

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 79123 / October 19, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17636

In the Matter of

MIGUEL MESA

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Miguel Mesa, a/k/a Michael Mesa (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2 below, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Mesa, age 56, a resident of Miami Lakes, Florida, hired unregistered sales agents to offer and sell to investors the securities of Sanomedics, Inc., and Fun Cool Free, Inc. In 2004 and 2007, the Commodity Futures Trading Commission (“CFTC”) charged Mesa in separate civil injunctive actions alleging antifraud violations involving trading in futures contracts and

options. CFTC v. Brickell Key Financial, LLC, et. al., Case No. 04-22549-CIV-PAS (S.D.FL. 2004); CFTC v. First International Group, Inc., Case No. 06-20979-CIV-AJ (S.D.FL. 2006). Final judgments were entered against Mesa enjoining him from future violations of laws related to commodities futures transactions and he was permanently barred from the commodities industry. Mesa is not, and was not at the time of the conduct described herein, registered with the Commission as a broker or dealer.

2. On October 13, 2016, a final judgment was entered by consent against Respondent, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 (“Securities Act”), Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Sizer, et al., Civil Action Number 16-cv-24106-JAL, in the United States District Court for the Southern District of Florida.

3. The Commission’s complaint alleged that Respondent offered and sold Sanomedics and Fun Cool Free securities to individual investors while acting as an unregistered securities broker. In addition, hundreds of investors were defrauded through a boiler room whose unregistered sales agents were hired by Respondent. The Commission further alleged that Respondent made misrepresentations and omissions to investors that investor funds would be used by Sanomedics and Fun Cool Free to develop the companies’ businesses, and that no commissions or fees would be charged to investors. Respondent also participated in a fraudulent scheme by misappropriating millions of dollars of investor proceeds for personal expenses and also used proceeds to pay undisclosed commissions to unregistered sales agents.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent’s Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary