CENUCO INC
Form PRER14A
April 10, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

AMENDMENT NO. 3

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(A)

of the Securities Exchange Act of 1934

Filed by the registrant x

Filed by a party other than the registrant o

Check the appropriate box:

x Preliminary Proxy Statement.

o Confidential for use of the commission only (as permitted by Rule 14a-6(e)(2)).

o Definitive Proxy Statement.

o Definitive additional materials.

o Soliciting material pursuant to Rule 14a-12.

CENUCO, INC.
(Name of Registrant as Specified in Its Charter)

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

2000 Lenox Drive, Suite 202

Lawrenceville, New Jersey 08648

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 10, 2006

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of Cenuco, Inc. (the Company) will be held on May 10, 2006 at 10:00 a.m., local time, at the Hyatt Regency Hotel, 102 Carnegie Center, Princeton, New Jersey 08540, for the following purposes:

1. to approve the issuance of up to 79,357,180 shares of the Company s common stock, including shares issuable upon conversion or exercise of the Company s convertible debentures, a new series of convertible preferred stock, and warrants to purchase common stock, to be issued in connection with a financing for the purpose of refinancing of existing debt (including a bridge loan used in connection with an asset acquisition) and for general working capital purposes;
2. to approve an amendment to the Company s Restated Certificate of Incorporation to increase the number of authorized shares of common stock of the Company to 225,000,000 to permit future issuances of common stock, including the issuance of shares upon conversion or exercise of the Company s convertible debentures, a new series of convertible preferred stock, and warrants to purchase common stock, to be issued in connection with a financing for the purpose of refinancing of existing debt (including a bridge loan used in connection with an asset acquisition), upon conversion of the Company's Series A Junior Participating Preferred Stock or otherwise in connection with the merger with Hermes Acquisition Company I LLC, and for general working capital purposes;
3. to approve an amendment to the Company s Restated Certificate of Incorporation to change our corporate name to Ascendia Brands, Inc.;
4. to approve an Amended and Restated Certificate of Incorporation, including amendments to the Company s Restated Certificate of Incorporation to (i) provide for indemnification and advancement of expenses to directors and officers of the Company to the maximum extent permitted under state law, (ii) limit to the maximum extent permitted under state law the personal liability of directors of the Company for monetary damages for breach of fiduciary duty, (iii) permit the Board of Directors to amend the bylaws of the Company and (iv) make certain other changes that clarify existing provisions of the Restated Certificate of Incorporation; and
5. to act on other matters and transact such other business as may properly come before the special meeting and any adjournment(s) or postponement(s) of the meeting.

The Board of Directors has fixed the close of business on April 3, 2006 as the record date for the meeting. Only holders of record of the Company s Series A Junior Participating Preferred Stock and the Company s common stock on the record date are entitled to notice of, and to vote at, the meeting and any adjournment or postponement thereof. The above-referenced proposals are more fully described in the accompanying proxy statement.

Please read the accompanying proxy material carefully. Your vote is important, and we appreciate your cooperation in considering and acting on the matters presented. You are cordially invited to attend the meeting in person. Whether or not you expect to attend the special meeting, you are urged to complete, sign, date and return the enclosed proxy card to us in the enclosed envelope, which requires no postage if mailed in the United States. The proxies are solicited by the Board of Directors of the Company. The return of enclosed proxy will not affect your right to vote if you attend the meeting in person.

BY ORDER OF THE BOARD OF DIRECTORS

[electronic signature]

JOSEPH A. FALSETTI

PRESIDENT AND CHIEF EXECUTIVE OFFICER

Dated: April __, 2006

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Lawrenceville, New Jersey 08648

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PROXY STATEMENT

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SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 10, 2006

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This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Cenuco, Inc., a Delaware corporation (Cenuco or the Company), to be used at the Special Meeting of Stockholders, to be held on Monday, May 10, 2006 at 10:00 a.m., local time, at the Hyatt Regency Hotel, 102 Carnegie Center, Princeton, New Jersey 08540, and any adjournment or postponement thereof (the Meeting). This proxy statement, the foregoing notice and the enclosed proxy are first being mailed to holders of the Company s Series A Junior Participating Preferred Stock and the Company s common stock on or about April __, 2006.

The Board of Directors does not intend to bring any matter before the Meeting except as specifically indicated in the notice, nor does the Board of Directors know of any matters that anyone else proposes to present for action at the Meeting. If any other matters properly come before the Meeting, however, the persons named in the enclosed proxy, or their duly constituted substitutes acting at the Meeting, will be authorized to vote or otherwise act thereon in accordance with their judgment on such matters.

Shares represented by proxies received by the Company, where the stockholder has specified a choice with respect to the matters to be voted upon at the Meeting, will be voted in accordance with the specification(s) so made. **In the absence of such specification(s), the shares will be voted FOR all of the proposals regarding the issuance of shares and the amendments to the Company s restated certificate of incorporation, as amended (Proposals One through Four).**

Any proxy may be revoked at any time prior to its exercise by notifying the Secretary of the Company in writing, by delivering a duly executed proxy bearing a later date or by attending the Meeting and voting in person.

The accompanying form of proxy is being solicited on behalf of the Board of Directors of the Company. The expenses of the solicitation of proxies for the Meeting will be paid by the Company. In addition to the mailing of the proxy material, such solicitation may be made in person or by telephone or Internet by directors, executive officers or employees of the Company, who will receive no additional compensation therefor. Upon request, the Company will reimburse brokers, dealers, banks and trustees, or their nominees, for reasonable out-of-pocket expenses incurred by them in forwarding proxy and solicitation material to beneficial owners of the Company s stock.

QUESTIONS AND ANSWERS ABOUT THE MEETING

AND THE PROPOSALS TO BE VOTED UPON AT THE MEETING

The following questions and answers briefly address some commonly asked questions regarding the Meeting and the proposals to be voted upon at the Meeting. These questions and answers may not address all questions that may be important to you as a stockholder of the Company. For additional information, please refer to the more detailed information contained elsewhere in this proxy statement, the annexes to this proxy statement and the other documents we refer to in this proxy statement.

The Special Meeting

Q. When and where will the meeting of stockholders take place?

A. The special meeting of the Company s stockholders will take place on May 10, 2006 at 10:00 a.m., local time, at the Hyatt Regency Hotel, 102 Carnegie Center, Princeton, New Jersey 08540. The address of the meeting is specified in the notice of the special meeting.

Q. What is the purpose of the special meeting?

A. You are being asked to vote upon five proposals that are described in detail in this proxy statement including amendments to the Company s Restated Certificate of Incorporation and the approval of the issuance of shares of the Company s common stock in connection with a proposed new financing facility.

Q. Who may vote at the special meeting and who may attend the special meeting?

A. Only holders of record of the Company s common stock and Series A Junior Participating Preferred Stock as of the close of business on April 3, 2006 may vote at the special meeting. As of April 3, 2006, the Company had outstanding 13,902,056 shares of common stock, and 2,553.6746 shares of Series A Junior Participating Preferred Stock, entitled to vote. Each share of common stock shall have one vote and each share of Series A Junior Participating Preferred Stock shall have 10,110.18 votes. All stockholders of the Company who owned shares on April 3, 2006 may attend the special meeting.

Q. How do I cast my vote?

A. There are two different ways you may cast your vote. You can vote by:

- marking, signing and dating a proxy card and returning it in the envelope provided; or
- attending the meeting and voting in person.

Q. If I have given a proxy, how do I revoke that proxy?

A. Your presence at the meeting will not in itself revoke any proxy you may have given. However, you may revoke your proxy (to the extent it has not already been voted at the meeting) if you:

- give written notice of the revocation to the Company s Corporate Secretary, at 2000 Lenox Drive, Suite 202, Lawrenceville, New Jersey 08648, which notice will not be effective until it is received;
- submit a properly signed proxy with a later date; or
- attend the meeting and vote in person.

Q. How will my proxy be voted?

A. If your proxy in the accompanying form is properly executed, returned to and received by the Company prior to the meeting and is not revoked, it will be voted in accordance with your instructions. If you return your signed proxy but do not mark the boxes to show how you wish to vote on one or more of the proposals, the shares for which you have given your proxy will, in the absence of your instructions to the contrary, be voted FOR all of the proposals regarding the issuance of shares, and amendments to the Company s Restated Certificate of Incorporation (Proposals One through Four). If additional matters come before the meeting, the person to whom you have provided your proxy will exercise his or her own discretion in voting your shares on such matters.

Q. Will my shares be voted if I do not provide my proxy?

A. Your shares may be voted under certain circumstances if they are held in the name of a brokerage firm or nominee. Under rules currently in effect, brokerage firms and nominees that are members of the American Stock Exchange have the authority under the American Stock Exchange s rules to vote their customers unvoted shares on certain routine matters if the customers have not furnished voting instructions within a specified period prior to the meeting. Under these rules, the approval of the share issuance proposals and the charter amendment proposals are not considered routine matters and hence brokerage firms and nominees will not be able to vote the shares of customers from whom they have not received voting instructions with regard to approval of the share issuance proposals and the charter amendment proposals (Proposals One through Four). If you hold your shares directly in your own name, they will not be counted as shares present for the purposes of establishing a quorum or be voted if you do not provide a proxy or attend the meeting and vote the shares yourself.

Broker Non-Votes: Broker non-votes occur when shares held by a broker are not voted with respect to a proposal because (1) the broker has not received voting instructions from the beneficial owner of the shares and (2) the broker lacks the authority to vote the shares at the broker s discretion. Broker non-votes will have no effect on the share issuance proposals or the charter amendment proposals because broker non-votes will not be considered votes cast, but will be counted as shares present and entitled to vote for the purposes of determining the presence of a quorum.

Q. Who will count the vote?

A. Representatives of American Stock Transfer & Trust Company, the Company s transfer agent, will tabulate the votes cast at the meeting.

Q. What does it mean if I get more than one proxy card?

A. If you have your shares registered in multiple accounts with one or more brokers and/or the Company s transfer agent, you will receive more than one card. Please complete and return each of the proxy cards you receive to ensure that all of your shares are voted.

Q. What is a quorum ?

A. A quorum, for purposes of the Meeting, means a majority of the shares of the Company s stock entitled to vote at the Meeting. A quorum of the Company s shares must be present at the Meeting in order for the meeting to be held. For purposes of determining the presence of a quorum, shares will be counted if they are present in person or by proxy. Shares present by proxy will be counted as present for purposes of determining the presence of a quorum even if the proxy does not have authority to vote on all matters.

Abstentions: Abstentions are not counted in the tally of votes FOR or AGAINST a proposal. Abstentions are counted as shares present at the Meeting for purposes of determining the presence of a quorum.

Q. What happens if I abstain from voting?

A. For each of the share issuance proposal and the charter amendment proposals (Proposals One through Four), abstentions will have no effect on the outcome (other than with respect to determining whether a quorum exists), since an abstention is not a vote cast.

Q. How will voting on any other business be conducted?

A. We do not know of any business to be considered at the special meeting other than the proposals described in this proxy statement. However, if any other business is presented at the Meeting, a proxy in the accompanying form will give authority to Joseph A. Falsetti and Brian J. Geiger to vote on such matters at their discretion and they intend to do so in accordance with their best judgment on any such matter.

The Merger

Q. What happened in the merger?

A. Hermes Acquisition Company I LLC (Hermes), together with its wholly owned subsidiaries Lander Co., Inc., Lander Co. Canada Limited and Ascendia Real Estate LLC (f/k/a Hermes Real Estate I LLC), became wholly owned subsidiaries of the Company through a merger transaction in which a newly formed subsidiary of the Company merged with and into Hermes. The merger was completed on May 20, 2005.

Q. Upon completion of the merger, what happened to my common stock?

A. There was no change in your common stock. Shares of the Company s common stock held by stockholders of the Company before the merger continue to remain outstanding after the merger and represent an equal number of shares of common stock of the Company after the merger. However, immediately following the merger, the prior members of Hermes became the beneficial owners of 65% of the voting power of the then outstanding shares of the Company s capital stock by virtue of owning shares of Series A Junior Participating Preferred Stock which is convertible, subject to stockholder approval, into shares of the Company s common stock. As a consequence of the issuance of the shares of Series A Junior Participating Preferred Stock, there was significant dilution in the ownership of the Company by stockholders of the Company before the merger.

Q. Are stockholders being asked to approve the merger?

A. No. The Company s Restated Certificate of Incorporation, as amended, authorizes the Board of Directors to issue shares of preferred stock from time to time with such designations, preferences, conversion and other rights as the Board shall determine. Due to certain anticipated delays in the preparation of the proxy statement, the Board concluded that it was advisable to modify the original terms of the merger transaction to issue shares of Series A Junior Participating Preferred Stock to the former Hermes members and to consummate the merger, neither of which required stockholder approval. However, the conversion of the shares of Series A Junior Participating Preferred Stock into shares of common stock is subject to stockholder approval. You will not be asked to approve the conversion of the shares of Series A Junior Participating Preferred Stock at the Meeting and consequently, such shares will not be converted until such stockholder approval is obtained.

Q. Are appraisal rights applicable to any of the matters to be voted on at the special meeting?

A. No. Appraisal rights do not apply to any matter to be voted on at the special meeting.

Other Information

Q. Who will pay the cost of this proxy solicitation and how will the solicitation be conducted?

A. The Company will pay the expenses it incurs in soliciting proxies in the form included with this proxy statement, and in preparing and filing any material required in connection with the solicitation. In addition to the use of the mail, the Company s directors, executive officers and employees may solicit proxies personally or by telephone. The Company will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to the Company s stockholders.

Q. Where can I find more information about the Company?

A. The Company files periodic reports and other information with the U.S. Securities and Exchange Commission (the SEC). This information is available at the SEC s public reference facilities, and on the SEC s Internet site at *http://www.sec.gov.* For a more detailed description of the information available, see the section of this proxy statement entitled *Additional Information*.

Q. Who can help answer my questions?

A. After reading this proxy statement, if you have questions about the special meeting, the financing transaction or any of the other proposals to be voted upon at the special meeting, you should contact us at Cenuco, Inc., 2000 Lenox Drive, Suite 202, Lawrenceville, New Jersey 08648, Attn: Corporate Secretary or call us at (609) 219-0930.

SUMMARY

This summary highlights selected information from this proxy statement about the financing transaction and the other matters to be voted upon at the special meeting. This summary may not contain all of the information that is important to you as a stockholder of the Company. Accordingly, we encourage you to read carefully this entire document and the other documents to which we refer you. References in this proxy statement to the Company, Cenuco, we, our and us mean, unless the context indicates otherwise, Cenuco, Inc. and its subsidiaries.

The Companies (see page 35)

The chart below depicts the current structure of the Cenuco group and the discussion that follows summarizes the functions and role of each company in the group:

Cenuco, Inc. (the Company). The Company is a holding company, organized under Delaware law, with its principal office in Lawrenceville, New Jersey. It owns directly the stock of Hermes Acquisition Company I LLC and Cenuco, Inc. (a separate legal entity organized under Florida law (Cenuco Wireless). The common stock of the Company is quoted under the symbol ICU on the American Stock Exchange. In connection with the Company's proposal to change its name to Ascendia Brands, Inc. the symbol under which the common stock of the Company is quoted on the American Stock Exchange will be changed to ASB .

Hermes Acquisition Company I LLC (Hermes). Hermes is a Delaware limited liability company that acts as the holding company for the Company s health and beauty care (HBC) division. Immediately prior to the merger, Hermes owned the shares of Lander-Canada, Lander, and HREI. In this Proxy, we refer to Hermes, Lander-Canada, Lander and HREI collectively as the Lander Group. As a consequence of the merger of Hermes with a newly formed subsidiary of the Company, the Company became the owner of the Lander Group.

Lander Co., Inc. (Lander). Lander is a Delaware corporation with its executive offices in Lawrenceville, NJ, and is the principal operating company in the HBC division. Founded in 1920, Lander manufactures and sells value-priced health and beauty care products. Lander also produces private label brands for a limited number of retailers through its Canadian facility. Lander is a leader in the growing market for value priced health and beauty care products, which are sold in dollar store and value focused retailers such as Wal-Mart and Kmart. The Lander brand is recognized as the largest specialty bath brand as reported in 2004 by Information Resources, Inc., a global provider of market content and business performance management within consumer goods and retail industries. Lander operates a manufacturing plant in Binghamton, NY, which it leases from its affiliate, HREI. In connection with the Company s proposal to change its name to Ascendia Brands, Inc. and to use the Ascendia Brands designation in the conduct of its HBC business generally, the Company recently formed a new Delaware subsidiary, Ascendia Brands Co., Inc., which will assume the manufacturing and distribution activities currently undertaken by Lander *(see below, Ascendia Brands Co., Inc.).*

Following the transition of manufacturing and distribution activities to Ascendia Brands, Lander will continue to hold certain trademarks and other intellectual property associated with the Lander brands. Further information regarding Lander is available on its website at http://www.lander-hba.com.

Lander Co, Canada Ltd (Lander-Canada). Lander-Canada, a Canadian limited company, is the Canadian manufacturing and distribution arm of the Lander Group. Lander-Canada operates a manufacturing facility in Toronto, Ontario, which it leases from a third party.

Ascendia Real Estate LLC (f/k/a Hermes Real Estate I LLC) (HREI). HREI, a New York limited liability company, is a real estate holding company. HREI s sole asset is the Binghamton plant, which it leases to Lander.

Lander Intangibles Corp (Lander Intangibles). Lander Intangibles is a Delaware corporation formed to acquire and hold certain of the intellectual property that we purchased from Playtex on November 16, 2005.

Ascendia Brands Co., Inc. (Ascendia Brands). Ascendia Brands is a newly formed Delaware corporation that has been created to assume the product manufacturing and distribution activities currently undertaken by Lander (*see above*). Ascendia Brands will assume from Lander the lease of the Binghamton plant, and other material contractual rights and obligations associated with the manufacturing and distribution of health and beauty care products.

Cenuco, Inc. (Cenuco Wireless). Cenuco Wireless is a Florida corporation that is wholly owned by the Company. Cenuco Wireless develops and markets wireless data applications, with a focus on live video streaming to cellular devices across any carrier or handset platform.

The Special Meeting (see page 2)

Date, Time and Place. The Meeting will be held on May 10, 2006 at the Hyatt Regency Hotel, 102 Carnegie Center, Princeton, New Jersey 08540, at 10:00 a.m., local time, to consider and vote upon proposals:

> ***Proposal One****:* Approval of the issuance of up to 79,357,180 shares of the Company s common stock, including shares issuable upon conversion or exercise of the Company s convertible debentures, a new series of convertible preferred stock, and warrants to purchase common stock, to be issued in connection with a financing for the purpose of refinancing of existing debt (including a bridge loan used in connection with an asset acquisition) and for general working capital purposes.
>
> ***Proposal Two***: Approval of an amendment to the Company s Restated Certificate of Incorporation to increase the number of authorized shares of common stock of the Company to 225,000,000 to permit future issuances of common stock, including the issuance of shares upon conversion or exercise of the Company s convertible debentures, a new series of convertible preferred stock and warrants to purchase common stock, to be issued in connection with a financing for the purpose of refinancing of existing debt (including a bridge loan used in connection with an asset acquisition), the conversion of the outstanding shares of Series A Junior Participating Preferred Stock that were issued in the merger with Hermes Acquisition Company I LLC, and for general working capital purposes.

This proposal requires the affirmative vote of a majority of the votes cast at the meeting, in person or by proxy, by the holders on the record date of the Company s common stock and Series A Junior Participating Preferred Stock, voting as a single class, and the affirmative vote of a majority of the votes cast at the meeting, in person or by proxy, by the holders of the Company's common stock on the record date, voting as a separate class.

This proposal requires the affirmative vote of a majority of the votes cast at the meeting, in person or by proxy, by the holders on the record date of the Company s common stock and Series A Junior Participating Preferred Stock, voting as a single class.

Approval of this proposal to amend the Company s Restated Certificate of Incorporation to increase the amount of authorized capital stock is a condition to approval of Proposal One regarding the issuance of the subject shares. Therefore, if stockholders of the Company wish to approve Proposal One, they must also approve Proposal Two. Furthermore, if Proposal One is not approved by the Company's stockholders, then Proposal Two will also not be approved, even if Proposal Two is approved by the requisite vote of our stockholders.

Proposal Three: Approval of an amendment to the Company s Restated Certificate of Incorporation to change our corporate name to Ascendia Brands, Inc.

This proposal requires the affirmative vote of a majority of the votes cast at the meeting, in person or by proxy, by the holders on the record date of the Company s common stock and Series A Junior Participating Preferred Stock, voting as a single class.

Proposal Four: Approval of an Amended and Restated Certificate of Incorporation, including amendments to the Company s Restated Certificate of Incorporation to (i) provide for indemnification and advancement of expenses to directors and officers of the Company to the maximum extent permitted under state law, (ii) limit to the maximum extent permitted under state law the personal liability of directors of the Company for monetary damages for breach of fiduciary duty, (iii) permit the Board of Directors to amend the bylaws of the Company, and (iv) make certain other changes that clarify existing provisions of the Restated Certificate of Incorporation.

This proposal requires the affirmative vote of a majority of the votes cast at the meeting, in person or by proxy, by the holders on the record date of the Company s common stock and Series A Junior Participating Preferred Stock, voting as a single class.

Proposal Five: Approval to act on other matters and transact such other business as may properly come before the Meeting and any adjournment(s) or postponement(s) of the Meeting.

The Company does not anticipate that any other matters will be presented for a vote by stockholders at the special meeting. If any such matter is presented, the vote required would depend upon the nature of the matter considered.

Record Date and Voting Power. You are entitled to vote if you owned shares of our common stock or our Series A Junior Participating Preferred Stock (the Series A Preferred Stock) at the close of business on April 3, 2006, the record date for the Meeting. You will have one vote for each share of our common stock, and 10,110.18 votes for each share of Series A Preferred Stock, that you owned at the close of business on the record date. On the record date there were 13,902,056 shares of our common stock, and 2,553.6746 shares of Series A Preferred Stock entitled to be voted at the Meeting. On all proposals (Proposals One through Five), the holders of the common stock and Series A Preferred Stock will vote together as a single class, except that on Proposal Two, the holders of the common stock will also vote as a single class.

Recommendation of the Board of Directors (see pages 59 and 61)

The Board of Directors of the Company recommends that you vote FOR approval of Proposals One through Five.

Background of the Merger (see page 33)

This section of the proxy statement contains a description of the process that we undertook with respect to our reaching a definitive merger agreement and consummating the merger with Hermes, and includes a discussion of our contacts and discussions with Hermes that led to that agreement.

Purpose of the Merger; Effect of the Stock Issuances **(see page 36)**

The principal purpose and effect of the merger was to effectuate the acquisition by the Company of all of the membership interests in Hermes and thereby create a combined company with a diverse business portfolio and reduced reliance on any particular industry. In connection with the merger, the former members of Hermes were issued shares of Series A Preferred Stock representing 65% of the outstanding voting power of the capital stock of the Company. The merger was treated as a reverse acquisition using the purchase method of accounting, with Hermes being treated as the acquirer for accounting purposes. The merger had no effect on the shares of common stock outstanding at the time of the merger; shares of the Company s common stock held by stockholders of the Company before the merger continue to remain outstanding after the merger and represent an equal number of shares of common stock of the Company after the merger. However, upon approval by our stockholders, the Series A Preferred Stock will be converted into the Company s common stock representing 65% of the outstanding voting power of the capital stock of the Company. Our stockholders will not be voting at the Meeting to approve the conversion of the Series A Preferred Stock into the Company's common stock.

Following the completion of the merger, Hermes, together with its wholly owned subsidiaries Lander Co., Inc., Lander Co. Canada Limited, and Ascendia Real Estate LLC, became a wholly owned subsidiary of the Company. We will use our reasonable best efforts to ensure that our common stock will continue to be quoted on the American Stock Exchange, and will continue to be publicly traded.

Reasons for the Merger **(see page 37)**

Our Board of Directors determined that the merger and the merger agreement were in the best interests of the Company and its stockholders. We believe that the merger offered an excellent opportunity to create value for our stockholders, as further described in this section of the proxy statement. In making this determination, our board of directors considered a number of factors, including, among other things:

- the reasons described under the heading *Reasons for the Merger*, including the possibility of cost savings, accelerated growth and the combined company s diverse business portfolio;
- information concerning the businesses, assets, liabilities, results of operations and financial performance of Hermes and the combined company;
- the opinion of vFinance that, as of March 9, 2005, and subject to the matters set out in its opinion, the consideration to be paid by Cenuco in the merger is fair, from a financial point of view, to the stockholders of Cenuco;
- the determination that the merger would create a larger combined company with greater financial resources and increased free cash flow and, as a result, increased flexibility and opportunity for future growth;
- Lander s position as a leader in the manufacture, marketing and distribution of brand value priced health and beauty care products with strong brand strength and name recognition;
- the expected composition of the combined company s senior management after the merger as described in this proxy statement under the heading *Board of Directors of the Combined Company; Management*
- the fact that the merger is consistent with the Company s objective to grow through acquisitions;
- the fact that we were not required to register the shares of the Company s capital stock issued to the former members of Hermes in the merger or the shares of common stock that would be issued upon conversion of the preferred stock if the stockholders of the Company approve Proposals One and Two;

- the long-term interests of Cenuco and its stockholders, as well as the effects of the merger on Cenuco s employees, customers, creditors, suppliers and the communities in which it has operations; and
- the expectation that the merger would qualify as a reorganization under the Internal Revenue Code.

In the course of its deliberations, our board of directors also considered a variety of risks and potential drawbacks relating to the merger, including, among other things:

- the fact that the Hermes Members would hold approximately 65% of the outstanding common shares of Cenuco after the conversion of the Series A Preferred Stock to common stock;
- the fact that some of the individual analyses conducted by vFinance in determining the fairness of the consideration to be paid in the Merger, from a financial point of view, produced wide ranges;
- the fact that the result of the discounted cash flow analysis conducted by vFinance suggests that the Hermes Members should have received considerably less than 65% of the combined companies, based upon the market capitalization of Cenuco at the time that vFinance delivered its opinion to the Board, although the Board understood that vFinance did not rely on any single analytical model and tended to favor transaction-oriented multiples as more indicative of the true multiple to be assigned, and that the ratio of such market capitalization to the mean value arising from the comparable transaction analysis suggests that the Hermes Members should have received slightly more than 65% of the combined companies;
- the fact that the Merger Agreement eliminated the possibility of Cenuco entering into business combinations with companies other than Hermes prior to the merger or the termination of the Merger Agreement, and the fact that termination fees and restrictions on negotiations may have inhibited third parties from proposing an offer for Cenuco;
- the challenges and costs of combining the businesses of Lander and Cenuco; and
- the risks that the companies will not be able to combine their businesses without encountering operational difficulties or failing to realize the cost savings expected from the integration of their businesses, which could lead to the need to spin off or sell the Company s wireless technology division.

Opinion of Financial Advisor (see page 41)

In deciding to approve the merger, our Board of Directors considered the opinion of its financial advisor, vFinance Investment, Inc., that, as of the date the merger agreement was entered into, the consideration to be paid by the Company in the merger was fair from a financial point of view to the Company s stockholders. This opinion is attached as Annex A to this proxy statement. We encourage you to review the opinion in its entirety.

Material Terms of the Merger Agreement (see page 50)

We have filed the merger agreement with the SEC as an exhibit to our Current Report on Form 8-K dated March 16, 2005 and we have filed an amendment to the merger agreement as an exhibit to our Current Report on Form 8-K dated May 20, 2005. We encourage you to review the merger agreement, as amended, as it is the legal document that governed the merger. The merger agreement provides, among other things:

- a newly formed wholly owned subsidiary of the Company is merged with and into Hermes; as a result of the merger, which was completed on May 20, 2005, Hermes became a direct wholly owned subsidiary of the Company;
- upon the completion of the merger, the former members of Hermes received shares of the Company s Series A Junior Participating Preferred Stock which, in the aggregate, represented 65% of the voting power of the then outstanding shares of the Company s capital stock;
- following the completion of the merger, the Company agreed to convene a special meeting of the Company s stockholders that would, among other things, increase the number of authorized shares of common stock of the Company and approve the conversion of the Company s Series A Junior Participating Preferred Stock into shares of common stock of the Company representing 65% of the outstanding shares; this special meeting of stockholders is called in order to satisfy that obligation of the Company and if Proposals One and Two are approved, the outstanding shares of Series A Junior Participating Preferred Stock of the Company will automatically convert into shares of common stock of the Company representing 65% of the outstanding shares in the aggregate;
- upon the completion of the merger, all outstanding options to purchase common stock of the Company were immediately vested and remained outstanding without any other change in the terms or conditions thereof;
- the closing of the merger was conditioned upon, among other things, the Company obtaining a fairness opinion that the merger is fair to the Company s stockholders from a financial point of view and the Company having cash and cash equivalents on hand at closing of approximately $6 million, subject to no liens;
- the Company was required to pay Hermes a termination fee in the amount of $500,000 if Hermes terminated the Merger Agreement because of the Company s material breach of any representation, warranty, covenant or agreement contained in the Merger Agreement or if Hermes determined that any reports filed by the Company with the SEC contained an untrue statement of a material fact or omitted a material fact; and
- the Company was not permitted to solicit, initiate or encourage any inquiry, proposal or offer with respect to a third party tender offer, merger, consolidation, business combination or similar transaction involving any assets or class of capital stock of the Company.

Material Terms of the Voting Agreements **(see page 53)**

Steven Bettinger, currently Vice President of Corporate Development and Investor Relations, and our former President and Chief Executive Officer and director, has entered into a voting agreement with Hermes. This voting agreement provides that Mr. Bettinger will vote the 3,817,767 shares of the Company s common stock that he owns, representing approximately 27.5% of the outstanding shares of common stock on the record date, in favor of the conversion of the Series A Preferred Stock into the Company's common stock at such time as stockholders of the Company consider a proposal regarding that conversion. In addition, each of Edward Berzak, Warren Gilbert, Gilder Funding Corp., Jay Haft, Irvin Joseph, Irving J. Denmark Trust, Fred Mack, Robert Picow and Stanley Snyder, stockholders of the Company owning an aggregate of 3,415,602 shares of common stock (representing approximately 24.5% of the outstanding shares of common stock on the record date), have agreed to vote their shares in favor of any such proposal. The voting agreements further restrict such stockholders from selling or transferring the shares of Cenuco common stock beneficially owned by them other than in certain permitted circumstances. The voting agreements terminate on the earlier of December 31, 2006 or the day following the special meeting.

Board of Directors of the Company After the Merger **(see page 55)**

As provided for in the merger agreement, Steven Bettinger, Andrew Lockwood and Jack Phelan resigned from the Company s Board of Directors on the date that the merger was completed and Hermes designated four individuals to fill those vacancies on the Board of Directors. Since the merger, the Company s Board of Directors has been composed of Robert Picow, the sole remaining pre-merger director, and Joseph A. Falsetti, Kenneth D. Taylor, Edward J. Doyle and Francis Ziegler, the four Hermes designees.

Financing Transaction **(see page 61)**

The Company has entered into agreements to obtain debt and equity financing from Prencen, LLC and Highgate House Funds, to include: (i) $11 million from the sale of shares of participating preferred stock, convertible (subject to certain restrictions) into an aggregate of 3,150,652 shares of common stock, along with the issuance of warrants to acquire an aggregate of 945,195 shares of common stock; and (ii) $69 million from the issuance of five-year secured debentures, convertible at any time into common stock at 95% of the then current market price (as defined in the relevant agreement), along with the issuance of warrants to acquire an aggregate of 1,939,508 shares of common stock. In addition, the Company entered into an agreement with The Stanford Group Company to act as our financial advisor in connection with the financing transactions, which provides for the issuance of five-year warrants to purchase an aggregate of 690,247 shares of our common stock. The proceeds of the equity and convertible debt financing will be used by the Company to refinance a bridge loan entered into in connection with the acquisition of certain brands and related assets from Playtex Products, Inc. and certain of its subsidiaries (Playtex), and for general working capital purposes.

Proposals Relating to Issuance of Shares in connection with the Financing Transaction and Increase in Authorized Capital Stock (Proposals One and Two) **(see pages 69 and 70)**

A condition to the consummation of and availability of proceeds from the debt and equity financing is a vote of the Company s stockholders to approve the issuance of the common stock and convertible securities to be issued or reserved for issuance under the debt and equity financing. At the special meeting, the Company s stockholders will be asked to approve these issuances, and the corresponding increase in the Company s authorized capital stock: Proposal One, approval of the issuance of up to 79,357,180 shares of the Company s common stock, including shares issuable upon conversion or exercise of the Company s convertible debentures, a new series of convertible participating preferred stock, and warrants to purchase common stock, to be issued in connection with a financing for the purpose of refinancing of existing debt (including a bridge loan used in connection with an asset acquisition) and for general working capital purposes; and Proposal Two, approval of an amendment to the Company s Restated Certificate of Incorporation to increase further the number of authorized shares of common stock of the Company to 225,000,000 to permit future issuances of common stock.

Proposal to Change the Company Name (Proposal Three) **(see page 72)**

The Company proposes to change its name to Ascendia Brands, Inc. Proposal Three requests stockholders to approve an amendment to the Company s Restated Certificate of Incorporation to change our corporate name to Ascendia Brands, Inc. The Company s current name is associated specifically with its wireless application development and technology business, which, prior to the merger, was the only line of business that the Company engaged in. As a consequence of the merger, the Company has two operating divisions: (i) the wireless application development and technology business, and (ii) the health and beauty care business conducted through Lander, the former Hermes-owned companies. The Board of Directors believes that the Company s operations and future growth will benefit from the use of a corporate name that is not linked to a specific operating division. The Board of Directors anticipates that the wireless application development and technology division will continue to utilize the Cenuco name and brand, and that the Lander name and brand will be used in the health and beauty care division.

Proposal Regarding Amendments to the Company s Charter (Proposal Four)**(see page 73)**

In addition to the proposal to amend the Company s Restated Certificate of Incorporation to increase the Company s authorized capital stock (Proposal Two), and to change its name to Ascendia Brands, Inc. (Proposal Three), the Board of Directors is proposing to the stockholders for their approval an Amended and Restated Certificate of Incorporation, including amendments to the Company s charter to:

- provide for indemnification and advancement of expenses to directors and officers of the Company to the maximum extent permitted under state law;
- limit to the maximum extent permitted under state law the personal liability of directors of the Company for monetary damages for breach of fiduciary duty;
- permit the Board of Directors to amend the bylaws of the Company; and
- make certain other changes that clarify existing provisions of the Restated Certificate of Incorporation, including the binding effect of certain agreements in bankruptcy proceedings.

Security Ownership of Certain Beneficial Owners and Management **(see page 79)**

This section of the proxy statement contains a table setting forth certain information with respect to the beneficial ownership of shares of the Company s common stock and Series A Preferred Stock by: (i) each person known by us to beneficially own more than 5% of the outstanding shares of our common stock or Series A Preferred Stock; (ii) each of our current directors; (iii) each of our named executive officers; and (iv) all of our executive officers and directors as a group.

Selected Historical Combined and/or Consolidated Financial Data of Hermes Acquisition Company I LLC and Predecessor

The following selected combined and/or consolidated financial information of Hermes Acquisition Company I LLC and its subsidiaries and predecessor as of and for each of the three years in the period ended February 28, 2005 has been derived from the audited historical financial statements included herein and set forth in the Current Report on Form 8-K/A that was filed by the Company with the SEC on December 19, 2005, that are not included or incorporated by reference in this proxy statement. The following selected consolidated financial information for the years ended February 28, 2001 and February 28, 2002 has been derived from the audited financial statements of the predecessor company to Hermes, Lander Holdings, Inc., that are not included or incorporated by reference in this proxy statement.

($000 s) except per share amounts	Predecessor ownership				Successor ownership	
	Year ended 2/28/2001	Year ended 2/28/2002	Year ended 2/28/2003	For the period 3/1/2003 to 5/31/2003	For the period 4/25/03 to 2/29/2004	Year ended 2/28/2005
Operating Data:						
Net sales	$84,259	$80,660	$73,019	$16,903	$55,046	$69,861
Gross profit	15,553	13,825	10,048	2,645	6,803	7,491
Loss from continuing operations	(3,679)	(15,992)	(8,265)	(1,086)	(1,719)	(3,989)
Net loss	(3,679)	(15,992)	(8,265)	(1,086)	(1,719)	(3,989)
Balance Sheet Data (as of the period end):						
Total assets	$51,045	$35,777	$29,294	$28,735	$24,461	$24,036
Current portion of long-term debt	82	75	30,004	30,005	8,203	8,930
Long-term debt, less current portion	30,065	30,016	13	13	7,608	6,975
Other long-term obligations		375	427	463	673	673
Shareholders deficit/members loss	(81)	(16,478)	(24,510)	(25,569)	(1,815)	(5,830)
Cash dividends declared per common share	0	0	0	0	0	0

Notes:

Predecessor ownership applies to the periods prior to June 1, 2003. Successor ownership applies to periods from June 1, 2003 forward.

The predecessor audited financial statements were prepared on a consolidated basis. For the successor, the audited financial statements were prepared on a combined basis.

The decline in total assets and a significant portion of the loss for the year ended February 28, 2002, is due primarily to impairment and restructuring charges during predecessor ownership related to intangibles and other long-lived assets. In addition, the successor did not purchase all of the long-lived assets at June 1, 2003 from predecessor.

Selected Historical Consolidated Financial Data of Cenuco, Inc.

The following selected consolidated financial information of Cenuco, Inc. as of and for each of the two years in the period ended June 30, 2004 has been derived from the audited historical financial statements of Cenuco, Inc. that are included in the Annual Report on Form 10-KSB that was filed by Cenuco, Inc. with the SEC on September 27, 2004 and is not included or incorporated by reference in this proxy statement. The following selected consolidated financial information for the years ended June 30, 2001 and June 30, 2002 has been derived from the audited financial statements of Cenuco, Inc. that are not included or incorporated by reference in this proxy statement. The following selected consolidated financial information for the period from July 1, 2004 to March 31, 2005 has been derived from the unaudited financial statements of Cenuco, Inc. that are included in the Quarterly Report on Form 10-QSB that was filed by Cenuco, Inc. with the SEC on May 9, 2005 that are not included or incorporated by reference in this proxy statement and the audited financial information set forth herein that was previously set forth in the Current Report on Form 8-K/A that was filed by the Company with the SEC on December 19, 2005 and is not included or incorporated by reference in this proxy statement.

	Year Ended June 30				Period July 1, 2004 to March 31, 2005
	2001	2002	2003	2004	
	(in thousands, except per share data)				
Operating Data:					
Net revenues	$2,632	$3,099	$1,577	$1,514	$398
Income (loss) from continuing operations	323	(124)	(1,289)	(3,622)	(2,155)
Income (loss) from continuing operations per common share	$0.04	$(0.01)	$(0.15)	$(0.36)	$(0.17)
Balance Sheet Data (as of the period end):					
Total assets	$4,671	$4,410	$2,705	$7,188	$7,302
Long-term obligations	356	445	1,545	1,454	200
Shareholders equity	1,157	1,070	43	4,611	6,798
Cash dividends per common share	0	0	0	0	0

Selected Unaudited Pro Forma Condensed Combined and/or Consolidated Financial Information

The following selected unaudited pro forma condensed consolidated financial information of Cenuco, Inc. and Hermes Acquisition Company I LLC combine the consolidated financial information of Cenuco, Inc. for the year ended February 28, 2005 and the period from March 1, 2005 to November 26, 2005 with the combined financial information of Hermes Acquisition Company I LLC and its subsidiaries for the year ended February 28 2005 and the period from March 1, 2005 to November 26, 2005, assuming completion of the merger. The selected unaudited pro forma condensed combined and/or consolidated financial information for the year ended February 28, 2005 is derived from the financial statements that was previously set forth in the Current Report on Form 8-K/A that was filed with the SEC on December 19, 2005 and is not included or incorporated by reference in this proxy statement.

Cenuco, Inc. presents the unaudited pro forma condensed combined and/or consolidated financial information for informational purposes only. The pro forma information is not necessarily indicative of what the combined company s financial position or results of operations actually would have been had Cenuco, Inc. and Hermes Acquisition Company I LLC completed the merger on the dates indicated. In addition, the unaudited pro forma condensed combined and/or consolidated financial information does not purport to project the future financial position or operating results of the combined company.

Cenuco, Inc. prepared the unaudited pro forma condensed combined and/or consolidated financial information using the purchase method of accounting with Hermes Acquisition Company I LLC treated as the acquirer.

	Year Ended February 28, 2005	**Period March 1, 2005 to November 26, 2005**
	(in thousands, except per share data)	
Operating Data:		
Net sales	$70,297	$52,609
Loss from continuing operations	(9,230)	(5,434)
Loss from continuing operations per common share	$(0.67)	$(0.39)
Balance Sheet Data (as of the period end):		
Total assets	$69,407	$128,410
Long-term obligations	7,749	929
Cash dividends per common share	0	0
Book value per common share	$2.49	$2.53

RISK FACTORS

In addition to the other information that we have included in this proxy statement, including the matters addressed in *Cautionary Statement Concerning Forward-Looking Statements*, you should carefully read and consider the following factors in evaluating the proposals to be voted on at the Meeting.

Risks Relating to the Merger and the Financing Transaction

The integration of the business operations of the Lander Group and Cenuco following the merger may be difficult.

The combination of the Cenuco and Lander Group operations as a consequence of the merger that was completed on May 20, 2005 involves the integration of separate businesses: the health and beauty care business of the Lander Group and the wireless data applications, including live video streaming to cellular devices, of Cenuco. The process of combining the companies may be disruptive to their respective businesses and may cause an interruption of, or a loss of momentum in, such businesses, and may result in the following difficulties, among others:

- loss of key employees or customers;
- possible inconsistencies in standards, controls, procedures and policies among the companies being combined and the need to implement and harmonize company-wide financial, accounting, information and other systems;
- failure to maintain the quality of services that the companies have historically provided;
- the need to coordinate geographically diverse organizations;
- the diversion of management s attention from the day-to-day business as a result of the need to deal with the above disruptions and difficulties and the possible need to add management resources to do so; and
- if the integration of the diverse businesses is not successful, it may be necessary for management to devote resources to effect a disposition of the wireless business by sale or spinoff.

Such disruptions and difficulties, if they occur, may cause us to fail to realize the benefits we currently expect to result from such integration and may cause material adverse short and long-term effects on our operating results and financial condition of the companies.

We may not achieve the cost savings and sales enhancements we expect to result from the integration of Cenuco and the Lander Group.

Even if we are able to integrate the operations of the companies successfully, there can be no assurance that such integration will result in the realization of the full benefits that, at the time of the merger, we expected to result from such integration or that such benefits will be achieved within the time frame that we then expected. Potential risks include, without limitation, the possibility that:

- revenue enhancements following the integration may not materialize as expected;
- the benefits from the integration may be offset by costs incurred in integrating the companies; and
- the benefits from the integration may also be offset by increases in other expenses, by operating losses or by problems in the business unrelated to the merger transaction.

As a result of the merger that was completed on May 20, 2005, we have been required to re-list our shares of common stock on the American Stock Exchange.

Shares of our common stock have been listed on the American Stock Exchange since May, 2004. The American Stock Exchange has separate standards that companies must meet in order to (a) have their shares listed and (b) continue that listing in effect. Continued listing is dependent, among other things, on compliance with applicable SEC filing requirements. Following the merger, we were unable to file in a timely manner certain historical audited financial statements relating to the business of Lander, because certain of the periods in question had not previously been audited. As a result of our failure to make these filings within the prescribed period, we received notice from the American Stock Exchange that we were not in compliance with certain listing standards. For more information on these notices, you are referred to our Current Reports on Form 8-K dated August 22, 2005 and September 20, 2005. The required financial statements were subsequently filed with our Current Report on Form 8-K/A dated December 19, 2005.

Section 341 of the American Stock Exchange Company Guide (the AMEX Guide) describes the listing policies that the American Stock Exchange applies in the case of any plan of acquisition, merger or consolidation, the net effect of which is that a listed company is acquired by an unlisted company even though the listed company is the nominal survivor. Section 341 states that, in evaluating the continued listing eligibility of the surviving company, the American Stock Exchange will apply its original listing standards (which differ, in certain respects, from the continued listing standards. On January 5, 2006, the American Stock Exchange requested, pursuant to Section 341 of the AMEX Guide, that we re-file an original listing application to demonstrate compliance with the original listing standards of the American Stock Exchange. This information was provided on January 19, 2006 and supplemented on January 26, 2006. Although we have received no formal response from the American Stock Exchange, we believe that we currently meet all applicable listing standards.

In the future, should the implementation of the financing transaction result in a change of control of the Company, we will once again be required to re-apply for listing. No assurance can be given, however, that we will continue to meet all of the American Stock Exchange listing standards or that the American Stock Exchange will agree to continue to list our shares of common stock, and there is the possibility that the American Stock Exchange will not accept our listing application filed on January 19, 2006, or any re-listing application that we may be required to file in the future. In the event the American Stock Exchange does not agree to list our common stock, our stock price may materially decrease and the public market for our common stock may deteriorate. The absence of a public trading market would make it far more difficult for stockholders to sell any or all of their shares of our common stock, as we would, de facto, become a private company with no ability for any stockholder to sell shares of our common stock in the public markets.

The issuance of our common stock in connection with the merger and the financing transaction will result in substantial dilution in the current ownership of the Company s common stock.

The approval by our stockholders of proposals relating to the issuance and authorization of shares of common stock in connection with the conversion to common stock of the Series A Preferred Stock issued in the merger will result in our issuing at least 25,818,104 shares of our common stock to the prior members of Hermes. Our stockholders are not considering any such proposal at the Meeting. If so approved, subsequent to the Meeting, this issuance will result in substantial and immediate dilution to your percentage ownership of common stock, as the former members of Hermes will own 65% of the shares of our common stock. However, when the merger was completed on May 20, 2005, the former members of Hermes were issued shares of Series A Preferred Stock that had the same dilutive effects both with respect to voting and economic interests as would the issuance of common stock upon conversion of the preferred stock upon approval of Proposals One and Two.

Accordingly, there will be no further dilution as a consequence of the conversion to common stock of the outstanding shares of Series A Preferred Stock. However, the approval of Proposals One and Two (relating to the issuance and authorization of shares of common stock in connection with the financing transaction) could result, under certain circumstances, in our issuing securities equivalent to 26,439,888 shares of common stock to the providers of the debt and equity financing and the financial advisors for the financing, or approximately 40.0% of the then outstanding capital stock (assuming no issuances of stock other than as contemplated by the financing and the conversion of the outstanding shares of Series A Preferred Stock and conversion of the $69 million in secured convertible debentures at a conversion price of $3.50 per share), and further dilution of your percentage ownership of common stock. The earnings per share and stockholders equity per share will be reduced as a result of the increase in shares issued and outstanding.

In addition, the number of shares issuable under the debt and equity financing will be dramatically increased in the event of our default or a substantial drop in the market price of our stock. For instance, the conversion price under the secured convertible debentures to be issued as part of the financing is based on the market price of our common stock at the time of the conversion, and therefore, could result in the issuance of significantly more shares of our common stock than originally anticipated at the time the secured convertible debentures were amended to add the floating conversion price, when the market price (as defined) of our common stock was approximately $2.30 per share. Similarly, the conversion price of the secured convertible debentures will be decreased to 20% of the otherwise applicable conversion price in the event that certain conditions of default are triggered under the secured convertible debentures. This decrease in price could result in the issuance of five times as many shares of common stock as would otherwise be issuable to the holders of the secured convertible debentures. If either of these price reductions occurs, and the number of shares of common stock issuable thereby is increased, then your percentage ownership of common stock would be further diluted, and to a potentially greater extent. The earnings per share and stockholders equity per share will also be more significantly reduced as a result of such an increase in shares issued and outstanding.

The debt financing is structured in such a way that the issuance of shares of common stock upon conversion of the convertible debentures could cause the price of the Company s common stock to spiral downward.

If Proposals One and Two are approved, then in connection with the agreements, dated October 10, 2005 and amended on November 15, 2005, for debt and equity financing with Prencen, LLC and Highgate House Funds, Ltd., the Company will issue $69 million principal amount of five-year secured debentures, convertible at any time into common stock at 95% of the then current market price of the common stock. For purposes of any conversion, the market price is defined as the lowest closing bid price of our common stock for the 45 trading days preceding the date of conversion. Hence, if the holders of the debentures elect to convert any portion of the debentures into shares of our common stock, those shares will be issued at a discount to the trading price of our common stock at the time, thereby causing dilution of all other shareholders and a likely reduction in the trading price following that issuance. Further conversion based upon the lower trading price of the common stock would be likely to further decrease the trading price. Such a downward spiral could have a material adverse effect on the trading price of our common stock.

The debt and equity financing contains other remedies of default that could have a material adverse effect on the company and our stockholders.

In addition to the default price reductions referred to above, the remedies available to the providers of the debt and equity financing upon our default include foreclosure on our assets, the right to appoint directors to our Board, and liquidated damage payments. The secured convertible debentures to be issued in connection with the financing transaction will be secured by a perfected first-priority lien on substantially all of our assets, including the assets of our Lander operating subsidiaries. In the event of our default under the secured convertible debentures, including our failure to pay principal or interest when due or our failure to observe any other covenants under the secured convertible debentures, the holders of the debentures will have the right to repossess any or all of our assets securing the debentures and to sell them in a public sale. If this were to occur, not only would we forfeit the possession and use of such assets, which would likely have a material adverse effect on our ability to continue operating our business, but the price received by the debenture holders in the public sale may not be sufficient to satisfy our obligations under the debentures, and we may not then have the resources available to pay the rest of our debt under the debentures, in which event we could be required to liquidate or seek bankruptcy protection and the holders of our common stock at that time would likely lose the entire value of their investment.

Other remedies that may become available to certain providers of the debt and equity financing include the right to appoint directors to our Board of Directors or receive liquidated damages. The terms of the registration rights agreements we entered into in connection with the financing transaction contain liquidated damage clauses that obligate us to make significant cash payments in the event we fail to comply with our obligations under those agreements. For more information, see the section of this proxy statement entitled *The Financing Terms of the Financing*. Any such payments could have a material adverse effect on our operating results and financial condition.

The market price of our common stock may decline as a result of the merger and/or the financing transaction.

The market price of our common stock may decline as a result of the issuance of common stock upon conversion to common stock of the outstanding shares of Series A Preferred Stock issued in connection with the merger agreement for a number of reasons, including because:

- the consideration offered for the equity interests of Hermes may not be viewed favorably by the market;
- integration may not be successful; or
- the effect on our financial results may not be consistent with the expectations of financial or industry analysts.

Risks Relating to Our Business

The high level of competition in Lander s industry - the health and beauty care business - could adversely affect our sales, operating results and profitability.

The business of selling health and beauty aids in personal care categories is highly competitive. These markets include numerous manufacturers, distributors, marketers and retailers that actively compete for consumers business both in the United States and abroad.

The principal competitors of Lander include Alberto-Culver Company, Church & Dwight Co., Inc., Colgate-Palmolive Company, Johnson & Johnson, Playtex Products, Inc. and The Proctor & Gamble Company. All of these competitors are larger and have substantially greater resources than Lander, and may therefore have the ability to spend more aggressively on advertising and marketing and to respond more effectively to changing business and economic conditions than we do. This could adversely affect our sales, operating results and profitability.

Lander competes on the basis of numerous factors, including brand name recognition (in the value segment), product quality, performance, price and product availability at retail stores. Merchandising and packaging, the timing of new product introductions and line extensions also have a significant impact on customers buying decisions and, as a result, on Lander s sales. The structure and quality of the sales force and broker network, as well as consumption of Lander s products, affects in-store position, wall display space and inventory levels in retail outlets. If Lander is not able to maintain or improve the inventory levels and in-store positioning of its products in retail stores, Lander s sales and operating results will be adversely affected. Lander s markets also are highly sensitive to the introduction of new products, which may rapidly capture a significant share of the market. An increase in the amount of product introductions by Lander s competitors could have a material adverse effect on Lander s sales, operating results and profitability.

In addition, competitors may attempt to gain market share by offering products at or below the prices typically offered by Lander. Competitive pricing may require Lander to reduce prices and may result in lost sales or reduction in Lander s profit margins. Future price or product changes by Lander s competitors may have a material adverse effect on Lander or Lander may be unable to react with price or product changes of its own to maintain its current market position.

Lander depends on a limited number of customers for a large portion of its gross sales and the loss of one or more of these customers could materially reduce our gross sales and therefore could have a material adverse effect on our business, financial condition and results of operations.

For the year ended February 28, 2005, Lander s top five customers accounted for approximately 46% of its net sales, with one customer (Wal-Mart) accounting for 25% of net sales and a second customer (Dollar Tree) for 13% of net sales. We expect that for the year ended February 28, 2006 and future periods Lander s top five customers, including Wal-Mart and Dollar Tree, will, in the aggregate, continue to account for a large portion of its gross sales. The loss of one or more of Lander s top customers, any significant decrease in sales to these customers or any significant decrease in retail display space in any of these customers stores, could reduce Lander s gross sales and therefore could have a material adverse effect on our business, financial condition and results of operations.

In addition, Lander s business is based primarily upon individual sales orders, and we typically do not enter into long-term contracts. Accordingly, Lander customers could cease buying our products at any time and for any reason. The fact that we do not have long-term contracts with our Lander customers means that we have no recourse in the event a customer no longer wants to purchase products from Lander. If a significant number of our Lander customers elect not to purchase products from us, our business, prospects, financial condition and results of operations could be adversely affected.

Lander manufactures a significant quantity of the products it sells at its own manufacturing facilities. Any disruption in production could result in lost sales, and could have a material adverse effect on our customer relationships, financial condition and results of operations.

We manufacture most of our Lander brand health and beauty care products at our 163,000 square foot manufacturing facility in Binghamton, New York and our 98,000 square foot plant in Scarborough, Ontario, Canada. Although we have the capability to manufacture most products (including shampoos, bubble bath, powders and topical analgesics) at either facility, alcohol-based products (such as mouthwash) and acetone-based products (such as nail polish remover) can be manufactured only at the Ontario location. A permanent or temporary unplanned shutdown of either of our plants, resulting from equipment malfunction, accident, fire, sabotage, strikes or lockouts, acts of God or other factors, could substantially reduce our output of finished products.

If output from one facility were to be curtailed, there is no assurance that we could absorb any lost production in our other manufacturing facility or that we could arrange to outsource production of the affected products in sufficient time to maintain scheduled deliveries. In the event of a protracted disruption in our own manufacturing operations, we would become more dependent on contract manufacturers and there is no assurance that we could obtain finished products from such contract manufacturers in sufficient quantities or at prices comparable to our own manufacturing costs. Our inability to do so could result in decreased sales and loss of market share, and could have a material adverse effect on our customer relationships, operating results and profitability.

Lander depends on third parties to provide raw materials for the products it manufactures. Disruption in the supply of raw materials, or increases in raw material costs, could adversely affect sales and our profitability.

Our ability to maintain production of our Lander health and beauty care products at our own facilities depends upon access to raw materials, all of which we purchase from unrelated vendors. These raw materials include oil-based derivatives, such as mineral oil, petrolatum, surfactants and other specialty chemicals, plastic resin products (such as bottles and caps) and paper products. If in the future our current vendors become unable or unwilling to supply us with raw materials in a timely manner or at acceptable prices, we would have to identify and qualify substitute vendors. There is no assurance that such substitute vendors could be identified and qualified in sufficient time to prevent a disruption in production of some or all of the products we manufacture, or that substitute vendors would be able or willing to supply raw materials in the quantities and at the prices required to maintain normal operations. In addition, many of Lander s products, such as petroleum derivatives and paper products, are commodities that may be subject to significant price fluctuation, both in the short- and long-term. There is no assurance that any resulting increase in our cost of manufacturing could be passed through to our customers in the form of higher prices and as a volume producer of value and extreme value brand products, Lander may be more susceptible than other producers to margin erosion resulting from increases in manufacturing costs. Our inability to secure sufficient quantities of raw materials, at prices consistent with our current costs and sales price structure, could negatively impact inventory levels, sales, profitability and market share, and could have a material adverse effect on our customer relationships, operating results and profitability.

In addition, if our raw material suppliers fail to maintain adequate controls with respect to materials specifications and quality, we may be unable to maintain the quality of our finished products. Reliance on raw materials of inferior quality could diminish the value of Lander s brand name and the level of customer satisfaction. This could similarly lead to reduced sales and loss of market share and could thereby negatively affect our operating results and profitability.

Lander relies on unrelated carriers for the shipment of raw materials and finished products. Any disruption in, or unavailability of, transportation, could adversely affect production and distribution of our products.

Lander receives raw materials at its manufacturing facilities by truck, and distributes its finished products to warehouses and customer distribution facilities by truck and/or rail. Lander relies on unrelated transportation companies for these services, which we typically contract on a short term or *ad hoc* basis. The availability and cost of transportation services may be affected by many factors, including, without limitation, (i) market conditions of supply and demand, (ii) inclement weather, flood, hurricanes and the like, (iii) fuel shortages and/or increases in fuel costs, and (iv) strikes, lockouts or other industrial action. Although we seek to manage our raw materials and finished goods inventories prudently, any disruption in transportation services may interfere with normal plant operations, and could impede or prevent the delivery of finished products to our warehouses and to our customers facilities. Any sustained increase in transportation rates would increase our manufacturing and/or distribution costs, and there is no assurance that we would be able to pass these cost increases through to our customers in the form of higher prices. These factors could result in lost sales and market share and could adversely affect our operating results and profitability.

Disruption in our Lander distribution centers may prevent us from meeting customer demand and Lander s sales and profitability may suffer as a result.

We manage our Lander product distribution in the continental United States and Canada through distribution centers in California, New York, North Carolina and Toronto, Canada. A serious disruption, such as a flood or fire, to any of these distribution centers could damage or destroy inventory and could materially impair our ability to distribute products to our customers in a timely manner or at a reasonable cost. We could incur significantly higher costs and experience longer delivery lead times during the time it would take to reopen or replace a distribution center. This in turn could have a material adverse effect on Lander s sales, operating results and profitability.

Lander makes use of contract manufacturers to manufacture significant quantities of the finished products it sells.

We rely on contract manufacturers to manufacture certain of the finished products sold by our Lander health and beauty care division, and the use of contract manufacturers will increase significantly as a result of Lander s acquisition of certain brands from Playtex in November, 2005. Any delay in delivery by one or more of these contract manufacturers, or the breach or termination of a manufacturing contract, could adversely affect our inventory levels, our ability to meet scheduled deliveries and to accept new orders. Any or all of these factors could also negatively affect our market share, customer relationships, operating results and profitability.

Efforts to acquire other companies, brands or product lines may divert our managerial resources away from our business operations, and if we complete an acquisition, we may incur or assume additional liabilities or experience integration problems.

Our growth strategy is driven by acquiring other companies, brands or product lines that management believes complement our existing health and beauty care business, such as the brands and related assets we acquired from Playtex in November 2005. At any given time, we may be engaged in discussions with respect to possible acquisitions or other business combinations that are intended to enhance our product portfolio, enable us to realize cost savings and further diversify our category, customer and channel focus. Our ability successfully to grow through acquisition depends on our ability to identify, negotiate, complete and integrate suitable acquisition targets and to obtain any necessary financing. These efforts could divert the attention of our management and key personnel from our day-to-day business operations. If we complete acquisitions, including the recently acquired Playtex brands, we may also experience:

- difficulties in integrating any acquired companies, personnel and products into our existing business;
- delays in realizing the benefits of the acquired company or products;
- diversion of our management s time and attention from other business concerns;
- higher than anticipated costs of integration;
- difficulties in retaining key employees of the acquired business who are necessary to manage those businesses;
- difficulties in maintaining uniform standards, controls, procedures and policies throughout all acquired companies; or
- adverse customer reaction to the business combination.

In addition, an acquisition could materially impair our operating results by causing us to incur debt or requiring us to amortize acquisition expenses and acquired assets.

Regulatory matters governing our industry could have a significant negative effect on our sales and operating costs.

In both our U.S. and foreign markets, we are subject to extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints. Such laws, regulations and other constraints may exist at the federal, state or local levels in the United States and at analogous levels of government in foreign jurisdictions.

In particular, the formulation, manufacturing, packaging, labeling, distribution, importation, sale and storage of the products sold by our health and beauty care division are subject to extensive regulation by various federal agencies, including the Food and Drug Administration, the Federal Trade Commission (FTC), the Consumer Product Safety Commission, the Environmental Protection Agency, and by various agencies of the states, localities and foreign countries in which our products are manufactured, distributed and sold. If we fail to comply with those regulations, we could become subject to significant penalties or claims, which could materially adversely affect our operating results or our ability to conduct our business. In addition, the adoption of new regulations or changes in the interpretations of existing regulations may result in significant compliance costs or discontinuation of product sales and may adversely affect the marketing of our products, resulting in significant loss of sales revenues.

If we fail to comply with federal, state or foreign regulations, we could be required to:

- suspend manufacturing operations;
- change product formulations;
- suspend the sale of products with non-complying specifications;
- initiate product recalls; or
- change product labeling, packaging or advertising or take other corrective action.

Any of these actions could materially and adversely affect our financial results.

In addition, any failure to comply with FTC or state regulations, or with regulations in foreign markets that cover our product claims and advertising, including direct claims and advertising by us, may result in enforcement actions and imposition of penalties or otherwise materially and adversely affect the distribution and sale of our products.

The Cenuco Wireless business faces extensive competition.

Our wireless technology division conducted under the Cenuco name has only recently introduced its full line of wireless video monitoring servers. There can be no assurance that the market will accept the wireless products currently offered. The industries in which the Cenuco wireless division operate are characterized by intense competition. We face competition in all aspects of our business and we compete directly with numerous other firms, a significant number of which offer their customers a broader range of products and services, have substantially greater financial, personnel, marketing, research and other resources, have greater operating efficiencies and have established reputations relating to product offerings and customer service. There can be no assurance that we will be able to compete in this business successfully.

If we are unable to protect our intellectual property rights our ability to compete effectively in the market for our products could be negatively impacted.

We regard our patents, copyrights, service marks, trademarks, trade secrets and similar intellectual property as important to our success in both of the business sectors in which we compete, namely health and beauty care products and wireless applications development. We rely on patent, trademark and copyright law, trade secret protection and confidentiality agreements with our employees, customers, consultants and advisors to protect our proprietary rights; however, the steps we take to protect our proprietary rights may be inadequate and legal means may afford only limited protection. In addition, traditional legal protections may not be applicable in the Internet or wireless context, and the ownership of proprietary rights in our Cenuco Wireless technology may be subject to uncertainty. Our failure or inability to protect our proprietary rights could materially harm our business and competitive position.

We have filed for one Cenuco-patent, Wireless Security Audio-Video Monitoring, with the United States Patent Office in May, 2004, as Patent Pending #10/846,426. From time to time, we may decide to file additional patent applications relating to aspects of our proprietary Cenuco technology. Other parties may independently develop similar or competing technology or design around any patents that may be issued to us. We cannot assure you that any of the patent applications we file will be approved, or that any issued patents will protect our intellectual property. In addition, there is no assurance that third parties will not challenge the validity of our patents, or assert that technology developed and sold by the Cenuco wireless technology division infringes other patents. Any such claims, even if lacking in merit, could require us to expend considerable resources in defending them and adversely affect the results of our operations.

Cenuco Wireless is currently the defendant in a patent infringement case commenced on February 1, 2005 in Federal District Court for the Southern District of New York (*Joao v. Cenuco, Inc*., 05 Civ. 1037 (CM) (MDF)). The plaintiff, Raymond Anthony Joao, asserts in his complaint that Cenuco Wireless is infringing certain patents held by Joao, specifically United States Patents Nos. 6,587,046, 6,542,076 and 6,549,130, which cover apparatuses and methods for transmitting video information to remote devices and/or over the Internet. Cenuco Wireless has timely answered the complaint denying infringement, and intends to defend this case vigorously on the merits. We believe that the patents relied on by Joao are invalid and that Joao will not prevail. Nonetheless, there can be no assurance as to the outcome of the case, and a judicial determination that Cenuco Wireless is infringing Joao s patents could have a material adverse effect on the ability of Cenuco Wireless to market and sell its current product line. Similarly, there is no assurance that Cenuco Wireless would be able to develop, at a reasonable cost, within a reasonable length of time or at all, a workaround to eliminate any patent infringement found to exist.

In addition, the market for our health and beauty care products depends to a significant extent upon the goodwill associated with our trademarks and tradenames. The trademarks and tradenames on our Lander products are how we convey that the products Lander sells are value brand name products, and we believe consumers ascribe value to our brand. Lander owns the material trademark and tradename rights used in connection with the packaging, marketing and sale of our products. This ownership is what prevents Lander s competitors or new entrants to the market from using our valuable brand names. Therefore, trademark and tradename protection is critical to our Lander business. Although most of our material Lander trademarks are registered in the United States and in applicable foreign countries, we may not be successful in asserting trademark or tradename protection. If we were to lose the exclusive right to use our Lander brand name in the United States or any other market in which we sell our products, our sales and operating results could be materially and adversely affected. We could also incur substantial costs to defend legal actions relating to the use of our intellectual property, which could have a material adverse effect on our business, results of operations or financial condition.

Other parties may infringe on our intellectual property rights and may thereby dilute the value of our brands in the marketplace. If the value of our brands becomes diluted, or if our competitors are able to introduce brands that cause confusion with our brands in the marketplace, it could adversely affect the value that our customers associate with our brands, and thereby negatively impact our sales. Any such infringement of our intellectual property rights would also likely result in a commitment of our time and resources to protect these rights through litigation or otherwise. In addition, third parties may assert claims against our intellectual property rights and we may not be able successfully to resolve these claims.

We depend on our key personnel and the loss of the services provided by any of our executive officers or other key employees could harm our business and results of operations.

Our success in both of the business sectors in which we operate depends to a significant degree upon the continued contributions of our senior management and (in the case of Cenuco Wireless) of the programmers and technicians responsible for technology development. These employees may voluntarily terminate their employment with us at any time. We may not be able successfully to retain existing personnel or identify, hire and integrate new personnel.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this document and in documents that are incorporated by reference in this document that are subject to risks and uncertainties. Forward-looking statements include information concerning possible or assumed future actions, events or results of operations of Cenuco, Hermes and Lander and the combined company, generally. These forward-looking statements may contain the words believe, anticipate, expect, estimate, project, will be, will continue, will likely result, or other similar words and phrases. This statement may contain forward-looking statements that reflect, when made, our expectations or beliefs concerning future events that involve risks and uncertainties, including:

- general economic conditions affecting our products and their respective markets;

- the high level of competition in our industry and markets;

- our dependence on a limited number of customers for a large portion of our sales;

- disruptions in our distribution centers;

- integration of the brands acquired from Playtex diverting managerial resources, or incurrence of additional liabilities or integration problems associated with such transaction;

- changing consumer trends;

- pricing pressures that may cause us to lower our prices;

- increases in supplier prices;

- changes in our senior management team;

- our ability to protect our intellectual property rights;

- our dependency on the reputation of our brand names;

- the effects of shortages of supply of sourced goods or interruptions in the manufacturing of our products;

- our level of debt;

- our ability to obtain additional financing;
- the restrictions in our debt and equity financing on our operations; and
- our ability to service our debt.

All statements other than statements of historical facts included in this proxy statement, are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995) based, among other things, on the Company s current plans and expectations relating to analyses of value and expectations of anticipated growth in the future and future success under various circumstances, and, as such, these forward-looking statements involve uncertainty and risk. Although we believe that the expectations reflected in such forward-looking statements are reasonable, such expectations may prove not to have been correct. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

THE SPECIAL MEETING OF STOCKHOLDERS

We are furnishing this proxy statement to stockholders of the Company as part of the solicitation of proxies by the Board of Directors for use at the special meeting of the Company s stockholders (the Meeting).

Date, Time and Place

The Company will hold the Meeting at the Hyatt Regency Hotel, 102 Carnegie Center, Princeton, New Jersey 08540, on May 10, 2006, at 10:00 a.m., local time.

Purpose of the Special Meeting

At the Meeting, we will ask holders of our stock:

Proposal One*:* to approve the issuance of up to 79,357,180 shares of the Company s common stock, including shares issuable upon conversion or exercise of the Company s convertible debentures, a new series of convertible preferred stock, and warrants to purchase common stock, to be issued in connection with a financing for the purpose of refinancing of existing debt (including a bridge loan used in connection with an asset acquisition) and for general working capital purposes;

Proposal Two: to approve an amendment to the Company s Restated Certificate of Incorporation to increase the number of authorized shares of common stock of the Company to 225,000,000 to permit future issuances of common stock, including the issuance of shares upon conversion or exercise of the Company s convertible debentures, a new series of convertible preferred stock and warrants to purchase common stock, to be issued in connection with a financing for the purpose of refinancing of existing debt (including a bridge loan used in connection with an asset acquisition), the issuance of shares upon conversion of the Company's Series A Preferred Stock or otherwise in connection with the recently completed merger with Hermes Acquisition Company I LLC, and for general working capital purposes;

Proposal Three: to approve an amendment to the Company s Restated Certificate of Incorporation to change our corporate name to Ascendia Brands, Inc.;

Proposal Four : to approve an Amended and Restated Certificate of Incorporation, including amendments to the Company s Restated Certificate of Incorporation to (i) provide for indemnification and advancement of expenses to directors and officers of the Company to the maximum extent permitted under state law, (ii) limit to the maximum extent permitted under state law the personal liability of directors of the Company for monetary damages for breach of fiduciary duty, (iii) permit the Board of Directors to amend the bylaws of the Company and (iv) make certain other changes that clarify existing provisions of the Restated Certificate of Incorporation; and

Proposal Five : to act on other matters and transact such other business as may properly come before the meeting and any adjournment(s) or postponement(s) of the meeting.

The Company s Board of Directors believes that the foregoing proposals are in the best interests of the Company and its stockholders, and recommends that the Company s stockholders vote FOR the all of the foregoing proposals (Proposals One through Five).

Record Date, Shares Entitled to Vote and Quorum

Only holders of record of the Company s common stock and Series A Preferred Stock at the close of business on April 3, 2006, the record date, are entitled to notice of, and to vote at, the Meeting. On the record date, 13,902,056 shares of Cenuco common stock were issued and outstanding and held by approximately 1,200 holders of record, and 2,553.6746 shares of the Series A Preferred Stock were issued and outstanding and held by six holders of record. On all proposals (Proposals One through Five), the holders of the common stock and Series A Preferred Stock will vote together as a single class, except that on the proposal to increase the number of authorized shares of the Company's common stock (Proposal Two), in addition to such vote, the holders of common stock on the record date will vote as a single class.

A quorum will be present at the Meeting if the holders of a majority of the outstanding shares of the Company s common stock and Series A Preferred Stock entitled to vote are represented in person or by proxy. Stockholders will have one vote for each share of common stock, and 10,110.18 votes for each share of Series A Preferred Stock, held of record at the close of business on the record date.

Vote Required

Approval of each of the proposals (Proposals One through Five), requires that the number of shares cast FOR each such proposal exceeds the number of shares cast AGAINST each such proposal. In addition, approval of the proposal to amend our Restated Certificate of Incorporation to increase the authorized capital stock (Proposal Two), is a condition to approval of the share issuance proposal (Proposal One). Therefore, if our stockholders wish to approve this share issuance proposal, they must also approve the accompanying charter amendment proposal.

If you abstain from voting on the share issuance proposal or the charter amendment proposal, it will have no effect on the outcome (other than with respect to determining whether a quorum exists), since an abstention is not a vote cast.

Shares of our common stock may be voted under certain circumstances if they are held in the name of a brokerage firm or nominee. Under rules currently in effect, brokerage firms and nominees that are members of the American Stock Exchange have the authority under the rules of the American Stock Exchange to vote their customers unvoted shares on certain routine matters if the customers have not furnished voting instructions within a specified period prior to the Meeting. The approval of the share issuance proposal and the charter amendment proposals, however, are not considered routine matters and hence brokerage firms and nominees will not be able to vote the shares of customers from whom they have not received voting instructions with regard to approval of these proposals (Proposals One through Five). Shares of our common stock held directly in a stockholder s name will not be counted as shares present for the purpose of establishing a quorum and will not be voted if the stockholder does not provide a proxy or attend the Meeting and vote their shares.

Broker non-votes occur when a person holding shares through a bank or brokerage account does not provide instructions as to how his or her shares should be voted and the broker does not exercise discretion to vote those shares on a particular matter. Brokers may not exercise discretion to vote shares as to which instructions are not given with respect to approval of the share issuance proposal or the charter amendment proposals (Proposals One through Four). Broker non-votes will have no effect on these proposals because broker non-votes will not be considered votes cast, but will be counted as shares present and entitled to be voted for the purposes of determining the presence of a quorum.

A quorum of our shares must be present in order for the meeting to be held. For purposes of determining the presence of a quorum, shares will be counted if they are present in person or by proxy. Shares present by proxy will be counted as present for purposes of determining the presence of a quorum even if the proxy does not have authority to vote on all matters.

Voting by Directors and Executive Officers

At the close of business on the record date, the directors and executive officers of the Company and their affiliates owned and were entitled to vote shares of our common stock representing approximately 29.4% of the shares of our common stock, and approximately 10.3% of the combined voting power of the common stock and Series A Preferred Stock outstanding on that date. To the Company s knowledge, these directors and executive officers intend to vote their shares FOR all of the proposals regarding the issuance of shares and the amendments to the Company s charter (Proposals One through Four).

Voting of Proxies

All shares represented by properly executed proxies received in time for the Meeting will be voted at the Meeting in the manner specified in the proxies. Properly executed proxies that do not contain voting instructions will be voted FOR all of the proposals regarding the issuance of shares and the amendments to the Company s Restated Certificate of Incorporation (Proposals One through Four) and will be deemed to grant discretion to the proxy holder on any other matter that may properly come before the Meeting. Adjournments of the Meeting may be made in accordance with the Company s Bylaws. If the persons named as proxies by you are asked to vote for one or more adjournments of the Meeting for matters incidental to the conduct of the Meeting, such persons will have the authority to vote in their discretion on such matters.

The Company does not expect that any matter other than the share issuance proposals and the charter amendment proposals (Proposals One through Four) will be brought before the Meeting. If, however, any other matter should properly come before the Meeting, unless provided otherwise in the written authorization, the persons named as proxies will vote in accordance with their judgment as to matters that they believe to be in the best interests of the stockholders. A proxy in the accompanying form will give authority to Joseph A. Falsetti and Brian J. Geiger to vote on such matters at their discretion and they intend to do so in accordance with their best judgment on any such matter.

Revocability of Proxies

The grant of a proxy on the enclosed form of proxy does not preclude a stockholder from voting in person at the Meeting. A stockholder may revoke a proxy at any time prior to its exercise by (a) giving written notice of the revocation to the Company s Corporate Secretary, at 2000 Lenox Drive, Suite 202, Lawrenceville, New Jersey 08648, (b) submitting a properly signed proxy with a later date, or (c) attending the Meeting and voting in person. Attendance at the Meeting (without voting) will not in and of itself constitute a revocation of the proxy. If you have instructed your broker or other nominee to vote your shares, you must follow the procedures provided by your broker or nominee to change those instructions.

Solicitation of Proxies

The Company will bear the expenses of soliciting proxies in the form included with this proxy statement, including the cost of preparing and filing material in connection with the solicitation. In addition to the use of the mail, the Company s directors, executive officers and employees may solicit proxies personally, by telephone or on the Internet. The Company will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders.

THE MERGER

On May 20, 2005, pursuant to the terms of the Merger Agreement, dated March 16, 2005, and amended on May 10, 2005 (as amended, the Merger Agreement), among Cenuco, Inc., a publicly traded Delaware corporation (Cenuco), Hermes Holding Company, Inc., a newly formed Delaware corporation and wholly owned subsidiary of Cenuco, and Hermes Acquisition Company I LLC (Hermes), the parties executed a Plan of Merger setting forth certain terms relating to the merger of Hermes Holding Company, Inc. with and into Hermes (the Merger). In the Merger, the members of Hermes (the Hermes Members) received an aggregate of 2,553.6746 shares of Cenuco s Series A Junior Participating Preferred Stock, par value $0.001 per share (the Series A Preferred Stock), representing 65% of the outstanding voting power of Cenuco capital stock. The stockholders of the Company are not asked to consider any proposal at the Meeting relating to the Merger. If our stockholders are asked at any time in the future to consider any such proposal, including a proposal to approve the issuance of shares of the Company's common stock issuable upon conversion of the Series A Preferred Stock issued in the Merger, our stockholders will be provided at that time with all information necessary to make an informed decision with respect to such a proposal. The information in this proxy statement relating to the Merger is provided voluntarily by the Company in order to provide a proper context in which to consider the proposals submitted at the Meeting.

Background of the Merger

Preliminary discussions between Cenuco and Hermes regarding a potential business combination commenced in January 2005 following Cenuco s introduction to Hermes by one of Cenuco s former directors, Tuyen Do. The initial meeting between the parties occurred in late January 2005 when Steven Bettinger, then Cenuco s President and Chief Executive Officer, met with Joseph Falsetti and other executives of Hermes and Lander at Lander s offices in Lawrenceville, New Jersey. Soon after this initial meeting, Steven Bettinger, Robert Picow and Jordan Serlin visited Lander executives a second time at their offices in Lawrenceville, and additional Cenuco management met with Lander management, following which the group visited Lander s manufacturing facility in Binghamton, New York. On January 28, 2005, after receiving a report of these visits and initial discussions from Steven Bettinger, Cenuco s Board of Directors approved the exploration of a business combination with Hermes, and directed Steven Bettinger to continue his discussions with Hermes.

Cenuco, Hermes and Lander exchanged information regarding their respective companies over the next several weeks and performed business and legal due diligence on one another. Cenuco s business due diligence of Hermes and Lander was conducted by Robert Picow, Steven Bettinger and Jordan Serlin and the legal due diligence was performed by Cenuco s counsel, Akerman Senterfitt. Hermes due diligence was conducted primarily by Lander executives and advisors, Joseph Falsetti, Brian Geiger and Mark Massad. The results of Cenuco s due diligence were presented by Steven Bettinger to our Board of Directors on February 11, 2005. In his report, Mr. Bettinger stated that no material legal or business issues were discovered and that Cenuco s business due diligence team had been very impressed with the management team and operations of Hermes and Lander. Throughout the discussions of the material terms of a business combination, Mr. Falsetti, on behalf of Hermes, refused to consider any transaction that did not result in the members of Hermes owning a significant controlling interest in the combined company. Mr. Falsetti further required that at the effective time of the Merger, Cenuco must have significant cash reserves available so that the combined company would have the ability to proceed with further acquisitions in accordance with an agreed business plan designed to enhance stockholder value. Mr. Bettinger sought to reduce the amount of Cenuco common stock to be issued in the Merger and attempted to remove any working capital conditions to the Merger. After considerable negotiation, it was agreed that the members of Hermes would be issued common stock representing 65% of the outstanding common stock, on a fully diluted basis. However, Hermes agreed that fully diluted would include only those then outstanding options or warrants that were actually exercised and not all such outstanding options and warrants as it was unlikely that many of such instruments would be exercised because of the fact that the exercise price was well in excess of the current market price of the Company s common stock.

It was also agreed that the Company must have cash and cash equivalents available at the time the transaction is completed of at least $6 million in order to permit asset acquisitions following the closing. After considerable discussion by Cenuco s Board of Directors, including consideration of the reasons and factors described below under the headings *Reasons for the Merger* and *Factors Considered by the Board of Directors of Cenuco*, our Board concluded that a business combination with Hermes and Lander was in the best interest of our stockholders and, at the February 11, 2005 meeting, unanimously approved the material terms of the Merger and the negotiation and execution of the Merger Agreement.

Over the next few weeks, legal and financial representatives of Cenuco, Hermes and Lander met and communicated telephonically on numerous occasions to discuss and negotiate aspects of the proposed Merger and the definitive agreements relating thereto, including the Merger Agreement. Early drafts of the Merger Agreement that had been prepared by attorneys for Hermes provided for large termination fees to be paid to Hermes if the transaction was not completed and further provided that Cenuco could not solicit any further acquisition proposals so long as the Merger Agreement continued to be in effect. After extensive negotiation, the parties agreed on a termination fee of $500,000 payable to Hermes under very limited circumstances, including termination of the Merger Agreement as a result of the failure of the stockholders to approve the Merger Agreement. Cenuco agreed that it would not solicit any acquisition proposals from third parties unless the Merger Agreement was terminated. In connection with these negotiations, Mr. Bettinger was authorized by the Board to interview investment banking firms for purposes of providing Cenuco with financial advise in connection with any proposed transaction. Mr. Bettinger interviewed two firms and recommended that the Board engage vFinance Investments, Inc. because it had demonstrated far greater willingness than the other firm to provide Cenuco with the time, effort and expertise that would be necessary and had agreed to do so in consideration of fees that were significantly less than proposed by the other firm. Based upon Mr. Bettinger s report, the Board engaged vFinance Investments, Inc. as its financial advisor. vFinance presented its fairness opinion to our Board of Directors on March 9, 2005. At the March 9, 2005 meeting, our Board of Directors also received a report from Mr. Bettinger on his recent discussions with other companies engaged in the same general communications business as Cenuco that Mr. Bettinger, with the assistance of vFinance, had identified as potential merger partners. Cenuco reviewed and discussed a possible strategic alliance, merger or acquisition with four companies within the mobile technology and security industries. From a synergy perspective, including cash flow limitations, all of the companies were similar to Cenuco in that they were startup companies relying upon the marketplace to adopt mobile technology applications. In its review and analysis of possible combinations, Cenuco determined that the financial stability of a combined company would be questionable in that predictable revenues were not sufficient to support such a combination. Mr. Bettinger discussed with the Board the minimal adoption of Cenuco's existing technology and the concerns with the slow acceptance of such mobile technologies generally. Based upon Mr. Bettinger s presentation, the Board concluded that a combination with any of these companies would not satisfy Cenuco s goal of attaining greater financial stability, because these companies were in the same early development stage as Cenuco and did not offer the advantages of diversification and more reliable cash flow that seemed possible in a combination with the Lander business. Following discussions regarding such potential advantages and possible disadvantages of the Merger, the Board ratified and confirmed its earlier conclusion that the Merger was in the best interests of the Cenuco stockholders. The parties executed the Merger Agreement on March 16, 2005, and, on March 17, 2005, the proposed Merger was publicly announced.

At meetings of our Board of Directors held on May 2, 2005 and May 9, 2005, the Board discussed the need for consummating the Merger as soon as practicable in order to execute its strategic plan for the combined company. Hermes advised the Board that the audited financial statements required by SEC rules to be included in the proxy statement to be sent to our stockholders in connection with the Merger would not be available until the end of May 2005 or later because there were periods for which no audit had ever been performed and the necessary information to conduct such an audit must be obtained from third parties who had no obligation to provide such information. Hermes further advised the Board that if there were extensive delays before the Merger could be completed, it was likely that the combined company would lose an opportunity that then existed to acquire certain brand trademarks and related assets from Playtex; this acquisition was a key element of Hermes strategy for enhancing stockholder value following the Merger. In light of these anticipated delays in the completion of the audited financial statements required to be included in the proxy statement, the Board concluded that unless the form of transaction was modified, the stockholder meeting to consider and vote upon approval of the issuance of the shares of Cenuco s common stock in the Merger, as required by the rules of the American Stock Exchange, could not be held before August 2005 at the very earliest and that such delays could have a material adverse effect on the ability of the combined company to execute its business plan and potential acquisition opportunities. The Board considered its options, revisited the other potential acquisitions and other alternatives that had been reported by Mr. Bettinger, and, after much discussion, unanimously determined that the terms of the Merger should be modified, and, as modified, that the Merger was still in the best interests of the Cenuco stockholders.

Following these meetings, on May 10, 2005, the parties to the original Merger Agreement entered into an amendment to the original agreement pursuant to which the parties agreed to close the Merger on or about May 23, 2005. The terms of the Merger were modified so that, instead of issuing shares of Cenuco s common stock to the Hermes Members, Cenuco issued preferred stock that could be converted into common stock after a stockholder vote on substantially the same terms as the original Merger Agreement. The Merger was consummated on May 20, 2005.

The Companies

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Lawrenceville, New Jersey 08648

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We are a Delaware corporation organized in 1988. Our common stock is listed on the American Stock Exchange and trades under the symbol ICU. In addition to the activities conducted by the Company s wholly owned subsidiary Hermes as described below, we are engaged, through our wholly owned Florida subsidiary also named Cenuco Inc., in the business of developing wireless and internet based software solutions for transmitting live streaming video, and other targeted content, directly onto cellular phones and remote computers. Our technology has applications in a variety of markets. Our wireless data technology is primarily focused on wireless video monitoring solutions that allow users to view real-time streaming video of security cameras or video content feeds at their home or place of business from anywhere they receive a cellular connection, regardless of the cellular carrier, user s location, or type of cellular phone or wireless device. Our products address the security, surveillance and Homeland Security markets, and some of our monitoring products have been listed on the Federal General Services Administration (GSA) schedule. Our products have also been Windows Mobile Certified by Microsoft, have received BREW certification from Qualcomm, and are listed in the Intel Mobility Catalog.

Hermes Acquisition Company I LLC

2000 Lenox Drive, Suite 202

Lawrenceville, New Jersey 08648

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Hermes is a Delaware limited liability company organized in 2003. Hermes, through its subsidiaries, Lander Co. Inc., Lander Co. Canada Limited and Ascendia Real Estate LLC, is a manufacturer, marketer and distributor of value brand health and beauty products. Lander also produces private label health and beauty products for certain major retailers. Lander owns and operates two manufacturing and distribution facilities, one in Binghamton, New York and the other in Toronto, Canada. There has never been an established public trading market for the securities of Hermes or Lander, and, prior to the Merger, there were six holders of the membership interests of Hermes.

As a result of the Merger, Hermes and our Florida subsidiary remain focused in their respective current industries but have been integrating certain overhead and administrative functions to reduce operating costs and improve efficiencies.

Purpose of the Merger; Effect of Stock Issuances

The principal purpose of the Merger was to effectuate the acquisition by Cenuco of all of the membership interests of Hermes in exchange for the issuance to the Hermes Members of shares of the Series A Preferred Stock representing 65% of the combined outstanding voting power of all classes of Cenuco s capital stock. Upon approval by our stockholders of Proposals One and Two, the Series A Preferred Stock will be converted without any further action by Cenuco or the holders of the Series A Preferred Stock into common stock of Cenuco representing 65% of the outstanding voting power of our capital stock. In the Merger Agreement, we agreed to use our reasonable best efforts to ensure that our common stock will continue to be quoted on the American Stock Exchange, and will continue to be publicly traded. In the event the American Stock Exchange does not agree to list our common stock, our stock price may materially decrease and the public market for our common stock may deteriorate. The absence of a public trading market would make it far more difficult for stockholders to sell any or all of their shares of our common stock, as we would, de facto, become a private company with no ability for any stockholder to sell shares of our common stock in the public markets. Following the completion of the Merger, Hermes, together with its wholly owned subsidiaries Lander Co., Inc, Lander Co. Canada Limited, and Ascendia Real Estate LLC, became wholly owned direct and indirect subsidiaries of Cenuco.

Cenuco s Restated Certificate of Incorporation authorizes Cenuco to issue up to 1,000,000 shares of preferred stock, and grants the Board of Directors the authority, without further action by the holders of the outstanding shares of common stock, to issue shares of preferred stock with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions, as the Board of Directors shall determine. Pursuant to such authority, Cenuco s Board of Directors created a new series of Cenuco s preferred stock, designated as the Series A Junior Participating Preferred Stock, with such rights, preferences and limitations as are set forth in the Certificate of Designation, Preferences and Rights of the Series A Junior Participating Preferred Stock filed with the Delaware Secretary of State by Cenuco and set forth as Exhibit 3(i) to its Current Report on Form 8-K dated May 10, 2005 filed with the SEC, and issued shares to the Hermes Members in exchange for their membership interests in Hermes.

There are currently outstanding 13,902,056 shares of common stock, and outstanding options and warrants with respect to an aggregate of 3,135,212 shares of common stock. As a consequence of the consummation of the Merger, the Hermes Members became the owners of 65% of the combined outstanding voting power of all classes of Cenuco s capital stock and, upon conversion of the Series A Preferred Stock into common stock, such holders of the Series A Preferred Stock will own 65% of the then outstanding shares of common stock. Conversion of the Series A Preferred Stock into common stock requires the authorization of Cenuco s holders of common stock (without the vote of holders of Series A Preferred Stock) to the issuance of the shares of common stock upon conversion of all of the shares of the Series A Preferred Stock.

If conversion of the Series A Preferred Stock into common stock was approved by our stockholders and no further options or warrants outstanding at the time of the merger are exercised, each share of the Series A Preferred Stock would be convertible into 10,110.1777 shares of common stock. This conversion ratio assumes that no further options or warrants that were outstanding at the time of the Merger are exercised after the record date of the Meeting and prior to the date of conversion of the Series A Preferred Stock into common stock. Any such exercise would result in an adjustment in the conversion ratio and the number of shares of common stock issuable upon conversion to retain the 65% ratio. The conversion ratio and the shares of common stock issuable upon conversion are also subject to adjustment upon the occurrence of stock splits, stock dividends or similar events.

The holders of Cenuco s common stock immediately prior to the conversion of Series A Preferred Stock to common stock as contemplated by the Merger would continue to hold the same number of shares immediately thereafter. No additional consideration was offered to our common stockholders in connection with the Merger.

If the conversion of the Series A Preferred Stock to common stock is consummated, based upon the 13,902,056 shares of common stock outstanding as of the record date, we would then issue an additional 25,818,104 shares of common stock, or 186% of the number of shares of common stock currently outstanding.

Reasons for the Merger

Cenuco s management believed that the Merger would provide Cenuco with additional logistics and distribution knowledge, which it believed was a strong component of Lander s current business operations. Also, Cenuco expected that additional efficiencies and cost savings would be forthcoming for the entire enterprise after the completion of the Merger. In particular, Board of Directors believed that the combined company would be better positioned to:

- realize significant cost savings;
- achieve accelerated growth; and
- enjoy reduced cyclicality and sustained earnings growth as a result of a diverse business portfolio.

The intent of the Merger was to create a combined company with a diverse business portfolio and reduced reliance on any particular industry. The increased diversification was expected to reduce the combined company s overall exposure to cyclical economic swings and industry specific fluctuations and increase the likelihood of achieving consistent earnings growth. Management believed that the combined company would be in a position to achieve accelerated growth by utilizing its financial strength to pursue business opportunities, and utilizing the combined company s larger, more diverse servicing capabilities to provide enhanced and more comprehensive services to customers.

The Company s strategic plan for the Merger included introducing Cenuco s wireless consumer products into Lander s existing retail channels. Additionally, since all of these retail channels would benefit from remote video monitoring technologies to combat theft and liability, the Company s management expected to work with these existing Lander customers on how Cenuco s wireless technologies could assist and extend their loss-prevention and monitoring infrastructure. Furthermore, since Cenuco s wireless technology applications have the ability to transmit virtually any type of data to a cellular device, not just video, Cenuco s management believed that Lander represented a unique opportunity to apply Cenuco s wireless technology to issues surrounding: warehousing, inventory control, manufacturing review and control, supply chain management and numerous others. It was management s belief that the combined knowledge of both companies would result in additional wireless and consumer brand products focused on these and other markets.

Factors Considered by the Board of Directors of Cenuco

Cenuco s Board of Directors determined that the terms of the Merger Agreement, which were the product of arm s length negotiations between Cenuco s representatives and Hermes, were in the best interests of Cenuco and its stockholders.

In reaching this determination, Cenuco s Board of Directors considered the following material positive factors:

- the reasons described above under *Reasons for the Merger*, including the possibility of cost savings, accelerated growth and the combined company s diverse business portfolio;
- information concerning the businesses, assets, liabilities, results of operations and financial performance of Hermes and the combined company;
- the opinion of vFinance that, as of March 9, 2005, and subject to the matters set out in its opinion, the consideration to be paid by Cenuco in the Merger is fair, from a financial point of view, to the stockholders of Cenuco;
- the determination that the Merger would create a larger combined company with greater financial resources and increased free cash flow and, as a result, increased flexibility and opportunity for future growth;
- Lander s position as a leader in the manufacture, marketing and distribution of brand value priced health and beauty care products with strong brand strength and name recognition;
- the expected composition of the combined company s senior management after the Merger as described in this proxy statement under the heading *Board of Directors of the Combined Company; Management* since the Board of Directors concluded that the senior management of Hermes had greater strategic, administrative and financial expertise and experience than was available at Cenuco and that a strong management team with such expertise was necessary to permit the combined company to grow in a manner that Cenuco alone as a startup company could not;
- the fact that the Merger is consistent with the Company s objective to grow through acquisitions;
- the fact that we were not required to register the shares of the Company s capital stock issued to the former members of Hermes in the merger or the shares of common stock that would be issued upon conversion of the preferred stock if the stockholders of the Company approve Proposals One and Two;
- the long-term interests of Cenuco and its stockholders, as well as the effects of the Merger on Cenuco s employees, customers, creditors, suppliers and the communities in which it has operations; and
- the expectation that the Merger would qualify as a reorganization under the Internal Revenue Code.

Cenuco s Board of Directors also identified and considered a variety of potentially negative material factors in its deliberations, including:

- the fact that the Hermes Members would hold approximately 65% of the outstanding common shares of Cenuco after the conversion of the Series A Preferred Stock to common stock;
- the fact that some of the individual analyses conducted by vFinance in determining the fairness of the consideration to be paid in the Merger, from a financial point of view, produced wide ranges;
- the fact that the result of the discounted cash flow analysis conducted by vFinance suggests that the Hermes Members should have received considerably less than 65% of the combined companies, based upon the market capitalization of Cenuco at the time that vFinance delivered its opinion to the Board, although the Board understood that vFinance did not rely on any single analytical model and tended to favor transaction-oriented multiples as more indicative of the true multiple to be assigned, and that the ratio of such market capitalization to the mean value arising from the comparable transaction analysis suggests that the Hermes Members should have received slightly more than 65% of the combined companies;
- the fact that the Merger Agreement eliminated the possibility of Cenuco entering into business combinations with companies other than Hermes prior to the Merger or the termination of the Merger Agreement, and the fact that termination fees and restrictions on negotiations may have inhibited third parties from proposing an offer for Cenuco;
- the challenges and costs of combining the businesses of Lander and Cenuco; and
- the risks that the companies will not be able to combine their businesses without encountering operational difficulties or failing to realize the cost savings expected from the integration of their businesses, which could lead to the need to spin off or sell the Company s wireless technology division.

Our Board of Directors concluded, however, that these negative factors could be managed or mitigated by us or were unlikely to have a material impact on the Merger or us, and that overall, the potentially negative factors associated with the Merger were outweighed by the potential benefits of the Merger.

In concluding that an amendment to the Merger Agreement providing, among other things, for the issuance of shares of Series A Preferred Stock in lieu of shares of the Company s common stock and the completion of the merger without a vote of the Company s stockholders was in the best interests of the Company and its stockholders, our Board of Directors considered the following factors:

- the delays incurred while Hermes prepared the audited financial statements required for purposes of the proxy statement to be sent to the Company s stockholders could materially and adversely affect the ability of the combined company to acquire assets from Playtex which represented a significant opportunity for the combined company following the merger;
- the delays in preparing the applicable audited financial statements were a consequence of the fact that there was a period prior to Hermes acquisition of the Lander business for which no audited financial statements had ever been prepared and therefore there was no reasonable possibility of such financial statements being prepared in a timely manner;
- the Series A Preferred Stock to be issued to the members of Hermes in the merger had substantially the same economic and voting rights as the shares of common stock that would have been issued under the terms of the Merger Agreement that had been approved by our Board of Directors;

representatives of the American Stock Exchange had given verbal assurances to Cenuco and its legal counsel that the completion of the Merger in accordance with the terms of the modified structure, including the issuance of the Series A Preferred Stock without a vote of stockholders, would not violate any of the rules or regulations of the American Stock Exchange;

since the financial terms of the transaction as modified are virtually identical to the transaction that was contemplated by vFinance when the fairness opinion was issued, there was no need to obtain another fairness opinion with respect to the modified structure;

although the vFinance opinion had been rendered in connection with a transaction that was conditioned upon approval of the stockholders of the Company, the change in structure that removed such condition did not have any effect on the fairness of the transaction from a financial point of view, but only on the procedural fairness, and therefore did not have any effect on the fairness opinion of vFinance; and

since Hermes had conditioned the change in structure upon delivery of voting agreements from stockholders of the Company owning enough shares to approve Proposals One and Two, the Board of Directors concluded that such approval had the same effect as a vote of stockholders and therefore satisfied our Board of Directors that the new structure satisfied all requirements of fair process, as well as fair price.

The above discussion of the factors considered by our Board of Directors is not intended to be exhaustive, but does set forth the principal factors considered by the Board of Directors prior to executing the Merger Agreement. The Board of Directors collectively reached the unanimous conclusion to approve the Merger Agreement, and the transactions contemplated thereby, including the issuance of the Series A Preferred Stock contemplated by the Merger Agreement, in light of the various factors described above and other factors that each member of our Board of Directors felt were appropriate. In view of the wide variety of factors considered by our Board of Directors in connection with its evaluation of the Merger Agreement and the complexity of these matters, Cenuco s Board of Directors did not consider it practical, and did not attempt, to quantify, rank or otherwise assign relative weights to the specific factors it considered in reaching its decision. Rather, Cenuco s Board of Directors made its recommendation based on the totality of information presented to and the investigation conducted by it. In considering the factors discussed above, individual directors may have given different weights to different factors.

Regulatory Approvals Needed to Complete the Merger

The Merger was completed on May 20, 2005. We were not required to obtain the approval of any regulatory agency in order to enter into the Merger Agreement or complete the Merger.

However, Section 712(b) of the American Stock Exchange Company Guide requires that our stockholders approve the issuance of more than 20% of our common stock in any acquisition of the stock or assets of another company. Because, as contemplated in the Merger, the issuance of shares of our common stock in connection with conversion of the Series A Preferred Stock to common stock will exceed 20% of our currently outstanding shares, we are required to seek stockholder approval before we can issue those shares. If we issue the shares of our common stock to Hermes Members upon conversion of the Series A Preferred Stock without stockholder approval for the issuance, our common stock could be de-listed from the American Stock Exchange.

In addition, as discussed at page 17 (*Risk Factors*), the rules of the American Stock Exchange required that we re-submit an original listing application with respect to our Common Stock, because the Merger resulted in a change of control of the Company. This application was submitted on January 19, 2006.

Opinion of Financial Advisor to Cenuco

The following summary does not purport to describe all of the material analyses contained in its opinion, the Fairness Opinion, and is qualified in its entirety by reference to the copy of the Fairness Opinion, which is included as Annex A to this proxy statement. We urge you to carefully read the Fairness Opinion in its entirety.

In connection with its evaluation of the Merger as described above, Cenuco s Board of Directors engaged vFinance Investments, Inc. (vFinance), to act as its financial advisor. vFinance, Inc. is a rapidly growing financial services company that provides research, investment banking, brokerage and trading services to more than 10,000 corporate, institutional and private clients worldwide. vFinance, Inc. has offices in New York, San Jose, Houston, Boca Raton and 24 other cities nationwide. Its subsidiary, vFinance Investments, Inc., is a registered broker-dealer with the SEC and a member of the NASD. vFinance rendered its opinion, dated March 9, 2005, to the effect that, as of that date and based upon and subject to the assumptions, limitations and qualifications set forth in its opinion, the consideration to be paid in the Merger was fair, from a financial point of view, to our stockholders. vFinance has consented to the inclusion of the Fairness Opinion in this proxy statement.

We have attached as Annex A to this document the full text of vFinance s written opinion and urge you to read the opinion in its entirety. The Fairness Opinion sets forth the assumptions made, matters considered and limits on the review undertaken and is incorporated by reference in its entirety. vFinance addressed the Fairness Opinion to Cenuco s Board of Directors. The Fairness Opinion addresses only the consideration paid in the Merger and is not a recommendation to any Cenuco stockholder as to how that stockholder should vote on any proposals relating to the Merger at the Meeting. The summary of vFinance s opinion provided below is qualified in its entirety by reference to the full text of the Fairness Opinion.

In arriving at its opinion, vFinance reviewed:

- the Merger Agreement;
- the audited financial statements of Cenuco for the fiscal year ended June 30, 2004 and the audited financial statements of Hermes for the year ended February 29, 2004;
- the unaudited financial statements of Cenuco and Hermes for the periods ended December 31, 2004 and November 30, 2004, respectively;
- current and historical market prices of Cenuco common stock;
- various publicly available information concerning the business of Cenuco and Lander and of several other companies engaged in businesses comparable to those of Cenuco and Lander, and the reported market prices for the securities of other companies deemed comparable;
- the terms of various transactions involving companies comparable to Cenuco and Lander and the consideration received for those companies;
- the terms of other business combinations that vFinance deemed relevant; and
- various internal financial analyses and forecasts prepared by Cenuco and Hermes and their respective managements.

vFinance also held discussions with several members of the management of Cenuco and Hermes on numerous aspects of the Merger, the past and current business operations of Cenuco and Lander, the financial condition and future prospects and operations of Cenuco and Lander, the effects of the Merger on the financial condition and future prospects of Cenuco and Lander, and other matters that vFinance believed necessary or appropriate to its inquiry. In addition, vFinance reviewed other financial studies and analyses and considered other information as it deemed appropriate for the purposes of its opinion.

vFinance relied upon and assumed, without independent verification, the accuracy and completeness of all information that was publicly available or that was furnished to it by Cenuco and Hermes or otherwise reviewed by vFinance from third party sources. vFinance is not responsible or liable for that information or its accuracy. vFinance did not conduct any valuation or appraisal of any assets or liabilities, and no valuations or appraisals were provided to vFinance. In relying on financial analyses and forecasts provided to it, vFinance has assumed that they have been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management as to the expected future results of operations and financial condition of Cenuco and Hermes to which those analyses or forecasts relate. vFinance also assumed that the Merger will have the tax consequences described in discussions with, and materials furnished to vFinance by, representatives of Cenuco, and that the parties would complete the other transactions contemplated by the Merger Agreement as described in that agreement. vFinance relied as to all legal matters relevant to rendering its opinion upon the advice of its counsel.

As is customary in the rendering of fairness opinions, vFinance based its opinion on economic, market and other conditions as in effect on, and the information made available to vFinance as of, March 9, 2005. Subsequent developments may affect vFinance s opinion, and vFinance does not have any obligation to update, revise, or reaffirm its opinion. vFinance expressed no opinion as to the price at which Cenuco s or the combined company s common stock will trade at any future time.

Cenuco did not request vFinance to, and vFinance did not, provide advice concerning the structure, the specific amount of the consideration, or any other aspects of the Merger, and did not provide services other than the delivery of its opinion. vFinance did not participate in negotiations on the terms of the Merger and related transactions, which were the product of direct negotiations between Cenuco and Hermes.

In accordance with customary investment banking practice, vFinance employed generally accepted valuation methods in reaching its opinion. The following is a summary of the material financial analyses performed by vFinance in connection with its opinion. We have presented some of the summaries of financial analyses in tabular format. In order to understand the financial analyses used by vFinance more fully, you should read the tables together with the text of each summary. The tables alone do not constitute a complete description of vFinance s financial analyses and this summary does not purport to be a complete description of the analyses underlying vFinance s opinion.

Comparable Company Analysis. vFinance first identified those other companies that might be considered comparable to Lander, the operating company of Hermes. While Lander competes in the Consumer Goods & Products sector, this market includes multi-billion dollar behemoths such as Proctor & Gamble and Colgate Palmolive. While this would ordinarily pose problems from an analytical standpoint, vFinance spent considerable time reviewing the product lines of the companies that were ultimately included in its analysis, and there appears to be a homogeneity among the lines carried, while the prime differentiator from a branding standpoint appears to be the pricing points and advertising dollars spent on support of the brand. The distribution channels for most of these companies are almost identical.

From a practical standpoint, vFinance elected to exclude Proctor & Gamble from its analysis, as its market capitalization is over 4.5x the size of its nearest competitor, Colgate Palmolive and it almost always positions itself as the premium brand in the markets in which it competes. Lander, by comparison, has historically been viewed as a value brand, having been so positioned from its more than 85 years of existence. In addition, Proctor & Gamble markets lines of snacks & beverages, making it slightly dissimilar to the rest of the universe considered by vFinance.

The following companies were considered for the comparable analysis: Colgate-Palmolive Company, The Estee Lauder Companies Inc., Alberto-Culver Company, Church & Dwight Co., Inc., Revlon, Inc., Prestige Brand Holdings, Inc., Elizabeth Arden, Playtex Products, Inc., Inter Parfums, Inc., Parlux Fragrances, Inc., CCA Industries, Inc., Stephan Co., Imagenetix, Inc., Oralabs Holding Corp., Scott s Liquid Gold, Inc. and Lee Pharmaceuticals.

In reviewing the companies in this sector, vFinance was unable to discern any trends from a valuation perspective. Ordinarily, one would expect that the marketplace would accord premium multiples to companies with significantly larger revenue bases, but that was not apparent in this Comparable Company Analysis. For example, even though it was excluded from vFinance s analysis due primarily to its sheer size, Proctor & Gamble is still valued by the market at a multiple of 2.49x its trailing twelve month revenues, which would fit comfortably within the range of multiples for the sample set. The sample set of sixteen (16) companies that vFinance believed fit its defined parameters were included in the comparable sample. Those parameters were defined as Consumer Products companies that either employ value-oriented or premium value pricing points or sell through national distribution channels such as Wal-Mart and their like. They range in market capitalization from just under $0.5 million to just over $29 billion, with a range of trailing twelve month revenues from $6.6 million to $10.6 billion.

Comparable Public Companies

Figures in Thousand of US Dollars except for share prices

					Equity Value to							
									EPS			
Company	**Ticker**	**Stock Price 3/5/05**	**% of High**	**Market Value**	**Debt to Equity**	**TTM Rev.**	**TTM EBITDA**	**TTM EBIT**	**TTM**	**2003**	**2004**	**Net Assets**
Colgate-Palmolive Company	CL	52.84	89%	29,237,456	3.0x	2.8x	11.9x	13.8x	22.7x	20.1x	18.1x	n.m.
Estee Lauder	EL	43.00	87%	9,943,136	0.3x	1.6x	11.3x	14.6x	24.6x	22.4x	19.6x	14.8x
Alberto-Culver Company	ACV	51.90	92%	4,910,735	0.1x	1.5x	12.4x	14.3x	24.3x	21.1x	18.9x	4.4x
Church & Dwight Co, Inc.	CHD	35.98	98%	2,502,615	1.7x	1.4x	12.5x	11.3x	23.7x	20.2x	18.0x	n.m.
Revlon, Inc.	REV	2.49	70%	921,594	n.m.	0.7x	5.6x	17.5x	n.m.	n.m.	n.m.	n.m.
Prestige Brand Holdings	PBH	17.96	96%	898,000	1.5x	3.8x	11.6x	13.7x	77.8x	n.m.	n.m.	n.m.
Elizabeth Arden	RDEN	26.13	99%	786,740	1.8x	1.0x	3.9x	10.8x	13.2x	20.3x	17.1x	n.m.
Playtex Products, Inc.	PYX	8.77	99%	536,863	17.4x	0.8x	4.9x	5.9x	31.3x	19.9x	15.7x	n.m.
InterParfums, Inc.	IPAR	15.49	46%	310,911	0.2x	1.4x	8.8x	9.7x	19.9x	20.1x	20.1x	5.9x
Parlux Frangrances, Inc.	PARL	25.99	93%	240,882	0.0x	2.6x	14.2x	15.2x	27.9x	26.0x	15.1x	4.3x
CCA Industries, Inc.	CAW	10.85	79%	76,430	0.0x	1.2x	7.8x	8.1x	14.5x	10.6x	10.3x	4.3x
The Stephan Co.	TSC	4.55	65%	20,360	0.2x	0.8x	60.0x	109.3x	113.8x	n.m.	n.m.	1.0x
Imagentix, Inc.	IAGX	2.00	97%	21,580	0.1x	3.3x	16.9x	17.4x	22.2x	n.m.	n.m.	16.8x
Oralabs Holdings Corporation	OLAB	2.75	53%	13,089	0.0x	1.0x	n.m.	n.m.	n.m.	n.m.	n.m.	2.4x
Scott s Liquid Gold, Inc.	SLGD	0.55	60%	5,726	0.2x	0.3x	9.8x	n.m.	n.m.	n.m.	n.m.	0.6x
Lee Pharmaceuticals, Inc.	LPHM	0.12	71%	496	n.m.	0.1x	n.m.	n.m.	n.m.	n.m.	n.m.	n.m.
		High	99%		17.4x	3.8x	60.0x	109.3x	113.8x	26.0x	20.1x	