

ADMINISTRATIVE PROCEEDING  
FILE NO. 3-12071

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
October 20, 2005

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In the Matter of	:	
	:	ORDER DENYING MOTION
FINANTRA CAPITAL, INC.,	:	FOR DEFAULT
HAYES CORP.,	:	
HOLLYWOOD TRENZ, INC., and	:	
VISIONAMERICA, INC.	:	

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The Securities and Exchange Commission (Commission) issued its Order Instituting Proceedings (OIP) on October 4, 2005. The Chief Administrative Law Judge then assigned the matter to my docket and scheduled a hearing for October 24, 2005.

As currently written, Rule 141(a)(2)(ii) of the Commission's Rules of Practice authorizes service on a corporation by delivering a copy of the OIP to an officer, managing or general agent, or authorized agent by personal service or by mail. Paragraph IV of the OIP directs that Respondents receive the OIP "personally or by certified mail." Five months ago, the Commission proposed an amendment to Rule 141(a)(2)(ii) that would authorize service in a proceeding under Section 12(j) of the Securities Exchange Act of 1934 at the most recent address set forth in the issuer's most recent filing with the Commission, together with obtaining confirmation of attempted delivery. Proposed Amendments to the Rules of Practice and Related Provisions, 70 Fed. Reg. 22224 (proposed Apr. 28, 2005). The Commission has not yet adopted a final rule.

By motion dated October 19, 2005, the Division of Enforcement (Division) states that it "believes" it has properly served the four Respondents through the Delaware Secretary of State. However, under 8 Del. Code § 321(b), the Delaware Secretary of State may accept service of process for Delaware corporations only when a party cannot, by due diligence, serve the corporation's registered agent or other specified individuals or entities pursuant to 8 Del. Code § 321(a).

The Division does not claim that the four Respondents lack registered agents.<sup>1</sup> In fact, current information from the official Web site of the State of Delaware, Department of State, Division of Corporations, indicates that each of the four Respondents has a registered agent (official notice). If the Division has evidence that any of the four Respondents lacks a registered

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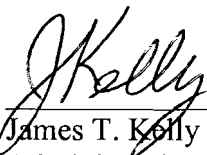
<sup>1</sup> Paragraph II of the OIP asserts that the four Respondents are "void" Delaware corporations. There has been no showing that "void" Delaware corporations necessarily lack registered agents.

agent, then service of the OIP on the Delaware Secretary of State would be appropriate. However, if the official Web site of the State of Delaware is correct, then the Division must first attempt service on the registered agents before using the Secretary of State.

The evidence now in the record fails to demonstrate proper service of the OIP on any of the four Respondents. As a result, I find that the due date for filing Answers has not yet started to run.

If Respondents have registered agents, then the Division shall serve the OIP on the registered agents promptly. The Division shall then notify this Office of the date the registered agents received the OIP and the method of delivery. Once that information is available, it will be possible to determine the due date for Respondents' Answers.

The Division's motion to hold Respondents in default is DENIED. The hearing previously scheduled for October 24, 2005, is postponed to November 29, 2005, at the time and place previously ordered. A prehearing conference will be scheduled once Answers have been received.

  
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James T. Kelly  
Administrative Law Judge