

I.

**FRAUD IN VIOLATION OF SECTION 10(b)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND RULE 10B-5 THEREUNDER**

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants Barres and American, their officers, agents, servants, employees, attorneys in fact, and all persons in active concert or participation with them, and each of them, who receive notice of this Final Judgment, by personal service or otherwise, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme or artifice to defraud;
- (b) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it was made, not misleading; or
- (c) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person,

in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, promulgated thereunder.

II.

CIVIL MONEY PENALTIES

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that the Court is ordering Defendant Barres to pay a civil money penalty of \$10,000 pursuant to Section 21(d)(3)

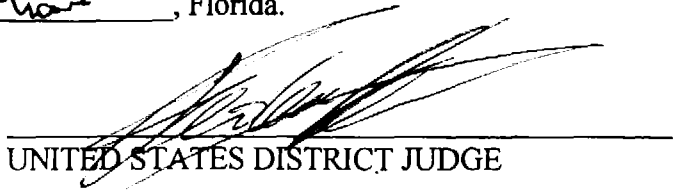
of the Exchange Act, 15 U.S.C. § 78u(d)(3) to the United States Treasury within thirty days from the date of this Order. Such payment shall be: (i) made by United States postal money order, certified check, bank cashier's check or bank money order; (ii) made payable to the Securities and Exchange Commission; (iii) transmitted to the Comptroller, U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549; and (iv) submitted under cover of a letter which identifies Barres as the Defendant in this action, a copy of which cover letter and money order or check shall be sent to Chedly C. Dumornay, Esq., Attorney for Securities and Exchange Commission, Southeast Regional Office, 1401 Brickell Avenue, Suite 200, Miami, Florida 33131.

III.

RETENTION OF JURISDICTION

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this matter and Defendants for all purposes and will order other and further relief as this Court may deem appropriate under the circumstances.

DONE AND ORDERED a 8:00 o'clock p.m. this 10th day of March, 2000 at Miami, Florida.


UNITED STATES DISTRICT JUDGE

Copies furnished to:
Chedly C. Dumornay
Attorney for Plaintiff
Securities and Exchange Commission

Jeffrey Winikoff, Esq.
Attorney for Defendants Agustin Barres and American Imaging, Inc.