

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
February 11, 2005

ADMINISTRATIVE PROCEEDING
File No. 3-11821

In the Matter of	:	
	:	
Greentech USA, Inc.	:	ORDER INSTITUTING ADMINISTRATIVE
	:	PROCEEDINGS AND NOTICE OF HEARING
	:	PURSUANT TO SECTION 12(j) OF THE
	:	SECURITIES EXCHANGE ACT OF 1934
Respondent.	:	
	:	

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

Greentech USA, Inc. (“Greentech” or “Respondent”) is a Florida corporation headquartered in Fort Lauderdale, Florida. The securities of Greentech, a company allegedly engaged in the sale, marketing and rental of portable trade show displays, are registered with the Commission under Section 12(g) of the Exchange Act and are quoted on the OTCBB. Greentech filed an S-8 registration statement on October 14, 2003, and has not filed a post-effective amendment canceling the registration statement.

B. NON-COMPLIANT PERIODIC FILINGS

1. Greentech has filed its most recent annual report with the Commission, for the year ended December 2003, containing an auditors' report not prepared or issued by the

auditors identified. Greentech has also filed its three most recent quarterly reports with the Commission containing a balance sheet comparing the current quarter with the year ended December 31, 2003 and designating the 2003 period as “audited,” when, in fact, it was not. Greentech also filed, on October 15, 2004, an amended annual report on Form 10-KSB/A inaccurately stating that a second review of the company's financial statements is being performed by the company's auditors.

2. Section 17(a) of the Securities Act prohibits the employment of a fraudulent scheme or the making of material misrepresentations and omissions in connection with the offer or sale of securities. Section 10(b) of the Exchange Act and Rule 10b-5 thereunder prohibit essentially the same conduct, if committed in connection with the purchase or sale of securities. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers with classes of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports (Forms 10-K or 10-KSB), and Rule 13a-13 requires issuers to file quarterly reports (Forms 10-Q or 10-QSB). Moreover, Rule 12b-20 of the Exchange Act requires that periodic reports contain all information necessary to ensure that the statements made in them are not materially misleading.

3. As a result of the foregoing, the Respondent has failed to comply with Securities Act Section 17(a) and Exchange Act Sections 10(b) and 13(a) and Rules 10b-5, 12b-20, 13a-1 and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest to institute public administrative proceedings to determine:

A. Whether the allegations in Section II are true and, in connection therewith, to afford the Respondent an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities of the Respondent identified in Section II registered pursuant to Section 12 of the Exchange Act.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission’s Rules of Practice [17 C.F.R. § 201.110].

IT IS FURTHER HEREBY ORDERED that Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice [17 C.F.R. § 201.220].

If Respondent fails to file the directed Answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon the Respondent personally or by certified mail.

IT IS FURTHER HEREBY ORDERED that the Administrative Law Judge shall issue an initial decision not later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Jonathan G. Katz
Secretary