

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
October 19, 2005

ADMINISTRATIVE PROCEEDING
File No. 3-12090

In the Matter of

Intercallnet, Inc.,

Respondent.

**ORDER INSTITUTING PROCEEDINGS
AND NOTICE OF HEARING PURSUANT
TO SECTION 12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Intercallnet, Inc. (“Intercallnet” or “Respondent”).

II.

After an investigation, the Division of Enforcement alleges that:

A. Intercallnet (CIK No. 1112987)¹ was a Florida corporation headquartered in Fort Lauderdale, Florida.

B. On June 2, 2000, the company filed a Form 10-SB registering its common stock pursuant to Section 12(g) of the Exchange Act. The company’s stock began trading on the Over the Counter Bulletin Board under the symbol “ICLN” on May 22, 2001, and is currently quoted on the Pink Sheets operated by Pink Sheets LLC.

C. Intercallnet has failed to file any annual or periodic reports since May 15, 2002, when it filed a Form 10-QSB for the period ending March 31, 2002.

D. On November 29, 2002, Intercallnet filed a Form 8-K reporting it had ceased business operations, assigned its assets to a creditor under provisions of the laws of Florida, and transferred its assets to a trustee.

¹ “CIK” stands for “Central Index Key,” which is the unique number the Commission assigns to each entity that submits filings to it, and which allows the Commission to differentiate between filing entities with similar names.

E. Intercallnet failed to heed the November 1, 2004 delinquency letter sent by the Division of Corporation Finance requesting compliance with its periodic filing obligations.

F. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports (Forms 10-K or 10-KSB), and Rule 13a-13 requires issuers to file quarterly reports (Forms 10-Q or 10-QSB).

G. As a result of the foregoing, Respondent has failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors to institute public administrative proceedings pursuant to Section 12(j) to determine:

- A. Whether the allegations contained in Section II of this Order are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations; and
- B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities of the Respondent identified in Section II registered pursuant to Section 12 of the Exchange Act.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondent fails to file the directed Answer, or fails to appear at a hearing after being duly notified, such Respondent may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Jonathan G. Katz
Secretary