

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment 2)

WPCS INTERNATIONAL INC
(Name of Issuer)

Common Stock
(Title of Class of Securities)

92931L203
(CUSIP Number)

Olga Filippova
730 FIFTH AVENUE, 9TH FLOOR
NEW YORK, NY 10019
212-659-7790
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

December 16, 2005
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a Reporting Person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No 92931L203

1. Name of Reporting Person

Barron Partners LP

I.R.S. Identification No. of Above Person

431981699

2. Check the Appropriate Box if a Member of a Group (a) []

- (a) []
(b) [x]

3. SEC Use Only

4. Source of Funds

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power
Shares Beneficially Owned 395,340 shares of Common Stock
By Each 8. Shared Voting Power
Reporting 0
Person With 9. Sole Dispositive Power
395,340 shares of Common Stock
10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned
by Each Reporting Person
395,340 shares of Common Stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

[]

13. Percent of Class Represented by Amount in Row (11)

9.1% of the Common Stock of the Issuer

14. Type of Reporting Person

PN

ITEM 1. SECURITY AND ISSUER.

This statement relates to shares of Common Stock, par value \$0.001 per share, (the "Common Stock") of WPCS International Inc., a Delaware corporation (the "Issuer") having its principal executive offices at 140 South Village Avenue, Suite 20, Exton, PA 19341.

ITEM 2. IDENTITY AND BACKGROUND.

This Statement is filed by Barron Partners LP, a Delaware Limited Partnership (the "Reporting Person"), whose business address is 730 Fifth Avenue, 9th Floor, New York, NY 10019.

The Reporting Person is principally engaged in making investments.

The General Partner of the Reporting Person is Barron Capital Advisors LLC, a Delaware Limited Liability Company, (the "General Partner"). Andrew Barron Worden is the managing member of the General Partner.

During the last five years, to the best knowledge of the Reporting Person, neither the Reporting Person nor any controlling person of the Reporting Person has (i) been convicted in a criminal proceeding, or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

N/A

Item 4. Purpose of Transaction.

N/A

Item 5. Interest in Securities of the Issuer.

(c) Between December 15, 2005 and December 22, 2005, the Reporting Person acquired 140,000 shares of the Common Stock by exercising warrants at a price of \$8.40 per share. The shares of the Common Stock underlying the warrants have been included previously in the number of shares of the Common Stock beneficially owned by the Reporting Person.

Between December 15, 2005 and December 22, 2005 the Reporting Person sold 140,000 shares of the Common Stock in the open market transactions at a price per share ranging from \$9.53 to \$10.83.

Item 6. Contracts, Arrangements, Understandings or

Relationships with Respect to Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

Not applicable.

SIGNATURE1

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete

and correct.

Date: December 22, 2005

/s/ ANDREW BARRON WORDEN

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Signature

Andrew Worden, Managing Director of the General Partner of Barron
Partners LP