

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

**IN THE MATTER OF: EMPIRE STATE NY
CORP., its officers, and director, employees,
agents, affiliates, successors and assigns.**

**FILE NOS. 0400774
and 0500310**

**SUMMARY ORDER
TO CEASE AND DESIST**

TO THE RESPONDENT: Empire State NY Corp
305 Northern Boulevard, Suite 202
Great Neck, New York 11021

On information and belief, I, Jesse White, Secretary of State, for the State of Illinois, through my designated representative, having been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find

1. That Empire State NY Corp. (the "Respondent"), is a business entity which maintains its principal office at 305 Northern Boulevard, Suite 202, Great Neck, New York 11021.
2. That during September, 2003 and February 2005, the Respondent placed an advertisement (the "Ad") in the newspaper, The Chicago Tribune
3. That one or more persons responding to the phone number listed in said Ad in the business opportunity classifieds were told about the "candy/snack/soda vending machines," which came with locations
4. That in response to said advertisement more than one Illinois "Investor" responding to the Ad thereafter received promotional literature.
5. That the literature in part displayed

"Thank you for taking an interest in our unique Owner/Operator program. You have taken the first step toward your future, and we sincerely appreciate your expression of interest in Empire State NY Corp. Empire State is involved in the design and distribution of a full line of vending

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equipment We offer complete "turn-key" programs, which means you will have everything necessary to establish an instant vending profit center The purchase price of each program includes. the state-of-the-art vending equipment and a referral to professional locator services who are skilled at successfully placing these units."

- 6 That an order form and purchase agreement was thereafter sent to those Investors. The Investors thereafter executed the agreements and remitted the requisite funds.
- 7 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 of more than \$500 and the seller represents directly or indirectly, orally or in writing, that. the seller or a person recommended by the seller will provide a marketing plan.
- 8 That the activities of Respondent described in paragraphs three through six (3-6), constitutes a business opportunity as that term is defined in Section 5-5.10 of the Act
9. That the activities described in paragraph two through five (2- 5) constitute and offer and sale as that term is defined under Section 5-5 20 of the Act
- 10 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.
11. That at all relevant times, Respondent Empire State NY Corp., its partners, officers and directors, agents, employees, affiliates, successors and assigns, failed to register the business opportunity described in paragraph five (5) as required pursuant to Section 5-25 of the Act.
- 12 That, by virtue of the foregoing, the Respondent violated Section 5-25 of the Act.
- 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

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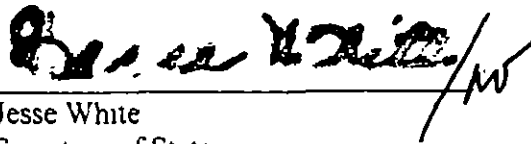
State may issue an order directing the person to CEASE and DESIST from continuing the act or practice

NOW THEREFORE IT IS HEREBY ORDERED THAT. Pursuant to the authority granted by Section 5-65 of the Act, Respondent Empire State NY Corp , its partners, 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 until the further order of the Secretary of State

NOTICE is hereby given that the Respondent may request a hearing on this matter by transmitting a written request to the Securities Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) days after entry of this Summary Order to Cease and Desist. Upon receipt of a request for a hearing, a hearing will be scheduled as soon as reasonably practicable. Request for hearing will not stop the effectiveness of this Summary Order to Cease and Desist.

FAILURE BY ANY PERSON NAMED IN THIS ORDER TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER ENTRY OF THIS SUMMARY ORDER TO CEASE AND DESIST SHALL BE DEEMED TO CONSTITUTE A WAIVER OF ALL RIGHTS BY SUCH PERSON TO A HEARING AND THE ORDER TO CEASE AND DESIST AS TO SUCH PERSON WILL BECOME PERMANENT

DATED: This 23rd day of March, 2006



Jesse White
Secretary of State
State of Illinois

Attorney for the Secretary of State

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