

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: EPIC COMMERCE, LLC,)
BANKCARD EMPIRE,)
ULTIMATE BUSINESS SOLUTIONS)
THIER OFFICERS, DIRECTORS,) File No. 0800438
EMPLOYEES, AGENTS, AFFILIATES,)
SUCCESSORS AND ASSIGNS,)

ORDER TO CEASE AND DESIST

TO THE RESPONDENTS: Epic Commerce, LLC,
3219 E. Camelback Rd.
Suite #484
Phoenix, AZ 85018

Ultimate Business Solutions
5028 S. Ash Avenue, #107
Tempe, Arizona 85282

WHEREAS, a Summary Order to Cease and Desist was issued by the Secretary of State on October 9, 2008, ordering Epic Commerce, LLC and Ultimate Business Solutions, by and through their Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, to cease and desist from offering and/or selling any business opportunity in the State of Illinois until further order of the Secretary of State.

WHEREAS, pursuant to Section 5-65(1) of the Business Opportunity Sales Law of 1995, [815 ILCS 602 5/1 et seq.] (the "Act"), the failure to request a hearing within thirty (30) days of the receipt of the Summary Order to Cease and Desist shall constitute a sufficient basis to make the Summary Order final.

WHEREAS, Epic Commerce, LLC and Ultimate Business Solutions, by and through their Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, have failed to request a hearing on the matters contained in the Summary Order within thirty (30) days of receipt of said Summary Order and that they are hereby deemed to have admitted the facts alleged in the said Summary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact

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contained in the said Summary Order as the Secretary of State's Final Findings of Fact as follows:

1. That the Respondent, Epic Commerce, LLC, is a purported business entity with a last known address of 3219 E. Camelback Rd., Suite #484, Phoenix, Arizona 85018;
2. That the Respondent, Ultimate Business Solutions, is a purported business entity with a last known address of 5028 S. Ash, #107, Tempe, Arizona 85282;
3. That on or about April 18, 2008, Respondents Epic Commerce, LLC, and Ultimate Business Solutions, by and through their Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, offered and/or sold to at least one (1) resident of the State of Illinois, an opportunity to purchase supplies, equipment or services purportedly sufficient to enable the Illinois resident to start a business, including, but not limited to, radio advertisement, a professional website and ID, a "call blasts media", business cards, a "media package", a "Program" which consist of "an offering of products and services to referrals and clients provided by" the Illinois resident to Respondent as well as "marketing materials, web site integration, reporting and other associated tools to facilitate the Program"; said products and services would purportedly enable said referrals and clients to accept major credit cards and process other forms of non-cash payment transactions; the Respondents would then pay commissions to the Illinois resident; said business opportunity would be provided to the Illinois resident in return for total payments of \$30,000;
4. That Respondents Epic Commerce, LLC, and Ultimate Business Solutions, by and through their Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, represented to the Illinois resident, either directly or indirectly, that it would provide a marketing plan;
5. That Section 5-5.10(a) of the Illinois Business Opportunity Sales Law of 1995, [815 ILCS 602 5-1 et seq.] (the "Act") provides, inter alia, that a business opportunity is a contract or agreement, between a seller and a purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person

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recommended by the seller shall provide to the purchaser any product, equipment, supplies or services enabling the purchaser to start a business when the purchaser is required to make a payment to the seller or a person recommended by the seller and the seller represents directly or indirectly, orally or in writing, that the seller will provide a marketing plan;

6. That the above-referenced promotion, solicitation or offer constitutes an offer and/or sale of a business opportunity as those terms are defined pursuant to Sections 5-5.10 and 5-5.20 of the Act;
7. That Section 5-25 of the Act provides, inter alia, that it is unlawful for any person to offer or sell any business opportunity in the State of Illinois unless that business opportunity is registered under the Act or is exempt from registration under Section 5-10 of the Act;
8. That Section 5-95 (b) (1) of the Act provides, inter alia, that no person shall, either directly or indirectly, offer or sell any business opportunity without registration under this Act unless the person offering or selling the opportunity is exempt under the Act;
9. That Section 5-95(b) (2) of the Act provides, inter alia, that no person shall fail to file with the Secretary of State any report, document or answer required to be filed under the provisions of this Act or any rule made by the Secretary of State pursuant to this Act.
10. That at all times relevant, Respondents Epic Commerce, LLC, and Ultimate Business Solutions, by and through their Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, failed to obtain or file for registration of the above-referenced business opportunity prior to any offer or sale in the State of Illinois;
11. That Section 5-65 of the Act provided, inter alia, that if the Respondent to a Summary Order to Cease and Desist fails to request a hearing within time period specified, the cease and desist order will be permanent and the person named in the order will be deemed to have waived all rights to a hearing;

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law

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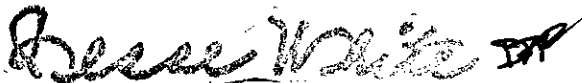
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contained in the said Summary Order as the Secretary of State's final Conclusions of Law as follows:

1. That by virtue of the foregoing, Respondents Epic Commerce, LLC, and Ultimate Business Solutions, by and through their Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, have violated Sections 5-25, and 5-95 (b)(1)(2) of the Act;
2. That, by virtue of the foregoing, Respondents Epic Commerce, LLC, and Ultimate Business Solutions, by and through their Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, are subject, pursuant to Section 5-65 of the Act, to an Order to Cease and Desist from offering and/or selling business opportunities in the State of Illinois.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 5-65 of the Act, Respondents Epic Commerce, LLC, and Ultimate Business Solutions, by and through their Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, are to Cease and Desist from offering or selling business opportunities in the State of Illinois or to residents of the State of Illinois.

ENTERED: This 21st day of November, 2008.



JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS

Attorney for the Secretary of State:
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NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 5-115(a) of the Business Opportunity Law of 1995 [815 ILCS 602] (the "Act"). Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 3 felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, [735 ILCS 5/3-101 et seq.] and the Rules and Regulations of the Act (14 Ill. Admin. Code, Ch. I, Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.