

FONECASH INC
Form SC 13D
March 11, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. _____) *

Fonecash, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

34460A109

(CUSIP Number)

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162 M Homestead Street, Manchester, Connecticut 06040, (860) 805-0701

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 1, 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 §§240.13d-1(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).

SEC 1746 (11-02) **Persons who potentially are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

CUSIP No. 34460A109

(1)

Names of Reporting Persons.

Public Entity Acquisition Corp.

I.R.S. Identification Nos. of above persons (entities only).

20-1516891

(2)

Check the Appropriate Box if a Member of a Group

(a) []

(b) []

(3)

SEC Use Only

(4)

Source of Funds

WC

(5)

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or (e) []

(6)

Citizenship or Place of Organization

New Jersey, USA

Number of

(7)

Sole Voting Power

30,000,000

Shares Beneficially

Owned by Each

Reporting Person

(8)

Shared Voting Power

With

(9)

Sole Dispositive Power

30,000,000

(10)

Shared Dispositive Power

(11)

Aggregate Amount Beneficially Owned by Each Reporting Person

30,000,000

(12)

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

(13)

Percent of Class Represented by Amount in Row (11)

28.83%

(14)

Type of Reporting Person

CO

CUSIP No. 34460A109

Item 1. Security and Issuer

Common Stock,

Fonecash, Inc.

162 M Homestead Street,

Manchester, Connecticut 06040

(860) 805-0701

Item 2. Identity and Background

a)

Public Entity Acquisition Corp.

b)

3163 Kennedy Blvd,

Jersey City, NJ 07306

c)

Business Consulting

d)

No disclosure necessary.

e)

No disclosure necessary.

f)

USA

Item 3. Source and Amount of Funds or Other Consideration

WC

Item 4. Purpose of Transaction

Investment, company is interested in making FoneCash a going concern.

Item 5. Interest in Securities of the Issuer

30,000,000 shares of common stock

Item 6.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None

Item 7. Material to Be Filed as Exhibits

CUSIP No. 34460A109

Signature

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: March 9, 2005

Signature:

/s/ Richard Verdiramo

Richard Verdiramo, President