

# EXHIBIT V

STATE OF FLORIDA  
DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION

BOARD: ACCOUNTANCY  
CASE NUMBER: 98-04398  
COMPLAINT MADE BY: ANONYMOUS  
DATE COMPLAINT RECEIVED: FEBRUARY 11, 1998  
COMPLAINT MADE AGAINST: MICHAEL D. ZUCKER  
5037 WILLOW LEAF WAY  
SARASOTA, FL 34241-6234  
INVESTIGATED BY: KAREN DAVID  
H. DENNIS FORCE  
REVIEWED BY: CHARLES F. TUNNICLIFF/mlh *CF*  
STAFF RECOMMENDATION: CLOSE (PL-17)

CLOSING ORDER

THE COMPLAINT: Subject is alleged to be in violation of Section 473.323(1)(a), Florida Statutes, to wit: Section 473.322(1)(b), Florida Statutes.

THE FACTS: Subject advertised in the Sarasota GTE *The Everything Pages* under the category heading "Accountants - Certified Public," from approximately September 1995 to present. However, Subject's license to practice as a certified public accountant in the State of Florida entered an inactive status effective 1990, a delinquent status effective 1994, and a null and void status effective 1997.

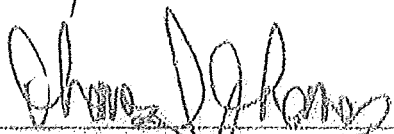
Subject explained that he was previously licensed as a C.P.A. in the State of Connecticut. After relocating to Florida and becoming licensed in 1988, he suffered a series of financial reverses which ultimately impacted his mental and physical condition. He maintains that though his listing was under the C.P.A. category, he declined the few inquiries he received. He has taken the necessary steps to cease the improper listing in future editions of the Sarasota GTE telephone directory, but is powerless over the existing issues, which are effective until September 1999, when the new edition is released.

In or around May 1999, Subject was issued a Notice to Cease and Desist from the unlicensed and illegal practice of certified public accounting.

THE LAW: Probable Cause exists to believe Subject violated the above-cited provisions. However, in that a Notice to Cease and Desist has been issued to Subject, this case will be closed without further prosecution.

It is therefore ORDERED that the matter should be, and the same is, hereby CLOSED.

DONE and ORDERED this 16<sup>th</sup> day of May, 1999.

  
\_\_\_\_\_  
Thomas G. Thomas  
Chief Attorney

CFT/mlh  
5/6/99

FILED

Department of Business and Professional Regulation  
DEPUTY CLERK

CLERK *Brandon M. Nichols*

DATE *5-13-99*

STATE OF FLORIDA  
DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION

IN RE: MICHAEL D. ZUCKER

CASE NO. 98-04398

NOTICE TO CEASE AND DESIST

TO: Michael D. Zucker  
5037 Willow Leaf Way  
Sarasota, Florida 34241-6234

COMES NOW, the State of Florida, the Department of Business and Professional Regulation, hereinafter referred to as the "Department," and pursuant to Sections 455.228, 473.322(1)(b) and 473.323(1)(a), Florida Statutes, serves this Notice to Cease and Desist from the unlicensed and illegal practice of certified public accounting, as set forth below:

FINDINGS OF FACT

YOU ARE HEREBY NOTIFIED that the following specifically described conduct constitutes the unlicensed practice of certified public accounting:

1. You are not duly licensed as a certified public accountant in the State of Florida. Your license to practice public accounting in the State of Florida entered an inactive status effective 1990; a delinquent status effective 1994; and a null and void status effective 1997.
2. Section 473.322(1)(b), Florida Statutes, prohibits a person from knowingly assuming or using the titles or designations "certified public accountant" or "public accountant"

or the abbreviation "C.P.A." or any other title, designation, words, letters, abbreviations, sign, card or device tending to indicate that the person holds an active license under Chapter 473, unless the person holds an active license under Chapter 473.

3. Section 473.323(1)(a), Florida Statutes, prohibits the violation of any provision of s. 455.227(1), s. 473.317, or any other provision of Chapter 473.

4. You advertised in the Sarasota GTE *The Everything Pages* under the category heading, "Accountants - Certified Public," from approximately September 1995 to present.

5. Section 473.302(4), Florida Statutes, defines "certified public accountant" to mean a person who holds a license to practice public accounting in this state under the authority of Chapter 473.

6. Section 473.302(5), Florida Statutes, defines "practice of," "practicing public accountancy," or "public accounting" to mean offering to perform or performing for the public one or more types of services involving the expression of an opinion on financial statements, the attestation as an expert in accountancy to the reliability or fairness of presentation of financial information, the utilization of any form of disclaimer of opinion which conveys an assurance of reliability as to matters not specifically disclaimed, the expression of an opinion on the reliability of an assertion by one party for the use by a third party, or the preparation of financial statements by a certified public accountant, a firm of certified public accountants, or firm in which a certified public accountant has an ownership interest, including the performance of such services in the employ of another person; or offering to perform or performing for the public one or more types of services involving the use of accounting skills, or one or more types of management advisory or consulting services, by any person holding himself or itself out as a certified public accountant

or a firm of certified public accountants, including the performance of such services by a certified public accountant in the employ of a person so holding himself or itself out.

7. Section 473.302(6), Florida Statutes, defines "holding out" to mean advertising, as a part of a licensee's business activities, that the licensee is a certified public accountant when providing, or offering to provide, services or products to the public which involve the use of accounting skills or one or more types of management advisory or consulting services.

#### CONCLUSIONS OF LAW

YOU ARE HEREBY ADVISED that under Chapter 473, Florida Statutes, only persons licensed by the Florida Board of Accountancy may engage in the practice of certified public accounting within the State of Florida, and that probable cause exists to believe you violated Section 473.322(1)(b), Florida Statutes, by identifying yourself as a CPA in the yellow pages listing without being the holder of a valid license in the State of Florida; and Section 473.323(1)(a), Florida Statutes, by violating any provision of Chapter 473.

#### ORDER

BY THE AUTHORITY vested in the Department pursuant to Section 455.228, Florida Statutes, you are hereby **ORDERED** to immediately **CEASE AND DESIST** from performing or offering to perform, including the advertisement for, certified public accounting services in the State of Florida. You are further notified that under Section 455.228, Florida Statutes, a fine of not less than \$500 and no more than \$5,000 for each offense may be sought against any person engaging in such unlicensed practice. The Department is also empowered to seek the issuance of an injunction or writ of mandamus against any person who violates any provisions of this Order. In addition, the Department may, pursuant to Chapter 120, Florida Statutes, seek an

administrative fine of up to \$5,000 for each incident of unlicensed practice.

ISSUED this 11<sup>th</sup> day of May, 1999.



Thomas G. Thomas  
Chief Attorney

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided to Michael D. Zucker, 5037 Willow Leaf Way, Sarasota, Florida 34241-6234, via certified mail this 13<sup>th</sup> day of May, 1999.



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5/6/99