

IN THE CIRCUIT OF THE 17th
JUDICIAL CIRCUIT AND FOR
BROWARD COUNTY, FLORIDA

MAXWELL JEFFREY KORBIN, II,

Plaintiff,

Civil Action No. 0416523_03

v.

THOMAS C. TEPER,
STEVEN SERLE,
MARK J. BRODY,
DAVID E. WELLS,
FERNANDO C. ALONSO,
and
HUNTON & WILLIAMS, LLP d/b/a
HUNTON & WILLIAMS
Defendants

THIRD AMENDED COMPLAINT

COMES NOW YOUR PLAINTIFF above named and brings his Complaint for Damages,
showing the Court *as* follows:

GENERAL ALLEGATIONS OF FACTS
COMMON TO ALL COUNTS AND CLAIMS

1. This is an action on behalf of Plaintiff seeking remedies under Florida law for civil conspiracy or combination among the Defendants for the purpose of causing the discharge of the Plaintiff from work in a firm or corporation and to commit wrongful termination of the Plaintiff's employment in breach of legal duties the Defendants owed the Plaintiff and in violation of public policy.
2. This *is* an action for damages in excess of \$15,000, and is within the jurisdiction of this Court.
3. The Plaintiff is a resident of Broward County, Florida.

13. VoiceFlash is a Florida corporation with its principal address at 6401 Congress Avenue, No. 250, Boca Raton, Florida 33487. At all material times the principal place of business for both VoiceFlash and UCT was located in Broward County, Florida.

14. At all times material to the claims set forth herein, the senior officers and/or directors of VoiceFlash were:

<u>Name</u>	<u>Position</u>
Robert J. Kaufman	President, CEO and Vice Chairman of the Board of Director'
Thomas C. Teper	CFO, Executive VP and Director
Steven Serle	Director and Chairman of Audit Committee Director
Mark Brody	Director

15. Due to the negligence and other misconduct of one or more of the other Defendants VoiceFlash is currently in inactive status with the Florida Secretary of State, and has been administratively dissolved for failure to designate a registered agent.

16. When VoiceFlash was an active corporation it was a financial service company (doing business as The DataFlash Corporation). VoiceFlash offered advanced transaction processing and customized electronic payment software for commercial businesses. VoiceFlash also offered pre-paid and other similar card products through its subsidiary Value Stream Systems, Inc. (VSS).

17. VoiceFlash was formed in 1995 as a technology development company. In October 2001, near the end of its first fiscal quarter of 2002, VoiceFlash abandoned technology development and acquired UTC, a company which specialized in custom non-cash payment solutions and advanced transaction processing for commercial retail businesses, especially telemarketers. UCT became a wholly owned subsidiary and VoiceFlash's only source of significant revenue.

Kaufman is deceased, and his personal representative is no longer a defendant in this action.

18. VoiceFlash was a publicly traded company. As such, VoiceFlash was required to file accurate reports of its financial condition with the United States Securities Exchange Commission (SEC) under the Securities Exchange Act of 1934 and the Sarbanes Oxley Act of 2002. Among the things VoiceFlash was required to report accurately were its income statement, its balance sheet, and the methods of income recognition.

19. In October 2001, the Company shifted its business from a technology development company to a financial service fee- based company when it acquired all of the issued and outstanding shares of UCT. UCT was a 12 year old financial service provider engaged in supplying advanced transaction processing and account management software for enterprise retail and service commercial clients. VoiceFlash basically generated revenue by retaining transaction fees from automated clearing house ("ACH") transactions with third parties (such as telemarketers) who could not clear checks through the more established financial institutions.²

20. Since VoiceFlash was a publicly traded company and issued a class of securities under section 12 of the Securities Exchange Act of 1934 ("1934 ACT"), to sell securities and to maintain its ability of trading securities in the United States, VFNX was required to comply with SEC rules and regulations including Section 13(A) of the 1934 Act (Title 15, USC §78m(a) and §78(d) and all regulations there under in order to ensure that the company's financial information was accurately disclosed.

21. VoiceFlash was required to file Forms 10-K, or 10-KSB, which include the annual report of its financial condition, and the results of the company's operation.

² For example, a telemarketing company would sell a product to a customer and be paid via check. The telemarketing company, unable to secure a traditional financial institution to clear the check would have contracted with VoiceFlash to do so, via an ACH Agreement (described below). VoiceFlash had arrangements to clear these checks with two or three non-traditional institutions such as E-Funds Corporation; after clearing the checks, the non traditional institutions would provide the proceeds to VoiceFlash, which would then send the proceeds back to the telemarketer, less a transaction fee and a reserve hold-back based on certain risk exposure criteria.

22. VoiceFlash was required to file Forms 10-Q, or 10-QSB, which, include the quarterly report of the company's financial condition, as well as the results of the company's operations

23. VoiceFlash was required to file Forms 8-K, which is required to be filed whenever there is a material event regarding the company.

24. VoiceFlash was required to file Forms S-3, S-4, S-8 registration statements filed when registering stock.

25. VoiceFlash was required to file Form 1350, the certification of the CEO and CFO in compliance with Sarbanes-Oxley Act of 2002. The certification states that the information contained in the financials and the operations of the company are materially represented accurately, and, that there are no material misstatements such as purposeful omissions or additions of facts.

26. By virtue of his high-level positions with VoiceFlash, Kaufman directly participated in the management of the company, was directly involved in the day-to-day operations of the company, and was privy to confidential proprietary information concerning the company and its business, operations, products, growth, financial statements, and financial condition, as alleged herein.

27. By virtue of his high-level positions with VoiceFlash, Teper directly participated in the management of the company, was directly involved in the day-to-day operations of the company, and was privy to confidential proprietary information concerning the company and its business, operations, products, growth, financial statements, and financial condition, as alleged herein.

28. By virtue of his high-level positions with VoiceFlash, Serle directly participated in the management of the company, was directly involved in the day-to-day operations of the company, and was privy to confidential proprietary information concerning the company and its business, operations, products, growth, financial statements, and financial condition, as alleged herein.

29. Because of his high-level management positions with VoiceFlash, Kaufman had access to adverse, undisclosed information about its business, operations, products, operational trends, financial statements, markets and present and future business prospects via access to internal corporate documents (including the company's operating plans, budgets and forecasts and reports of actual operations), conversations and connections with other corporate officers and employees, attendance at management and Board of Directors meetings and committees thereof and via reports and other information provided to him in connection with his managerial position.

30. Because of his high-level management positions with VoiceFlash, Teper had access to adverse, undisclosed information about its business, operations, products, operational trends, financial statements, markets and present and future business prospects via access to internal corporate documents (including the company's operating plans, budgets and forecasts and reports of actual operations), conversations and connections with other corporate officers and employees, attendance at management and Board of Directors meetings and committees thereof and via reports and other information provided to him in connection with his managerial position.

31. Because of his high-level management positions with VoiceFlash, Serle had access to adverse, undisclosed information about its business, operations, products, operational

trends, financial statements, markets and present and future business prospects via access to internal corporate documents (including the company's operating plans, budgets and forecasts and reports of actual operations), conversations and connections with other corporate officers and employees, attendance at management and Board of Directors meetings and committees thereof and via reports and other information provided to him in connection with his managerial position.

32. Because of his high-level management positions with VoiceFlash, Brody had access to adverse, undisclosed information about its business, operations, products, operational trends, financial statements, markets and present and future business prospects via access to internal corporate documents (including the company's operating plans, budgets and forecasts and reports of actual operations), conversations and connections with other corporate officers and employees, attendance at management and Board of Directors meetings and committees thereof and via reports and other information provided to him in connection with his managerial position.

33. As directors and officers of a publicly traded company, Kaufman, and Defendants Teper, Serle, and Brody each had a legal duty to promptly disclose accurate and truthful information concerning VoiceFlash's financial condition and performance, growth, operations, financial statements, business, products, markets, management, earnings and present and future business prospects, and to correct any previously issued statements that had become materially misleading or untrue, so that the market price of VoiceFlash's publicly-traded securities would be based upon truthful and accurate information.

34. Because of his position of control and authority as an officer and director of VoiceFlash, Kaufman was able to control, and did control, the content of SEC filings, press

releases and other public statements pertaining to the company during the times material to this action.

35. Because of his position of control and authority as an officer and director of VoiceFlash, Teper was able to control, and did control, the content of SEC filings, press releases and other public statements pertaining to the company during the times material to this action.

36. Because of his position of control and authority as an officer and director of VoiceFlash, Serle was able to control, and did control, the content of SEC filings, press releases and other public statements pertaining to the company during the times material to this action.

37. Because of his position of control and authority as a director of VoiceFlash, Brody was able to control, and did control, the content of SEC filings, press releases and other public statements pertaining to the company during the times material to this action.

38. On or about May 1, 2002, VoiceFlash employed Hunton & Williams as its legal counsel to represent the company and provide legal advice and services to VoiceFlash, and its subsidiaries UCT and VSS, in general business and in securities matters. The engagement was a lucrative one for Hunton & Williams, which billed VoiceFlash and collected approximately \$350,000 in fees during a seventh month period in 2002.

39. VoiceFlash heavily relied on Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, in the preparation and filing of all these forms and documents. ³

40. From May 2002 through February 2003, the Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, materially assisted,

³ **Martin Steinberg is not named as a defendant individually, and the Plaintiff asserts no claim herein against him personally.**

authored, and prepared such forms and other documents, and filed them on behalf of VoiceFlash using on-line service provided by the SEC called "EDGAR".

41. The process of transmission of these forms and its preparation prior to sending these forms for public dissemination and transmission to the SEC is known as "EDGARIZING." Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, had considerable knowledge and expertise of the EDGARIZING process and assisted the VoiceFlash management, including Defendants Teper, Serle, and Brody, in the EDGARIZING process by directly submitting these forms on behalf of VoiceFlash.

42. Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, participated in examinations, investigations, and reviews of VoiceFlash's accounting, financial and other records and proprietary information, and prepared press releases and other disclosure documents regarding VoiceFlash's financial condition, business operations, and management control systems.

43. Pursuant to an Automated Clearinghouse Agreement ("ACH Agreement") VoiceFlash maintained with each client, VoiceFlash established a "reserve holdback" account for each client by setting aside a certain percentage of the respective client's monthly transaction activity. These reserve holdbacks were maintained as a security for VoiceFlash against the "high risk of fraud" associated with telemarketers, the majority of the company's clients. Upon the termination of its agreements with its clients, the balance of the reserve holdback account was refunded to the client after deducting and retaining a contractually agreed upon amount — usually 1% of the total reserve holdback account. The amount retained by VoiceFlash was sometimes referred to by Kaufman, and Defendants Teper, Serle, and Brody as "retainage fees." Additionally, if at least two years passed without a transaction from a particular merchant, that

merchant's reserve holdback was considered abandoned and its contents absorbed as revenue by VoiceFlash. This amount was sometimes referred to by Kaufman, and Defendants Teper, Serle, and Brody as "abandoned reserves."

44. VoiceFlash, acting through Kaufman, and Defendants Teper, Serle, and Brody, utilized the reserve holdback accounts to artificially inflate VoiceFlash's revenues and earnings in at least two ways: (1) by improperly and without justification taking in as revenue hundreds of thousands of dollars of excess retainage fees, well in excess of the contractually agreed to 1%, and (2) by unilaterally accelerating the two-year abandonment rule and improperly recognizing as revenue hundreds of thousands of dollars in Reserve Holdback funds that were prematurely and improperly considered by defendants as "abandoned".

45. Along with the manipulation of its financial statements, VoiceFlash, acting through Kaufman, and Defendants Teper, Serle, and Brody also failed to disclose that its core business was on the brink of being extinguished. In September 2002, VoiceFlash, Kaufman, Teper, Serle, Brody, Hunton & Williams, Alonzo, Wells, and Steinberg each received a bulletin from the National Automated Clearing House Association ("NACHA"), which warned financial institutions of "an increasing number of fraudulent transactions being made over the ACH network using Telephone-Initiated Entry (TEL) application." At that time, the bulk of VoiceFlash's clients were telemarketers and this bulletin was going to have a material adverse affect of VoiceFlash's business. In fact, immediately following the issuance of the bulletin, E-Funds (the financial institution that had been processing VoiceFlash's merchant accounts) informed VoiceFlash that it was terminating its relationship with VoiceFlash. Kaufman later testified in a bankruptcy proceeding in July 2003, that he knew the NACHA bulletin was going to put many of VoiceFlash's clients out of business.

46. the course of his duties as an officer and director of VoiceFlash, Kaufman acquired actual knowledge of documents revealing such adverse material information concerning VoiceFlash's business.

47. In the course of his duties as an officer and director of VoiceFlash, Teper acquired actual knowledge of documents revealing such adverse material information concerning VoiceFlash's business.

48. In the course of his duties as an officer and director of VoiceFlash, Serle acquired actual knowledge of documents revealing such adverse material information concerning VoiceFlash's business.

49. In the course of his duties as a director of VoiceFlash, Brody acquired actual knowledge of documents revealing such adverse material information concerning VoiceFlash's business.

50. In the course of giving legal advice and performing such legal services, the Defendant Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, acquired actual knowledge of documents revealing such adverse material information concerning VoiceFlash's business.

51. Defendant Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, willfully, wantonly, recklessly, or negligently advised and counseled VoiceFlash's management, including Kaufman, and Defendants Teper, Serle, and Brody, not to disclose such facts and their impact on the company's business operations properly and accurately.

52. As a result of their knowledge of such adverse facts, and their participation in the preparation and filing of the VoiceFlash Form 10-K with the SEC on October 22, 2002, Hunton

& Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, is responsible for filing or causing to be filed reports with the SEC concerning VoiceFlash, its financial condition, and its business operations that are inaccurate, and materially false and misleading.

53. More specifically, Kaufman, and Defendants Teper, Serle, and Brody and Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, filed reports by which VoiceFlash continuously represented that its revenue was generated through legitimate fees associated with the processing of check transactions for its clients. These representations were materially false and misleading when made because the actual source of much of the reported revenue and income was improperly recognized funds gleaned from "reserve holdback" accounts that VoiceFlash maintained on behalf of its clients.

54. These and other adverse facts, were clearly detrimental to VoiceFlash's operations and financial condition, were never disclosed to the public in the company's 2002 10-K , which was filed on October 22, 2002.

55. Kaufman was provided with copies of the documents alleged herein to be inaccurate and misleading prior to or shortly after their issuance. He had the ability and opportunity to prevent the issuance of inaccurate and misleading statements, or cause them to be corrected. Accordingly, he is responsible for the inaccurate and misleading public reports and press releases detailed herein.

56. Teper was provided with copies of the documents alleged herein to be inaccurate and misleading prior to or shortly after their issuance. He had the ability and opportunity to prevent the issuance of inaccurate and misleading statements, or cause them to be corrected.

Accordingly, he is responsible for the inaccurate and misleading public reports and press releases detailed herein.

57. Serle was provided with copies of the documents alleged herein to be inaccurate and misleading prior to or shortly after their issuance. He had the ability and opportunity to prevent the issuance of inaccurate and misleading statements, or cause them to be corrected. Accordingly, he is responsible for the inaccurate and misleading public reports and press releases detailed herein.

58. Brody was provided with copies of the documents alleged herein to be inaccurate and misleading prior to or shortly after their issuance. He had the ability and opportunity to prevent the issuance of inaccurate and misleading statements, or cause them to be corrected. Accordingly, he is responsible for the inaccurate and misleading public reports and press releases detailed herein.

59. Kaufman willfully, wantonly, recklessly, or negligently participated in preparing, drafting, producing, reviewing, and/or disseminating the inaccurate, false and misleading statements, information and reports alleged herein. In doing so, he acted or failed to act with knowledge of the true facts, or with reckless ignorance or, indifference to, and disregard for the true facts.

60. Teper willfully, wantonly, recklessly, or negligently participated in preparing, drafting, producing, reviewing, and/or disseminating the inaccurate, false and misleading statements, information and reports alleged herein. In doing so, he acted or failed to act with knowledge of the true facts, or with reckless ignorance or, indifference to, and disregard for the true facts.

61. Serle willfully, wantonly, recklessly, or negligently participated in preparing, drafting, producing, reviewing, and/or disseminating the inaccurate, false and misleading statements, information and reports alleged herein. In doing so, he acted or failed to act with knowledge of the true facts, or with reckless ignorance or, indifference to, and disregard for the true facts.

62. Brody willfully, wantonly, recklessly, or negligently participated in preparing, drafting, producing, reviewing, and/or disseminating the inaccurate, false and misleading statements, information and reports alleged herein. In doing so, he acted or failed to act with knowledge of the true facts, or with reckless ignorance or, indifference to, and disregard for the true facts.

63. On or about December 3, 2002, Plaintiff and then VoiceFlash Board Chairman Lawrence Cohen reported to staff attorneys of the SEC that there was a good faith basis to believe that the VoiceFlash financial statements did not accurately reflect the company's financial condition as required by the Sarbanes-Oxley Act of 2002.

64. SEC staff authorized Cohen, as Chairman of the VoiceFlash Board, to conduct an investigation into these irregularities immediately.

65. As a result of the impending investigation as authorized by the SEC and delivered to Cohen in his capacity as Chairman, all members of the board of directors convened on December 9th, 2002 to initiate an investigation as required under the Sarbanes-Oxley Act of 2002. Kaufman, and Defendants Teper, Serle, and Brody and Hunton & Williams, Alonzo and Wells were present at that meeting.

66. Before the board meeting on December 9, 2002, Cohen served upon Fernando Alonzo and Hunton & Williams managing partner Martin Steinberg, a letter demanding that

Hunton & Williams step aside to enable the company to conduct an independent investigation into these irregularities to avoid a conflict of interest as required by the Sarbanes-Oxley Act of 2002. In part, the letter stated:

"You and your law firm were selected as corporate and securities counsel by Robert Kaufman and Thomas Teper. Your firm was responsible for the preparation of the SEC filings that are now being called into question. Those SEC filings were prepared by Robert Kaufman, as CEO, and Thomas Teper, as CFO, both of whom also certified the accuracy of the [c]ompany's filings. It is clearly inappropriate for those who are responsible for the [c]ompany's SEC filings to be in control of the [c]ompany's internal investigation of this matter and the [c]ompany's response to the SEC. Accordingly, as Chairman of the Board of VoiceFlash, I am taking control of this matter. You and your firm are not to be involved. I intend to hire other counsel to conduct an internal investigation and respond to the SEC. You and your firm are also directed to have no involvement, nor provide any legal services or assistance to Robert Kaufman and/or Thomas Teper, in their individual capacities, in defending improprieties they may have committed. There is an obvious conflict of interest for your firm in representing either of these gentlemen individually...

I trust that you and your firm will recognize the clear conflict and honor the demands set forth above."

67. The Attorney Defendants refused to step aside or withdraw as counsel for VoiceFlash in the face of an apparent and obvious conflict of interest.

68. At the December 9, 2002 board meeting, acting on the advice and counsel of Defendant Hunton & Williams, Kaufman, and Defendants Teper, Serle, and Brody voted down Cohen's request to conduct an independent investigation,

69. On December 26, 2002, Cohen resigned as chairman of the VoiceFlash board of directors so that he would not be implicated in these false and misleading SEC reports.

70. On December 31, 2002, Plaintiff resigned as a member of the VoiceFlash board of directors so that he would not be implicated in these false and misleading SEC reports.

71. Kaufman, and Defendants Teper, Serle, and Brody and Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg,

concealed and covered up their participation in preparing and filing the materially false and misleading SEC reports.

72. On December 27, 2002, Hunton & Williams, acting through its member attorneys, Defendants Alonzo and Wells, and Martin Steinberg, authored, prepared, and published a Form 8-K by filing it with the SEC on behalf of VoiceFlash and the Insiders.

73. Kaufman, and Defendants Teper, Serle, and Brody ratified and approved the filing and publication of the Form 8-K.

74. The Form 8-K contained false statements concerning the Plaintiff, which included the following: Based on an internal investigation conducted by VoiceFlash's executive officers, the board of directors determined that from September through November 2002, UCT lost four ACH Network Supply Agreements, which were the primary source of VoiceFlash's revenue in 2002 due to UCT's business practices. Effective December 9, 2002, VoiceFlash's board of directors placed the Plaintiff, who was UCT's former chief executive officer, on administrative leave, and replaced UCT's board of directors (the Plaintiff and Lawrence Cohen) with Robert Kaufman, Tom Teper, Dr. Steven Sterle and Dr. Mark Brody. After further investigation the new UCT board of directors terminated the Plaintiff as its chief executive officer "for cause". The SEC is conducting an informal investigation of VoiceFlash and VoiceFlash and its audit committee are cooperating fully with the SEC.

75. The Form 8-K report makes the direct assertion or creates the inescapable innuendo and inference that the Plaintiff was the person responsible for the financial improprieties being investigated by the SEC concerning VoiceFlash's reporting of UCT's ACH revenues and their accounting.

76. On January 24, 2003, in furtherance of their efforts to conceal and cover up their responsibility for these false and misleading SEC reports and financial and accounting irregularities, the Insiders and the Attorney Defendants caused VoiceFlash to liquidate by filing an Assignment for the Benefit of Creditors under Chapter 727 of the Florida Statutes. See Civil Action No. 03-01553 in the Circuit Court of Broward County, Florida.

77. This assignment was filed and all scheduled assets of the company were transferred to Donald Kaplan, assignee, by the Insiders at the advice of the Attorney Defendants without any action approving the assignment by the shareholders of VoiceFlash.

78. The assignment lists the following as creditors:

Robert J. Kaufman	claiming \$679,954.00
Thomas Teper	claiming \$433,962.00
Hunton & Williams	claiming \$ 84,735.00

79. The assignment does not disclose the corporation's claims against Kaufman, and Defendants Teper, Serle, and Brody or Defendants Hunton & Williams, Alonzo and Wells, and Steinberg, as an asset.

COUNT 1
CLAIM AGAINST THOMAS C. TEPER

80. Paragraphs 1 through 79 are incorporated by reference.

81. As a director and officer of VoiceFlash, Defendant Teper owed legal duties to the corporation and its employees. Among other things, he owed a legal duty to employees of VoiceFlash, including the Plaintiff, (1) not to directly or indirectly induce, procure, or participate in the discharge of an employee or interfere with his or her employment, compensation, or benefits because of any lawful act done by the employee including disclosing to government regulators information he or she was required by law to disclose to them; (2) not to directly or indirectly induce, procure, or participate in the discharge of an employee on pretextual grounds

making it falsely appear that the employee had committed crimes or wrongs for the purpose of covering up and concealing the Insiders' or the Attorney Defendants' crimes or wrongs; and (3) not to enter into a civil conspiracy or combination with others for the purpose of causing the discharge of an employee from work in a firm or corporation, to commit wrongful termination of a person's employment, or to prevent such person from procuring work in any other firm or corporation.

82. Defendant Teper combined and conspired with Kaufman, and Defendants Serle, Brody, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to cover up and conceal their own culpability for these accounting and financial improprieties and VoiceFlash's false and misleading SEC reports of UCT's ACH revenues being investigated by the SEC.

83. In furtherance of his combination and conspiracy to cover up and conceal their own culpability for these accounting and financial improprieties and false and misleading SEC reports being investigated by the SEC, Defendant Teper combined and conspired with Kaufman, and Defendants Serle, Brody, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to prepare and file the False Form 8K report on December 27, 2002.

84. The Form 8-K report makes the direct assertion or creates the inescapable innuendo and inference that the Plaintiff was the person responsible for the financial improprieties being investigated by the SEC concerning VoiceFlash's reporting of UCT's ACH revenues and their accounting.

85. In furtherance of this combination and conspiracy, Defendant Teper combined and conspired with Kaufman, and Defendants Serle, Brody, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to directly or indirectly induce, procure, or participate in the

discharge of the Plaintiff from his employment, compensation, and benefits with VoiceFlash, and to prevent the Plaintiff from procuring work in any other firm or corporation.

86. As a result of Defendant Teper's wrongful conduct, combination, and conspiracy Kaufman, and Defendants, Serle, and Brody and Defendants Hunton & Williams, Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff and interfered with his employment, compensation, and benefits because of lawful act done by him to disclose to government regulators information he was required by law to disclose to them.

87. As a result of Defendant Teper's wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, Serle, and Brody and Defendants Hunton & Williams, Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff from his employment with VoiceFlash on pretextual grounds making it falsely appear that he had committed crimes or wrongs for the purpose of covering up and concealing Teper's own crimes or wrongs.

88. As a result of Defendant Teper's conduct, combination, and conspiracy, the Plaintiff has lost income and earning capacity, and has suffered mental anguish and torment in the form of anxiety, humiliation, embarrassment, worry and loss of peace of mind.

WHEREFORE, plaintiff demands trial by jury and judgment against Defendant Teper, jointly and severally with the other Defendants, for damages in excess of the jurisdictional limits of the court, costs, and such other and further relief as the court may deem proper.

COUNT 2
CLAIM AGAINST STEVEN SERLE

89. Paragraphs 1 through 79 are incorporated by reference.

90. As a director and officer of VoiceFlash, Defendant Serle owed legal duties to the corporation and its employees. Among other things, he owed a legal duty to employees of VoiceFlash, including the Plaintiff, (1) not to directly or indirectly induce, procure, or participate in the discharge of an employee or interfere with his or her employment, compensation, or benefits because of any lawful act done by the employee including disclosing to government regulators information he or she was required by law to disclose to them; (2) not to directly or indirectly induce, procure, or participate in the discharge of an employee on pretextual grounds making it falsely appear that the employee had committed crimes or wrongs for the purpose of covering up and concealing the Insiders' or the Attorney Defendants' crimes or wrongs; and (3) not to enter into a civil conspiracy or combination with others for the purpose of causing the discharge of an employee from work in a firm or corporation, to commit wrongful termination of a person's employment, or to prevent such person from procuring work in any other firm or corporation.

91. Defendant Serle combined and conspired with Kaufman, and Defendants Teper, Brody, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to cover up and conceal their own culpability for these accounting and financial improprieties and VoiceFlash's false and misleading SEC reports of UCT's ACH revenues being investigated by the SEC.

92. In furtherance of his combination and conspiracy to cover up and conceal their own culpability for these accounting and financial improprieties and false and misleading SEC reports being investigated by the SEC, Defendant Serle combined and conspired with Kaufman, and Defendants Serle, Brody, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to prepare and file the False Form 8K report on December 27, 2002.

93. The Form 8-K report makes the direct assertion or creates the inescapable innuendo and inference that the Plaintiff was the person responsible for the financial improprieties being investigated by the SEC concerning VoiceFlash's reporting of UCT's ACH revenues and their accounting.

94. In furtherance of this combination and conspiracy, Defendant Serle combined and conspired with Kaufman, and Defendants Teper, Brody, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to directly or indirectly induce, procure, or participate in the discharge of the Plaintiff from his employment, compensation, and benefits with VoiceFlash, and to prevent the Plaintiff from procuring work in any other firm or corporation.

95. As a result of Defendant Serle's wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, and Brody and Defendants Hunton & Williams, Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff and interfered with his employment, compensation, and benefits because of lawful act done by him to disclose to government regulators information he was required by law to disclose to them.

96. As a result of Defendant Serle's wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, and Brody and Defendants Hunton & Williams, Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff from his employment with VoiceFlash on pretextual grounds making it falsely appear that he had committed crimes or wrongs for the purpose of covering up and concealing Serle's own crimes or wrongs.

97. As a result of Defendant Serle's conduct, combination, and conspiracy, the Plaintiff has lost income and earning capacity, and has suffered mental anguish and torment in the form of anxiety, humiliation, embarrassment, worry and loss of peace of mind.

WHEREFORE, plaintiff demands trial by jury and judgment against Defendant Serle, jointly and severally with the other Defendants, for damages in excess of the jurisdictional limits of the court, costs, and such other and further relief as the court may deem proper.

COUNT 3
CLAIM AGAINST MARK J. BRODY

98. Paragraphs 1 through 79 are incorporated by reference.

99. As a director and officer of VoiceFlash, Defendant Brody owed legal duties to the corporation and its employees. Among other things, he owed a legal duty to employees of VoiceFlash, including the Plaintiff, (1) not to directly or indirectly induce, procure, or participate in the discharge of an employee or interfere with his or her employment, compensation, or benefits because of any lawful act done by the employee including disclosing to government regulators information he or she was required by law to disclose to them; (2) not to directly or indirectly induce, procure, or participate in the discharge of an employee on pretextual grounds making it falsely appear that the employee had committed crimes or wrongs for the purpose of covering up and concealing the Insiders' or the Attorney Defendants' crimes or wrongs; and (3) not to enter into a civil conspiracy or combination with others for the purpose of causing the discharge of an employee from work in a firm or corporation, to commit wrongful termination of a person's employment, or to prevent such person from procuring work in any other firm or corporation.

100. Defendant Brody combined and conspired with Kaufman, and Defendants Teper, Serle, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to cover up and

conceal their own culpability for these accounting and financial improprieties and VoiceFlash's false and misleading SEC reports of UCT's ACH revenues being investigated by the SEC.

101. In furtherance of his combination and conspiracy to cover up and conceal their own culpability for these accounting and financial improprieties and false and misleading SEC reports being investigated by the SEC, Defendant Brody combined and conspired with Kaufman, and Defendants Teper, Serle, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to prepare and file the False Form 8K report on December 27, 2002.

102. The Form 8-K report makes the direct assertion or creates the inescapable innuendo and inference that the Plaintiff was the person responsible for the financial improprieties being investigated by the SEC concerning VoiceFlash's reporting of UCT's ACH revenues and their accounting.

103. In furtherance of this combination and conspiracy, Defendant Brody combined and conspired with Kaufman, and Defendants Teper, Serle, Hunton & Williams, Alonzo, Wells, and also with Martin Steinberg to directly or indirectly induce, procure, or participate in the discharge of the Plaintiff from his employment, compensation, and benefits with VoiceFlash, and to prevent the Plaintiff from procuring work in any other firm or corporation.

104. As a result of Defendant Brody's wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, and Serle, and Defendants Hunton & Williams, Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff and interfered with his employment, compensation, and benefits because of lawful act done by him to disclose to government regulators information he was required by law to disclose to them.

105. As a result of Defendant Brody's wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, and Serle, and Defendants Hunton & Williams, Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff from his employment with VoiceFlash on pretextual grounds making it falsely appear that he had committed crimes or wrongs for the purpose of covering up and concealing Brody's own crimes or wrongs.

106. As a result of Defendant Brody's conduct, combination, and conspiracy, the Plaintiff has lost income and earning capacity, and has suffered mental anguish and torment in the form of anxiety, humiliation, embarrassment, worry and loss of peace of mind.

WHEREFORE, plaintiff demands trial by jury and judgment against Defendant Brody, jointly and severally with the other Defendants, for damages in excess of the jurisdictional limits of the court, costs, and such other and further relief as the court may deem proper.

COUNT 4
CLAIM AGAINST HUNTON & WILLIAMS

107. Paragraphs 1 through 79 are incorporated by reference.

108. As attorneys for VoiceFlash, Hunton & Williams owed legal duties to the corporation and its employees. Among other things, it owed a legal duty to employees of VoiceFlash, including the Plaintiff, (1) not to directly or indirectly induce, procure, or participate in the discharge of an employee or interfere with his or her employment, compensation, or benefits because of any lawful act done by the employee including disclosing to government regulators information he or she was required by law to disclose to them; (2) not to directly or indirectly induce, procure, or participate in the discharge of an employee on pretextual grounds making it falsely appear that the employee had committed crimes or wrongs for the purpose of covering up and concealing the Insiders' or the Attorney Defendants' crimes or wrongs; and (3)

not to enter into a civil conspiracy or combination with others for the purpose of causing the discharge of an employee from work in a firm or corporation, to commit wrongful termination of a person's employment, or to prevent such person from procuring work in any other firm or corporation.

109. Defendant Hunton & Williams combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Alonzo, Wells, and also with Martin Steinberg to cover up and conceal their own culpability for these accounting and financial improprieties and VoiceFlash's false and misleading SEC reports of UCT's ACH revenues being investigated by the SEC.

110. In furtherance of its combination and conspiracy to cover up and conceal their own culpability for these accounting and financial improprieties and false and misleading SEC reports being investigated by the SEC, Defendant Hunton & Williams combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Alonzo, Wells, and also with Martin Steinberg to prepare and file the False Form 8K report on December 27, 2002.

111. The Form 8-K report makes the direct assertion or creates the inescapable innuendo and inference that the Plaintiff was the person responsible for the financial improprieties being investigated by the SEC concerning VoiceFlash's reporting of UCT's ACH revenues and their accounting.

112. In furtherance of this combination and conspiracy, Defendant Hunton & Williams combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Alonzo, Wells, and also with Martin Steinberg to directly or indirectly induce, procure, or participate in the discharge of the Plaintiff from his employment, compensation, and benefits with VoiceFlash, and • to prevent the Plaintiff from procuring work in any other firm or corporation.

113. As a result of Defendant Hunton & Williams' wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, Serle, and Brody and Defendants Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff and interfered with his employment, compensation, and benefits because of lawful act done by him to disclose to government regulators information he was required by law to disclose to them.

114. As a result of Defendant Hunton & Williams' wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, Serle, and Brody and Defendants Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff from his employment with VoiceFlash on pretextual grounds making it falsely appear that he had committed crimes or wrongs for the purpose of covering up and concealing Hunton & Williams' own crimes or wrongs.

115. As a result of Defendant Hunton & Williams' conduct, combination, and conspiracy, the Plaintiff has lost income and earning capacity, and has suffered mental anguish and torment in the form of anxiety, humiliation, embarrassment, worry and loss of peace of mind.

WHEREFORE, plaintiff demands trial by jury and judgment against Defendant Hunton & Williams, jointly and severally with the other Defendants, for damages in excess of the jurisdictional limits of the court, costs, and such other and further relief as the court may deem proper.

COUNT 5
CLAIM AGAINST FERNANDO C. ALONSO

116. Paragraphs 1 through 79 are incorporated by reference.

117. As an attorney for VoiceFlash, Defendant Alonzo owed legal duties to the corporation and its employees. Among other things, he owed a legal duty to employees of VoiceFlash, including the Plaintiff, (1) not to directly or indirectly induce, procure, or participate in the discharge of an employee or interfere with his or her employment, compensation, or benefits because of any lawful act done by the employee including disclosing to government regulators information he or she was required by law to disclose to them; (2) not to directly or indirectly induce, procure, or participate in the discharge of an employee on pretextual grounds making it falsely appear that the employee had committed crimes or wrongs for the purpose of covering up and concealing the Insiders' or the Attorney Defendants' crimes or wrongs; and (3) not to enter into a civil conspiracy or combination with others for the purpose of causing the discharge of an employee from work in a firm or corporation, to commit wrongful termination of a person's employment, or to prevent such person from procuring work in any other firm or corporation.

118. Defendant Alonzo combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Hunton & Williams, Wells, and also with Martin Steinberg to cover up and conceal their own culpability for these accounting and financial improprieties and VoiceFlash's false and misleading SEC reports of UCT's ACH revenues being investigated by the SEC.

119. In furtherance of his combination and conspiracy to cover up and conceal their own culpability for these accounting and financial improprieties and false and misleading SEC reports being investigated by the SEC, Defendant Alonzo combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Hunton & Williams, Wells, and also with Martin Steinberg to prepare and file the False Form 8K report on December 27, 2002.

120. The Form 8-K report makes the direct assertion or creates the inescapable innuendo and inference that the Plaintiff was the person responsible for the financial improprieties being investigated by the SEC concerning VoiceFlash's reporting of UCT's ACH revenues and their accounting.

121. In furtherance of this combination and conspiracy, Defendant Alonzo combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Hunton & Williams, Wells, and also with Martin Steinberg to directly or indirectly induce, procure, or participate in the discharge of the Plaintiff from his employment, compensation, and benefits with VoiceFlash, and to prevent the Plaintiff from procuring work in any other firm or corporation:

122. As a result of Defendant Alonzo's wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, Serle, and Brody and Defendants Hunton & Williams, and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff and interfered with his employment, compensation, and benefits because of lawful act done by him to disclose to government regulators information he was required by law to disclose to them.

123. As a result of Defendant Alonzo's wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, Serle, and Brody and Defendants Hunton & Williams, and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff from his employment with VoiceFlash on pretextual grounds making it falsely appear that he had committed crimes or wrongs for the purpose of covering up and concealing Alonzo's own crimes or wrongs.

124. As a result of Defendant Alonzo's conduct, combination, and conspiracy, the Plaintiff has lost income and earning capacity, and has suffered mental anguish and torment in the form of anxiety, humiliation, embarrassment, worry and loss of peace of mind.

WHEREFORE, plaintiff demands trial by jury and judgment against Defendant Alonzo, jointly and severally with the other Defendants, for damages in excess of the jurisdictional limits of the court, costs, and such other and further relief as the court may deem proper.

COUNT 6
CLAIM AGAINST DAVID E. WELLS

125. Paragraphs 1 through 79 are incorporated by reference.

126. As an attorney for VoiceFlash, Defendant Wells owed legal duties to the corporation and its employees. Among other things, he owed a legal duty to employees of VoiceFlash, including the Plaintiff, (1) not to directly or indirectly induce, procure, or participate in the discharge of an employee or interfere with his or her employment, compensation, or benefits because of any lawful act done by the employee including disclosing to government regulators information he or she was required by law to disclose to them; (2) not to directly or indirectly induce, procure, or participate in the discharge of an employee on pretextual grounds making it falsely appear that the employee had committed crimes or wrongs for the purpose of covering up and concealing the Insiders' or the Attorney Defendants' crimes or wrongs; and (3) not to enter into a civil conspiracy or combination with others for the purpose of causing the discharge of an employee from work in a firm or corporation, to commit wrongful termination of a person's employment, or to prevent such person from procuring work in any other firm or corporation.

127. Defendant Wells combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Hunton & Williams, Alonzo, and also with Martin Steinberg to cover up and

conceal their own culpability for these accounting and financial improprieties and VoiceFlash's false and misleading SEC reports of UCT's ACH revenues being investigated by the SEC.

128. In furtherance of his combination and conspiracy to cover up and conceal their own culpability for these accounting and financial improprieties and false and misleading SEC reports being investigated by the SEC, Defendant Wells combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Hunton & Williams, Alonzo, and also with Martin Steinberg to prepare and file the False Form 8K report on December 27, 2002.

129. The Form 8-K report makes the direct assertion or creates the inescapable innuendo and inference that the Plaintiff was the person responsible for the financial improprieties being investigated by the SEC concerning VoiceFlash's reporting of UCT's ACH revenues and their accounting.

130. In furtherance of this combination and conspiracy, Defendant Wells combined and conspired with Kaufman, and Defendants Teper, Serle, Brody, Hunton & Williams, Alonzo, and also with Martin Steinberg to directly or indirectly induce, procure, or participate in the discharge of the Plaintiff from his employment, compensation, and benefits with VoiceFlash, and to prevent the Plaintiff from procuring work in any other firm or corporation.

131. As a result of Defendant Wells' wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, Serle, and Brody and Defendants Hunton & Williams, and Alonzo, as well as Martin Steinberg, have directly or indirectly induced, procured, or participated in the discharge of the Plaintiff and interfered with his employment, compensation, and benefits because of lawful act done by him to disclose- to government regulators information he was required by law to disclose to them.

132. As a result of Defendant Wells' wrongful conduct, combination, and conspiracy Kaufman, and Defendants Teper, Serle, and Brody and Defendants Hunton & Williams, Alonzo and Wells, as well as Martin Steinberg, have directly or indirectly induced, procured. or participated in the discharge of the Plaintiff from his employment with VoiceFlash on pretextual grounds making it falsely appear that he had committed crimes or wrongs for the purpose of covering up and concealing Wells' own crimes or wrongs.

133. As a result of Defendant Wells' conduct, combination, and conspiracy, the Plaintiff has lost income and earning capacity, and has suffered mental anguish and torment in the form of anxiety, humiliation, embarrassment, worry and loss of peace of mind.

WHEREFORE, plaintiff demands trial by jury and judgment against Defendant Wells, jointly and severally with the other Defendants, for damages in excess of the jurisdictional limits of the court, costs, and such other and further relief as the court may deem proper.

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