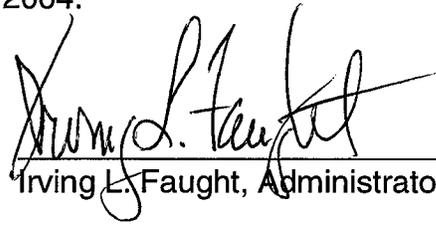


FURTHER AFFIANT SAYETH NOT.

Dated this 20th day of May, 2004.

(SEAL)


Irving L. Faught, Administrator

Subscribed and sworn to before me this 20th day of May, 2004.

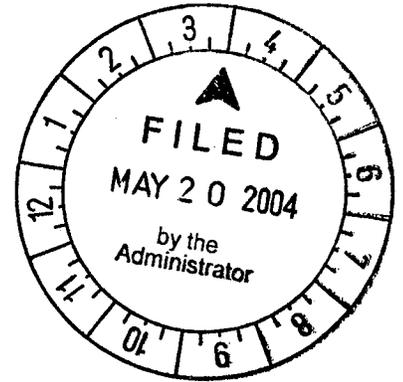

Brenda London Smith
Notary Public

My Commission Expires: August 26, 2005

My Commission Number: 01013792

(SEAL)

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



In the Matter of:

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

Respondents.

ODS File No. 02-201

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 405 of the Oklahoma Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of America's Home Pharmacy, Inc. and Terry Allen Beden (collectively, the "Respondents"), in connection with the offer and/or sale of securities in the state of Oklahoma.

2. On the 19th day of May, 2004, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 406(b) of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of this Notice. Pursuant to Section 406(b) of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order to cease and desist against Respondents.

5. The request for hearing shall be in writing and Respondents shall specifically admit or deny each allegation in said request as required by 660:2-9-1(c) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on this Notice shall be set within sixty (60) days or a written order denying hearing shall be issued.

7. Notice of the date, time, and location of the hearing shall be given to Respondent not less than ten (10) days in advance thereof pursuant to 660:2-9-3(a) of

the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 20th day of May, 2004.

(SEAL)



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

CERTIFICATE OF MAILING

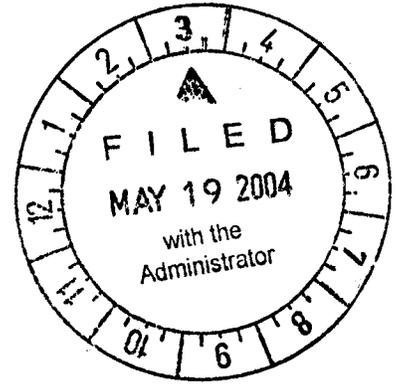
The undersigned hereby certifies that on the 21st day of May, 2004, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon 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

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

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to Section 405 of the Oklahoma Securities Act (Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of America's Home Pharmacy and Terry Allen Beden (collectively, the "Respondents"), in connection with the offer and/or sale of certain shares of stock in the state of Oklahoma.

Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator of the Department (Administrator), or his designee, in support of the issuance of an order to cease and desist.

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.

Authorities

1. Section 2 of the Act provides in pertinent part:

(v) "*Security*" means any:

* * *

(2) stock[.]

2. Section 101 of the Act provides:

It is unlawful for any person, in connection with the offer, sale, or purchase of any security, directly or indirectly:

(1) to employ any device, scheme, or artifice to defraud,

(2) to make any untrue statement of a material fact or to 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,

(3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

3. Section 301 of the Act provides:

It is unlawful for any person to offer or sell any security in this state unless:

- (1) it is registered under this act or the security or transaction is exempted under Section 401 of this title; or
 - (2) it is a federal covered security.
4. Section 405 of the Act provides in part:
- (a) The Administrator in his discretion:
 - (1) may make such public or private investigations within or outside of this state as he deems necessary to determine whether any person has violated or is about to violate any provision of this act or any rule or order hereunder, or to aid in the enforcement of this act or in the prescribing of rules and forms hereunder[.]
5. Section 406 of the Act provides in pertinent part:
- (a) If the Administrator reasonably believes, whether or not based upon an investigation conducted under Section 405 of this title, that a person has violated the Oklahoma Securities Act, except under the provisions of Section 202.1 or 305.2 of this title, or a rule or order of the Administrator under the Oklahoma Securities Act or has engaged in dishonest or unethical practices in the securities business, the Administrator, in addition to any specific power granted by any other section of the Oklahoma Securities Act, may impose one or more of the following sanctions:
 - (1) issue an order against the person to cease and desist from engaging in such violation or dishonest or unethical practices or doing any act in furtherance thereof[.]

Conclusions of Law

1. The Shares are securities as defined by subsection (v) of Section 2 of the Act.
2. 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.
3. 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.

4. 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.

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

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

7. 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.

WHEREFORE, it is recommended that the Administrator issue an order directing Respondents to cease and desist from engaging in violations of Section 301 of the Act or doing any act in furtherance thereof.

Dated this 19th day of May, 2004.

Respectfully submitted,



Amanda Cornmesser
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700