

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

America's Home Pharmacy Inc.,
and Terry Allen Beden,

Respondents.

ODS File No. 02-201

ORDER TO CEASE AND DESIST

On May 19, 2004, a recommendation to issue an order to cease and desist (Recommendation) against America's Home Pharmacy and Terry Allen Beden (collectively, the "Respondents") was filed with the Administrator (Administrator) of the Oklahoma Department of Securities (Department). The issuance of such order is authorized by subsection (a) of Section 406 of the Oklahoma Securities Act (Act), Okla. Stat. *tit.* 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003).

On May 20, 2004, the Administrator of the Department (Administrator) issued a Notice of Opportunity for Hearing with the Recommendation attached (the "Process"). Pursuant to subsection (h) of Section 413 of the Act, the Process was served on the Administrator on May 20, 2004, and the Administrator sent notice of the service and a copy of the Process to the last known addresses of the Respondents, by certified mail, return receipt requested, and delivery restricted. On May 20, 2004, the Administrator filed his affidavit of compliance with subsection (h) of Section 413 of the Act.

The Notice specified that failure to request a hearing within fifteen (15) days of service of the Notice would result in the issuance of an order to cease and desist. No request for hearing or any other response has been received by the Administrator within the time limit specified in the Notice.

The Administrator, being fully advised in the premises, hereby finds that this action is necessary and appropriate in the public interest and sets forth the following Findings of Fact and Conclusions of Law in support thereof.

Findings of Fact

1. At all times relevant hereto, America's Home Pharmacy, Inc. (AHP) was purported to be a Florida corporation with its principal place of business in Apopka, Florida.

2. At all times relevant hereto, Terry Allen Beden, an individual, was purported to be a resident of the state of Florida, president of AHP, and an agent for AHP.

3. Beginning in or about May, 2002, Respondents offered and/or sold shares of stock in Oklahoma in what Respondents described as "a to be formed" company (Shares). An Oklahoma resident (Resident) purchased 10,000 Shares at \$2.50 each for a total purchase price of \$25,000. The Resident was promised that the stock purchase would make him an owner of 1% of the outstanding shares and he would be paid dividends on a quarterly basis.

4. The Resident executed a stock purchase agreement and withdrew \$5,000 from his bank account via checkdraft as a deposit toward the Shares. The remaining \$20,000 for the purchase of the Shares would be paid later according to a plan to be determined by the Resident and Respondents.

5. The Resident did not receive a copy of the stock purchase agreement signed by the seller or any other evidence of his investment.

6. On May 20, 2002, AHP withdrew an additional \$5,000 from the Resident's account without authorization. AHP did not use the funds to purchase Shares on behalf of Resident.

7. The Shares offered and sold by Respondents in the state of Oklahoma were not registered pursuant to Section 301 of the Act.

To the extent any of these Findings of Fact should be considered Conclusions of Law, they should be so considered.

Conclusions of Law

1. Effective service was made on the Respondents pursuant to Section 413 of the Act.

2. The Shares are securities pursuant to subsection (v) of Section 2 of the Act.

3. Respondents made untrue statements of material fact, in connection with the offer and/or sale of securities in the state of Oklahoma, in violation of subsection (2) of Section 101 of the Act.

4. Respondents omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, in connection with the offer and/or sale of securities in the state of Oklahoma, in violation of subsection (2) of Section 101 of the Act.

5. Respondents engaged in acts, practices, or a course of business which operated as a fraud or deceit upon Resident, in violation of subsection (3) of Section 101 of the Act.

6. Respondents offered and sold unregistered securities in the state of Oklahoma, in violation of Section 301 of the Act.

7. The Administrator has the authority pursuant to Section 406 of the Act to issue an order to cease and desist.

8. It is in the public interest to order Respondents to cease and desist from violations of Sections 101 and 301 of the Act.

To the extent any of these Conclusions of Law should be considered Findings of Fact, they should be so considered.

ORDER

IT IS HEREBY ORDERED that Respondents cease and desist from engaging in violations of Sections 101 and 301 of the Act and from doing any act in furtherance thereof.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 21st day of June, 2004.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 22nd day of June, 2004, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

America's Home Pharmacy
884 S. Dillard Street
Winter Garden, FL 34987

Terry Allen Beden
884 S. Dillard Street
Winter Garden, FL 34987


Brenda London Smith
Paralegal