

BEFORE THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

In the Matter of
DAWN M. GUIMOND and
MARI LYNN STASSI,

PETITION FOR ORDER
(CONSENT)

Respondents.

File S-05016(EX)

The staff of the Enforcement Unit, Registration & Enforcement Section, of The Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats., and as a result thereof alleges as follows:

1. Dawn M. Guimond ("Guimond") is an individual, with a last known address of 1401 Lynchburg Trail, Madison, Wisconsin 53718.
2. Mari Lynn Stassi ("Stassi") is an individual, with a last known address of 6229 Renee Court, McFarland, Wisconsin 53718.
3. Guimond entered into a Stock Purchase Agreement dated May 23, 2002, for the purchase of 325,000 shares of Common Stock of CDEX at a price of \$130,000, paying \$.40 a share.
4. Guimond entered into a Stock Purchase Agreement dated June 28, 2002, for the purchase of 250,000 shares of Common Stock of CDEX at a price of \$100,000, paying \$.40 a share.
5. Guimond entered into a Stock Purchase Agreement in November 25, 2002, for the purchase of 500,000 shares of Common Stock of CDEX at a price of \$50,000, paying \$.10 a share.
6. Guimond entered into a Securities Purchase Agreement dated April 15, 2004, for the purchase of \$12,000 of Debentures of CDEX, which will convert to Common Stock of CDEX valued at \$.75 per share.
7. Stassi entered into a Securities Purchase Agreement dated October 20, 2004, for the purchase of \$43,000 of Debentures of CDEX, which will convert to Common Stock of CDEX valued at \$.30 per share.
8. Upon information and belief, in May, June, July, and December of 2002 and in April and May of 2004, Guimond sold to at least forty-five (45) investors in Wisconsin the stock of CDEX for \$.50 and \$1.00 per share, which was purchased by herself on May 23, 2002 and June 28, 2002 for \$.40 a share.
9. Upon information and belief, in early December of 2002 and April 28, 2004, Guimond sold to at least five (5) investors in Wisconsin the stock of CDEX for \$.20, \$.50 and \$.75 per share, which was purchased by herself for \$.10 a share.

10. The Assignment of Stock Agreements named Mari Lynn Stassi as the person Guimond instructed to carry out instructions for Assignment of Stock Agreement.

11. The "stock" described above constitutes securities as that term is defined in sec. 551.13(a), Wis. Stats.

12. In the transactions described above in paragraphs 8 and 9 above, Guimond sold stock to others at a price higher than paid by her, thus Guimond made a commission on the sale of the stock.

13. Upon information and belief, Guimond did not advise the investors that they were purchasing the stock at a price higher than that paid by Guimond.

14. In connection with the offers of the securities described above, Respondents have transacted business as "broker-dealers" in Wisconsin as that term is defined in sec. 551.02(3), Wis. Stats.

15. At no time material hereto were Guimond or Stassi licensed as broker-dealers in Wisconsin pursuant to Ch. 551, Wis. Stats.

16. Guimond and Stassi have violated sec. 551.31, Wis. Stats., by transacting business in Wisconsin as broker-dealers when not licensed to do so.

Therefore, the staff of the Enforcement Unit petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Kathryn L. Denton 8/16/05
Kathryn L. Denton Date
Examiner
Enforcement Unit

David A. Cohen 8/16/05
David A. Cohen Date
Supervising Attorney
Enforcement Unit