

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
March 15, 2005

ADMINISTRATIVE PROCEEDING
File No. 3-11856

In the Matter of

**Charles Cini and Gordon
Novak,**

Respondents.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934
AND NOTICE OF HEARING**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Charles Cini (“Cini”) and Gordon (“Novak”) (collectively “Respondents”).

II.

After an investigation, the Division of Enforcement alleges that:

A. Respondents

1. Cini, is a resident of Toronto, Ontario, Canada, who was an undisclosed control person of Rhino Ecosystems, Inc. (“Rhino”) since at least August 2000 and its President starting in September 2001. Cini participated in an offering of Rhino’s stock, which was a penny stock.

2. Novak, is a resident of Hamilton, Ontario, Canada, who was Rhino’s vice-president since February 1999. Novak participated in an offering of Rhino’s stock, which was a penny stock.

B. Entry of Injunctions and Criminal Convictions

3. On January 13, 2005, a default judgment of permanent injunction was entered against Cini, which enjoined him from violating Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, and from aiding and abetting any violation of Section 13(a) of the Exchange Act and Rules 13a-1 and 12b-20 thereunder, by the United States District Court for the Southern District of Florida, in SEC v. Rhino Ecosystems, Inc. et al., Case No. 02-80768-Civ-Hurley.

4. On October 3, 2003, in a related criminal proceeding, Cini pled guilty to one count of conspiracy to commit wire fraud and securities fraud before the United States District Court for the Southern District of Florida, in United States v. Mark Wiertzema, et al., Case No. 02-20636-CR-Martinez. On December 16, 2003, Cini was sentenced to a term of thirty months imprisonment.

5. On January 20, 2005, summary judgment was granted and a permanent injunction was entered against Novak, which enjoined him from violating Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, by the United States District Court for the Southern District of Florida, in SEC v. Rhino Ecosystems, Inc. et al., Case No. 02-80768-Civ-Hurley.

6. On October 7, 2003, in a related criminal proceeding, Novak plead guilty to one count of conspiracy to commit wire fraud and securities fraud before the United States District Court for the Southern District of Florida, in United States v. Mark Wiertzema, et al., Case No. 02-20636-CR-Martinez. On December 17, 2003, Novak was sentenced to a term of twenty-one months imprisonment.

7. The Commission's complaint in the civil action alleged that the underlying scheme that gave rise to both the criminal indictment and the civil action against the Respondents arose from a two year, undercover investigation code-named Bermuda Short, which was designed to expose and prosecute those who attempt to engage in the fraudulent purchase and sale of public companies' stock. Specifically, the Commission's complaint alleged that Respondents, among others, were to receive kickbacks based upon a proposed transaction with a fictitious offshore mutual fund manager. In fact, the mutual fund manager was an undercover FBI agent who was capturing the illegal conspiracy on tape.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Respondents an opportunity to establish any defenses to such allegations; and

B. Whether, pursuant to Section 15(b) of the Exchange Act, it is appropriate and in the public interest to bar Respondents from participating in any offering of penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock; or inducing or attempting to induce the purchase or sale of any penny stock.

IV.

IT IS 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 FURTHER ORDERED that Respondents 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 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If either of the Respondents fail to file the directed answer, or fail to appear at a hearing after being duly notified, he may be deemed in default and the proceedings may be determined against him 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 mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

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