UNITED STATES OF AMERICA

Before the SECURITIES AND EXCHANGE COMMISSION September 10, 2008

ADMINISTRATIVE PROCEEDING File No. 3-13178

In the Matter of

Odessa Foods International, Inc., Omega Dynamics, Inc., Omni Investors Group, Inc., Omnicorp Ltd., and Ongard Systems, Inc.,

Respondents.

ORDER INSTITUTING 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 Odessa Foods International, Inc., Omega Dynamics, Inc., Omni Investors Group, Inc., Omnicorp Ltd., and Ongard Systems, Inc.

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS

- 1. Odessa Foods International, Inc. (CIK No. 751412) is a forfeited Delaware corporation located in Jersey City, New Jersey with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Odessa 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, 1997, which reported a net loss of \$564,118 for the prior nine months. As of September 9, 2008, the common stock of Odessa (symbol "ODSA") was traded on the over-the-counter markets.
- 2. Omega Dynamics, Inc. (CIK No. 1112993) 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). Omega is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a

Form 10-SB registration statement on May 4, 2000. As of September 9, 2008, the common stock of Omega (symbol "OMEG") was traded on the over-the-counter markets.

- 3. Omni Investors Group, Inc. (CIK No. 880938) is a void Delaware corporation located in Boca Raton, Florida with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Omni Investors is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-K for the period ended August 31, 1993.
- 4. Omnicorp Ltd. (CIK No. 719775) 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). Omnicorp 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, 1994, which reported a net loss of \$1,394,136 for the prior nine months.
- 5. Ongard Systems, Inc. (CIK No. 888428) is a forfeited Delaware corporation located in Hauppauge, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Ongard 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, 1997, which reported a net loss of \$3,324,004 for the prior nine months. As of September 9, 2008, the common stock of Ongard (symbol "OGSS") was traded on the over-the-counter markets.

B. DELINQUENT PERIODIC FILINGS

- 6. As discussed in more detail above, all of the Respondents are delinquent in their periodic filings with the Commission (*see* Chart of Delinquent Filings, attached hereto as Appendix 1), 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.
- 7. 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 issuers to file quarterly reports.
- 8. 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 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 of the Respondents identified in Section II registered pursuant to Section 12 of the Exchange Act.

IV.

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 may be deemed in default and the proceedings may be determined against them 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 of verifiable delivery.

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.

Florence E. Harmon Acting Secretary

Attachment

Appendix 1

Chart of Delinquent Filings In the Matter of Odessa Foods International, Inc., et al.

III UIE Wau	er or ouessa	i roous iii	terriational	, IIIC., et al.	Months
Company Name	Form Type	Period Ended	Due Date	Date Received	Delinquent (rounded up)
Odessa Foods International, Inc.					
ŕ	10-KSB	12/31/97	03/31/98	Not filed	126
	10-QSB	03/31/98	05/15/98	Not filed	124
	10-QSB	06/30/98	08/14/98	Not filed	121
	10-QSB	09/30/98	11/16/98	Not filed	118
	10-KSB	12/31/98	03/31/99	Not filed	114
	10-QSB	03/31/99	05/17/99	Not filed	112
	10-QSB	06/30/99	08/16/99	Not filed	109
	10-QSB	09/30/99	11/15/99	Not filed	106
	10-KSB	12/31/99	03/30/00	Not filed	102
	10-QSB	03/31/00	05/15/00	Not filed	100
	10-QSB	06/30/00	08/14/00	Not filed	97
	10-QSB	09/30/00	11/14/00	Not filed	94
	10-KSB	12/31/00	04/02/01	Not filed	89
	10-QSB	03/31/01	05/15/01	Not filed	88
	10-QSB	06/30/01	08/14/01	Not filed	85
	10-QSB	09/30/01	11/14/01	Not filed	82
	10-KSB	12/31/01	04/01/02	Not filed	77
	10-QSB	03/31/02	05/15/02	Not filed	76
	10-QSB	06/30/02	08/14/02	Not filed	73
	10-QSB	09/30/02	11/14/02	Not filed	70
	10-KSB	12/31/02	03/31/03	Not filed	66
	10-QSB	03/31/03	05/15/03	Not filed	64
	10-QSB	06/30/03	08/14/03	Not filed	61
	10-QSB	09/30/03	11/14/03	Not filed	58
	10-KSB	12/31/03	03/30/04	Not filed	54
	10-QSB	03/31/04	05/17/04	Not filed	52
	10-QSB	06/30/04	08/16/04	Not filed	49
	10-QSB	09/30/04	11/15/04	Not filed	46
	10-KSB	12/31/04	03/31/05	Not filed	42
	10-QSB	03/31/05	05/16/05	Not filed	40
	10-QSB	06/30/05	08/15/05	Not filed	37
	10-QSB	09/30/05	11/14/05	Not filed	34
	10-KSB	12/31/05	03/31/06	Not filed	30
	10-QSB	03/31/06	05/15/06	Not filed	28

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Odessa Foods					
International, Inc.	10-QSB	06/30/06	08/14/06	Not filed	25
(continued)	10-QSB	09/30/06	11/14/06	Not filed	22
,	10-KSB	12/31/06	04/02/07	Not filed	17
	10-QSB	03/31/07	05/15/07	Not filed	16
	10-QSB	06/30/07	08/14/07	Not filed	13
	10-QSB	09/30/07	11/14/07	Not filed	10
	10-KSB	12/31/07	03/31/08	Not filed	6
	$10-Q^{-1}$	03/31/08	05/15/08	Not filed	4
	$10-Q^{1}$	06/30/08	08/14/08	Not filed	1
Total Filings Delinquent	43				
Omega Dynamics, Inc.					
	10-KSB	03/31/00	06/29/00	Not filed	99
	10-QSB	06/30/00	08/14/00	Not filed	97
	10-QSB	09/30/00	11/14/00	Not filed	94
	10-QSB	12/31/00	02/14/01	Not filed	91
	10-KSB	03/31/01	06/29/01	Not filed	87
	10-QSB	06/30/01	08/14/01	Not filed	85
	10-QSB	09/30/01	11/14/01	Not filed	82
	10-QSB	12/31/01	02/14/02	Not filed	79
	10-KSB	03/31/02	07/01/02	Not filed	74
	10-QSB	06/30/02	08/14/02	Not filed	73
	10-QSB	09/30/02	11/14/02	Not filed	70
	10-QSB	12/31/02	02/14/03	Not filed	67
	10-KSB	03/31/03	06/30/03	Not filed	63
	10-QSB	06/30/03	08/14/03	Not filed	61
	10-QSB	09/30/03	11/14/03	Not filed	58
	10-QSB	12/31/03	02/17/04	Not filed	55
	10-KSB	03/31/04	06/29/04	Not filed	51
	10-QSB	06/30/04	08/16/04	Not filed	49
	10-QSB	09/30/04	11/15/04	Not filed	46
	10-QSB	12/31/04	02/14/05	Not filed	43
	10-KSB	03/31/05	06/29/05	Not filed	39
	10-QSB	06/30/05	08/15/05	Not filed	37
	10-QSB	09/30/05	11/14/05	Not filed	34
	10-QSB	12/31/05	02/14/06	Not filed	31
	10-KSB	03/31/06	06/29/06	Not filed	27
	10-QSB	06/30/06	08/14/06	Not filed	25

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Omega Dynamics, Inc.	10-QSB	09/30/06	11/14/06	Not filed	22
(continued)	10-QSB	12/31/06	02/14/07	Not filed	19
,	10-KSB	03/31/07	06/29/07	Not filed	15
	10-QSB	06/30/07	08/14/07	Not filed	13
	10-QSB	09/30/07	11/14/07	Not filed	10
	10-QSB	12/31/07	02/14/08	Not filed	7
	10-KSB	03/31/08	06/30/08	Not filed	3
	10 - Q^{T}	06/30/08	08/14/08	Not filed	1
Total Filings Delinquent	34				
Omni Investors Group, Inc.					
	10-Q	11/30/93	01/14/94	Not filed	176
	10-Q	02/28/94	04/14/94	Not filed	173
	10-Q	05/31/94	07/21/94	Not filed	170
	10-K	08/31/94	11/29/94	Not filed	166
	10-Q	11/30/94	01/17/95	Not filed	164
	10-Q	02/28/95	04/14/95	Not filed	161
	10-Q	05/31/95	07/17/95	Not filed	158
	10-K	08/31/95	11/29/95	Not filed	154
	10-Q	11/30/95	01/16/96	Not filed	152
	10-Q	02/28/96	04/15/96	Not filed	149
	10-Q	05/31/96	07/15/96	Not filed	146
	10-K	08/31/96	11/29/96	Not filed	142
	10-Q	11/30/96	01/14/97	Not filed	140
	10-Q	02/28/97	04/14/97	Not filed	137
	10-Q	05/31/97	07/15/97	Not filed	134
	10-K	08/31/97	12/01/97	Not filed	129
	10-Q	11/30/97	01/14/98	Not filed	128
	10-Q	02/28/98	04/14/98	Not filed	125
	10-Q	05/31/98	07/15/98	Not filed	122
	10-K	08/31/98	11/30/98	Not filed	118
	10-Q	11/30/98	01/14/99	Not filed	116
	10-Q	02/28/99	04/14/99	Not filed	113
	10-Q	05/31/99	07/15/99	Not filed	110
	10-K	08/31/99	11/29/99	Not filed	106
	10-Q	11/30/99	01/14/00	Not filed	104
	10-Q	02/28/00	04/14/00	Not filed	101

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Omni Investors					
Group, Inc.	10-Q	05/31/00	07/17/00	Not filed	98
(continued)	10-K	08/31/00	11/29/00	Not filed	94
	10-Q	11/30/00	01/16/01	Not filed	92
	10-Q	02/28/01	04/16/01	Not filed	89
	10-Q	05/31/01	07/16/01	Not filed	86
	10-K	08/31/01	11/29/01	Not filed	82
	10-Q	11/30/01	01/14/02	Not filed	80
	10-Q	02/28/02	04/15/02	Not filed	77
	10-Q	05/31/02	07/15/02	Not filed	74
	10-K	08/31/02	11/29/02	Not filed	70
	10-Q	11/30/02	01/14/03	Not filed	68
	10-Q	02/28/03	04/14/03	Not filed	65
	10-Q	05/31/03	07/15/03	Not filed	62
	10-K	08/31/03	12/01/03	Not filed	57
	10-Q	11/30/03	01/14/04	Not filed	56
	10-Q	02/28/04	04/13/04	Not filed	53
	10-Q	05/31/04	07/15/04	Not filed	50
	10-K	08/31/04	11/29/04	Not filed	46
	10-Q	11/30/04	01/14/05	Not filed	44
	10-Q	02/28/05	04/14/05	Not filed	41
	10-Q	05/31/05	07/15/05	Not filed	38
	10-K	08/31/05	11/29/05	Not filed	34
	10-Q	11/30/05	01/16/06	Not filed	32
	10-Q	02/28/06	04/16/06	Not filed	29
	10-Q	05/31/06	07/17/06	Not filed	26
	10-K	08/31/06	11/29/06	Not filed	22
	10-Q	11/30/06	01/16/07	Not filed	20
	10-Q	02/28/07	04/16/07	Not filed	17
	10-Q	05/31/07	07/16/07	Not filed Not filed	14 10
	10-K 10-Q	08/31/07 11/30/07	11/29/07 01/14/08	Not filed	10 8
	10-Q 10-Q	02/28/08	04/14/08	Not filed	3
	10-Q 10-Q	02/26/08	04/14/08	Not filed	3 2
	10-Q	00/01/00	07/13/00	NOULINGO	2

Total Filings Delinquent

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Omnicorp Ltd.					
-	10-KSB	12/31/94	03/31/95	Not filed	162
	10-QSB	03/31/95	05/15/95	Not filed	160
	10-QSB	06/30/95	08/14/95	Not filed	157
	10-QSB	09/30/95	11/14/95	Not filed	154
	10-KSB	12/31/95	04/01/96	Not filed	149
	10-QSB	03/31/96	05/15/96	Not filed	148
	10-QSB	06/30/96	08/14/96	Not filed	145
	10-QSB	09/30/96	11/14/96	Not filed	142
	10-KSB	12/31/96	03/31/97	Not filed	138
	10-QSB	03/31/97	05/15/97	Not filed	136
	10-QSB	06/30/97	08/14/97	Not filed	133
	10-QSB	09/30/97	11/14/97	Not filed	130
	10-KSB	12/31/97	03/31/98	Not filed	126
	10-QSB	03/31/98	05/15/98	Not filed	124
	10-QSB	06/30/98	08/14/98	Not filed	121
	10-QSB	09/30/98	11/16/98	Not filed	118
	10-KSB	12/31/98	03/31/99	Not filed	114
	10-QSB	03/31/99	05/17/99	Not filed	112
	10-QSB	06/30/99	08/16/99	Not filed	109
	10-QSB	09/30/99	11/15/99	Not filed	106
	10-KSB	12/31/99	03/30/00	Not filed	102
	10-QSB	03/31/00	05/15/00	Not filed	100
	10-QSB	06/30/00	08/14/00	Not filed	97
	10-QSB	09/30/00	11/14/00	Not filed	94
	10-KSB	12/31/00	04/02/01	Not filed	89
	10-QSB	03/31/01	05/15/01	Not filed	88
	10-QSB	06/30/01	08/14/01	Not filed	85
	10-QSB	09/30/01	11/14/01	Not filed	82
	10-KSB	12/31/01	04/01/02	Not filed	77
	10-QSB	03/31/02	05/15/02	Not filed	76
	10-QSB	06/30/02	08/14/02	Not filed	73
	10-QSB	09/30/02	11/14/02	Not filed	70
	10-KSB	12/31/02	03/31/03	Not filed	66
	10-QSB	03/31/03	05/15/03	Not filed	64
	10-QSB	06/30/03	08/14/03	Not filed	61
	10-QSB	09/30/03	11/14/03	Not filed	58
	10-KSB	12/31/03	03/30/04	Not filed	54
	10-QSB	03/31/04	05/17/04	Not filed	52
	10-QSB	06/30/04	08/16/04	Not filed	49

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Omnicorp Ltd.	10-QSB	09/30/04	11/15/04	Not filed	46
(continued)	10-KSB	12/31/04	03/31/05	Not filed	42
,	10-QSB	03/31/05	05/16/05	Not filed	40
	10-QSB	06/30/05	08/15/05	Not filed	37
	10-QSB	09/30/05	11/14/05	Not filed	34
	10-KSB	12/31/05	03/31/06	Not filed	30
	10-QSB	03/31/06	05/15/06	Not filed	28
	10-QSB	06/30/06	08/14/06	Not filed	25
	10-QSB	09/30/06	11/14/06	Not filed	22
	10-KSB	12/31/06	04/02/07	Not filed	17
	10-QSB	03/31/07	05/15/07	Not filed	16
	10-QSB	06/30/07	08/14/07	Not filed	13
	10-QSB	09/30/07	11/14/07	Not filed	10
	10-KSB	12/31/07	03/31/08	Not filed	6
	$10-Q^{\ 1}$	03/31/08	05/15/08	Not filed	4
	10 - Q^{1}	06/30/08	08/14/08	Not filed	1
Total Filings Delinquent	55				
Ongard Systems, Inc.					
	10-KSB	12/31/97	03/31/98	Not filed	126
	10-QSB	03/31/98	05/15/98	Not filed	124
	10-QSB	06/30/98	08/14/98	Not filed	121
	10-QSB	09/30/98	11/16/98	Not filed	118
	10-KSB	12/31/98	03/31/99	Not filed	114
	10-QSB	03/31/99	05/17/99	Not filed	112
	10-QSB	06/30/99	08/16/99	Not filed	109
	10-QSB	09/30/99	11/15/99	Not filed	106
	10-KSB	12/31/99	03/30/00	Not filed	102
	10-QSB	03/31/00	05/15/00	Not filed	100
	10-QSB	06/30/00	08/14/00	Not filed	97
	10-QSB	09/30/00	11/14/00	Not filed	94
	10-KSB	12/31/00	04/02/01	Not filed	89
	10-QSB	03/31/01	05/15/01	Not filed	88
	10-QSB	06/30/01	08/14/01	Not filed	85
	10-QSB	09/30/01	11/14/01	Not filed	82
	10-KSB	12/31/01	04/01/02	Not filed	77
	10-QSB	03/31/02	05/15/02	Not filed	76
	10-QSB	06/30/02	08/14/02	Not filed	73
	10-QSB	09/30/02	11/14/02	Not filed	70

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Company Name	i omi Type	Liided	Due Date	Neceiveu	(rounded up)
Ongard Systems, Inc.	10-KSB	12/31/02	03/31/03	Not filed	66
(continued)	10-QSB	03/31/03	05/15/03	Not filed	64
	10-QSB	06/30/03	08/14/03	Not filed	61
	10-QSB	09/30/03	11/14/03	Not filed	58
	10-KSB	12/31/03	03/30/04	Not filed	54
	10-QSB	03/31/04	05/17/04	Not filed	52
	10-QSB	06/30/04	08/16/04	Not filed	49
	10-QSB	09/30/04	11/15/04	Not filed	46
	10-KSB	12/31/04	03/31/05	Not filed	42
	10-QSB	03/31/05	05/16/05	Not filed	40
	10-QSB	06/30/05	08/15/05	Not filed	37
	10-QSB	09/30/05	11/14/05	Not filed	34
	10-KSB	12/31/05	03/31/06	Not filed	30
	10-QSB	03/31/06	05/15/06	Not filed	28
	10-QSB	06/30/06	08/14/06	Not filed	25
	10-QSB	09/30/06	11/14/06	Not filed	22
	10-KSB	12/31/06	04/02/07	Not filed	17
	10-QSB	03/31/07	05/15/07	Not filed	16
	10-QSB	06/30/07	08/14/07	Not filed	13
	10-QSB	09/30/07	11/14/07	Not filed	10
	10-KSB	12/31/07	03/31/08	Not filed	6
	$10-Q^{-1}$	03/31/08	05/15/08	Not filed	4
	$10 - Q^{I}$	06/30/08	08/14/08	Not filed	1

Total Filings Delinquent

43

¹Regulation S-B and its accompanying forms, including Forms 10-QSB and 10-KSB, are in the process of being removed from the federal securities laws. See Release No. 34-56994 (Dec. 19, 2007). The removal is taking effect over a transition period that will conclude on March 15, 2009, so by that date, all reporting companies that previously filed their periodic reports on Forms 10-QSB and 10-KSB will be required to use Forms 10-Q and 10-K instead. Forms 10-QSB and 10-KSB will no longer be available, though issuers that meet the definition of a "smaller reporting company" (generally, a company that has less than \$75 million in public equity float as of the end of its most recently completed second fiscal quarter) will have the option of using new, scaled disclosure requirements that Regulation S-K now includes.