# UNITED STATES OF AMERICA Before the SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934 Release No. 64648 / June 13, 2011

ADMINISTRATIVE PROCEEDING File No. 3-14420

In the Matter of

Apparel America, Inc.
(n/k/a HSK Industries, Inc.),
Decora Industries, Inc.,
Diversicon Holdings Corp.,
Flagship Global Health, Inc.,
Integrated Transportation Network Group, Inc., and
Premier Wealth Management, Inc.
(a/k/a Premiere Wealth Management, Inc.),

Respondents.

ORDER INSTITUTING ADMINISTRATIVE PROCEEDINGS AND NOTICE OF HEARING PURSUANT TO SECTION 12(j) OF THE SECURITIES EXCHANGE ACT OF 1934

I.

The Securities and Exchange Commission ("Commission") deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("Exchange Act") against Respondents Apparel America, Inc. (n/k/a HSK Industries, Inc.), Decora Industries, Inc., Diversicon Holdings Corp., Flagship Global Health, Inc., Integrated Transportation Network Group, Inc., and Premier Wealth Management, Inc. (a/k/a Premiere Wealth Management, Inc.).

II.

After an investigation, the Division of Enforcement alleges that:

### A. RESPONDENTS

1. Apparel America, Inc. (n/k/a HSK Industries, Inc.) ("APAR") <sup>1</sup> (CIK No. 4319) is a Delaware corporation located in Vestal, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). APAR is delinquent in its periodic filings

<sup>&</sup>lt;sup>1</sup>The short form of each issuer's name is also its stock symbol.

with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended January 31, 1998, which reported a net loss of \$1,408,000 for the prior six months. On June 12, 1998, APAR filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Southern District of New York, which was terminated on July 8, 1999. As of June 9, 2011, the common stock of APAR was quoted on OTC Link, had two market makers, and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).

- 2. Decora Industries, Inc. ("DECO") (CIK No. 743029) is a void Delaware corporation located in Fort Edward, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). DECO is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended June 30, 2000, which reported a net loss of \$3,587,000 for the prior three months. On March 5, 1992, DECO filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Eastern District of Pennsylvania, which was terminated on July 11, 1994. As of June 9, 2011, the common stock of DECO was quoted on OTC Link, had five market makers, and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).
- 3. Diversicon Holdings Corp. ("DVSH") (CIK No. 944897) is a void Delaware corporation located in Staten Island, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). DVSH is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended December 31, 1998, which reported a net loss of \$1,569,318 for the prior nine months. On June 13, 2000, DVSH filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Eastern District of New York, which was dismissed on January 10, 2002. As of June 9, 2011, the common stock of DVSH was quoted on OTC Link, had two market makers, and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).
- 4. Flagship Global Health, Inc. ("FGHH") (CIK No. 1051985) is a forfeited Delaware corporation located in New York, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). FGHH is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended March 31, 2008, which reported a net loss of \$2,433,486 for the prior three months. On August 19, 2008, FGHH filed a Chapter 7 petition in the U.S. Bankruptcy Court for the Southern District of New York, which was still pending as of June 8, 2011. As of June 9, 2011, the common stock of FGHH was quoted on OTC Link, had seven market makers, and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).
- 5. Integrated Transportation Network Group, Inc. ("ITRT") (CIK No. 1057561) is a void Delaware corporation located in New York, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). ITRT is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended September 30, 1999, which reported a net loss of \$5,996,000 for the prior nine months. As of June 9, 2011, the common stock of ITRT was quoted on OTC Link, had three market makers, and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).

6. Premier Wealth Management, Inc. (a/k/a Premiere Wealth Management, Inc.) ("PWMG") (CIK No. 1226944) is a void Delaware corporation located in New York, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). PWMG is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2007, which reported a net loss of \$1,235,081 for the prior nine months. As of June 9, 2011, the common stock of PWMG was quoted on OTC Link, had seven market makers, and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).

# B. DELINQUENT PERIODIC FILINGS

- 7. As described in more detail above, all of the Respondents are delinquent in their periodic filings with the Commission, have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.
- 8. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports, and Rule 13a-13 requires domestic issuers to file quarterly reports
- 9. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

## III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

- A. Whether the allegations contained in Section II hereof are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,
- B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities registered pursuant to Section 12 of the Exchange Act of the Respondents identified in Section II hereof, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of any Respondents.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of any Respondents, may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified, registered, or Express Mail, or by other means permitted by the Commission Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy Secretary

#### **Service List**

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("Order"), on the Respondents and their legal agents.

The attached Order has been sent to the following parties and other persons entitled to notice:

The Honorable Brenda P. Murray Chief Administrative Law Judge Securities and Exchange Commission 100 F Street, N.E. Washington, DC 20549-2557

David S. Frye, Esq.
Neil J. Welch, Jr., Esq.
Division of Enforcement
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-6010

By Express Mail: Apparel America, Inc. (n/k/a HSK Industries, Inc.) 300 Plaza Drive Vestal, NY 13850

Apparel America, Inc. (n/k/a HSK Industries, Inc.) c/o The Prentice-Hall Corporation System, Inc. Registered Agent 2711 Centerville Road, Suite 400 Wilmington, DE 19808

By Express Mail: Decora Industries, Inc. 1 Mill Street Fort Edward, NY 12828

Decora Industries, Inc. c/o National Registered Agents, Inc. Registered Agent 160 Greentree Drive, Suite 101 Dover, DE 19904

By Express Mail: Diversicon Holdings Corp. 290 Wild Avenue Staten Island, NY 10314

Diversicon Holdings Corp. c/o Incorporating Services Ltd. Registered Agent 3500 S. DuPont Highway Dover, DE 19901

By Express Mail: Flagship Global Health, Inc. 220 W. 42nd Street, 23rd Floor New York, NY 10036

Flagship Global Health, Inc. c/o Mr. Fred Nazem, Flagship Healthcare Management, Inc. Registered Agent 645 Madison Avenue, 12th Floor New York, NY 10022

By Express Mail: Integrated Transportation Network Group, Inc. 575 Lexington Avenue, Suite 410 New York, NY 10022

Integrated Transportation Network Group, Inc. c/o Corporation Service Co.
Registered Agent
2711 Centerville Road, Suite 400
Wilmington, DE 19808

By Express Mail:

Premier Wealth Management, Inc. (a/k/a Premiere Wealth Management, Inc.) One Penn Plaza, Suite 2411 New York, NY 10119

Premier Wealth Management, Inc. (a/k/a Premiere Wealth Management, Inc.) c/o Vcorp Services, L.L.C.
Registered Agent
1811 Silverside Road
Wilmington, DE 19810

[The Division of Enforcement will also have a process server attempt personal service on all respondents.]