a majority of the votes cast except where the General Corporation Law prescribes a different percentage of votes and/or a different exercise of voting power, and except as may be otherwise prescribed by the provisions of the certificate of incorporation and these Bylaws. In the election of directors, and for any other action, voting need not be by ballot.

8. STOCKHOLDER ACTION WITHOUT MEETINGS. Except as any provision of the General Corporation Law may otherwise require, any action required by the General Corporation Law to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and the date on which such stockholder or proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper shall be delivered to the corporation by delivery to its principal place of business or an officer or agent of the corporation having custody of the book in which the proceedings of meetings of stockholders are recorded, to the extent and in the manner provided by resolution of the board of directors of the corporation. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. Action taken pursuant to this paragraph shall be subject to the provisions of Section 228 of the General Corporation Law.

ARTICLE II

DIRECTORS

1. **FUNCTIONS AND DEFINITION.** The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors of the corporation. The Board of Directors shall have the authority to fix the compensation of the members thereof. The use of the phrase "whole board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. **QUALIFICATIONS AND NUMBER.** A director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The initial Board of Directors shall consist of one or more persons. Thereafter the number of directors constituting the whole board shall be at least one. Subject to the foregoing limitation and except for the first Board of Directors, such number may be fixed from time to time by action of the stockholders or of the directors, or, if the number is not fixed, the number shall be at least one and not more than twenty. The number of directors may be increased or decreased by action of the stockholders or of the directors.

3. **ELECTION AND TERM.** The first Board of Directors, unless the members thereof shall have been named in the certificate of incorporation, shall be elected by the incorporator or incorporators and shall hold office until the first annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Any director may resign at any time upon notice given in writing or by electronic transmission to the corporation. Thereafter, directors who are elected at an annual meeting of stockholders, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Except as the General Corporation Law may otherwise require, in the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause or without cause, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

4. MEETINGS.

- **TIME.** Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

- **PLACE.** Meetings shall be held at such place within or without the State of Delaware as shall be fixed by the Board.

- **CALL.** No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairperson of the Board, if any, the Vice-Chairperson of the Board, if any, of the President, or of a majority of the directors in office.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. Whenever notice is required to be given under the Delaware General Corporation Law, certificate of incorporation or bylaws, a written waiver signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when such person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

- QUORUM AND ACTION. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided, that such majority shall constitute at least one-third of the whole Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as herein otherwise provided, and except as otherwise provided by the General Corporation Law, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. The quorum and voting provisions herein stated shall not be construed as conflicting with any provisions of the General Corporation Law and these Bylaws which govern a meeting of directors held to fill vacancies and newly created directorships in the Board or action of disinterested directors.

Any member or members of the Board of Directors or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

- CHAIRPERSON OF THE MEETING. The Chairperson of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice-Chairperson of the Board, if any and if present and acting, or the President, if present and acting, or any other director chosen by the Board, shall preside.

5. REMOVAL OF DIRECTORS. Except as may otherwise be provided by the General Corporation Law, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

6. COMMITTEES. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation with the exception of any power or authority the delegation of which is prohibited by Section 141 of the General Corporation Law, and may authorize the seal of the corporation to be affixed to all papers which may require it.

7. WRITTEN ACTION. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

ARTICLE III

OFFICERS

The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and, if deemed necessary, expedient, or desirable by the Board of Directors, a Chairperson of the Board, a Vice-Chairperson of the Board, an Executive Vice-President, one or more other Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers with such titles as the resolution of the Board of Directors choosing them shall designate. Except as may otherwise be provided in the resolution of the Board of Directors choosing such officer, no officer other than the Chairperson or Vice-Chairperson of the Board, if any, need be a director. Any number of offices may be held by the same person, as the directors may determine.

Unless otherwise provided in the resolution choosing such officer, each officer shall be chosen for a term which shall continue until the meeting of the Board of Directors following the next annual meeting of stockholders and until such officer's successor shall have been chosen and qualified.

All officers of the corporation shall have such authority and perform such duties in the management and operation of the corporation as shall be prescribed in the resolutions of the Board of Directors designating and choosing such officers and prescribing their authority and duties, and shall have such additional authority and duties as are incident to their office except to the extent that such resolutions may be inconsistent therewith. The Secretary or an Assistant Secretary of the corporation shall record all of the proceedings of all meetings and actions in writing of stockholders, directors, and committees of directors, and shall exercise such additional authority and perform such additional duties as the Board shall assign to such Secretary or Assistant Secretary. Any officer may be removed, with or without cause, by the Board of Directors. Any vacancy in any office may be filled by the Board of Directors.

ARTICLE IV

CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

ARTICLE V

FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

ARTICLE VI

CONTROL OVER BYLAWS

Subject to the provisions of the certificate of incorporation and the provisions of the General Corporation Law, the power to amend, alter, or repeal these Bylaws and to adopt new Bylaws may be exercised by the Board of Directors or by the stockholders.

EXHIBIT 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Mark Meller, certify that:

1. I have reviewed this Form 10-Q of SilverSun Technologies, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 present in this report;
4. Along with the Principal Accounting Officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and 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 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 financing 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. 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 involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 10, 2011

By: /s/ Mark Meller
Mark Meller
Principal Executive Officer
SilverSun Technologies, Inc.

EXHIBIT 31.2

**CERTIFICATION OF PRINCIPAL ACCOUNTING OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Mark Meller, certify that:

1. I have reviewed this Form 10-Q of SilverSun Technologies, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 present in this report;
4. Along with the Principal Executive Officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and 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 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. 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 involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 10, 2011

By: /s/ Mark Meller
Mark Meller
Principal Accounting Officer
SilverSun Technologies, Inc.

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 this Quarterly Report of SilverSun Technologies, Inc. (the "Company"), on Form 10-Q for the quarter ended September 30, 2011, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Mark Meller, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, 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 such Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 10, 2011

By: /s/ Mark Meller
Mark Meller
Principal Executive Officer
SilverSun Technologies, Inc.

EXHIBIT 32.2

**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 this Quarterly Report of SilverSun Technologies, Inc. (the "Company"), on Form 10-Q for the quarter ended September 30, 2011, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Mark Meller, Principal Accounting Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, 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 such Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 10, 2011

By: /s/Mark Meller
Mark Meller
Principal Accounting Officer
SilverSun Technologies, Inc.

