

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**May 27, 2008**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13045**

**In the Matter of**

**e.Spire Communications, Inc.,  
Empire of Carolina, Inc.,  
Genfinity Corp.  
NVID International, Inc., and  
USCI, Inc.,**

**Respondents.**

**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 Respondents e.Spire Communications, Inc., Empire of Carolina, Inc., Genfinity Corp., NVID International, Inc., and USCI, Inc.

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENTS**

1. e.Spire Communications, Inc. (“ESPIQ”)<sup>1</sup> (CIK No. 932140) is a void Delaware corporation located in Herndon, Virginia with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). ESPIQ is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended September 30, 2001, which reported a net loss of \$198,345,000 for the prior nine months. On March 22, 2001, ESPIQ filed a Chapter 11 petition in the U.S. Bankruptcy Court for the District of Delaware. The proceeding was converted to a Chapter 7 proceeding on May 16, 2006, and was still pending as of May 14, 2008. As of May 14, 2008, the common stock of ESPIQ was quoted on the Pink Sheets, had eight market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3). The common stock of ESPIQ

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<sup>1</sup> The short form of each issuer’s name is also its stock symbol.

had an average daily trading volume of 12,140 shares for the six months ended March 7, 2008. The debt securities of ESPIQ are traded on the over-the-counter markets.

2. Empire of Carolina, Inc. (“EMPIQ”) (CIK No. 312840) is a void Delaware corporation located in Delray Beach, Florida with common stock, series A preferred stock, and warrants registered with the Commission pursuant to Exchange Act Section 12(g). EMPIQ is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended September 30, 2000, which reported a net loss of \$6,340,000 for the prior nine months. On November 17, 2000, EMPIQ filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Southern District of Florida. The proceeding was terminated on December 29, 2004. On June 29, 2001, the company and two of its subsidiaries consummated the sale of substantially all of the company’s toy operations. As of May 14, 2008, the common stock of EMPIQ was quoted on the Pink Sheets, had six market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3). The common stock of EMPIQ had an average daily trading volume of 18,436 shares for the six months ended March 7, 2008.

3. Genfinity Corp. (“GFIN”) (CIK No. 934330) is a void Delaware corporation located in Chapel Hill, North Carolina with common stock and class A warrants registered with the Commission pursuant to Exchange Act Section 12(g). GFIN is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended December 31, 2000, which reported a net loss of \$5,481,074 for the prior nine months. On April 2, 2007, GFIN was the subject of an involuntary Chapter 11 petition in the U.S. Bankruptcy Court for the Eastern District of New York, which was dismissed on September 18, 2007. As of May 14, 2008, the common stock of GFIN was quoted on the Pink Sheets, had six market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3). The common stock of GFIN had an average daily trading volume of 724 shares for the six months ended January 4, 2008.

4. NVID International, Inc. (“NVID”) (CIK No. 1104192) is a forfeited Delaware corporation located in Clearwater, Florida with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). NVID is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended June 30, 2001, which reported a net loss of \$486,738 for the prior six months. The auditor’s report accompanying the Form 10-KSB for the period ended December 31, 2000 included a “going concern” paragraph based on the company’s significant operating losses. As of May 14, 2008, the common stock of NVID was quoted on the Pink Sheets, had seven market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3). The common stock of NVID had an average daily trading volume of 24,065 shares for the six months ended March 7, 2008.

5. USCI, Inc. (“USCM”) (CIK No. 907069) is a Delaware corporation located in Norcross, Georgia with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). USCM is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended June 30, 2001. The auditor’s report accompanying USCM’s Form 10-K for the period ended December 31, 2000 contained a “going

concern” paragraph based on the company’s recurring operating losses, accumulated deficit, and negative working capital, among other factors. As of May 14, 2008, the common stock of USCM was quoted on the Pink Sheets, had ten market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3). The common stock of USCM had an average daily trading volume of 24,396 shares for the six months ended March 7, 2008.

## B. DELINQUENT PERIODIC FILINGS

6. All of the respondents are delinquent in their periodic filings with the Commission (*see* Chart of Delinquent Filings, attached hereto as Appendix 1), have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

7. 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).

8. As a result of the foregoing, Respondents 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 that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondents 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 Respondents 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 Respondents shall file an Answer to the allegations contained in this Order within ten (10) 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 Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them 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 Respondents personally or by certified, registered, or Express Mail, or by other means of verifiable delivery.

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.

Florence Harmon  
Acting Secretary

Attachment

**Appendix 1**  
**Chart of Delinquent Filings**  
*In the Matter of e.Spire Communications, Inc., et al.*

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
<b><i>e.Spire Communications, Inc.</i></b>					
	<i>10-K</i>	12/31/01	04/01/02	Not filed	73
	<i>10-Q</i>	03/31/02	05/15/02	Not filed	72
	<i>10-Q</i>	06/30/02	08/14/02	Not filed	69
	<i>10-Q</i>	09/30/02	11/14/02	Not filed	66
	<i>10-K</i>	12/31/02	03/31/03	Not filed	62
	<i>10-Q</i>	03/31/03	05/15/03	Not filed	60
	<i>10-Q</i>	06/30/03	08/14/03	Not filed	57
	<i>10-Q</i>	09/30/03	11/14/03	Not filed	54
	<i>10-K</i>	12/31/03	03/30/04	Not filed	50
	<i>10-Q</i>	03/31/04	05/17/04	Not filed	48
	<i>10-Q</i>	06/30/04	08/16/04	Not filed	45
	<i>10-Q</i>	09/30/04	11/15/04	Not filed	42
	<i>10-K</i>	12/31/04	03/31/05	Not filed	38
	<i>10-Q</i>	03/31/05	05/16/05	Not filed	36
	<i>10-Q</i>	06/30/05	08/15/05	Not filed	33
	<i>10-Q</i>	09/30/05	11/14/05	Not filed	30
	<i>10-K</i>	12/31/05	03/31/06	Not filed	26
	<i>10-Q</i>	03/31/06	05/15/06	Not filed	24
	<i>10-Q</i>	06/30/06	08/14/06	Not filed	21
	<i>10-Q</i>	09/30/06	11/14/06	Not filed	18
	<i>10-K</i>	12/31/06	04/02/07	Not filed	13
	<i>10-Q</i>	03/31/07	05/15/07	Not filed	12
	<i>10-Q</i>	06/30/07	08/14/07	Not filed	9
	<i>10-Q</i>	09/30/07	11/14/07	Not filed	6
	<i>10-K</i>	12/31/07	03/31/08	Not filed	2
	<i>10-Q</i>	03/31/08	05/15/08	Not filed	0
<b>Total Filings Delinquent</b>		<b>26</b>			
<b><i>Empire of Carolina, Inc.</i></b>					
	<i>10-K</i>	12/31/00	04/02/01	Not filed	85
	<i>10-Q</i>	03/31/01	05/15/01	Not filed	84
	<i>10-Q</i>	06/30/01	08/14/01	Not filed	81
	<i>10-Q</i>	09/30/01	11/14/01	Not filed	78
	<i>10-K</i>	12/31/01	04/01/02	Not filed	73
	<i>10-Q</i>	03/31/02	05/15/02	Not filed	72
	<i>10-Q</i>	06/30/02	08/14/02	Not filed	69
	<i>10-Q</i>	09/30/02	11/14/02	Not filed	66
	<i>10-K</i>	12/31/02	03/31/03	Not filed	62
	<i>10-Q</i>	03/31/03	05/15/03	Not filed	60
	<i>10-Q</i>	06/30/03	08/14/03	Not filed	57
	<i>10-Q</i>	09/30/03	11/14/03	Not filed	54
	<i>10-K</i>	12/31/03	03/30/04	Not filed	50
	<i>10-Q</i>	03/31/04	05/17/04	Not filed	48
	<i>10-Q</i>	06/30/04	08/16/04	Not filed	45

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
	<i>10-Q</i>	09/30/04	11/15/04	Not filed	42
<b>Empire of Carolina, Inc.</b> <i>(continued)</i>	<i>10-K</i>	12/31/04	03/31/05	Not filed	38
	<i>10-Q</i>	03/31/05	05/16/05	Not filed	36
	<i>10-Q</i>	06/30/05	08/15/05	Not filed	33
	<i>10-Q</i>	09/30/05	11/14/05	Not filed	30
	<i>10-K</i>	12/31/05	03/31/06	Not filed	26
	<i>10-Q</i>	03/31/06	05/15/06	Not filed	24
	<i>10-Q</i>	06/30/06	08/14/06	Not filed	21
	<i>10-Q</i>	09/30/06	11/14/06	Not filed	18
	<i>10-K</i>	12/31/06	04/02/07	Not filed	13
	<i>10-Q</i>	03/31/07	05/15/07	Not filed	12
	<i>10-Q</i>	06/30/07	08/14/07	Not filed	9
	<i>10-Q</i>	09/30/07	11/14/07	Not filed	6
	<i>10-K</i>	12/31/07	03/31/08	Not filed	2
	<i>10-Q</i>	03/31/08	05/15/08	Not filed	0
<b>Total Filings Delinquent</b>	<b>30</b>				
<b>Gentivity Corp.</b>					
	<i>10-KSB</i>	03/31/01	06/29/01	Not filed	83
	<i>10-QSB</i>	06/30/01	08/14/01	Not filed	81
	<i>10-QSB</i>	09/30/01	11/14/01	Not filed	78
	<i>10-QSB</i>	12/31/01	02/14/02	Not filed	75
	<i>10-KSB</i>	03/31/02	07/01/02	Not filed	70
	<i>10-QSB</i>	06/30/02	08/14/02	Not filed	69
	<i>10-QSB</i>	09/30/02	11/14/02	Not filed	66
	<i>10-QSB</i>	12/31/02	02/14/03	Not filed	63
	<i>10-KSB</i>	03/31/03	06/30/03	Not filed	59
	<i>10-QSB</i>	06/30/03	08/14/03	Not filed	57
	<i>10-QSB</i>	09/30/03	11/14/03	Not filed	54
	<i>10-QSB</i>	12/31/03	02/17/04	Not filed	51
	<i>10-KSB</i>	03/31/04	06/29/04	Not filed	47
	<i>10-QSB</i>	06/30/04	08/16/04	Not filed	45
	<i>10-QSB</i>	09/30/04	11/15/04	Not filed	42
	<i>10-QSB</i>	12/31/04	02/14/05	Not filed	39
	<i>10-KSB</i>	03/31/05	06/29/05	Not filed	35
	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	33
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	30
	<i>10-QSB</i>	12/31/05	02/14/06	Not filed	27
	<i>10-KSB</i>	03/31/06	06/29/06	Not filed	23
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	21
	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	18
	<i>10-QSB</i>	12/31/06	02/14/07	Not filed	15
	<i>10-KSB</i>	03/31/07	06/29/07	Not filed	11
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	9
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	6
	<i>10-QSB</i>	12/31/07	02/14/08	Not filed	3
<b>Total Filings Delinquent</b>	<b>28</b>				

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
<b><i>NVID International, Inc.</i></b>					
	<i>10-QSB</i>	09/30/01	11/14/01	Not filed	78
	<i>10-KSB</i>	12/31/01	04/01/02	Not filed	73
	<i>10-QSB</i>	03/31/02	05/15/02	Not filed	72
	<i>10-QSB</i>	06/30/02	08/14/02	Not filed	69
	<i>10-QSB</i>	09/30/02	11/14/02	Not filed	66
	<i>10-KSB</i>	12/31/02	03/31/03	Not filed	62
	<i>10-QSB</i>	03/31/03	05/15/03	Not filed	60
	<i>10-QSB</i>	06/30/03	08/14/03	Not filed	57
	<i>10-QSB</i>	09/30/03	11/14/03	Not filed	54
	<i>10-KSB</i>	12/31/03	03/30/04	Not filed	50
	<i>10-QSB</i>	03/31/04	05/17/04	Not filed	48
	<i>10-QSB</i>	06/30/04	08/16/04	Not filed	45
	<i>10-QSB</i>	09/30/04	11/15/04	Not filed	42
	<i>10-KSB</i>	12/31/04	03/31/05	Not filed	38
	<i>10-QSB</i>	03/31/05	05/16/05	Not filed	36
	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	33
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	30
	<i>10-KSB</i>	12/31/05	03/31/06	Not filed	26
	<i>10-QSB</i>	03/31/06	05/15/06	Not filed	24
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	21
	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	18
	<i>10-KSB</i>	12/31/06	04/02/07	Not filed	13
	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	12
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	9
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	6
	<i>10-KSB</i>	12/31/07	03/31/08	Not filed	2
	<i>10-QSB</i>	03/31/08	05/15/08	Not filed	0
<b>Total Filings Delinquent</b>		<b>27</b>			
<b><i>USCI, Inc.</i></b>					
	<i>10-QSB</i>	09/30/01	11/14/01	Not filed	78
	<i>10-KSB</i>	12/31/01	04/01/02	Not filed	73
	<i>10-QSB</i>	03/31/02	05/15/02	Not filed	72
	<i>10-QSB</i>	06/30/02	08/14/02	Not filed	69
	<i>10-QSB</i>	09/30/02	11/14/02	Not filed	66
	<i>10-KSB</i>	12/31/02	03/31/03	Not filed	62
	<i>10-QSB</i>	03/31/03	05/15/03	Not filed	60
	<i>10-QSB</i>	06/30/03	08/14/03	Not filed	57
	<i>10-QSB</i>	09/30/03	11/14/03	Not filed	54
	<i>10-KSB</i>	12/31/03	03/30/04	Not filed	50
	<i>10-QSB</i>	03/31/04	05/17/04	Not filed	48
	<i>10-QSB</i>	06/30/04	08/16/04	Not filed	45
	<i>10-QSB</i>	09/30/04	11/15/04	Not filed	42
	<i>10-KSB</i>	12/31/04	03/31/05	Not filed	38
	<i>10-QSB</i>	03/31/05	05/16/05	Not filed	36
	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	33
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	30
	<i>10-KSB</i>	12/31/05	03/31/06	Not filed	26
	<i>10-QSB</i>	03/31/06	05/15/06	Not filed	24
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	21

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
<b>USCI, Inc.</b> <i>(continued)</i>	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	18
	<i>10-KSB</i>	12/31/06	04/02/07	Not filed	13
	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	12
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	9
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	6
	<i>10-KSB</i>	12/31/07	03/31/08	Not filed	2
	<i>10-QSB</i>	03/31/08	05/15/08	Not filed	0
<b>Total Filings Delinquent</b>		<b>26</b>			