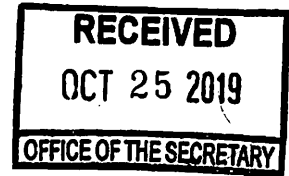


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-18827

In the Matter of

MaryJane Group, Inc., *et al.*,

Respondents.

**DIVISION OF ENFORCEMENT'S MOTION FOR DEFAULT
AS TO OMEGA COMMERCIAL FINANCE CORP. AND BRIEF IN SUPPORT**

Motion

On September 21, 2018, the Commission issued an Order Instituting Proceedings against MaryJane Group, Inc., Omega Commercial Finance Corp., and Redpoint Bio Corp., all of which had securities registered with the Commission under Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act") and are delinquent in filing their mandated periodic reports. The sole remaining respondent is Omega Commercial Finance Corp. ("OCFN"). The Division hereby moves for a finding that OCFN is in default in this proceeding and for entry of an order revoking the registration of each class of its securities registered pursuant to Exchange Act Section 12(g).

Brief in Support

I. **Status of the Proceeding**

As shown in the Declaration of Neil J. Welch, Jr. to Assist Secretary with Record of Service, filed on October 18, 2018, and as found by the Commission in its Order to Show Cause in this proceeding, entered March 15, 2019, OCFN was served by Priority Mail Express on

September 25, 2018. As of this writing, OCFN has neither filed an answer or otherwise appeared in this proceeding.

I. Requirements For Filing a Form 15 and their Relationship to OCFN's Registered Status

Exchange Act Form 15-12G is a form filed by an Exchange Act Section 12(g) registrant to terminate the registration of a class of securities. Among other provisions, Exchange Act Rule 12g-4(a)(1) and (2) require that to be eligible to terminate its Exchange Act Section 12(g) registration an issuer must certify in its Form 15-12G that it is held of record by fewer than 300 holders, or fewer than 500 holders of record where the total assets of the issuer have not exceeded \$10 million on the last day of each of the issuer's most recent three fiscal years. Thus a Form 15 in which the issuer's certified number of holders of record exceeds the applicable ceiling is invalid on its face and will not take effect because the filing issuer has not made the required certification.

On September 9, 2009, OCFN filed a Form 15-12G, a true copy of which is attached hereto as Exhibit 1. Exhibit 1 was invalid on its face as it stated that OCFN had 2,493 holders of record. On October 3, 2018, apparently in response to this proceeding, OCFN filed a Form 15-12G with the Commission, a true copy of which is attached hereto as Exhibit 2. Exhibit 2 was also invalid on its face because it stated that OCFN had 2,552 holders of record. On October 24, 2018, OCFN filed a Form 15-12G/A withdrawing its October 3, 2018 Form 15-12G, a true copy of which is attached hereto as Exhibit 3. In that form it stated that the October 3, 2018 Form 15-12G was filed with "incorrect information," and that it was withdrawing the unqualified form. Thus, OCFN effectively conceded that Exhibit 2 invalid on its face.

Upon the withdrawal of a Form 15, Rule 12g-4(b) requires an issuer to file within 60 days of withdrawal all reports that should have been filed had the certification not been filed. OCFN has failed to file any periodic reports since its withdrawal of October 24, 2018. Moreover, as of this writing, OCFN has yet to file an answer in this proceeding.

II. Motion for Default.

OCFN is delinquent in its required filings with the Commission, having not filed a periodic report since the period ended December 31, 2014. OCFN failed to file an answer or otherwise appear in this proceeding. Accordingly, the Division moves for an order, pursuant to Rule 155(a)(2), finding OCFN to be in default in this proceeding and ordering that the registration of each class of its securities registered pursuant to Exchange Act Section 12 be revoked.

Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission grant the Division's Motion for Default as to OCFN, and enter an order revoking the registration of each class of its securities registered pursuant to Exchange Act Section 12(g).

Dated: October 25, 2019

Respectfully submitted,



James Carlson 202/551-3711
David S. Frye 202/551-4728
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-6010

COUNSEL FOR
DIVISION OF ENFORCEMENT

CERTIFICATE OF SERVICE

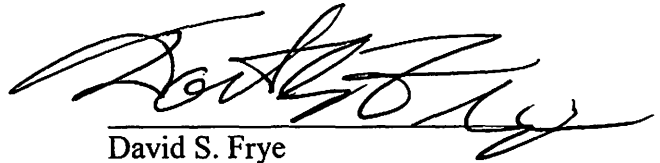
I hereby certify that I caused true copies of the Division of Enforcement's Motion for Default as to Omega Commercial Finance Corp. Brief in Support, and Exhibits thereto, to be served on the following on October 25, 2019, in the manner indicated below:

By Email:

apfilings@sec.gov

By First Class Mail:

Omega Commercial Finance Corp.
200 East Campus View Boulevard., Suite 200
Columbus, OH 43235



David S. Frye

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 000-28311

Omega Commercial Finance Corporation

(Exact name of registrant as specified in its charter)

200 South Biscayne Blvd., Suite 4450
Miami, FL 33131
(305) 677-0306

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, Par Value \$0.001 Per Share
(Title of each class of securities covered by this Form)

None
(Title of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule/provision(s) relied upon to terminate or suspend the duty to file reports

Rule 12g-4(a) (1) (i)	<input checked="" type="checkbox"/>	Rule 12h-3(b) (1) (i)	<input checked="" type="checkbox"/>
Rule 12g-4(a) (1) (ii)	<input type="checkbox"/>	Rule 12h-3(b) (1) (ii)	<input type="checkbox"/>
Rule 12g-4(a) (2) (i)	<input type="checkbox"/>	Rule 12h-3(b) (2) (i)	<input type="checkbox"/>
Rule 12g-4(a) (2) (ii)	<input type="checkbox"/>	Rule 12h-3(b) (2) (ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date:

Common Stock, par value \$0.001 per share 2,493

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Omega Commercial Finance Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Omega Commercial Finance Corporation

s. Jon S. Cummings IV
Jon S. Cummings IV, CEO

Date: September 15, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number	3235-0167
Expires	May 31, 2021
Estimated average burden hours per response	1.50

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 000847**Omega Commercial Finance Corp.**

(Exact name of registrant as specified in its charter)

200 East Campus View Blvd., Suite 200, Columbus, Ohio 43235

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.01 par value

(Title of each class of securities covered by this Form)

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports.

- Rule 12g-4(a)(1)
 Rule 12g-4(a)(2)
 Rule 12h-3(b)(1)(i)
 Rule 12h-3(b)(1)(ii)
 Rule 15d-6
 Rule 15d-22(b)

Approximate number of holders of record as of the certification or notice date: 2,552Pursuant to the requirements of the Securities Exchange Act of 1934 (*Name of registrant as specified in charter*) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.Date October 3, 2018By /s/ Todd Buxton
Todd Buxton, President

Instruction: This form is required by Rules 12g-4, 12h-3, 15d-6 and 15d-22 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069 (08-11) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0167
Expires	May 31, 2021
Estimated average burden hours per response	1.50

FORM 15/A

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES
EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 0008447Omega Commercial Finance Corp.

(Exact name of registrant as specified in its charter)

200 East Campus View Blvd., Suite 200, Columbus, Ohio 43235

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.01 par value

(Title of each class of securities covered by this Form)

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 2,552

On October 3, 2018, we filed a Form 15-12G in order to terminate our reporting obligations pursuant to Section 13 of the Securities Exchange Act of 1934. Subsequently, we were advised that the original filing was inadvertently filed with incorrect information.

Therefore, we hereby withdraw the Form 15-12G filed on October 3, 2018.

Pursuant to the requirements of the Securities Exchange Act of 1934 (*Name of registrant as specified in charter*) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 24, 2018By: /s/ Todd Buxton
Todd Buxton, President

Instruction: This form is required by Rules 12g-4, 12h-3, 15d-6 and 15d-22 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

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