

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: EAGLE VENDING)
SYSTEMS CORP., its officers, and director,)
employees, agents, affiliates, successors and)
assigns.)

FILE NO. 0300163

ORDER TO CEASE AND DESIST

TO THE RESPONDENT: Eagle Vending Systems, Corp.
38-30 31st Street, Floor 3
Long Island, New York 11101-2719

Eagle Vending Systems, Corp.
244 Fifth Avenue, 2nd Floor
Suite 299
New York, New York 10001

WHEREAS, a Summary Order to Cease and Desist (the "Summary Order") was issued by the Secretary of State on July 26, 2006, ordering Eagle Vending Systems, Corp., its partners, officers and directors, employees, agents, affiliates, successors and assigns (the "Respondent") to CEASE and DESIST from offering or selling any business opportunities in the State of Illinois in violation of the provisions of the Business Opportunity Sales Law of 1995 [815 ILCS 602 et seq.] (the "Act"), until the further the order of the Secretary of States.

WHEREAS, pursuant to Section 5-65(1) of the Act, the failure to request a hearing within thirty (30) calendar days after entry of the Summary Order shall be deemed to constitute a waiver of all rights by such person to a hearing and the cease and desist order as to such person shall become permanent.

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WHEREAS, the Summary Order sent to the Respondent on July 26, 2006, by certified mail and was served on the Index Department on July 31, 2006.

WHEREAS, the Respondent had failed to request a hearing on the matters contained in the Summary Order within thirty (30) calendar days after entry of said Summary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representatives, has adopted the Findings of Fact contained in the Summary Order as the Secretary of State's Final Findings of Fact:

1. That Eagle Vending Systems Corp. (the "Respondent"), is a business entity which maintains its principal office at 38-30 31st Street, Floor 3, Long Island, New York 11101-2719.
2. That during November, 2002, the Respondent placed advertisements (the "Ad") in the Quincy Herald Whig newspaper.
3. That Respondent told one or more Illinois residents responding to the Ad about the "Single Pringle 6000 Pringles Vending Machine", and sent them promotional Literature.
4. That the Literature in part displayed vending machines specifically designed for dispensing Pringles Singles Potato Chips. It showed machines that required no electricity and could be countertop, wall or pedestal mounted. The machines dispensed and displayed five different Pringles products.
5. That after reviewing the Literature, Illinois Resident RA spoke with the Respondent's representative ("Representative") via the telephone. The Representative advised RA that twelve machines plus shipping would cost \$14,200.00. The Representative also advised RA that Respondent recommended using a locator service named Golden Key Locations of Saint Louis, Mo. ("Locator"), to place the machines.
6. That around November 11, 2002 Respondent sent an order form and purchase agreement ("Agreement") to RA. RA executed the Agreement and remitted the requisite funds.

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7. That on about November 26, 2002, Respondent executed the Agreement and returned a copy to RA.
8. That shortly thereafter on about December 12, 2002 RA also entered a second agreement with the Locator recommended by Respondent for an additional two thousand (\$2,000.00) dollars.
9. That Section 5-5.10(a)(6) of Business Opportunity Sales Law of 1995, [815 ILCS 602 ET seq.] (the "Act") provides, *inter alia*, that a business opportunity is a contract or agreement, between a seller and purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person 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, orally or in writing, that: the seller or a person recommended by the seller will provide or assist the Purchaser in finding locations for the use or operation of vending machines, in premises neither owned nor leased by the purchaser or seller.
10. That the activities of Respondent described in paragraphs two through six (2-6), constitute the offer and sale of a business opportunity as those terms are defined in Sections 5-5.20 and 5-5.10 of the Act.
11. That Section 5-25 of the Act provides, *inter alia*, that it is unlawful for any person to offer any business opportunity in this State unless the business opportunity is registered under the Act or is exempt under Section 5-10 of the Act.
12. That at all relevant times, Respondent Eagle Vending Systems, Corp., its partners, officers and directors, agents, employees, affiliates, successors and assigns, failed to register the business opportunity described in paragraph six (6) as required pursuant to Section 5-25 of the Act.

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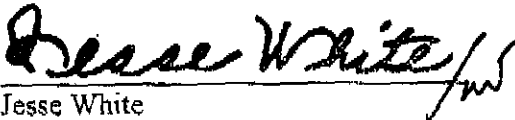
13. That Section 5-65 of the Act provides, inter alia, that whenever it appears to the Secretary of State that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of this Law or any rule, regulation, or order under this Law, the Secretary of State may issue an order directing the person to CEASE and DESIST from continuing the act or practice.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusion of Law contained in the Summary Order as the Secretary of State's Conclusion of Law:

The Respondent has violated Section 5-25 of the Act.

NOW THEREFORE IT IS HEREBY ORDERED That Pursuant to Section 5-65 of the Act, Respondent EAGLE VENDING SYSTEMS CORP., its officers and directors, employees, agents, affiliates, successors and assigns are ordered to CEASE and DESIST from offering or selling any business opportunity in the State of Illinois in violation of the provisions of the Act.

DATED: This 22nd day of August, 2006.



Jesse White
Secretary of State
State of Illinois

NOTICE: Pursuant to Section 5-115 of the Act, any person or entity who 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.