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## Texas State Securities Board

208 E. 10th Street, 5th Floor  
Austin, Texas 78701-2407  
www.ssb.state.tx.us

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IN THE MATTER OF  
KEVIN D. SEPE, KENNETH A.  
OXSALIDA, YOUTH ENHANCEMENT  
SYSTEMS, INC., ANTHONY MINASSO,  
MEL LEWIS, ROZ GOLDMAN, AND  
QUEBEC INC. D/B/A SKY PLAZA  
ENTERPRISES

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Order No. ENF-04-CDO-1570

TO: Kevin D. Sepe  
4770 Biscayne Blvd., Suite 1400  
Miami, FL 33137

Kenneth A. Oxsalida  
4770 Biscayne Blvd., Suite 1400  
Miami, FL 33137

Youth Enhancement Systems, Inc.  
4770 Biscayne Blvd., Suite 1400  
Miami, FL 33137

Anthony Minasso  
4770 Biscayne Blvd., Suite 1400  
Miami, FL 33137

Mel Lewis  
4770 Biscayne Blvd., Suite 1400  
Miami, FL 33137

Roz Goldman  
4770 Biscayne Blvd., Suite 1400  
Miami, FL 33137

Quebec Inc. d/b/a Sky Plaza Enterprises  
4810, rue Jean-Talon, bureau 304  
Montreal, Quebec, Canada H4P 2N5

## EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2004-2005) ("Texas Securities Act").

The Staff of the Enforcement Division ("the Staff") of the Texas State Securities Board ("the Securities Board") has presented evidence sufficient for the Securities Commissioner to find that:

### FINDINGS OF FACT

1. Respondent Kevin D. Sepe ("Respondent Sepe") maintains a last known address at 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.
2. Respondent Kenneth A. Oxsalida ("Respondent Oxsalida") maintains a last known address at 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.
3. Respondent Youth Enhancement Systems, Inc. ("Respondent YES") maintains a last known address at 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.
4. Respondent Anthony Minasso ("Respondent Minasso") maintains a last known address at 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.
5. Respondent Mel Lewis ("Respondent Lewis") maintains a last known address at 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.
6. Respondent Roz Goldman ("Respondent Goldman") maintains a last known address at 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.
7. Respondent Quebec Inc. d/b/a Sky Plaza Enterprises ("Respondent Sky Plaza") maintains a last known address at 4810, rue Jean-Talon, bureau 304, Montreal, Quebec, Canada H4P 2N5.
8. Respondents are offering to Texas residents shares of stock in Respondent YES and claiming that YES is "close to becoming public". Respondents also claim that YES has, among other products, a "breakthrough hair cream that's awaiting FDA approval" and "one application of this cream on your head and you see immediate hair re-growth."
9. Respondents are also offering to Texas residents shares of stock in FB Foods Inc. (formerly known as Funny Bagel Food Company, Inc.) (hereinafter "Funny Bagels") for \$2 per share and claiming that the company will have an IPO within the next 12-16 months causing the stock price to increase to \$20-\$30 per share, but the company may be purchased by Kraft to enable Kraft to protect its market share which would cause the stock price to increase to \$8-\$10 per share. Funny Bagels is a Florida corporation with a last known address of 1200 Biscayne Boulevard, Suite 104, North Miami, Florida 33181. Respondents are purportedly selling their personal shares of stock in Funny Bagels.

10. The above-described shares of stock have not been registered by qualification, notification or coordination and no permit has been granted for their sale in Texas.
11. Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.
12. In connection with the offer for sale of the above-described shares of stock, Respondents are misrepresenting the following relevant facts:
  - a) the Stock Purchase Agreement "has been prepared by, and is the product of extensive negotiations between, the parties hereto"; and
  - b) Funny Bagels is presently in takeover negotiations with Oscar Mayer (a division of Kraft).
13. In connection with the offer for sale of the above-described shares of stock, Respondents are intentionally failing to disclose the following material facts:
  - a) Respondent Sepe filed for Chapter 13 bankruptcy in the United States Bankruptcy Court, Southern District of Florida, Miami Division, on 8/19/1996 in case number 96-15128;
  - b) Respondent Sepe filed for Chapter 7 bankruptcy in the United States Bankruptcy Court, Southern District of Florida, Miami Division, on 1/25/1999 in case number 99-10649; and
  - c) information regarding the assets, liabilities, profits, losses, cash flow and other financial data of Respondent YES.
14. In connection with the offer for sale of the above-described shares of stock, Respondents hold themselves out as representatives of Funny Bagels, which is materially misleading in light of the fact that the Stock Purchase Agreement requires that investors represent and warrant that "Funny Bagel Food Company Inc. (The "Company") is not the seller of the shares being purchased under this agreement..."
15. In connection with the offer for sale of the above-described shares of stock, Respondents represent that Kraft will likely buyout Funny Bagels to prevent it from going public, which is materially misleading in light of the fact that prospective investors were told in 2002 that the company was likely to be sold to Kraft within the next 3-4 months.

#### CONCLUSIONS OF LAW

1. The above-described shares of stock are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondents are violating Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities are not registered with the Securities Commissioner.
3. Respondents are violating Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.

4. Respondents are engaging in fraud in connection with the offer for sale of securities.
5. Respondents have made an offer containing statements that are materially misleading or otherwise likely to deceive the public.
6. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Texas Securities Act.

#### ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.
4. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

#### NOTICE

Pursuant to Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$5,000, or imprisonment in the penitentiary for not more than two years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 2<sup>nd</sup> day of

September, 2004.



DENISE VOIGT CRAWFORD  
Securities Commissioner