

**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE**

TENNESSEE SECURITIES DIVISION,)
 Petitioner,)
)
v.)
)
COMBINED RESOURCE SYSTEMS, INC.,)
BARRY WISE,)
TAMMY M. POWERS,)
GARY CESARO,)
DANIEL ST. CROIX,)
SEAN P. CLEVELAND,)
GARY GOLDSTEIN,)
DAVID WHITMARSH,)
BRIAN F. OLIVER,)
CAROL PEREA,)
CHAD WEINAD,)
ROLAND N. TICE,)
TERRY DARLING,)
BRIAN LETT, and)
PAUL WOMMER,)
 Respondents.)

No. 03- 28

ORDER TO CEASE AND DESIST

This Order issues as a result of a Petition and its exhibits attached hereto filed by the Tennessee Securities Division of the Department of Commerce and Insurance and is predicated upon the following Findings of Fact and Conclusions of Law:

FINDINGS OF FACT

1. The Tennessee Securities Act of 1980, as amended, Tenn. Code Ann. §§ 48-2-101-126 (“Act”) assigns the responsibility for administration of the Act to the Commissioner (“Commissioner”) of the Tennessee Department Commerce and Insurance.

2. The Petitioner, the Tennessee Securities Division (“Division”), is the lawful agent through which the Commissioner administers the Act, and is authorized to bring this action for the protection of investors and the public. The Division’s official residence and place of business is in Nashville, Davidson County, Tennessee.

3. Combined Resource Systems, Inc. (“CRS”) is a Nevada corporation whose principal place of business is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. CRS has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Bonnie Houldsworth is the agent for service of process for CRS and lists her address as 170 N. Stephanie, Suite 110, Henderson, Nevada 89074 (a copy of the Nevada Secretary of State Corporate Information on CRS along with a description of CRS’s corporate structure is attached hereto and marked as Exhibit 1).

4. Barry Wise (“Wise”) is an individual whose personal address is located at 532 Startup Street, Henderson, Nevada 89052 and whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. Wise possesses Central Registration Depository Number (“CRD”) 11014885. Wise is the president/secretary/treasurer/owner of CRS . Wise has never been licensed with the Division under the Act as a broker-dealer, investment adviser or agent thereof. Exhibit 1.

5. Tammy M. Powers (“Powers”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123 and/or 2920 Green Valley Parkway, Suite 621, Henderson Nevada 89014. *Id.* Powers has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Powers is the Vice President of Operations for CRS. *Id.*

6. Gary Cesaro (“Cesaro”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123 and/or 2920 Green Valley Parkway, Suite 621, Henderson Nevada 89014. *Id.* Cesaro possesses CRD number 11014886. Cesaro has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Cesaro is the Senior Vice President for CRS. *Id.*

7. Roland N. Tice (“Tice”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Tice has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Tice is the Vice President of Business Development for CRS. *Id.*

8. Daniel St. Croix (“Croix”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Croix has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Croix is the Vice President of Product Development for CRS. *Id.*

9. Sean P. Cleveland (“Cleveland”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Cleveland has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Cleveland is the Chief of Operations for the “Trucking Division” of CRS. *Id.*

10. Gary Goldstein (“Goldstein”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Goldstein has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Goldstein is the “Senior Broker” for CRS. *Id.*

11. David Whitmarsh (“Whitmarsh”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Whitmarsh has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Whitmarsh is a “broker” for CRS. *Id.*

12. Brian F. Oliver (“Oliver”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Oliver has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Oliver is a “broker” for CRS. *Id.*

13. Carol Perea (“Perea”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Perea has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Perea is a “Junior Broker Supervisor” for CRS. *Id.*

14. Chad Weinad (“Weinad”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Weinad has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Oliver is a “junior broker” of CRS. *Id.*

15. Terry Darling (“Darling”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Darling has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Oliver is a “junior broker” of CRS. *Id.*

16. Brian Lett (“Lett”) is an individual whose business address is located at 8275 S. Eastern Avenue, Suite 200, Las Vegas, Nevada 89123. *Id.* Lett has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Lett is a “junior broker” of CRS. *Id.*

17. Paul E. Wommer (“Wommer”) is an individual whose business address is located at 625 S. 6th Street, Las Vegas, Nevada 89101. *Id.* Wommer has never been registered with the Division as a broker-dealer, investment adviser, or agent thereof. Wommer is an attorney licensed to practice in the State of Nevada. Wommer is corporate counsel to CRS and purportedly offers “legal advice” to breeders who have contracted with CRS through CRS, according to the CRS website. *Id.*

18. CRS and/or the other named Respondents operate a website at www.crsnv.com. Each page of this website is headed by a banner which displays purported returns on investments for certain CRS clients (a copy of pages from the website operated by CRS and/or the other Respondents is attached hereto and marked as Exhibit 2).

19. CRS and/or the other named Respondents are offering investments in worm farming through the CRS website which promise large returns to investors on an investment with CRS. The solicitations for the investments with CRS and/or the other named Respondents are directed at the general public, including Tennessee residents, through the CRS website. Exhibit 2.

20. CRS and/or the other named Respondents do not disclose on the CRS website that CRS and/or the other named Respondents are required under the Act to be registered with the Division as broker-dealers, investment advisers or agents thereof and that the “buy-back” worm-farming contracts sold by CRS and/or the other named Respondents are required under the Act to be registered with the Division.

21. CRS and/or the other named Respondents represent on the website that CRS purchases all worms grown by its breeders, which means the breeder does not have to bother with competition, marketing, or selling of the worms or the worm “castings.” *Id.* CRS and/or Wise represent on the website that worms have been a “sweltering commodity” for hundreds of years and will continue to flourish. *Id.*

22. CRS and/or the other named Respondents offer three (3) basic plans to investors. *Id.* The first investment plan is a ten thousand dollar (\$10,000.00) investment for a one hundred thousand (100,000) worm package to last for a thirteen (13) month period. *Id.*

23. The second plan offered by CRS and/or the other named Respondents to investors is a twenty thousand dollar (\$20,000.00) investment for a two hundred fifty thousand (250,000) worm package to last for a thirteen (13) month period. *Id.*

24. The third plan offered by CRS and/or the other named Respondents to investors is a thirty thousand dollar investment (\$30,000.00) for a four hundred thousand (400,000) worm package to last for a thirteen (13) month period. *Id.*

25. Each package offered by CRS and/or the other named Respondents grows by splitting the worms into new bins at periodic intervals over a thirteen (13) month period and calls for a first harvest in the fourteenth (14th) month and thereafter each following month. *Id.*

26. CRS and/or the other named Respondents represent that “CRS will purchase all the worms the client’s farm can produce, guaranteed!” CRS and Wise also represent that CRS offers a one hundred percent (100%) money back guarantee if one tries the plan for six (6) months and the worms do not reproduce. CRS represents that the offer is simple and risk free. *Id.*

27. CRS and/or the other named Respondents represent that “qualified” individuals who wish to invest with CRS and/or the other named Respondents should be “financially adept and unafraid of commitment.” *Id.*

28. CRS’s website states that “[i]f clients are apprehensive about worms, insects or don’t like getting their hands dirty, then CRS is not the choice for you!” *Id.* The website maintained by CRS and/or the other named Respondents goes on to state that “CRS clients who are willing to take on a challenge and are serious about advancing their finances will profit. . . .Clients will also receive the CRS Worm Breeding Instructions, an incorrigible [sic] time tested system for breeding worms!” *Id.*

29. CRS and/or the other named Respondents represent on the website for CRS that “[b]lack gold (worm castings) is constantly in astronomical demand. Black Gold is the most valuable type of fertilizer on the market, and because it is made of worm bi-product, it will continue to be an endless demand for consumers. *Id.* There are no competitors or man made factories that can ever duplicate the elements of black gold.” *Id.*

30. CRS and/or the other named Respondents represent on the CRS website that “Organic Pesticides, or Worm Tea, is being bought faster than any other pesticide on the market. Many schools teaching young children to using the Worm Tea pesticide because it contains absolute organic material, opposite of the cancer causing ingredients that other pesticides may have.” *Id.*

31. On its website, CRS and/or the other named Respondents offer “legal services” to investors who have become “worm breeders” for CRS. Wommer is listed as the source of such “legal services” Exhibit 1.

32. On or about July 18, 2003, Wommer executed an “Affidavit of Authenticity” (“Wommer Affidavit”) for CRS, in which he states that he has reviewed Cease and Desist Orders issued in Mississippi, Kentucky and Pennsylvania and that he will appear in each of those matters to contest CRS’s alleged sales of unregistered securities in those states (a copy of the Wommer Affidavit is attached hereto and marked as Exhibit 3).

33. On or about December 26, 2002, the Washington Dept. of Financial Institutions, Securities Division (“WA Sec. Div.”) issued a Final Order to Cease and Desist (“WA Order”) against CRS, Wise, Kevin Hall (“Hall”) and the owners, principals, officers, agent and employees of CRS (a copy of this Order and a description of the resulting Consent Order entered by WA Securities Division is attached hereto and marked as Exhibit 4).

34. The WA Order found that CRS, Wise, Hall, *et al.*, failed to register securities with WA Sec. Div. and failed to disclose to investors in Washington State material information about CSR, the “vermiculture industry” and the existence of a Summary Cease and Desist Order issued by the State of Pennsylvania. Exhibit 4.

35. On or about March 4, 2003, the WA Sec. Div. entered into an Agreed Order (“WA Agreed Order”) which rescinded the WA Order described above. *Id.* The WA Agreed Order provided that CRS, Wise, Hall, *et al.* neither admitted nor denied these allegations, but agreed to cease and desist from violations of the registration and anti-fraud provisions of the Washington Business Opportunity Fraud Act in the future. *Id.*

36. On or about July 25, 2000, the Pennsylvania Securities Commission (“PSC”) issued a Cease and Desist Order (“PA Order”) to CRS, Wise, Cesaro, and Scott Haley (“Haley”) (a copy of the press release from the PSC announcing the filing of the PA Order is attached hereto and marked as Exhibit 5). The PA Order directed CRS, Wise, Cesaro and Haley to make no further solicitations or sales in Pennsylvania. Exhibit 5. The PA Order became final thirty (30) days after receipt by the Respondents, per the terms of the PA Order. *Id.*

37. On September 2, 2003, Eddie Davis (“Davis”), an investigator with the Division, responded to a number of telephone calls he had received from Goldstein regarding an entry Davis had made on the CRS website for a contest offering a chance to win a “\$10,000 business opportunity” with CRS. Davis, on September 2, 2003, tape recorded a conversation he had on that day with Goldstein regarding the “business opportunity” with CRS.

38. In the conversation Davis had with Goldstein on September 2, 2003, Goldstein represented to Davis that Davis could purchase an “business opportunity” with CRS in which Davis would be guaranteed to have the worms and worm castings he produced through his investment with CRS bought back by CRS for six dollars (\$6.00) per pound. Goldstein represented to Davis that Davis could make approximately three to four thousand dollars (\$3,000.00-4,000.00) per month after a period of thirteen (13) months, during which Davis would raise and breed the worms and prepare them for live delivery to CRS.

39. In addition, Goldstein indicated to Davis in the conversation of September 2, 2003, described above, that CRS had a number of “breeders” in Tennessee who had made investments with CRS.

40. Goldstein stated to Davis that the minimum investment that a person could make with CRS was ten thousand dollars (\$10,000.00) but that there was no maximum investment. Goldstein further represented to Davis that the more money that an investor invested with CRS, the greater profits the investor could expect from his/her investment

41. Goldstein sent to Davis an email with several attachments (“Attachments”) that purported to explain the “business opportunity” Goldstein was offering Davis through CRS on or about September 3, 2003.

42. In a section of one of the Attachments that is headed “All About CRS”, CRS states that “the goal of CRS is to provide investors with the chance for profit, promotion, and industry popularity!” (attached hereto and marked as Exhibit 6). CRS also states in this same section that “CRS offers excellent buy back programs so that they can place the worms on the open market” and that “CRS will buy back as many worms as you can breed.” *Id.* CRS, on this page, further goes on to state that “[t]he amount of income potential through breeding worms and selling them back to CRS is immeasurable.” *Id.*

43. Within the section described above and marked as Exhibit 6, CRS lists three (3) different “Worm Breeding Packages” for ten (10), twenty (20) and thirty (30) thousand dollars which, respectively, provide that CRS will guarantee to buy back two thousand (2,000), three thousand (3,000) or four thousand (4,000) pounds per month at six (6), seven (7) or eight (8) dollars per pound for a period of three (3), four (4) or five (5) years.

44. Consequently, the investments described in ¶ 42 above would purportedly provide a maximum return of: (1) four hundred thirty-two thousand dollars (\$432,000.00) over a period of three (3) years in return for a ten thousand dollar (\$10,000.00) investment; (2) one million eight thousand dollars (\$1,008,000.00) over a four (4) year period for a twenty thousand dollar (\$20,000.00) investment; or one million nine hundred twenty thousand dollars (\$1,920,000.00) over a five (5) year period in return for a thirty thousand dollar (\$30,000.00) investment. *Id.*

45. In a second set of documents provided in the Attachment that are entitled “Harvest Management Plan,” a typical monthly “harvest” for a ten thousand dollar (\$10,000.00) investment is represented as being “conservative[ly]” nine hundred ten pounds (910 lbs.), or a five thousand four hundred sixty dollar (\$5,460.00) return per month.

46. Davis was not provided with any accounting or financial documentation that would demonstrate how CRS was able to pay investors or that would demonstrate the viability or profitability of its business. Davis was not advised in either the telephone call he had with Goldstein on September 2, 2003, or in the Attachments that Goldstein sent to him of any risk factors that would affect an investor’s ability to achieve the returns promised by CRS.

47. Davis was not advised in either the telephone call from Goldstein on September 2, 2003, or in the Attachments that Goldstein and/or CRS were required to be registered as a broker-dealer, investment adviser or agent thereof. Davis was not advised that the “buy-back” worm-farming contracts offered to him by CRS and Goldstein were required under the Act to be registered with the Division.

48. CRS has recently modified its website to state that it is no longer offering “buy-back” worm-farming contracts but will now “focus on strictly selling and moving product for our breeders.”

CONCLUSIONS OF LAW

49. Tenn. Code Ann. § 48-2-104 provides that:

(a) It is unlawful for any person to sell any security in this state unless:

- (1) It is registered under this part;
- (2) The security or transaction is exempted under § 48-2-103; or
- (3) The security is a covered security.

(b) The [C]ommissioner may, after notice and opportunity for a hearing under the Uniform Administrative Procedures Act, compiled in title 4, chapter 5, impose a civil penalty against any person found to be in violation of this section, or any regulation, rule or order adopted or issued under this section, in an amount not to exceed ten thousand dollars (\$10,000) per violation.

50. Tenn. Code Ann. § 48-2-102(16) provides that:

“Security” means any note, stock, treasury stock, bond, debenture, evidence of indebtedness, a life settlement contract, as defined in § 56-50-102, or any fractional or pooled interest in a life insurance policy or life settlement contract, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, preorganization certificate or subscription, transferable share, *investment contract*, voting-trust certificate, certificate of deposit for a security, certificate of interest or participation in an oil, gas, or mining title or lease or in payments out of production under such a title or lease; or, in general, any interest or instrument commonly known as a “security,” or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. . . .(emphasis added)

51. In *King v. Pope*, 91 S.W.3d 314, 321 (Tenn. 2002), the Tennessee Supreme Court held that an investment contract must satisfy the following four elements:

(1) An offeree furnishes initial value to an offeror, and (2) a portion of this initial value is subjected to the risks of the enterprise, and (3) the furnishing of the initial value is induced by the offeror's promises or representations which give rise to a reasonable understanding that a valuable benefit of some kind, over and above the initial value, will accrue to the offeree as a result of the operation of the enterprise, and (4) the offeree does not receive the right to exercise practical and actual control over the managerial decisions of the enterprise.

52. Tenn. Code Ann. § 48-2-102(3) defines a “broker-dealer” as any person engaged in the business of effecting transactions in securities for the account of others, or any person engaged in the business of buying or selling securities issued by one (1) or more other persons for such person’s own account and as part of a regular business rather than in connection with such person’s investment activities.

53. Tenn. Code Ann. § 48-2-102(2) defines an “agent” as any individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities from, in or into this state.

54. Tenn. Code Ann. § 48-2-109(a) provides, in pertinent part, that:

(a) It is unlawful for any person to transact business from or in this state as a broker-dealer or agent unless such person is registered as a broker-dealer or agent under this part.

...

(e) The commissioner may, after notice and an opportunity for a hearing under the Uniform Administrative Procedures Act, compiled in title 4, chapter 5, impose a fine against any person found to be in violation of this section, or any regulation, rule or order adopted or issued under this section, in an amount not to exceed ten thousand dollars (\$10,000) per violation.

55. Tenn. Code Ann. § 48-2-121(a) provides that it is unlawful for any person, in connection with the offer, sale or purchase of any security in this state, directly or indirectly, to employ any device, scheme, or artifice to defraud, make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, or engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

56. The facts presented by the Division in this matter demonstrate that: (1) the contracts sold by the Respondents meet the definition of investment contracts as defined in *King*, 91 S.W.3d at 321, and are therefore securities under the Act, pursuant to Tenn. Code Ann. § 48-2-102(16); (2) that the Respondents have sold securities in Tennessee without first having registered such securities with the Division, as required by the Act; (3) that such securities are not subject to any exemptions under the Act; and (4) that such securities are not “covered” securities, as defined under the Act.

57. Based upon the Findings of Fact, the Respondents have violated and/or are violating Tenn. Code Ann. § 48-2-109 by acting as an unregistered broker-dealer and/or investment adviser and/or agent thereof in Tennessee.

58. Based upon the Findings of Fact, the Respondents have violated and/or are violating Tenn. Code Ann. § 48-2-121 by making material misrepresentations and omissions of facts in connection with the offer and sale of securities in Tennessee.

59. Tenn. Code Ann. § 48-2-116 provides that the Commissioner may make, promulgate, amend, and rescind such Orders as are necessary to carry out the provisions of the Act, and that such Order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

60. Tenn. Code Ann. § 48-2-116(e)(2) provides that no Order may be entered without (1) prior notice to affected parties unless the Commissioner determines that prior notice would not be in the public interest and would be detrimental to the protection of investors, (2) an opportunity for a hearing before the Commissioner, and (3) written Findings of Fact and Conclusions of Law.

61. Based upon the Findings of Fact and Conclusions of Law described herein, it would not be in the public interest and would be detrimental to the protection of investors if prior notice of this Order were given to the affected parties.

NOW, THEREFORE, in consideration of the foregoing, it is **ORDERED** that:

1. The Respondents shall comply with all provisions of the Act.
2. The Respondents shall cease and desist in further conduct as a broker-dealer, investment adviser or agent thereof from, in, or into the State of Tennessee until such time as they are effectively registered with the Division to engage in such activity, pursuant to the Act.
3. The Respondents shall cease and desist in further offerings and sales of securities from, in or into the State of Tennessee until such time as they have complied with all registration requirements under the Act and the rules and regulations promulgated thereunder, pursuant to the Act.
4. The Respondents shall cease and desist further use of any device, scheme, or artifice to defraud, make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, or engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person in the offer and/or sale of a security from, in or into this State, pursuant to the Act.

5. All persons in any way assisting, aiding, or helping any of the aforementioned Respondents in any of the aforementioned violations of the Act shall cease and desist from all such activities in violation of the Act.

This Order is not intended to prohibit any lawful conduct in which the Respondents might be engaged.

Entry of this Order shall not in any way restrict the Tennessee Securities Division or the Commissioner of Commerce and Insurance from taking further action with respect to these or other possible violations by the Respondents of the Act or any of the Rules promulgated thereunder.

You are advised that you have the right to a hearing as to all matters raised in this Order. If you wish to exercise your right to a hearing, please notify the Division, in writing, at the following address:

**DAPHNE D. SMITH
ASSISTANT COMMISSIONER FOR SECURITIES
STATE OF TENNESSEE, DEPARTMENT OF COMMERCE AND INSURANCE
DAVY CROCKETT TOWER, SUITE 680
500 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243**

A written request for a hearing on this Order must be received by the Division within thirty (30) days from the date of entry of this Order or this Order shall become Final and subject to judicial review, pursuant to Tenn. Code Ann. § 4-5-322.

ENTERED this the 1st day of October, 2003.

Paula A. Flowers
Paula A. Flowers, Commissioner
Tennessee Department of Commerce and Insurance

APPROVED FOR ENTRY:



Kevin C. Bartels (BPR# 020618)
Staff Attorney
Department of Commerce and Insurance
Davy Crockett Tower, 5th Floor
500 James Robertson Parkway
Nashville, Tennessee 37243
615 741 2199

CERTIFICATE OF SERVICE

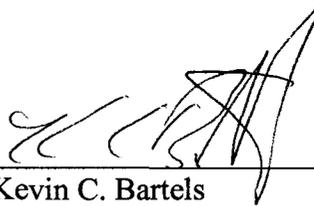
The undersigned hereby certifies that a true and correct copy of the foregoing has been sent, *via* certified mail, return receipt requested, to the following:

Combined Resource Systems, Inc.
c/o Bonnie Houldsworth
170 N. Stephanie, Suite 110
Henderson, Nevada 89074

Barry Wise, Tammy Powers, Gary Cesaro, Daniel St. Croix,
Sean P. Cleveland, Gary Goldstein, David Whitmarsh, Brian F. Oliver,
Roland N. Tice, Carol Perea, Chad Weinad, Terry Darling and Brian Lett,
8275 S. Eastern Avenue, Suite 200
Las Vegas, Nevada 89123

Paul E. Wommer, Esq.
625 S. 6th Street
Las Vegas, Nevada 89101

This the 7th day of October, 2003.



Kevin C. Bartels
Certifying Attorney