

**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS**

TO: Scott Wohl, Managing Director
Mahamuni, S.A.
315 First Street, #U-33
Encinitas, CA 92024

DESIST AND REFRAIN ORDER

The California Corporations Commissioner finds that:

1. At all relevant times, Scott Wohl (“Wohl”) was Managing Director of Mahamuni, S.A. (“Mahamuni”), a Nassau, Bahamas corporation, located at Orissa House, East Bay Street, P.O. Box N-4801, Nassau, Bahamas and receiving USA correspondence at 315 First St., Suite #U-33, Encinitas, CA 92024.
2. Beginning in or about May 2000, Wohl and Mahamuni offered and sold securities in the form of promissory notes issued by Wohl and Mahamuni, guarantees and interests in common stock of another corporation so that Mahamuni and Wohl could enter into a business opportunity with an unknown third party.
3. Wohl and Mahamuni offered and sold securities raising at least \$40,000 from the public in an attempt to raise a total of \$200,000 to enter into a business opportunity with an unknown third party.
4. These securities were offered or sold in this state in issuer transactions. The Department of Corporations has not issued a permit or other form of qualification authorizing any person to offer and sell these securities in this state.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that the promissory notes in Mahamuni, guarantees and interests in common stock are securities subject to qualification under the California Corporate Securities Law of 1968 and are being or have been offered or sold without being qualified, in violation of Section 25110 of the Corporate Securities Law of 1968. Pursuant to Section 25532 of the Corporate Securities Law of 1968, Wohl and Mahamuni offered or sold securities and are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities, in the form of promissory notes, guarantees and interests in common stock, unless and until qualification has been made under said law or unless exempt.

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The sale of such securities are subject to qualification under said law and such securities are being or have been offered for sale without first being so qualified. This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: August 15, 2002
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

By _____
ALAN S. WEINGER
Supervising Counsel
Enforcement and Legal Services Division