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8011-01p
UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

March 20, 2012

In the Matter of

**ProElite, Inc. and
Universal Guardian Holdings, Inc.,**

File No. 500-1

**ORDER OF SUSPENSION OF
TRADING**

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of ProElite, Inc. because it has not filed any periodic reports since the period ended December 30, 2008.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Universal Guardian Holdings, Inc. because it has not filed any periodic reports since the period ended September 30, 2007.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed companies. Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of the above-listed companies is suspended for the period from 9:30 a.m. EDT on March 20, 2012, through 11:59 p.m. EDT on April 2, 2012.

By the Commission.

Elizabeth M. Murphy
Secretary

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