

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: HIGH TECH FINANCIAL PRODUCTS)
A/K/A EBD CONSULTING, INC.) No.C0201013
ITS OFFICERS, DIRECTORS,)
EMPLOYEES, AGENTS, AFFILIATES,)
SUCCESSORS AND ASSIGNS)

ORDER OF PROHIBITION AND FINE

TO THE RESPONDENT: High Tech Financial Products
a/k/a EBD Consulting, Inc.
1415 E. Dublin-Granville Rd.
Suite 219
Columbus, Ohio 43229

WHEREAS, the record of the above captioned matter has been reviewed by the Secretary of State or his duly authorized representative;

WHEREAS, the rulings of the Hearing Officer on the admission of evidence and all motions are deemed to be proper and are hereby concurred with by the Secretary of State;

WHEREAS, the proposed Findings of Facts and Conclusions of Law and Recommendations of the Hearing officer, John K. Ellis, in the above-captioned matter have been read and examined; and

WHEREAS, the proposed Findings of Fact are correct and are adopted by the Secretary of State as follows:

1. The evidence and exhibits have been offered and received from the Department and a proper record of all proceedings has been made and preserved as required by law;
2. The Hearing Officer has ruled on all motions and objections timely made and submitted;
3. The Hearing Officer and the Secretary of State, Illinois Securities Department have jurisdiction over the party herein and the subject matter dealt with

Order of Prohibition and Fine

-2-

herein, due and proper notice having been previously given as required by statute in this Matter;

4. As no Answer was filed, the Respondent is therefore deemed to be in default;
5. That High Tech Financial Products a/k/a EBD Consulting, Inc. (the "Respondent") is a purported corporation with a last known business address of 1415 E. Dublin-Granville Rd, Suite 219, Columbus, Ohio 43229;
6. That from on or about August 29, 2000 to the present, the Respondent, by and through its officers, directors, agents, employees, affiliates and assigns, offered and sold to residents of the State of Illinois an opportunity to purchase supplies, equipment or services purportedly sufficient to enable Illinois residents to start a business through the operation and placement of ATM machines;
7. That Respondent, by and through its officers, directors, agents, employees, affiliates and assigns, represented, directly or indirectly, to Illinois residents that it would provide Illinois residents with certain products, equipment and/or services enabling Illinois residents to start a business through the operation and placement of ATM machines following a required payment to Respondent of more than \$10,000.00;
8. That the Respondent, by and through its officers, directors, agents, employees, affiliates and assigns, represented, directly or indirectly, sold to at least one (1) Illinois resident for the price of \$10,000.00 certain products, equipment and/or services enabling Illinois residents to start a business through the operation and placement of ATM machines;
9. That Respondent, by and through its officers, directors, agents, employees, affiliates and assigns, represented to Illinois residents, either directly or indirectly, that Respondent would provide a marketing plan;
10. That Section 5-5.10(a) of the Illinois Business Opportunities 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,

Order of Prohibition and Fine

-3-

between a seller and a 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 of more than \$500.00 and the seller represents either directly or indirectly, orally or in writing, that the seller will provide a marketing plan;

11. That Section 5-5.20 of the Act provides, inter alia, that an "offer" or "offer to sell" includes every attempt to dispose of a business opportunity for value or solicitation of an offer to purchase a business opportunity;
12. That the above-referenced promotions, solicitations, offers and sales to Illinois residents constitute an offer and sale of business opportunities as those terms are defined pursuant to Sections 5-5.10 and 5-5.20 of the Act;
13. 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 the business opportunity is registered under the Act or is exempt from registration under Section 5-10 of the Act;
14. That at all times relevant, the above referenced business opportunities were offered and sold to Illinois residents at a time when said business opportunities were not registered with the Secretary of State;
15. That by virtue of the foregoing, Respondent, by and through its officers, directors, agents, employees, affiliates and assigns, has violated Section 5-25 of the Act;
16. That Section 5-65 of the Act provides, inter alia, that whenever it appears to the Secretary of State that any person has engaged or is about to engage in any act or practice constituting a violation of any provision of the Act or any rule, regulation, or order under the Act, the Secretary of State may prohibit or suspend the offer or sale of any business opportunity, prohibit or suspend any person from offering or selling any business opportunities,

Order of Prohibition and Fine

-4-

impose a fine for each violation of the Act or issue an order of public censure; and

17. That by virtue of the foregoing, the Respondent and its officers, directors, agents, employees, affiliates and assigns are subject to an order which could include a maximum penalty of public censure, a fine of up to \$10,000 per violation and an order which permanently prohibits the Respondents from selling business opportunities in the State of Illinois.

WHEREAS, the proposed Conclusions of Law are correct and are adopted by the Secretary of State as follows:

1. After proper notification, the Complainant may proceed with a hearing in the Respondent's absence. (735 ILCS 5/1-105 and 5/2-1301; Ryan v. Bening, 1978, 22 Ill. Dec. 873, 66 Ill. App.3d 127, 383 N.E.2d 681; Koenig v. Nardullo, 1968, 99 Ill. App. 480, 241 N.E.2d 567) Significantly, the Notice of Hearing outlines that a default judgment may be entered against a Respondent who fails to appear or answer the charge(s);
2. The Respondent's actions, representations, and/or omissions made in connection with the offer or sale of unregistered business opportunities and the failure to file the required registration documents with the Secretary of State are a violation of 815 ILCS 602/5-25;
3. That by virtue of the foregoing, the Respondent is subject to an Order of Prohibition in the State of Illinois and/or granting such other relief as may be authorized under the Act; and
4. Because of the Findings of this Order, the documents admitted as Secretary of State Exhibits' Numbers 1-5, as well as the fact that the Respondent failed to answer the charges or appear at the hearing, the entry of a written Order of Prohibition pursuant to 815 ILCS 602/5-65(1.5) which permanently prohibits the offer or sale of business opportunities by the Respondent in the State of Illinois, and a fine up to \$10,000.00 per violation pursuant to 815 ILCS 602/5-65(4), are proper in this matter.

WHEREAS, the proposed Recommendations of the Hearing Officer are adopted by the Secretary of State;

Order of Prohibition and Fine

-5-

NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to the foregoing Findings of Fact, Conclusions of Law, and the Recommendations of the Hearing Officer, the Respondent is permanently prohibited from offering or selling business opportunities in the State of Illinois and to pay a fine of \$5,000 payable by certified check or money order within 30 (thirty) days from the date of entry of this order.

ENTERED: This _____ day of _____, 2004

Jesse White
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 5-115 of the Illinois Securities Law of 1953, as amended, 815 ILCS 602/1 et seq. (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.

Attorney for the Secretary of State:
David Finnigan
Illinois Securities Department
Lincoln Tower, Suite 200
520 South Second Street
Springfield, Illinois 62701
Telephone: (217) 785-4947