STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
MILLENNIUM ASSOCIATES	)	ADMINISTRATIVE ORDER
	)	NO. OB-2001-0016A &
RESPONDENT	)	NO. OB-2001-0017A

ORDER OF BAR

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, has determined as follows:

RESPONDENT

1. MILLENNIUM ASSOCIATES ("RESPONDENT") is represented to be a Florida entity with a business address of 7100 West Camino Real, #401, Boca Raton, FL 33433.

STATEMENT OF FACTS

2. On October 18, 2000 and February 28, 2001, respectively, notification filings pursuant to Rule 506 of Regulation D, were filed with the Commission on behalf of entities named EXCHANGEMALL.COM, INC. ("EXCHANGEMALL") and INTERNET & TELEVISION PROGRAMMING FUND, LLC. ("ITPF") Information provided by these entities disclosed that RESPONDENT was their sales agent/finder; that RESPONDENT made 1 sale of EXCHANGEMALL's securities and 4 sales of ITPF's securities to residents of the state of Alabama. Further, for these sales RESPONDENT received remuneration.

3. Review of the files of the Alabama Securities Commission disclosed no record of the registration of RESPONDENT as a dealer or agent in the state of Alabama. A review of the files of the National Association of Securities Dealers, Central Registration Depository ("NASDCRD") disclosed no record of the registration of RESPONDENT in any locale. However, the files of NASDCRD did disclose that on April 29, 1999 the Indiana Securities Division entered into a Consent Agreement with RESPONDENT for the sale of unregistered securities/sale of securities by unregistered agent, in that state. For this action, RESPONDENT was fined $4,500 and ordered to pay investigative costs of $1,000.

4. On April 18, 2001, the Commission issued Cease and Desist Order, Administrative Order No. CD-2001-0017, to EXCHANGEMALL and RESPONDENT and Cease and Desist Order, Administrative Order No. CD-2001-0016, to ITPF and RESPONDENT. RESPONDENT receipted for the Orders on April 23, 2001 and April 27, 2001, respectively. **RESPONDENT was given 28 days from the date of receipt of the Orders to make a written response to the Commission or request a hearing, formal or informal. However, no response, oral or written, has been received from RESPONDENT.**

CONCLUSIONS OF LAW

5. RESPONDENT, without benefit of registration as a dealer or agent in the state of Alabama, was instrumental in the sale of the securities of EXCHANGEMALL and ITPF to 5 residents of the state of Alabama; and as stated in information from these entities, received remuneration for this activity.

6. The sale of securities by an unregistered dealer or agent in the state of Alabama is a violation of Section 8-6-3(a), Code of Alabama 1975, which cites **"It is**

unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under this article.", and a violation of the Commission's policy statement concerning Rule 506 Limited Offering Exemption filings which states "**No commission, finders fee or other remuneration shall be paid or given, directly or indirectly, to any person for soliciting any prospective purchaser in this state, unless such person is registered as a broker-dealer agent in this state pursuant to Code of Alabama 1975, Section 8-6-3.**"

7. Pursuant to the provisions of Section 8-6-3(j), Code of Alabama 1975, the Alabama Securities Commission may bar any entity, officer, director, partner, or person occupying a similar status or performing similar functions if the Commission finds that the Order is in the public interest and the entity or individual has willfully violated or willfully failed to comply with any provisions of this article, or a predecessor act, or any rule or order under this article or a predecessor act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purposes of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that RESPONDENT be **BARRED** from registration or engaging in securities activities into, within or from the state of Alabama.

Entered at Montgomery, Alabama this 10th day of July, 2001.

ALABAMA SECURITIES COMMISSION
770 Washington Avenue, Suite 570
Montgomery, AL 36130-4700
(334) 242-2984
BY:

JOSEPH P. BORG
Director