

Edgar Filing: FIRETECTOR INC - Form SC 13D/A

FIRETECTOR INC  
Form SC 13D/A  
June 25, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 2 )

Firetector Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 Par Value

-----  
(Title of Class of Securities)

318319 60 5

(Formerly 318319 40 7)

-----  
(CUSIP NUMBER)

Dennis P. McConnell, Esq.  
c/o Dolgenos Newman & Cronin LLP  
96 Spring Street  
New York, New York 10012  
(212) 925-2800

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January, February and March 2002

-----  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4) check the following box [ ].

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13D

CUSIP No. 318319 60 5

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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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-----  
Genterra Investment Corporation f/k/a First Corporate Capital Corp.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\*

NA  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario, Canada  
-----

NUMBER OF 7 SOLE VOTING POWER

SHARES 80,833 shares  
-----

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 0  
-----

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 80,833 shares  
-----

PERSON WITH 10 SHARED DISPOSITIVE POWER

0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

90,833 shares  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.74%  
-----

14 TYPE OF REPORTING PERSON\*

CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

Firetektor Inc. (the "Issuer")  
209 Lafayette Drive  
Syosset, New York 11791

c/o John A. Poserina, Secretary and Treasurer

Common Stock, \$0.001 par value (the "Common Stock")

Item 2. Identity and Background

I. Reporting Person

(a) Name of Person Filing.

This statement is being filed on behalf of GENTERRA INVESTMENT CORPORATION f/k/a First Corporate Capital Inc. ("FCC")

(b) Residence or Business Address.

The Reporting Person has its principal business at:

106 Avenue Road  
Toronto, Ontario  
Canada M5R 2H3

(c) Principal Occupation.

The Reporting Person is an investment management holding company.

(d) and (e)

The Reporting Person has not, during the last five years, been convicted in any criminal proceeding and has not and is not subject to any judgment, decree or final order as a result of any civil proceeding, enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship.

The Reporting Person is a citizen of Canada.

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II. Names of Directors and Executive Officers of: GENTERRA INVESTMENT CORPORATION

Directors:

-----  
Mark Litwin  
Irwin Singer  
Stan Abramowitz  
Alan Kornblum  
Morton Litwin

Business Address:

-----  
106 Avenue Road, Toronto, ON M5R 2H3  
24 Hazelton Ave., Toronto, ON M5R 2E2  
106 Avenue Road, Toronto, ON M5R 2H3  
600 Clayson Road, North York, ON. M9M 2H2  
1150 Sheppard Ave. West, Downsview, ON M3K 2B5

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| Officers<br>----- | Position<br>----- | Address<br>-----                     |
|-------------------|-------------------|--------------------------------------|
| Mark Litwin       | President         | 106 Avenue Road, Toronto, ON M5R 2H3 |
| Stan Abramowitz   | Secretary         | 106 Avenue Road, Toronto, ON M5R 2H3 |

None of the Directors or Executive Officers of the Reporting Person, listed above, has, during the last five years, been convicted in any criminal proceeding and has not and is not subject to any judgment, decree or final order as a result of any civil proceeding, enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Each of the Directors and Executive Officers listed above is a citizen of Canada.

Item 3. Source and Amount of Funds or Other Consideration.

The change in the number of shares beneficially owned by the Reporting Person is the result of market sales of 52,500 shares that it beneficially owned.

Item 4. Purpose of Transaction.

The Reporting Person sold the securities in the ordinary course of its business in market transactions pursuant to a Notice of Proposed Sale of Securities pursuant to Rule 144. Except as provided above, the Reporting Person has no plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;

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- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation involving, the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number of term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure including but not limited to, if the Issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

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- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those enumerated above.

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Item 5. Interest in Securities of the Issuer.

- (a) Amount beneficially owned and percentage of class
  - (i) The Reporting Person is the beneficial owner of 80,833 restricted shares of Common Stock which represents 4.74% of the Common Stock issued and outstanding.
- (b) Number of shares as to which the Reporting Person has:
  - (i) Sole power to vote or direct the vote: 80,833
  - (ii) shared power to vote or direct the vote: 0
  - (iii) sole power to dispose or direct disposition: 80,833
  - (iv) shared power to dispose or to direct disposition: 0
- (c) None of the Reporting Persons has effected any transactions in the Common Stock in the past sixty days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Reference is made to Item 4 of this Schedule 13D for a discussion of a contract with respect to the Common Stock.

Item 7. Material to be Filed as Exhibits.

None

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(f)(i), we agree that this statement is filed on behalf of

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each of us.

Dated: June 14, 2002

GENTERRA INVESTMENT CORPORATION  
f/k/a FIRST CORPORATE CAPITAL INC.

By: /s/MARK LITWIN

-----  
Mark Litwin, President

Attention: Intentional misstatements or omissions of fact constitute  
Federal criminal violations (See 18 U.S.C. 1001).