

**UNITED STATES DISTRICT COURT FOR THE
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

Case No. 6:05-cv-1391-Orl-31KRS

ARMAND DAUPLAISE and BERNARD SHINDER

Defendants.

FINAL JUDGMENT AS TO DEFENDANT ARMAND DAUPLAISE

The Securities and Exchange Commission having filed a Complaint and Defendant Armand Dauplaise having entered a consent to the entry of this Judgment (Doc. 50-3) (“Consent”); and upon consideration of the Renewed Motion for Judgment (Doc. 50), it is **ORDERED** that the Motion is GRANTED.

I.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that:

1. Dauplaise and Dauplaise's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (15 U.S.C. § 77q(a)) in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:
 - (a) to employ any device, scheme, or artifice to defraud;

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

(c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

2. Dauplaise and Dauplaise's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") (15 U.S.C. § 78j(b)) and Rule 10b-5 promulgated thereunder (17 C.F.R. § 240.10b-5), by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

(a) to employ any device, scheme, or artifice to defraud;

(b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

(c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

3. Dauplaise and Dauplaise's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined

from aiding and abetting any violation of Section 13(a) of the Exchange Act (15 U.S.C. § 78m(a)) and Rules 13a-11, and 13a-13, promulgated thereunder (17 C.F.R. § 240.13a-11, and 240.13a-13) by knowingly providing substantial assistance to an issuer that fails to file with the Commission any report required to be filed pursuant to Section 13(a) of the Exchange Act and the Exchange Act's rules and regulations or that files or causes to be filed with the Commission any report required to be filed pursuant to Section 13(a) of the Exchange Act and the Exchange Act's rules and regulations that is materially false or misleading.

4. Dauplaise and Dauplaise's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Rule 13a-14 of the Exchange Act (17 C.F.R. § 240.13a-14) by, directly or indirectly, failing to include certifications in the form required by the Rule or by including certifications that are false.

5. Dauplaise and Dauplaise's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Rule 13b2-1 of the Exchange Act (17 C.F.R. § 240.13b2-1) by, directly or indirectly, falsifying or causing to be falsified, any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act.

6. Dauplaise and Dauplaise's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined

from violating Rule 13b2-2 of the Exchange Act (17 C.F.R. § 240.13b2-2) by, directly or indirectly, (1) making or causing to be made a materially false or misleading statement to an accountant in connection with or (2) omitting to state, or causing another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading, to an accountant in connection with: (i) any audit review or examination of the financial statements of the issuer required to be made pursuant to this subpart or (ii) the preparation or filing of any document or report required to be filed with the Commission pursuant to the Rule or otherwise.

7. Dauplaise and Dauplaise's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from aiding and abetting any violation of Section 13(b)(2)(B) of the Exchange Act (15 U.S.C. § 78m(b)(2)(B)) by knowingly providing substantial assistance to an issuer that fails to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances as required by the Section.

8. Pursuant to Section 21(d)(2) of the Exchange Act (15 U.S.C. § 78u(d)(2)), Dauplaise is prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act (15 U.S.C. § 78l) or that is required to file reports pursuant to Section 15(d) of the Exchange Act (15 U.S.C. § 78o(d)).

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that:

1. Based on Dauplaise's sworn representations in his Statement of Financial Condition dated November 28, 2005, and revised on December 9, 2005, and other documents and information submitted to the Commission. The Court is not ordering Dauplaise to pay a civil penalty.

2. The Consent is incorporated herein with the same force and effect as if fully set forth herein, and Dauplaise shall comply with all of the undertakings and agreements set forth therein.

3. This Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

4. There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is directed to enter this Final Judgment forthwith and without further notice.

DONE and **ORDERED** in Chambers, Orlando, Florida on April 6, 2006.

Copies furnished to:

Counsel of Record
Unrepresented Party


GREGORY A. PRESNELL
UNITED STATES DISTRICT JUDGE