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

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

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

	Wasninge	011, 20 20019	
(Mar [X]	k One) QUARTERLY REPORT PURSUANT TO SECT ACT OF 1934	ION 13 OR 15(d) OF THE	SECURITIES EXCHANGE
	For the quarterly period ended Se	ptember 30, 2004	
		OR	
[]	TRANSITION REPORT PURSUANT TO EXCHANGE ACT OF 1934	SECTION 13 OR 15(d) OF	THE SECURITIES
	For the transition period from	to	
	Commission Fi	le Number 0-31949	
	INNOFON	E.COM, INC.	
	(Exact name of registrant	as specified in its ch	arter)
	Nevada		98-0202313
	te or other jurisdiction of rporation or organization)		(I.R.S. Employer Identification No.)
1431	Ocean Avenue, Suite 1100, Santa M	Monica, CA	90401
(Add	ress of principal executive office)	(Zip Code)
	(310)	458-3233	
	(Registrant's telephone	number, including area	code)
to b the requ requ		the Securities Exchange shorter period that t d (2) has been subje	Act of 1934 during he registrant was ect to such filing
	number of shares outstanding of ea eptember 30, 2004.	cn of Issuer's classes	or common equity as
	Common Stock at Par Value \$0.001	7,	361,484
	Title of Class	Numb	er of Shares

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Transitional Small Business Disclosure Format yes no X

This document is made up of 13 pages.

INNOFONE.COM, INC.

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On November 12, 2004, Innofone.com, Incorporated (the "Company") filed its Quarterly Report on Form 10-QSB for its quarter ended September 30, 2004 (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 occurring after the filing of the original 10-QSB and other than making the adjustments stated, does not modify or update the disclosures in the original 10-QSB in any way.

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Item 6. Exhibits

A. Exhibits

- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act.*
- 32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act.*
- * Filed herewith.

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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, INC.

Date: January 24, 2006 By: /s/ Alex Lightman

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

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