

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 62308 / June 17, 2010

ADMINISTRATIVE PROCEEDING
File No. 3-13942

In the Matter of	:	
	:	
Apton Corp.,	:	ORDER INSTITUTING
Apollo International of Delaware, Inc.,	:	ADMINISTRATIVE
Applewoods, Inc.,	:	PROCEEDINGS AND NOTICE
Aquagenix, Inc.,	:	OF HEARING PURSUANT TO
Asconi Corp.,	:	SECTION 12(j) OF THE
Avalon Borden Companies, Inc.,	:	SECURITIES EXCHANGE ACT
Aviation Holdings Group, Inc., and	:	OF 1934
Azur Holdings, Inc.,	:	
	:	
	:	
Respondents.	:	

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Respondents Apton Corp., Apollo International of Delaware, Inc., Applewoods, Inc., Aquagenix, Inc., Asconi Corp., Avalon Borden Companies, Inc., Aviation Holdings Group, Inc., and Azur Holdings, Inc.

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS

1. Apton Corp. (CIK No. 840319) is a forfeited Delaware corporation located in Philadelphia, Pennsylvania with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Apton is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-K for the period ended December 31, 2005, which reported a net loss of over \$65.4 million for the prior twelve months. On May 23, 2006, the company filed a Chapter 11 petition in the U.S. Bankruptcy Court for the District of Delaware, and the case was still pending as of June 8, 2010. As of June 8, 2010, the company’s stock (symbol “APHTQ”) was quoted

on the Pink Sheets operated by Pink OTC Markets, Inc. (“Pink Sheets”), had ten market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

2. Apollo International of Delaware, Inc. (CIK No. 1012750) is a void Delaware corporation located in Apollo Beach, Florida with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Apollo International is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 1998, which reported a net loss of over \$1.92 million for the prior nine months. As of June 8, 2010, the company’s stock (symbol “AIOD”) was quoted on the Pink Sheets, had four market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

3. Applewoods, Inc. (CIK No. 1002522) is a void Delaware corporation located in New York, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Applewoods is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended March 31, 1998, which reported a net loss of \$728,905 for the prior nine months. As of June 8, 2010, the company’s stock (symbol “APWD”) was quoted on the Pink Sheets, had two market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

4. Aquagenix, Inc. (CIK No. 923604) is a void Delaware corporation located in Fort Lauderdale, Florida with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Aquagenix is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-KSB for the period ended December 31, 1998, which reported a net loss of over \$13 million for the prior twelve months. On November 9, 1999, the company announced the sale of substantially all of its assets. On July 9, 1999, the company filed a Chapter 7 petition in the U.S. Bankruptcy Court for the Southern District of Florida, which was terminated on January 13, 2005. As of June 8, 2010, the company’s stock (symbol “AQUX”) was quoted on the Pink Sheets, had three market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

5. Asconi Corp. (CIK No. 847917) is a revoked Nevada corporation located in Oviedo, Florida with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Asconi is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2005. As of June 8, 2010, the company’s stock (symbol “ASCD”) was quoted on the Pink Sheets, had six market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

6. Avalon Borden Companies, Inc. (CIK No. 1121258) is a void Delaware corporation located in Muscle Shoals, Alabama with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Avalon is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-KSB for the period ended November 30, 2000, which reported a net loss of \$570,704 for the prior twelve months. As of June 8, 2010, the company’s stock (symbol

“AVBD”) was quoted on the Pink Sheets, had six market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

7. Aviation Holdings Group, Inc. (CIK No. 1051254) is a delinquent Delaware corporation located in Miami, Florida with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Aviation is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2000, which reported a net loss of over \$1.67 million for the prior nine months. As of June 8, 2010, the company’s stock (symbol “AHGIQ”) was quoted on the Pink Sheets, had two market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

8. Azur Holdings, Inc. (CIK No. 785544) is a void Delaware corporation located in Fort Lauderdale, Florida with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Azur is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended October 31, 2006, which reported a net loss of over \$5.86 million for the prior six months. As of June 8, 2010, the company’s stock (symbol “AZHI”) was quoted on the Pink Sheets, had five market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

B. DELINQUENT PERIODIC FILINGS

9. As discussed in more detail above, all of the respondents are delinquent in their periodic filings with the Commission, have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

10. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports and Rule 13a-13 requires issuers to file quarterly reports.

11. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities registered pursuant to Section 12 of the Exchange Act of the Respondents identified in Section II, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any corporate names of any Respondents.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of any Respondents, may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified, registered, or Express Mail, or by other means of verifiable delivery.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("Order"), on the Respondents and their legal agents.

The attached Order has been sent to the following parties and other persons entitled to notice:

The Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

Neil J. Welch, Jr., Esq.
Division of Enforcement
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-6010

By Express Mail:

Aphton Corp.
8 Penn Center
1628 JFK Blvd.
Philadelphia, PA 19103

Aphton Corp.
c/o Ms. Sue A. Russell
Registered Agent
400 W. Southwood Dr.
Woodland, CA 95695-4449

By Express Mail:

Apollo International of Delaware, Inc.
6542 U.S. Highway 41, Suite 215
Apollo Beach, FL 33572

Apollo International of Delaware, Inc.
c/o The Corporation Trust Co.
Registered Agent
1209 Orange St.
Wilmington, DE 19801

By Express Mail:
Applewoods, Inc.

15 W. 26th St.
New York, NY 10010

Applewoods, Inc.
c/o The Prentice-Hall Corporation System, Inc.
Registered Agent
2711 Centerville Rd., Suite 400
Wilmington, DE 19808

By Express Mail:
Aquagenix, Inc.
6500 Northwest 15th Ave.
Fort Lauderdale, FL 33309

Aquagenix, Inc.
c/o United Corporate Services, Inc.
Registered Agent
974 Walker Rd., Suite C
Dover, DE 19904

By Express Mail:
Asconi Corp.
2200 Winter Springs Blvd., Suite 106-130
Oviedo, FL 32765

Asconi Corp.
c/o Incorp Services
Registered Agent
375 N. Stephanie St., Suite 1411
Henderson, NV 89014-8909

By Express Mail:
Avalon Borden Companies, Inc.
404 Avalon Ave., Suite 200
Muscle Shoals, AL 35661

Avalon Borden Companies, Inc.
c/o The Corporation Trust Co.
Registered Agent
1209 Orange St.
Wilmington, DE 19801

By Express Mail:
Aviation Holdings Group, Inc.
15675 N.W. 15th Ave.
Miami, FL 33169

Aviation Holdings Group, Inc.

c/o The Corporation Trust Center
Registered Agent
1209 Orange St.
Wilmington, DE 19801

By Express Mail:
Azur Holdings, Inc.
633 S.E. 3rd Ave., Suite 203
Fort Lauderdale, FL 33301

Azur Holdings, Inc.
c/o Corporation Service Co.
Registered Agent
2711 Centerville Rd., Suite 400
Wilmington, DE 19808

[The Division of Enforcement will also have a process server attempt personal service on all respondents.]