

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

SECURITIES AND EXCHANGE COMMISSION,

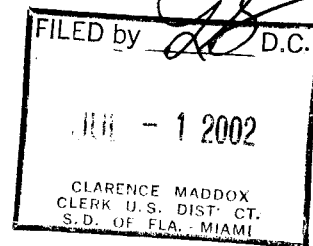
Plaintiff,

v.

FREDERICK C. BRANDAU,
RAPHAEL "RAY" LEVY, and
JEFFREY PAINE,

Defendants.

CASE NO.. 00-06618-
CIV-HIGHSMITH



**JUDGMENT OF PERMANENT INJUNCTION
AND OTHER RELIEF AS TO DEFENDANT RAPHAEL "RAY" LEVY**

Defendant Raphael "Ray" Levy ("Levy"), by the Consent annexed hereto, without admitting or denying any of the allegations in the Commission's Complaint, except that he is admitting the allegation as to the jurisdiction of this Court over him and over the subject matter of this action, has agreed to the entry of this Judgment of Permanent Injunction And Other Relief ("Permanent Injunction"). This Court having accepted such Consent and having jurisdiction over Defendant Levy and the subject matter hereof, and the Court being fully advised in the premises:

I.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 5 OF THE SECURITIES ACT**

IT IS HEREBY ORDERED that Levy, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are hereby permanently restrained and enjoined from directly or indirectly, (a) making use

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of any means or instruments of transportation or communication in interstate commerce or of the mails to sell securities in the form of units, common stock, warrants or any other securities (including, but not limited to, interests in limited liability partnerships), through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect with the Commission as to such securities; (b) carrying securities, in the form of units, common stock, warrants or any other securities (including, but not limited to, interests in investment contracts or promissory notes), or causing them to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, unless and until a registration statement is in effect with the Commission as to such securities; or (c) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy, through the use or medium of any prospectus or otherwise, any securities, in the form of units, common stock, warrants or any other securities (including, but not limited to, interests in investment contracts or promissory notes), unless a registration statement is filed with the Commission as to such securities, or while a registration statement filed with the Commission as to such security is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act, 15 U.S.C. § 77h, in violation of Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c), provided, however, that nothing in the foregoing portion of this injunction shall apply to any security or transaction which is exempt from the provisions of Section 5 of the Securities Act, 15 U.S.C. § 77e.

II.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 17(A)(1) OF THE SECURITIES ACT**

IT IS HEREBY FURTHER ORDERED that Levy, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are hereby permanently restrained and enjoined from directly or indirectly, by use of any means or instruments of transportation or communication in interstate commerce, or by the use of the mails, in the offer or sale of securities (including, but not limited to, interests in investment contracts or promissory notes), knowingly, willfully or recklessly employing devices, schemes or artifices to defraud, in violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

III.

**PERMANENT INJUNCTIVE RELIEF --
SECTIONS 17(A)(2) & (3) OF THE SECURITIES ACT**

IT IS HEREBY FURTHER ORDERED that Levy, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are hereby permanently restrained and enjoined from directly or indirectly, by use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, in the offer or sale of securities (including, but not limited to, interests in investment contracts or promissory notes), (i) obtaining money or property by means of untrue statements of material facts or omissions to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading; or (ii) engaging in acts, practices and courses of business which have operated and will operate as a fraud or deceit upon purchasers and prospective purchasers of such

securities, in violation of Sections 17(a)(2) & (3) of the Securities Act, 15 U.S.C. §§ 77(q)(a)(2) & (3).

IV.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 10(B) OF THE EXCHANGE ACT AND RULE 10B-5**

IT IS HEREBY ORDERED AND ADJUDGED that Levy, his officers, agents, servants, employees, attorneys in fact, and those persons in active concert or participation with him, and each of them, directly or indirectly, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, singly or in concert, or otherwise, by use of the means and instrumentalities of interstate commerce, and of the mails, and of any facility of any national securities exchange, in connection with the purchase or sale of the securities, as described herein, (i) employing devices, schemes or artifices to defraud; (ii) making untrue statements of material facts and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or (iii) engaging in acts, practices and courses of business which have operated as a fraud upon the purchasers of such securities, including, but not limited to, the dissemination of false and misleading press releases, in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

V.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 15(A)(1) OF THE EXCHANGE ACT**

IT IS HEREBY FURTHER ORDERED that Levy, his officers, agents, servants, employees, attorneys in fact, and those persons in active concert or participation with him,

and each of them, are hereby permanently restrained and enjoined from directly or indirectly, by use of any means or instrumentality of interstate commerce or of the mails, engaging in the business of effecting transactions in securities for the accounts of others or inducing or effecting the purchase and sale of securities while not themselves registered with the Commission in accordance with the provisions of Section 15(b) of the Exchange Act, or while not associated with a broker-dealer that was so registered, in violation of Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78j(a)(1).

VI.

INCORPORATION OF CONSENT

IT IS HEREBY FURTHER ORDERED that Levy shall comply with the provisions of the Consent attached hereto, and that such Consent is incorporated herein by reference as if fully set forth herein.

VII.

NOTICES

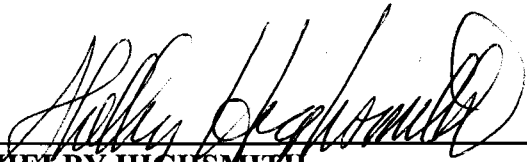
IT IS HEREBY FURTHER ORDERED that Levy shall provide the Commission, at all times during the pendency of this action, with his current address for purposes of service of filings and other communications. Such notice shall be provided in writing to the Regional Director, Securities and Exchange Commission, 1401 Brickell Avenue, Suite 200, Miami, Florida 33131. Should Defendant Levy fail to provide such notice, service by mail at Defendant Levy's last known address shall be deemed proper service.

VIII.

RETENTION OF JURISDICTION

IT IS HEREBY FURTHER ORDERED that this Court shall retain jurisdiction over this matter and Levy in order to implement and carry out the terms of all Orders and Decrees that may be entered and/or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED at 12:05 o'clock, 7 m. this 1st day of July 2002, at Miami, Florida.



SHELBY HIGHSMITH
UNITED STATES DISTRICT JUDGE

cc: Attached Service List

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