



**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Effective April 3, 2007, Mr. Paul Shepherd resigned as Secretary of Innofone.com, Incorporated (the "Company"). Mr. Shepherd will remain a non-officer employee of the Company as a sales executive.

Effective April 3, 2007, our Board of Directors appointed Mr. Michael Ambrose as Secretary of the Company. Mr. Ambrose has no family relationships with any of the Company's other executive officers or directors. Mr. Ambrose currently has no employment agreement with the Company.

On April 3, 2007, Mr. Ambrose, age 37, was appointed as the Company's Secretary. Mr. Ambrose has been an employee in the Company's Administration/HR department since October 2005. Prior to this, from 2002 to 2005, Mr. Ambrose served as payroll manager at RandNet Management, Inc., where he was responsible for managing payroll systems and databases and reporting all payroll issues directly to RandNet's CFO and controller. Mr. Ambrose graduated from Saint Vincent College and holds a Bachelor of Arts degree in English and History.

There are no transactions, since the beginning of the Company's last fiscal year, or any currently proposed transaction, in which the Company was or is to be a participant and the amount involved exceeds the lesser of \$120,000 or one percent of the average of the Company's total assets at year-end for the last three completed fiscal years, and in which Mr. Ambrose had or will have a direct or indirect material interest.

There is no material plan, contract or arrangement (whether or not written) to which Mr. Ambrose is a party or in which he participates that is entered into or material amendment in connection with his appointment as an officer, or any grant or award to Mr. Ambrose or modification thereto, under any such plan, contract or arrangement in connection with his appointment.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

Date: April 6, 2007

INNOFONE.COM, INCORPORATED

By:

/s/ Alex Lightman  
Alex Lightman  
Chief Executive Officer and  
President

