

INNOFONE COM INC  
Form 10QSB/A  
January 24, 2006

FORM 10-QSB/A  
(Amendment No. 1)

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

(Mark One)

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

For the quarterly period ended September 30, 2005

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 0-31949

INNOFONE.COM, INCORPORATED

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

98-0202313  
(I.R.S. Employer  
Identification No.)

1431 Ocean Avenue, Suite 1100, Santa Monica, CA  
(Address of principal executive office)

90401  
(Zip Code)

(310) 458-3233

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934) Yes  No

The number of shares outstanding of each of Issuer's classes of common equity as of November 18, 2005

Common Stock at Par Value \$0.001  
Title of Class

61,488,270  
Number of Shares

INNOFONE.COM, INCORPORATED

Part II

Items 6. Other Information	3
Signatures	4

On November 21, 2005, Innofone.com, Incorporated (the “Company”) filed its Quarterly Report on Form 10-QSB for its quarter ended September 30, 2005 (the “Form 10-QSB”). The Company is filing this Amendment No. 1 to Form 10-QSB to reflect revisions to the certifications and to reflect the recent resignation of the Company’s Chief Financial Officer. Disclosure pertaining to the resignation of the Chief Financial Officer has been previously filed on Current Report Form 8-K filed on January 23, 2006.

This Amendment does not reflect events occurrin after the filing of the original 10-QSB and other than the adjustments stated, does not modify or update the disclosures in the original 10-QSB in any way.

PART II - OTHER INFORMATION.

Item 6. Exhibits

A. Exhibits:

31.1 Certification of Chief Executive Officer and Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act. \*

32.1 Certification of Chief Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act. \*

\* Filed herewith.

3

---

SIGNATURES

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

INNOFONE.COM, INCORPORATED

Date: January 24, 2006

By: /s/ Alex Lightman

\_\_\_\_\_  
Alex Lightman, Chief Executive Officer, President and Principal  
Financial Officer