

Michelle Jere

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
DIVISION OF FINANCE AND CORPORATE SECURITIES
SECURITIES SECTION
BEFORE THE DIRECTOR OF THE DEPARTMENT OF CONSUMER AND
BUSINESS SERVICES

In the Matter of:) No. A-03-0013
)
SUCCESS CONCEPT ENTERPRISES,) ORDER TO CEASE AND DESIST,
INC D/B/A SUCCESS POS; AMERIPOS) DENYING EXEMPTIONS, AND
D/B/A VISION ONE D/B/A WBCI;) ASSESSING/ SUSPENDING CIVIL
DAVID TARR; DAVID ROSS;) PENALTIES AS TO SUCCESS
BRANDON CLAREY; and FRANK) CONCEPT ENTERPRISES, INC D/B/A
MINEO,) SUCCESS POS and DAVID TARR
)
Respondents.)
)
)
)
)

WHEREAS, the Director of the Department of Consumer and Business Services for the State of Oregon (hereafter the "Director"), acting by and pursuant to the authority of the Oregon Securities Law, Chapter 59 of the Oregon Revised Statutes (hereinafter cited as ORS Chapter 59), and other applicable authority, has a pending investigation into the activities of SUCCESS CONCEPT ENTERPRISES, INC D/B/A SUCCESS POS (hereafter "SUCCESS POS"), AMERIPOS D/B/A VISION ONE D/B/A WBCI (hereafter "WBCI"), DAVID TARR (hereafter "Tarr"), DAVID ROSS (hereafter "Ross"), BRANDON CLAREY (hereafter "Clarey"), and FRANK MINEO (hereafter "Mineo");

WHEREAS, Respondents SUCCESS CONCEPT ENTERPRISES, INC D/B/A SUCCESS POS and DAVID TARR wish to avoid the time and expense of further investigation and an action by or before the Director and desire to obtain disposition of this matter without invoking any rights to a hearing before the Director;

WHEREAS, Respondents SUCCESS CONCEPT ENTERPRISES, INC D/B/A SUCCESS POS and DAVID TARR have acknowledged fully reading and understanding the contents of this Order to Cease and Desist, Denying Exemptions, Assessing/Suspending

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 Penalties (hereafter the "Order"), and have waived any right to a hearing with respect to this
2 matter and to challenge or appeal this Order;

3 **WHEREAS, Respondents SUCCESS CONCEPT ENTERPRISES, INC D/B/A**
4 **SUCCESS POS and DAVID TARR** consent to the jurisdiction of the Director of the
5 Department of Consumer and Business Services, State of Oregon for the purpose of this Order
6 and the issuance thereof;

7 **WHEREAS, Respondents SUCCESS CONCEPT ENTERPRISES, INC D/B/A**
8 **SUCCESS POS and DAVID TARR** have been notified and understand that a violation of this
9 Order will potentially subject them to the assessment of a further civil penalty or other action by
10 the Director;

11 **NOW THEREFORE,** the Director hereby issues the following Findings of Fact and
12 Conclusions of Law, which Respondents **SUCCESS CONCEPT ENTERPRISES, INC D/B/A**
13 **SUCCESS POS and DAVID TARR** neither admit nor deny, and issues the following Order, to
14 which Respondents **SUCCESS CONCEPT ENTERPRISES, INC D/B/A SUCCESS POS** and
15 **DAVID TARR** have consented, as is evidenced by the signature of Respondents **SUCCESS**
16 **CONCEPT ENTERPRISES, INC D/B/A SUCCESS POS and DAVID TARR** on the Consent
17 to Entry of Order attached hereto.

18
19 **FINDINGS OF FACT**

20 The Director **FINDS** that:

21
22 **Part One: Relevant Parties**

23
24 1. Respondent **SUCCESS POS**, at all times material herein, offered investments in
25 "point of sale terminal programs" to members of the public. (A "point of sale terminal" is an
26 electronic device that processes card based financial transactions [credit card, debit card, etc] via



1 computer modem.) **SUCCESS POS** is an assumed business name for the for profit Florida
2 corporation Success Concept Enterprises, Inc, whose last known address is 1280 SW 36th Ave.,
3 #200, Pompano Beach, Florida 33069.

4 2. Respondent **WBCI**, at all times material herein, retained and managed sales agents to
5 sell the **SUCCESS POS** investment program to members of the public over the telephone.

6 **WBCI**, which also operated under the names **VISION ONE** and **AMERIPOS**, has a last known
7 address of 600 Industrial Way, Suite C, Boynton Beach, Florida 33426.

8 3. Respondent **DAVID B TARR** was, at all times material herein, the Chief Executive
9 Officer of **SUCCESS POS**. Tarr's last known address is 3457 NW 44 Street, Ft. Lauderdale,
10 Florida 33309.

11 4. Respondent **DAVID ROSS** was, at all times material herein, the Director of Sales for
12 **WBCI**. Ross's last known address is 600 Industrial Way, Suite C, Boynton Beach, Florida
13 33426.

14 5. Respondent **BRANDON CLAREY** was at all times material herein, a sales agent
15 employed by **WBCI** to sell the **SUCCESS POS** program to members of the public. Clarey's last
16 known address is 600 Industrial Way, Suite C, Boynton Beach, Florida 33426.

17 6. Respondent **FRANK MINEO** was at all times material herein, a sales agent
18 employed by **WBCI** to sell the **SUCCESS POS** program to members of the public. Mineo's last
19 known address is 600 Industrial Way, Suite C, Boynton Beach, Florida 33426.

20 7. Respondent **SUCCESS POS**, at all times material herein, was not licensed as a
21 broker-dealer by the Oregon Division of Finance and Corporate Securities and was not
22 authorized to sell securities in the State of Oregon.

23 8. Respondent **WBCI**, at all times material herein, was not licensed as a broker-dealer
24 by the Oregon Division of Finance and Corporate Securities and was not authorized to sell
25 securities in the State of Oregon.
26



1 variation in pricing did occur. By way of contrast, the same model point of sale terminal has
2 wholesaled for as little as \$319 per unit.

3 16. As part of its management responsibilities, **SUCCESS POS** was obligated to find
4 “locations” for the point of sale terminals (investors were told that these terminals would be
5 placed in retail stores that generated significant “foot traffic”, which would translate into a high
6 usage rate for the POS terminal).

7 17. The point of sale terminals were placed in retail stores at no charge to the store
8 owner. (Store owners were informed that having a POS terminal in their store would lead to
9 increased spending at that store).

10 18. The terminals were to be prominently displayed and easily accessible to members of
11 the public, who were to use them for such card based services as credit card, debit card, and
12 phone card transactions.

13 19. **SUCCESS POS** was to receive a portion of the revenue each transaction generated
14 on its terminal as its compensation for “managing” the terminals.

15 20. The **SUCCESS POS** investor was required to choose one of two compensation
16 options at the time the investment was made, an election which was binding throughout the three
17 year length of the management agreement.

18 21. Under one option, the investor was to divide “collected profits” with **SUCCESS POS**
19 on an equal, 50/50 basis. Collected “profits” are contractually defined as actual receipts
20 generated by use of the terminal from any and all sources with the exception of proceeds from
21 the sale of the terminal itself.

22 22. Under another option, the investor was to receive a flat fee of \$250.00 per month for
23 each “unit” owned. Under this option, **SUCCESS POS** “guaranteed” that it would “buyback” the
24 terminals from the investor at the original purchase price at the end of the contract term.



1 telephone). Respondents **ROSS, CLAREY, and MINEO** were employed as sales agents by
2 **WBCI**, and were compensated through commissions, receiving a percentage of each sale.

3 29. Those members of the public that responded to **WBCI's SUCCESS POS** internet
4 solicitations or viewed **WBCI's SUCCESS POS** television commercials and expressed at least
5 preliminary interest in the **SUCCESS POS** program were sent written materials describing the
6 program, usually via overnight delivery, and were asked for their daytime telephone numbers so
7 that a representative could contact them at a later date.

8 30. The written materials included a description of the point of sale "packages available"
9 (**SUCCESS POS** had packages involving as few as one and as many as seven "units"), a chart
10 entitled "Benefits of the **SUCCESS POS** Terminal" (enunciating purported advantages to the
11 terminal owner, the merchant, and the consumer), a chart entitled "The Management Team" (a
12 description of **SUCCESS POS** management's background), two pages of projected sales figures
13 under the heading "Business Forecast" (the figures are neither audited nor based on any actual
14 transaction activity), and a listing of vendors, described as "Our Partners" (this chart merely
15 displayed the logos of such phone carriers as Verizon, AT & T, etc).

16 31. The written materials also included two contracts that were proffered in tandem: the
17 "**SUCCESS POS** Purchase Order and Agreement" and the "**SUCCESS POS** Management
18 Services Agreement" (the cover page for the Management Services Agreement prominently lists
19 a Mission Statement that notes "Success Concepts is a true team of individuals that have
20 Honesty, Integrity, and believe in servicing the customer.")

21 32. Potential investors would be contacted by a sales agent (in the case of prospective
22 Oregon investors, Respondents **CLAREY** or **MINEO**) for the purpose of describing the
23 **SUCCESS POS** program in general terms. The goal of this initial sales call was to interest the
24 prospective investor in the program enough so that an appointment could be made with
25 Respondent **ROSS**, Director of Sales for **WBCI**.

26

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387





1 33. During one such initial sales call Respondent **CLAREY** began by informing a
2 prospective Oregon investor that the **SUCCESS POS** point of sale terminal had ten thousand
3 possible functions including the ability to handle credit card, debit card, pre-paid home phone,
4 pre paid cellular, pre paid phone card, and money transfers. **CLAREY** explicitly stated that the
5 program was “an investment opportunity” and that “we’re gonna pay you 50% of profits
6 generated.” As **CLAREY** explained, the program was “structured to start giving you an 80%
7 annual rate of return” which meant a payment of “three to seven percent a month.” After noting
8 that the minimum investment - one unit, consisting of five terminals – cost \$11,980 the sales
9 agent said that “we are the only company to have a terminal with this many functions, this much
10 capacity. We have no competition.” When the prospective investor asked “Is this a fairly safe
11 investment?” **CLAREY** responded that “yeah, it’s very safe.” A telephone appointment
12 involving the prospective Oregon purchaser and Respondent **ROSS** was arranged, and
13 **CLAREY**’s involvement in the sales process concluded.

14 34. Each of Respondent **CLAREY**’s representations noted above were material and were
15 designed to induce a potential investor to participate in the program. With the exception of the
16 statement describing the **SUCCESS POS** program as an “investment opportunity”, all
17 representations were inaccurate, misleading, or completely false and without factual basis.

18 35. Respondent **ROSS** began his “follow up” sales presentation to the prospective
19 Oregon investor by noting that “25 or 30 different products are gonna be sold off our terminal.”
20 He then touted the purported uniqueness of the terminal by stating “no one else have (sic) what
21 we have. We have exclusive (sic) in the United States.” **ROSS** said that “typically your end is
22 50% to 80% a year” and “you get a check of three to seven percent every month.” **ROSS** then
23 stated “You buy the terminals, my company does it all. We’re a service company.” When the
24 prospective investor asked “All I got to do is cash the checks?” **ROSS** immediately responded
25 “exactly right.” As evidence of the program’s potential the sales agent asserted that “we’re
26 putting 50,000 [terminals] across the country about the next year and a half.” When the

1 prospective investor returned to the issue of safety by asking “So there’s no way I can lose the
2 principal on this?” ROSS replied “there is no way you could lose the principal.” ROSS then
3 promised this prospect that he could “sell out of the business in three years for six times what
4 you’re earning in a year.” After describing prospective financial returns, ROSS noted “that’s
5 50% a year on your money. Now, mind you, it’s not like you’re out there working for it. All you
6 do is purchase the terminals, we do all the locations, we do everything. We send you a check
7 every single month.” A brief time later he reiterated the point by answering the prospective
8 investor’s question of “so I don’t have to learn how to do these machines, or I don’t have to learn
9 anything about ‘em?” by replying “you only do one thing, you collect a check every month that
10 we send to you.” In the closing moments of the sales call ROSS asserted that “you can’t lose
11 money” and “it’s[the SUCCESS POS program] not a security.”

12 36. Each of Respondent ROSS’s representations noted above were material and were
13 designed to induce a potential investor to participate in the program. All representations were
14 inaccurate, misleading, or completely false and without factual basis.

15 37. Once a prospective investor made the decision to invest funds, a sales agent would
16 guide the investor through the necessary paperwork and provide instructions on forwarding a
17 check to the firm. Shortly thereafter, the investor would receive a “Welcome Letter” from
18 SUCCESS POS confirming the investment.

20 Part Four: After The Investment

21
22 38. While Oregon investors in the SUCCESS POS program have been receiving monthly
23 income as of this date, the amounts received have only been a fraction of amounts promised by
24 sales agents. (By way of example, one investor has received checks of less than \$35 per month.)
25 In no case has any Oregon investor received anything close to the 80% per annum return
26 promised.



Division of Finance and Corporate Securities
Labor and Industries Building
330 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 39. **SUCCESS POS**'s terminal installation and promotion has not occurred as promised.
2 Some locations that are supposed to have terminals do not, others received terminals but still
3 have them in the original box, uninstalled, while still others report having the terminal installed
4 but find that it is infrequently used by consumers.

5 40. Respondent **TARR** has admitted "sometimes people find that it's just you know, it
6 sounded great, okay... and it sounds really easy, but to be honest with you, our business is not
7 easy."

8 41. **SUCCESS POS** terminated its relationship with **WBCI**, alleging that **WBCI** had
9 made unauthorized statements on its behalf. **SUCCESS POS** ceased selling point of sale
10 terminals to the general public in July, 2003.

11 42. Respondents, in connection with the offer and/or sale of the **SUCCESS POS** program
12 made the following misrepresentations: that the **SUCCESS POS** program was a "safe"
13 investment, that "there is no way you could lose the principal" and that "you can't lose money";
14 that the **SUCCESS POS** program was "structured to start giving you an 80% annual rate of
15 return; that "we are the only company to have a terminal with this many functions, this much
16 capacity. We have no competition"; that "we're putting 50,000 [POS terminals] across the
17 country about the next year and a half"; that the investor will be able to "sell out of the business
18 in three years for six times what you're earning in a year"; that "if we go public [the investor]
19 gets first crack at the stock, and you will make money on that stock immediately"; and that the
20 program is "not a security." Furthermore, Respondents, in connection with the offer and/or sale
21 of the **SUCCESS POS** program omitted to state: that the **SUCCESS POS** program was
22 required to be registered with the Division of Finance and Corporate Securities and was not; that
23 the investor's sales agent was not licensed by the Oregon Division of Finance and Corporate
24 Securities to sell this type of security; that there were significant and substantial risks with this
25 investment, along with a description of the nature of said risks; that if potential investors were
26 presented with the opportunity to review detailed financial information about **SUCCESS POS**

1 they would note its precarious financial situation, and thereby learn just how contingent its
2 ability to execute on its “buy back” promises was; and that their salesperson would earn a
3 significant commission on the sale of each unit.

4 **CONCLUSIONS OF LAW**

5
6 The Director **CONCLUDES** that:

7
8 43. The **SUCCESS POS** program which was offered and sold by Respondents is a
9 “security” as defined in ORS 59.015(19)(a).

10 44. Respondents offered and/or sold unregistered securities in the State of Oregon in
11 violation of ORS 59.055.

12 45. Respondents offered and/or sold a security in the State of Oregon without being
13 licensed as a broker-dealer or general license broker-dealer salesperson in violation of ORS
14 59.165(1).

15 46. Respondents, in connection with the offer and/or sale of the **SUCCESS POS** program
16 made the following misrepresentations: that the **SUCCESS POS** program was a “safe”
17 investment, that “there is no way you could lose the principal” and that “you can’t lose money”;
18 that the **SUCCESS POS** program was “structured to start giving you an 80% annual rate of
19 return; that “we are the only company to have a terminal with this many functions, this much
20 capacity. We have no competition”; that “we’re putting 50,000 [POS terminals] across the
21 country about the next year and a half”; that the investor will be able to “sell out of the business
22 in three years for six times what you’re earning in a year”; that “if we go public [the investor]
23 gets first crack at the stock, and you will make money on that stock immediately”; and that the
24 program is “not a security.” Furthermore, Respondents, in connection with the offer and/or sale
25 of the **SUCCESS POS** program omitted to state: that the **SUCCESS POS** program was
26 required to be registered with the Division of Finance and Corporate Securities and was not; that

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 the investor's sales agent was not licensed by the Oregon Division of Finance and Corporate
2 Securities to sell this type of security; that there were significant and substantial risks with this
3 investment, along with a description of the nature of said risks; that if potential investors were
4 presented with the opportunity to review detailed financial information about **SUCCESS POS**
5 they would note its precarious financial situation, and thereby learn just how contingent its
6 ability to execute on its "buy back" promises was; and that their salesperson would earn a
7 significant commission on the sale of each program - all of which are untrue statements of a
8 material fact and/or omissions to state a material fact necessary in order to make the statements
9 made, in the light of the circumstances under which they were made, not misleading in violation
10 of ORS 59.135(2).

11 **ORDER**

12
13 Therefore, the Director **ORDERS**

14
15 47. That Respondents shall cease and desist from offering and/or selling securities to
16 persons in the State of Oregon in violation of ORS Chapter 59, OAR Chapter 441, or the Oregon
17 securities law. This prohibition shall be deemed to include an offering of the "Success POS"
18 program unless said offering has been properly registered with the Oregon Division of Finance
19 and Corporate Securities.

20 48. That Respondent **SUCCESS CONCEPT ENTERPRISES, INC D/B/A SUCCESS**
21 **POS** is ordered to pay the sum of **TWENTY THOUSAND DOLLARS (\$20,000.00)** as a civil
22 penalty for violations of ORS 59.055, ORS 59.135, and ORS 59.165 described herein; of this
23 amount **TWO THOUSAND FIVE HUNDRED DOLLARS (\$2,500.00)** shall be due at the
24 time of the entry of this Order by the Director; the remaining **SEVENTEEN THOUSAND**
25 **FIVE HUNDRED DOLLARS (\$17,500)** of said civil penalty shall be deemed **SUSPENDED**
26 so long as Respondent **SUCCESS CONCEPT ENTERPRISES, INC D/B/A SUCCESS POS**

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 does not violate any provision of the Oregon Securities Law and complies with the following
2 requirements (failure to strictly heed these mandates to the satisfaction of the Director shall cause
3 the remainder of said civil penalty to become immediately due and owing): on or before April 1,
4 2004 Respondent shall submit the text of a proposed "Disclosure letter" to each Oregon investor
5 (containing objective information about the nature of Respondent's business activities, a general
6 description of the company's financial status and ability to repay a promissory note, and a
7 description of management's background) and promissory note (whose terms shall include the
8 fact that all Oregon investors will be paid the amount of their original investment in four equal
9 payments on May 1, 2004, August 1, 2004, November 1, 2004, and February 1, 2005) to the
10 Director's designee for the Director's approval; Respondent shall tender twenty five percent
11 (25%) of each Oregonian's original investment on or before May 1, 2004; Respondent shall
12 tender twenty five percent (25%) of each Oregonian's original investment on or before August 1,
13 2004; Respondent shall tender twenty five percent (25%) of each Oregonian's original
14 investment on or before November 1, 2004; Respondent shall tender twenty five percent (25%)
15 of each Oregonian's original investment on or before February 1, 2005.

16 49. That Respondent **DAVID TARR** is ordered to pay the sum of **TEN THOUSAND**
17 **DOLLARS** (\$10,000.00) as a civil penalty for violations of ORS 59.055, ORS 59.135, and ORS
18 59.165 described herein; of this amount **TWO THOUSAND FIVE HUNDRED DOLLARS**
19 **(\$2,500.00)** shall be due at the time of the entry of this Order by the Director; the remaining
20 **SEVEN THOUSAND FIVE HUNDRED DOLLARS** (\$7,500) of said civil penalty shall be
21 deemed **SUSPENDED** so long as Respondent does not violate any provision of the Oregon
22 Securities Law and Respondent **SUCCESS CONCEPT ENTERPRISES, INC D/B/A**
23 **SUCCESS POS** complies with the above noted requirements (failure to strictly heed these
24 mandates to the satisfaction of the Director shall cause the remainder of said civil penalty against
25 **DAVID TARR**, the company's majority shareholder, to be immediately due and owing).
26 //

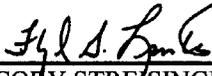
Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



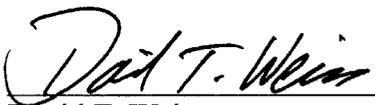
1 50. That Respondents are hereby denied use of any exemptions authorized by ORS
2 59.025 and ORS 59.035, until further order of the Director, pursuant to ORS 59.045.

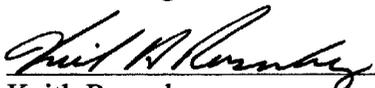
3
4 **IT IS SO ORDERED.**

5
6 Dated this 22nd day of April, 2004 at Salem, Oregon.

7 
8 _____
9 CORY STREISINGER, DIRECTOR
10 DEPARTMENT OF CONSUMER & BUSINESS SERVICES
11 STATE OF OREGON

12 Approved as to Form:

13  Dated: 4-20-04
14 David T. Weiss
15 Securities Enforcement Officer
16 Division of Finance and Corporate Securities
17 Department of Consumer and Business Services
18 State of Oregon

19  Dated: March 11, 2004
20 Keith Rosenberg
21 1280 SW 36th Ave, #200
22 Pompano Beach, Florida 33069
23 Attorney For Respondents Success Concepts Enterprises and David Tarr

24
25
26
Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

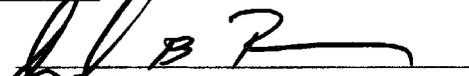


1 **CONSENT TO ENTRY OF ORDER**

2 I, **DAVID TARR**, state the following, subject to the provisions of ORS 59.451 that prohibit the
3 making of a false statement to the Director of the Department of Consumer and Business
4 Services: that I am a resident of the State of Florida; that I have read the foregoing Order and that
5 I know and fully understand the contents thereof; that I admit that the factual allegations stated
6 herein are true and correct; that I have been advised of my right to a hearing; that I have been
7 represented by counsel of my choosing in this matter; that I voluntarily consent to the entry of
8 this Order without any force or duress, expressly waiving any right to a hearing in this matter;
9 that I understand that the Director reserves the right to take further actions against me to enforce
10 this Order or to take appropriate action upon discovery of other violations of the Oregon
11 Securities Law by me; that I will not engage in the activities of a broker-dealer, investment
12 adviser, or mortgage broker or salesperson for any of these entities without being properly
13 licensed; and that I will fully comply with the terms and conditions stated herein.

14
15 I further understand that this Order is a public document.

16
17 Dated this 13 day of MARCH, 2004.

18 
19 **David Tarr**

20 SUBSCRIBED AND SWORN to before me this 13 day of MARCH, 2004.

21 
22 Notary Public

23 for the State of: FLORIDA
24 My commission expires: JULY 14, 2007

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

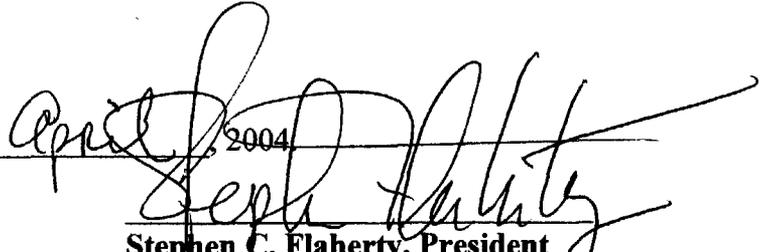


Marlee Kaplan
MY COMMISSION # DD232243 EXPIRES
July 14, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

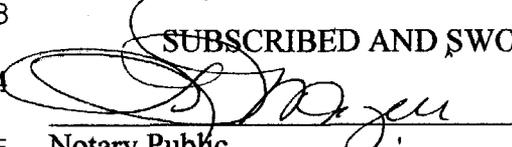
1 **CONSENT TO ENTRY OF ORDER**

2 I, **STEPHEN C. FLAHERTY**, state the following, subject to the provisions of ORS 59.451 that
3 prohibit the making of a false statement to the Director of the Department of Consumer and
4 Business Services: that I am CEO of Success Concept Enterprises, Inc; that I am authorized to
5 execute this "Consent to Entry of Order" on behalf of Success Concept Enterprises, Inc; that I
6 am a resident of the State of Florida; that I have read the foregoing Order and that I know and
7 fully understand the contents thereof; that I admit that the factual allegations stated herein are
8 true and correct; that I have been advised of the corporation's right to a hearing; that the
9 corporation has been represented by counsel of its choosing in this matter; that I voluntarily
10 consent to the entry of this Order without any force or duress, expressly waiving any right to a
11 hearing in this matter; that I understand that the Director reserves the right to take further actions
12 against me and/or the corporation to enforce this Order or to take appropriate action upon
13 discovery of other violations of the Oregon Securities Law by me; that neither I nor the
14 corporation will engage in the activities of a broker-dealer, investment adviser, or mortgage
15 broker or salesperson for any of these entities without being properly licensed; and that I will
16 fully comply with the terms and conditions stated herein.

17 I further state that the corporation raised less than eighty thousand dollars (\$80,000) from
18 Oregon investors through its Success POS program. I further understand that this Order is a
19 public document.

20 Dated this 19th day of April, 2004.
21 
22 **Stephen C. Flaherty, President**

23 SUBSCRIBED AND SWORN to before me this 19 day of April, 2004.

24 
25 Notary Public
for the State of: FLORIDA
26 My commission expires: 4/2/06

 Lisa D. Mizell
MY COMMISSION # DD105336 EXPIRES
April 2, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-5681
Telephone: (503) 378-4387

