

02-23048

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.

CIV - UNGARO - BENAGES

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

FLORIDA STOCK TRANSFER, INC.,
VECTOR HOLDINGS CORPORATION,
and ALLEN E. WEINTRAUB,

Defendants.

MAGISTRATE JUDGE
BROWN
CLARENCE HADDOX
CLERK U.S. DIST. CT.
SOUTHERN DIST. OF FLA. - MIA
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D.C.

COMPLAINT FOR INJUNCTIVE AND OTHER RELIEF

Plaintiff Securities and Exchange Commission ("SEC") alleges:

SUMMARY

1. The SEC brings this action to enjoin and restrain Allen Weintraub ("Weintraub"), and two companies under his exclusive control, Vector Holdings Corporation ("Vector") and Florida Stock Transfer, Inc. ("FST") (collectively "Defendants") from continuing to violate the federal securities laws. Weintraub has a checkered past which includes multiple felony fraud convictions and unsatisfied personal judgments. Since approximately December 1999, Vector has portrayed Weintraub, who is the company's chief executive officer, president and sole director, as a reputable business person of high integrity in its SEC filings and has failed to disclose his tarnished past. Weintraub has profited from Vector's misrepresentations and omissions by dumping millions of Vector shares into the market for a profit of over \$200,000.

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2. At the same time, FST, Vector's transfer agent which is under the exclusive control of Weintraub, has engaged, and is continuing to engage, in severe and pervasive violations of the transfer agent rules under the federal securities laws. FST's violations are so egregious that the company could not possibly be fulfilling its transfer agent duties and is thereby placing the interests of Vector's shareholders in jeopardy.

DEFENDANTS

3. Vector is a Nevada corporation with its principal place of business in Aventura, Florida. Vector is in the gourmet food business, operates a lead source company and owns a restaurant in a shopping mall food court. Vector is a publicly traded company whose stock trades on the Over-the-Counter Bulletin Board. Vector and FST operate out of the same office. Vector is currently FST's only client.

4. FST is a Florida corporation with its principal office located in Aventura, Florida. FST has been registered with the SEC as a transfer agent since February 5, 2001.

5. Weintraub is the sole officer and shareholder of FST. Weintraub acquired control of Vector in December of 1999 and is currently its sole officer and director. Weintraub resides in Golden Beach, Florida.

JURISDICTION AND VENUE

6. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d)(1) and 22(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. 77t(b), 77t(a)(1) and 77v(a)] and Sections 21(d), 21(e), and 27 of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. 78u(d), 78u(e) and 78aa].

7. Venue is proper in the Southern District of Florida under Section 22 of the Securities Act [15 U.S.C. 77v(a)] and Section 27(a) of the Exchange Act [15 U.S.C. 78aa]. Certain of the acts

and transactions constituting violations of the Securities Act and Exchange Act occurred and are occurring within the Southern District of Florida. The offices of Defendants Vector and FST are located within the Southern District of Florida. Defendant Weintraub resides in the Southern District of Florida. Defendants have engaged in many of the acts and practices complained of herein within the Southern District of Florida.

8. Defendants, directly and indirectly, have made use of the means and instrumentalities of interstate commerce, the means and instruments of transportation and communication in interstate commerce, and the mails, in connection with the acts, practices, and courses of business complained of herein.

FACTS

WEINTRAUB'S CHECKERED PAST

9. In 1992, Weintraub pled guilty in Broward County, Florida to five felonies: one count of organized fraud and four counts of grand theft. The case arose out of a scheme in which Weintraub, while using an alias, solicited payments of \$250 from hundreds of business owners by promising them that his company would obtain new lower cost Visa and MasterCard processing accounts for their businesses. Weintraub stole the funds which he raised from the business owners and used them to pay personal expenses. The criminal court entered an order withholding adjudication, placing Weintraub on probation for five years and requiring him to pay restitution to the victims of the fraud in the amount of \$25,065.50.

10. In 1998, Weintraub pled nolo contendere, in Miami-Dade County, Florida to four felony counts for fraudulent practices by a credit services organization. In that case, Weintraub collected advance fees for repairing credit reports without having a surety bond or trust account in violation of Florida's criminal statutes. The criminal court entered an order withholding

adjudication, placing Weintraub on six months probation and requiring him to pay restitution to the victims of the fraud in the amount of \$12,430.00.

11. Also in 1998, a civil judgment was entered against Weintraub in favor of the condominium association of his former residence in the amount of \$22,897.36. In 2000, a civil judgment was entered against Weintraub in favor of First Union Bank in the amount of \$33,549.62. Both of these judgments remain unsatisfied.

VECTOR'S FALSE FILINGS

12. Since Weintraub gained control of Vector, the company filed materially false annual, quarterly and other reports and a registration statement. Item 401(d)(3) of Regulation S-B [17 C.F.R. 228.401(d)(2)] requires an issuer of securities to include in its "Involvement in Certain Legal Proceedings" section of its periodic filings, a description of any criminal conviction (excluding traffic violations and other minor offenses) that occurred during the past five years and that are material to the evaluation of the ability or integrity of any director or executive officer of the registrant. All of Vector's reports and one registration statement filed since Weintraub assumed control of the company have failed to disclose that Weintraub was convicted of four fraud-related felony counts during the past five years.

13. Some of Vector's filings affirmatively misrepresent Weintraub's background. Vector's annual report for the year ended December 31, 2001 and an amendment thereto, both filed in April 2002, state that "[t]here have been no events under any bankruptcy act, no criminal proceedings and no judgments or injunctions material to the evaluation of the ability and integrity of any director or executive officer during the past five years." In reality, Weintraub was convicted of four felony fraud counts in 1998 and personal civil judgments were entered against him in 1998 and 2000.

14. Vector's Form 8-Ks, filed with the SEC in January 2001 and April 2001, and its quarterly reports for the periods ending September 30, 2001, March 31, 2002 and June 30, 2002 are materially false and misleading because they tout Vector's dependence upon Weintraub while failing to disclose Weintraub's felony conviction for five fraud-related counts in 1996, another felony fraud conviction for four fraud-related counts in 1998 and two unsatisfied personal civil judgments.

15. Vector filed a Form S-8 Registration Statement, on April 18, 2002, which registered for sale 5.25 million shares of common stock. That registration statement specifically incorporated by reference the company's annual report on Form 10-KSB for the fiscal year ended December 31, 2001, which, as set forth in paragraph 13, contained material misrepresentations and omissions.

16. Weintraub profited from the fraud by selling at least 2,750,000 shares of Vector's stock during the past five months for over \$219,800.

FST'S VIOLATIONS OF THE TRANSFER AGENT RULES

17. On February 5, 2001, FST registered as a transfer agent with the SEC.

18. FST currently provides transfer agent services to one issuer, Vector. According to Weintraub, FST is planning on expanding its business to service other issuers.

19. FST and Weintraub made false statements in the transfer agent registration form, Form TA-1, which FST filed with the SEC. The form, which was signed by Weintraub, falsely represents that FST's control affiliate, Weintraub, has never been convicted, pled guilty or nolo contendere to any fraud-related felonies or other felonies. As set forth above, Weintraub pled guilty to five felonies for organized fraud and grand theft in Broward County, Florida in 1992. Weintraub also entered a plea of nolo contendere to four fraud-related felonies in Miami-Dade County, Florida in 1998.

20. The Form TA-1 also falsely represents that there are no outstanding judgments against FST's control affiliate, Weintraub. As set forth above, there are two outstanding judgments against Weintraub dating back to 1998 and 2000.

21. FST has not, to date, amended its Form TA-1 to correct the false information contained therein.

22. On July 15, 2002, the SEC sent a letter to Weintraub, as president of Vector, requesting, by July 22, 2002, transfer records relating to Vector's securities.

23. On July 17, 2002, Vector's counsel contacted the SEC and stated that Vector's transfer agent was FST and that its principal officer was also Weintraub. Counsel for Vector represented, that since Weintraub was on notice of the SEC's request, FST would gather the transfer records but needed an extension until August 1, 2002. The SEC granted the requested extension.

24. FST failed to produce the transfer records relating to Vector on August 1, 2002. On August 2, 2002, the SEC sent a letter to FST, identical to the one previously sent to Weintraub as Vector's president, again requesting the production of transfer records relating to Vector's securities no later than August 9, 2002.

25. FST did not produce the records on August 9, 2002, but advised the SEC that the records would be provided no later than the week of August 19, 2002.

26. On August 12, 2002, the SEC demanded, orally and in writing, that FST produce the records by close of business on August 14, 2002.

27. On August 14, 2002, FST produced an incomplete Vector shareholders list, one opinion letter and some cancelled stock certificates. In a letter accompanying the production, FST stated that the balance of the records would be produced once they were located "from storage."

FST further stated that it did not maintain end of quarter shareholder lists for Vector nor did it have Vector shareholder lists for the end of each day from January 1, 2002 through June 1, 2002.

28. On August 28, 2002, the SEC attempted unsuccessfully to contact Weintraub about FST's woefully inadequate production of Vector's transfer records. Weintraub did not return the SEC staff's telephone calls.

29. The SEC became concerned that FST was not fulfilling its transfer agent duties because of its failure to adequately respond to the SEC's repeated requests for documents and referred the matter to the SEC examination staff. The SEC examination staff subsequently determined, based on FST's failure to produce records relating to Vector and the results of an earlier post-registration conference between the SEC and Weintraub, which took place on August 8, 2002, to conduct an examination of all of FST's transfer agent records and its operations.

30. On September 3, 2002, the SEC attempted to conduct an on-site examination of FST's transfer agent records and its operations.

31. The SEC examiner who visited FST's corporate office was unable to conduct an examination because there were no transfer agent records on the premises.

32. During that site visit, Weintraub confirmed to the SEC examiner that FST was the transfer agent for Vector. Weintraub told the SEC examiner that all of FST's records were "in storage" and that he would make them available for examination on September 5, 2002.

33. Weintraub did not make the records available on September 5, 2002. On September 9, 2002, the SEC examiner returned to FST's office and again attempted to examine its records.

34. During that examination, the SEC examiner requested inspection of certain records which all transfer agents are required to maintain under the federal securities laws. FST did not produce the following records:

- (a) a daily log, current or for the past two years;
- (b) documentation relating to its appointment as transfer agent for Vector; or
- (c) documentation setting forth the total number of shares authorized and the total shares issued and outstanding pursuant to issuer authorization during the duration of its transfer agency.

35. Weintraub stated to the SEC examiner that FST does not maintain any of the records set forth in paragraph 34.

36. FST also did not produce cancelled certificates, copies of issued certificates or transfer backup documentation for July and August 2002. According to Weintraub, those documents are in the possession of an entity called "Green Tree," who is Vector's out-of-state independent auditor. Weintraub claims that FST has all cancelled certificates and corresponding transfer documentation for 2001 and 2002; however, the examiner was unable to review those records.

37. In response to the SEC examiner's request for FST's master securityholder file for Vector, Weintraub produced a shareholder list. The SEC examiner reviewed FST's purported master securityholder file for Vector and concluded that it is incomplete and inaccurate in that it:

- (a) does not have any historical certificate detail of issuance;
- (b) does not reflect the total number of shares outstanding;
- (c) does not reflect the amount of shares issued to ENYS Holdings for certificate #808; and
- (d) certificate R1049 is posted on the master securityholder's file as representing 25,051,430 restricted common shares of Vector stock whereas the certificate reflects 26,831,430 restricted common shares of Vector stock, a difference of 1,780,000 shares.

38. The SEC examiner further found that FST did not carry over existing certificate detail in its purported master securityholder file from Vector's predecessor transfer agent.

39. In addition to the above record keeping violations, the SEC examiner found no records demonstrating that FST was in compliance with its reporting duties. Specifically, FST did not have any documents reflecting that it:

- (a) reported the “aged” discrepancies set forth in paragraph 37 to the issuer and the SEC, within ten business days following the end of each month;
- (b) notified the Depository Trust Company of its assumption of transfer agent services on behalf of Vector; or
- (c) notified the Depository Trust Company of its change of address.

40. The SEC examiner also found that FST has not established written standards and procedures relating to its transfer agent functions. Specifically, FST has:

- (a) no written standards and procedures relating to signature guarantees and does not maintain a copy of such standards or procedures in an easily accessible place; and
- (b) no written procedures relating to its methodology for locating lost securityholders.

41. Finally, it appears that FST is not safeguarding its client’s un-issued securities from theft or destruction. Weintraub told the SEC examiner that FST maintains Vector’s un-issued stock certificates at a warehouse which is accessible by a truck driver, employed by another of Weintraub’s companies, who has no relationship with FST. Also, FST has not fingerprinted any of its directors, officers or employees and submitted such fingerprints to the Attorney General of the U.S. or its designee for processing.

CLAIMS

FIRST CLAIM

**(FRAUD IN CONNECTION WITH PURCHASE OR SALE
OF SECURITIES AS TO VECTOR AND WEINTRAUB)**

42. The Commission repeats and realleges the allegations set forth in paragraphs 1 through 41 of this Complaint.

43. From approximately December 1999 through the present, Vector and Weintraub, directly or indirectly, acting intentionally, knowingly or recklessly, in connection with the purchase or sale of securities by use of the means or instrumentalities of interstate commerce or by use of the mails: (a) employed devices, schemes or artifices to defraud; (b) made untrue statements of material fact or omissions to state a material fact necessary in order to make the statements, in light of the circumstances under which they were made, not misleading; or (c) engaged in acts, practices or courses of business which operated as a fraud or deceit upon certain persons, including the purchasers Vector's securities.

44. By virtue of the conduct described herein, Vector and Weintraub, directly or indirectly, violated Section 10(b) of the Exchange Act, [15 U.S.C. 78j(b)], and Rule 10b-5 [17 C.F.R. 240.10b-5], thereunder.

SECOND CLAIM

**(FRAUD IN THE OFFER AND SALE
OF SECURITIES AS TO VECTOR AND WEINTRAUB)**

45. The Commission repeats and realleges the allegations set forth in paragraphs 1 through 41 of this Complaint.

46. From approximately December 1999 through the present, Vector and Weintraub, directly or indirectly, in the offer or sale of securities, by the use of means or instruments of transportation or communication in interstate commerce or by the use of the mails:

(a) with scienter, employed devices, schemes or artifices to defraud;

(b) obtained money or property by means of untrue statements of material fact or omissions to state a material fact necessary in order to make the statements, in light of the circumstances under which they were made, not misleading; or

(c) engaged in acts, practices or course of business which operated as a fraud or deceit.

47. By virtue of the conduct described herein, Vector and Weintraub violated Sections 17(a)(1), (a)(2) and (a)(3) of the Securities Act [15 U.S.C. 77q(a)].

THIRD CLAIM

(FALSE FILINGS VIOLATIONS AS TO VECTOR)

48. The Commission repeats and realleges the allegations set forth in paragraphs 1 through 41 of this Complaint.

49. The Exchange Act and rules promulgated thereunder require every issuer of a registered security to file reports with the SEC that accurately reflect the issuer's financial performance and provide other information to the public. Rule 12b-20 provides that in addition to the information expressly required to be included in a statement or report, there shall be added such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

50. At all relevant times, Vector was an issuer subject to these reporting requirements.

51. By virtue of the conduct described herein, Vector violated Section 13(a) of the Exchange Act [15 U.S.C. 78m] and Rules 13a-1, 13a-11, 13a-13 and 12b-20 thereunder [17 C.F.R. 240.13a-1, 13a-11, 13a-13, 12b-20].

FOURTH CLAIM

(MISREPRESENTATION IN CONNECTION WITH PREPARATION OF SEC FILINGS)

52. The Commission repeats and realleges the allegations set forth in paragraphs 1 through 41 of this Complaint.

53. Weintraub, an officer and director of Vector, made or caused to be made materially false or misleading statements in connection with the preparation of and filing of documents or reports required to be filed with the SEC.

54. By virtue of the conduct described herein, Weintraub, directly or indirectly, violated Section 13(a) of the Exchange Act [15 U.S.C. 78m] and Rule 13b2-2 thereunder [17 C.F.R. 240.13b2-2].

FIFTH CLAIM

(AIDING AND ABETTING VECTOR'S FALSE FILINGS VIOLATIONS BY WEINTRAUB)

55. The Commission repeats and realleges the allegations set forth in paragraphs 1 through 41 of this Complaint.

56. Weintraub knowingly or recklessly provided substantial assistance to Vector in connection with Vector's violation of Section 13(a) of the Exchange Act and Rules 13a-1, 13A-11, 13a-13 and 12b-20 thereunder.

57. By virtue of the conduct described herein, Weintraub aided and abetted Vector's violations of Section 13(a) of the Exchange Act [15 U.S.C. 78m] and Rules 13a-1, 13a-11, 13a-13 and 12b-20 thereunder [17 C.F.R. 240.13a-1, 13a-11, 13a-13, 12b-20].

SIXTH CLAIM

(FAILURE TO AMEND FORM TA-1 AS TO FST)

58. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as is fully set forth herein.

59. FST has failed to correct information reported in its Form TA-1 transfer agent registration, filed with the SEC, which was inaccurate, misleading or incomplete within sixty days following the date on which the information became inaccurate, misleading or incomplete.

60. By virtue of the conduct described herein, FST violated Sections 17A(c)(2) and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q-1(c)(2) and (d)(1)] and Rule 17Ac2-1(c) promulgated thereunder [17 C.F.R. 240.17Ac2-1(c)].

SEVENTH CLAIM

(AIDING AND ABETTING FST'S FAILURE TO AMEND FORM TA-1 AS TO WEINTRAUB)

61. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

62. Weintraub knowingly or recklessly provided substantial assistance to FST in connection with FST's violation of Sections 17A(c)(2) and 17A(d)(1) of the Exchange Act and Rule 17Ac2-1 promulgated thereunder.

63. By virtue of the conduct described herein, Weintraub aided and abetted FST's violation of Sections 17A(c)(2) and (d)(1) of the Exchange Act [15 U.S.C. 78q-1(c)(2) and (d)(1)] and Rule 17Ac2-1 promulgated thereunder [17 C.F.R. 240.17Ac2-1].

EIGHTH CLAIM

(FAILURE TO MAINTAIN RECORDS AS TO FST)

64. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

65. FST has failed to make and keep current:

- (a) a receipt, ticket, schedule, log or other record showing the business day each routine item and each non-routine item is: (i) received from the presenter and, if applicable, from the outside registrar and (ii) made available to the presenter and if applicable to the outside registrar;
- (b) any document, resolution, contract, appointment or other writing, and any supporting document, concerning the appointment and the termination of such appointment of such registered transfer agent to act in any capacity for any issue on behalf of the issuer, on behalf of itself as the issuer or on behalf of any person who was engaged by the issuer to act on behalf of the issuer;
- (c) documentation for each issuer for which it acts as transfer agent setting forth the total number of shares or principal amount of debt securities or total number of units if relating to any other kind of security authorized and the total issued and outstanding pursuant to issuer authorization;
- (d) with respect to each issue it services, each cancelled registered bond, debenture, share warrant or right, other registered evidence of indebtedness or other certificate of ownership and all accompany documents;
- (e) an accurate master securityholder file, including certificate detail from a predecessor transfer agent, and subsidiary files; and
- (f) accurate control books for each issue of securities.

66. By virtue of the conduct described herein, FST has violated Sections 17(a)(1), 17(a)(3), and 17A(a)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(3) and 78q-1(a)(1)] and Rules 17Ad-6(a)(1), (a)(8), (b), (c) and 17Ad-10(b), (e) and (h) [17 C.F.R. 240.17Ad-6(a)(1), (a)(8), (b), (c), 17 C.F.R. Ad-10(b), (e) and (h)].

NINTH CLAIM

(AIDING AND ABETTING FST'S FAILURE TO MAINTAIN RECORDS AS TO WEINTRAUB)

67. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

68. Weintraub knowingly or recklessly provided substantial assistance to FST in connection with FST's violation of Sections 17(a)(1), (a)(3) and 17A(a)(1) of the Exchange Act and Rules 17Ad-6(a)(1), (a)(8), (b), (c), 17Ad-10(b), (e) and (h).

69. By virtue of the conduct described herein, Weintraub aided and abetted FST's violation of Sections 17(a)(1), (a)(3) and 17A(a)(1) of the Exchange Act [15 U.S.C. § 78q(a)(1), (a)(3) and 78q-1(a)(1)] and Rules 17Ad-6(a)(1), (a)(8), (b), (c), 17Ad-10(b), (e) and (h) [17 C.F.R. 240.17Ad-6(a)(1), (a)(8), (b), (c) and 17 C.F.R.17Ad-10(b), (e) and (h)].

TENTH CLAIM

(FAILURE TO RETAIN RECORDS AS TO FST)

70. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

71. FST has failed to:

- (a) maintain the records required by Rule 17Ad-6(a)(1) (daily log) for a period of not less than two years, the first six months in an easily accessible place;

- (b) maintain the records required by Rule 17Ad-6(a)(8)(appointment and termination documents), (10)(transfer/registrar journals), (b)(documents relating to issued and outstanding shares) in an easily accessible place during the continuance of the transfer agency; and
- (c) maintain the records required by Rule 17Ad-6(c) (cancelled certificates) for a period of not less than six years, the first six months in an easily accessible place.

72. By virtue of the conduct described herein, FST has violated Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(3) and 78q-1(d)(1)] and Rule 17Ad-7(a), (c) and (d) [17 C.F.R. 240.17Ad-7(a), (c) and (d)].

ELEVENTH CLAIM

(AIDING AND ABETTING FST'S FAILURE TO RETAIN RECORDS AS TO WEINTRAUB)

73. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

74. Weintraub knowingly or recklessly provided substantial assistance to FST in connection with FST's violation of Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act and Rule 17Ad-7(a), (c) and (d).

75. By virtue of the conduct described herein, Weintraub aided and abetted FST's violation of Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(3) and 78q-1(d)(1)] and Rule 17Ad-7(a), (c) and (d) [17 C.F.R. 240.17Ad-7(a), (c) and (d)].

TWELFTH CLAIM

(REPORTING VIOLATIONS AS TO FST)

76. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

77. FST has failed:

- (a) to report to the issuer and the SEC, the principal dollar amount and related market value of equity securities compromising an aged record difference (in excess of 30 days); the reasons for the aged record difference; and the steps being taken to resolve the aged record difference within ten business days following the end of each month;
- (b) to notify the Depository Trust Company of its assumption of transfer agent services on behalf of Vector;
- (c) to notify the Depository Trust Company of its change of address.

78. By virtue of the conduct described herein, FST has violated Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(3) and 78q-1(d)(1)] and Rules 17Ad-11(a)(1), (d)(1) and 17Ad-16(b) [17 C.F.R. 17Ad-11(a)(1), (d)(1) and 16(b)].

THIRTEENTH CLAIM

(AIDING AND ABETTING FST'S REPORTING VIOLATIONS AS TO WEINTRAUB)

79. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

80. Weintraub knowingly or recklessly provided substantial assistance to FST in connection with FST's violation of Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act and Rules 17Ad-11(a)(1), (d)(1) and 17Ad-16(b).

81. By virtue of the conduct described herein, Weintraub aided and abetted FST's violations of Section 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1),

(a)(3) and 78q-1(d)(1)] and Rules 17Ad-11(a)(1), (d)(1) and 17Ad-16(b) [17 C.F.R.17Ad-11(a)(1), (d)(1) and 16(b)].

FOURTEENTH CLAIM

(SAFEGUARDING VIOLATIONS AS TO FST)

82. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

83. FST has failed to:

- (a) assure that all securities which it has custody or possession of related to its transfer agent activities are held in safekeeping and are handled in light of all facts and circumstances in a manner reasonably free from risk of destruction, theft or other loss; and
- (b) to require that each of its partners, directors, officers and employees be fingerprinted and submit, or cause to be submitted, the fingerprints of such persons to the Attorney General of the United States or its designee for identification and appropriate processing

84. By virtue of the conduct described herein, FST has violated Sections 17(a)(1), (a)(3), and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(3) and 78q-1(d)(1)] and Rule 17Ad-12 thereunder [17 C.F.R. 240.17Ad-12] and Section 17A of the Exchange Act [15 U.S.C. 78q] and Rule 17f-2 thereunder [17 C.F.R. 17f-2].

FIFTEENTH CLAIM

(AIDING AND ABETTING FST'S FAILURE TO SAFEGUARD SECURITIES AS TO WEINTRAUB)

85. The allegations in paragraphs 1 through 31 are realleged and incorporated by reference as if fully set forth herein.

86. Weintraub knowingly or recklessly provided substantial assistance to FST in connection with FST's violation of Sections 17(a)(1), (a)(3), and 17A(d)(1) of the Exchange Act

and Rule 17Ad-12 thereunder and Section 17A of the Exchange Act and Rule 17f-2 thereunder.

87. By virtue of the conduct described herein, Weintraub aided and abetted FST's violation of Sections 17(a)(1), (a)(3), and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(3) and 78q-1(d)(1)] and Rule 17Ad-12 thereunder [17 C.F.R. 240.17Ad-12] and Section 17A of the Exchange Act [15 U.S.C. 78q] and Rule 17f-2 thereunder [17 C.F.R. 17f-2].

SIXTEENTH CLAIM

(FAILURE TO ESTABLISH AND MAINTAIN WRITTEN PROCEDURES AS TO FST)

88. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

89. FST has failed:

- (a) to maintain records that demonstrate compliance with the requirements for searching for lost securityholders set forth in Rule 17Ad-17, including written procedures which describe the transfer agents methodology for compliance with such section in violation of Rule 17Ad-17(c); and
- (b) to establish and keep copies of written standards for the acceptance of guarantees of securities transfers from eligible guarantor institutions; and procedures, including written guidelines where appropriate, to ensure that those standards are used in determining whether to accept or reject guarantees from eligible guarantor institutions.

90. By virtue of the conduct described herein, FST has violated Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(3) and 78q-1] and Rules 17Ad-15(c), (e)(1) and 17 Ad-17(c) [17 C.F.R. 240.17Ad-15(c), (e)(1) and 17Ad-17(c)].

SEVENTEENTH CLAIM

(AIDING AND ABETTING FST'S FAILURE TO ESTABLISH AND MAINTAIN WRITTEN PROCEDURES AND STANDARDS AS TO WEINTRAUB)

91. The allegations in paragraphs 1 through 41 are realleged and incorporated by reference as if fully set forth herein.

92. Weintraub knowingly or recklessly provided substantial assistance to FST in connection with FST's violation of Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act and Rules 17Ad-15(c), (e)(1) and 17 Ad-17(c).

93. By virtue of the conduct described herein, Weintraub aided and abetted FST's violations of Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(3) and 78q-1] and Rules 17Ad-15(c), (e)(1) and 17 Ad-17(c) [17 C.F.R. 240.17Ad-15(c), (e)(1) and 17Ad-17(c)].

RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that the Court:

I.

Declaratory Relief

Declare, determine and find that Weintraub, Vector and FST committed the violations of the federal securities laws alleged herein.

II.

**Temporary Restraining Order,
Preliminary and Permanent Injunctive Relief**

Issue a temporary restraining order, preliminary injunction and permanent injunction enjoining Weintraub, FST, their officers, agents, servants, employees, attorneys, and all persons in

active concert or participation with them, and each of them, from violating Sections 17(a)(1), (a)(3) and 17A(d)(1) of the Exchange Act [15 U.S.C. 78q(a)(1), (a)(2) and 78q-1(d)(1)] and Rules 17Ac2-1 [17 C.F.R. 240.17Ac2-1]; 17Ad-6(a)(1), (a)(8), (b) and (c) [17 C.F.R. 240.17Ad-6(a)(1), (a)(8), (b) and (c)]; 17Ad-10(b), (e) and (h) [17 C.F.R. 240.14Ad-10(b), (e) and (h)]; 17Ad-11 [17 C.F.R. Ad-11]; 17Ad-16(b) [17 C.F.R.17Ad-16(b)]; 17Ad-7(a), (c) and (d) [17 C.F.R. 240.17Ad-7(a), (c) and (d)]; 17Ad-12 [17 C.F.R.240.17Ad-12]; 17f-2 [17 C.F.R. 240.17f-2]; 17Ad-15(c) and (e)(1) [17 C.F.R. 240.17Ad15(c) and (e)(1)]; and 17Ad-17(c) [17 C.F.R.240.17Ad-17(c)].

Issue a preliminary injunction and permanent injunction enjoining Weintraub, Vector, their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating, or aiding and abetting violations of Section 10(b) of the Exchange Act [15 U.S.C. 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. 240.10b-5]; Sections 17(a)(1), (a)(2) and (a)(3) of the Securities Act [15 U.S.C. 77q(a)(1)-(a)(3)]; and Section 13(a) of the Exchange Act [15 U.S.C. 78m] and Rules 13a-1, 13a-11, 13a-13, 12b-20 and 13b2-b thereunder [17 C.F.R. 240.13a-1, 13a-11, 13a-13, 12b-20 and 13b2-b].

III.

Asset Freeze and Accounting

Issue an Order freezing the assets of Weintraub until further Order of the Court, and requiring an accounting.

IV.

Penalties

Issue an Order directing Weintraub and FST to pay civil penalties pursuant to Section 20(d) of the Securities Act, 15 U.S.C. 77t(d), and/or Section 21(d) of the Exchange Act, 15 U.S.C. 78(d)(3).

V.

Officer & Director Bar

Enter an order pursuant to Section 20(e) of the Securities Act [15 U.S.C. 77t(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. 78u(d)(2)] barring Weintraub from serving as an officer or director of any issuer required to file reports with the SEC pursuant to Sections 12(b), 12(d) or 15(d) of the Exchange Act [15 U.S.C. 78l(b), (g) and 78o(d)].

VI.

Records Preservation and Expedited Discovery

Issue an Order requiring FST, Vector and Weintraub to preserve any records related to the subject matter of this lawsuit that are in their custody, possession or subject to their control, and to respond to discovery on an expedited basis.

VII.

Further Relief

Grant such other and further relief as may be necessary and appropriate.

VIII.

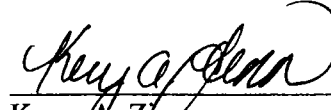
Retention of Jurisdiction

Further, the SEC respectfully requests that the Court retain jurisdiction over this action in order to implement and carry out the terms of all orders and decrees that may hereby be entered, or to entertain any suitable application or motion by the SEC for additional relief within the jurisdiction of this Court.

Respectfully submitted,

October 15, 2002

By:



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CIVIL COVER SHEET

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS

SECURITIES AND EXCHANGE COMMISSION

DEFENDANTS **23048**

FLORIDA STOCK TRANSFER, INC.,
VECTOR HOLDINGS CORPORATION, and
ALLEN V. - UNGARO - BENAGES

(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF
(EXCEPT IN U.S. PLAINTIFF CASES)

COUNTY OF RESIDENCE OF FIRST LISTED DEFENDANT Miami-Dade

(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND OIL AND GAS CASES, USE THE LOCATION OF THE TRACT OF LAND IN QUESTION.

Dade 02023048/us

MAGISTRATE JUDGE BROWN

(c) ATTORNEYS (FIRM NAME ADDRESS AND TELEPHONE NUMBER)

ATTORNEYS (IF KNOWN)

Kerry Zinn, Esq. (305)982-6379
Mark A. Graves, Esq. (305) 982-6337 SEC

(d) CIRCLE COUNTY WHERE ACTION AROSE: DADE, MONROE, BROWARD, PALM BEACH, MARTIN, ST. LUCIE, INDIAN RIVER, OKEECHOBEE HIGHLANDS

II. BASIS OF JURISDICTION

(PLACE AN "X" IN ONE BOX ONLY)

- 1 U.S. Government Plaintiff
- 2 U.S. Government Defendant
- 3 Federal Question (U.S. Government Not a Party)
- 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES

(PLACE AN "X" IN ONE BOX FOR PLAINTIFF AND ONE BOX FOR DEFENDANT)

- | | | | | | |
|---|----------------------------|----------------------------|---|----------------------------|----------------------------|
| | PTF | DEF | | PTF | DEF |
| Citizen of This State | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business in This State | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business in Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign National | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. ORIGIN

(PLACE AN "X" IN ONE BOX ONLY)

- 1 Original Proceeding
- 2 Removed from State Court
- 3 Remanded from Appellate Court
- 4 Reinstated or Reopened
- 5 Transferred from another district (specify)
- 6 Multidistrict Litigation

V. NATURE OF SUIT

(PLACE AN "X" IN ONE BOX ONLY)

A CONTRACT	A TORTS	FORFEITURE/PENALTY	A BANKRUPTCY	A OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans - Excl. Veterans <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 A PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark B SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSDI Title XVI <input type="checkbox"/> 865 RSI (405(g))	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce/ICC Rates/etc <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 810 Selective Service <input checked="" type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes <input type="checkbox"/> 890 Other Statutory Actions A OR B
A REAL PROPERTY	A CIVIL RIGHTS	PRISONER PETITIONS	FEDERAL TAX SUITS	
<input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing, Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 440 Other: Civil Rights	<input type="checkbox"/> 510 Motions to Vacate Sentence HABEAS CORPUS: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	<input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS Third Party 26 USC 7609	

VI. CAUSE OF ACTION

(CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE BRIEF STATEMENT OF CAUSE (DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY))

Violations of the federal securities laws. 15 U.S.C. 78q(a)(1), (a)(2) and 78q-1(d)(1); 17 CFR 240.17Ac2-1; 17 CFR 240.17Ad-6(a)(1), (a)(8), (b) and (c); 17 CFR 240.14Ad-10(b), (e) and (h);
LENGTH OF TRIAL
via 2 days estimated (for both sides to try entire case) 17 CFR Ad-11; 17 CFR 17Ad-16(a); 17 CFR 240.17Ad-7(a), (c) and (d)

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DEMAND \$ TRO, Prel. & Perm Inj. CHECK YES only if demanded in complaint:
JURY DEMAND: YES NO
Penalties

VIII. RELATED CASE(S) IF ANY

(See instructions): JUDGE _____ DOCKET NUMBER _____

DATE 10/15/02

SIGNATURE OF ATTORNEY OF RECORD
Kerry Zinn

FOR OFFICE USE ONLY