

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

**IN THE MATTER OF: WILLIAM H. JOHNSON and
PETER S. MIRANDA.**

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) FILE: C0200440
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ORDER OF PROHIBITION

TO THE RESPONDENT: William H. Johnson
3316 N. Lincoln Ave
Chicago, IL 60657

Peter S. Miranda
415 Central Ave.
Highland Park, IL 60035

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on January 26, 2005 which prohibited William H. Johnson and Peter S. Miranda (the "Respondents") from offering or selling securities in or from the State of Illinois until further order from the Secretary of State or his duly authorized representative;

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"), the failure to request a hearing within thirty (30) calendar days of the entry of the Temporary Order shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final.

WHEREAS, the Respondents have failed to request a hearing on the matters contained in the Temporary Order within thirty (30) calendar days of the entry of said Temporary Order and the Respondents are hereby deemed to have admitted the facts alleged in the said Temporary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the said Temporary Order as the Secretary of State's Findings of Fact as follows:

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1. William H. Johnson ("Johnson," or collectively with Miranda, "Respondents"), is a natural person whose last known mailing address is 3316 N. Lincoln Avenue, Chicago, Illinois 60657.
2. Peter S. Miranda, ("Miranda," or collectively with Johnson, "Respondents"), is a natural person whose last known mailing address is 415 Central Avenue, Highland Park, IL 60035.
3. Kimberly and Joe Keane are Illinois residents (the "Keanes").
4. On or around December, 1999, Respondent Miranda offered the Keanes stock in Dolphin.com. Respondent Miranda told the Keanes that he and Respondent Johnson were given the stock in exchange for services provided to an officer of Dolphin.com. Respondent Miranda told the Keanes that he and Respondent Johnson owned the stock and offered to sell it to them for \$30,000. Respondent Miranda told the Keanes that the stock would probably "go public in March of 2000."
5. On or about December 22, 1999, the Keanes gave Respondent Miranda their \$30,000 investment check for Dolphin.com payable to Respondent Johnson, as instructed by Respondent Miranda. The Keanes were told by Respondent Miranda that Respondent Johnson would transfer the shares to the Keanes and send them the stock certificates.
6. On or about December 23, 1999, Respondent Johnson deposited the Keanes' investment check into his personal bank account.
7. On or about September 18, 2000, Respondent Miranda sent the Keanes a letter confirming their purchase of \$30,000 in Dolphin.com at \$3 per share and restating that Dolphin.com plans "on taking the company public shortly after with positive market conditions."
8. Despite numerous attempts by the Keanes to contact Respondents for the stock certificates, the Keanes never received their promised stock certificates or any return of their principal.
9. The shares of Dolphin.com referred to in paragraph four and five (4 & 5) are securities as defined in Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5] ("the Act");
10. Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act, or those offered and sold in transactions exempt under Section 4 of the Act, shall be

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registered with the Secretary of State by filing the proper application prior to their offer or sale in or from the State of Illinois;

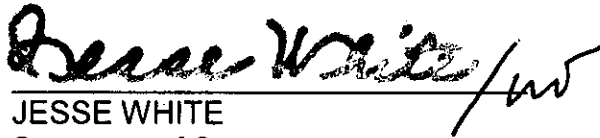
11. The activities detailed in paragraphs four through five (4-5) constitute an offer under Section 2.5(a) of the Act;
12. Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell any securities except in accordance with the provisions of the Act;
13. Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State, Securities Department (the "Department") any required application, report or document;
14. At all times relevant hereto the securities referenced in paragraphs four through five (4-5) were offered for sale at a time when this security did not have the proper application on file at the Department;
15. At all times relevant hereto Respondents by and through their agents and employees failed to file an application for the registration of the securities described in paragraphs four through five (4-5) and eight through nine (8-9) above;
16. By virtue of the foregoing, Respondents by and through their agents and employees have violated Section 12.A and Section 12.D of the Act;
17. Section 12.F of the Act provides, inter alia, that it is a violation of the Act to engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
18. Respondents have violated Section 12.F of the Act in that they took funds from Illinois Investors and misrepresented that their funds would be used to purchase the shares of Dolphin.com but failed to provide the investors with either the shares or other evidence of ownership as promised.

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NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to Section 11.F of the Act, Respondents William H. Johnson and Peter S. Miranda shall be and are hereby permanently PROHIBITED from offering or selling securities in or from this State of Illinois.

ENTERED: This 15th day of April, 2005.

A handwritten signature in black ink that reads "Jesse White" followed by a stylized flourish or initials.

JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Act. Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, 735 ILCS 5/3-101 et seq. and the Rules and Regulations of the Illinois Securities Act (14 Ill. Admin. Code, Ch. I, Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:
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