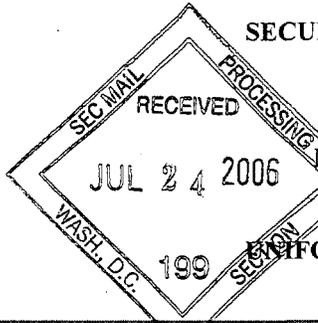


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



AMENDED FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL OMB Number: 3235-0076 SEC USE ONLY DATE RECEIVED

Name of Offering () check if this is an amendment and name has changed, and indicate change. Preferred Commerce Confidential Private Offering Memorandum

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [] New Filing [x] Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer () check if this is an amendment and name has changed, and indicate change. Preferred Commerce, Inc.

AUG 03 2006 THOMSON FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business

Type of Business Organization

[] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year [] [] [] [] [] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [] []

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes [] No []
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$25,000
3. Does the offering permit joint ownership of a single unit?..... Yes [] No []
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) **Petrusha, Michael E.**

Business or Residence Address (Number and Street, City, State, Zip Code)
1231 S. Powerline Rd., Pompano Beach, FL 33069

Name of Associated Broker or Dealer
Pointe Capital, LLC

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) [X] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) **Andolpho, Jr., Peter D.**

Business or Residence Address (Number and Street, City, State, Zip Code) **1231 S. Powerline Rd., Pompano Beach, FL 33069**

Name of Associated Broker or Dealer **Pointe Capital, LLC**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) [X] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) **Miranda, Alfonso J.**

Business or Residence Address (Number and Street, City, State, Zip Code) **1231 S. Powerline Rd., Pompano Beach, FL 33069**

Name of Associated Broker or Dealer **Pointe Capital, LLC**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) [X] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0.00	\$0.00
Equity	\$0.00	\$0.00
	[] Common [] Preferred	
Convertible Securities (including warrants)	\$0.00	\$0.00
Partnership Interests	\$0.00	\$0.00
Other (Specify): Units consisting of 25,000 shares of our Common Stock. The purchase price for each Unit is 50,000.	\$3,000,000.00	\$1,125,000.00
Total (assumes sale of all 60 Units).....	\$3,000,000.00	\$1,125,000.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	25	\$1,125,000.00
Non-accredited Investors	0	\$0.00
Total (for filings under Rule 504 only)	N/A	\$0.00

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$
<u>Regulation A</u>	N/A	\$
Rule 504	N/A	\$
Total	N/A	\$

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	_____
Printing and Engraving Costs	[X]	\$700.00
Legal Fees	[X]	\$26,000.00
Accounting Fees	[]	_____
Engineering Fees	[]	_____
Sales Commissions (finders' fees only)	[]	_____
Other Expenses (Blue Sky filing fees).....	[X]	\$3,300.00
Total	[X]	\$30,000.00

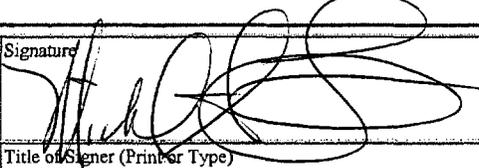
- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

\$2,970,000.00

	Payments to Officers, Directors, & Affiliates	Payments To Others
Sales and marketing	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$1,000,000
Software development	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$450,000
Technology Infrastructure	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$250,000
Debt Retirement	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$550,000
Working capital.....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$220,000
Other (specify): Retirement of Certain Aged A/R (Professional Fees)	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$500,000
Column Totals	<input type="checkbox"/> \$0.00	<input checked="" type="checkbox"/> \$2,970,000
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$2,970,000.00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Preferred Commerce, Inc.	Signature 	Date July 20 2006
Name of Signer (Print or Type) Michael A. Ferraro	Title of Signer (Print or Type) Director and President	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)