

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: CHECKMATE FINANCIAL, INC.,)
ITS OFFICERS, DIRECTORS,) File No. 0500438
EMPLOYEES, AFFILIATES, SUCCESSORS,)
AGENTS AND ASSIGNS,)
CARLO BINI AND)
CHESTER POTASH)

ORDER OF PROHIBITION

TO THE RESPONDENTS: Chester Potash
Carlo Bini
CheckMate Financial, Inc.
14808 NW 7th Avenue
Miami, Florida 33169

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on October 25, 2005, prohibiting Checkmate Financial, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, including Carlo Bini and Chester Potash, from offering or selling securities in the State of Illinois until further order of the Secretary of State.

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act"), the failure to request a hearing within thirty days of the entry of the Temporary Order of Prohibition shall constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Checkmate Financial, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, including Carlo Bini and Chester Potash, has failed to request a hearing on the matters contained in the said Temporary Order within thirty days of the entry of said Temporary Order and are hereby deemed to have admitted the facts alleged in the said Temporary 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 Temporary Order as the Secretary of State's final Findings of Fact as follows:

1. That Respondent, CheckMate Financial, Inc. (hereinafter, "CheckMate"), is a purported business entity, with a last known address of 14808 NW 7th Avenue, Miami, Florida 33169;
2. That at all times relevant, the Respondents Carlo Bini and Chester Potash were officers, directors, agents or employees of CheckMate;
3. That during the month of September, 2004, Respondent CheckMate, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, including Carlo Bini and Chester Potash, offered and sold to WW, an Illinois resident, an investment plan by which Respondent represented that WW would receive 18% interest in all funds that WW invested in Respondent's purported check cashing business;
4. That during the months of September, 2004, through January, 2005, WW made multiple investment payments to Respondent and invested a total of \$35,000 in Respondent's purported business for which WW received multiple debentures representing said investment payments; furthermore, during the relevant time period, WW also received periodic payments from Respondent which purportedly represented interest on his investment until such payments ended in July, 2005;
5. That the above referenced investment plan is an investment contract and is therefore a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
6. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois;
7. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;

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8. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document or application required to be filed under the provisions of the Act;
9. That at all times relevant hereto, Respondent CheckMate, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, including Carlo Bini and Chester Potash, failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
10. That Section 11.F(2) of the Act provides, inter alia, that the Respondent's failure to request a hearing within 30 days after the date of the entry of the Temporary Order shall constitute an admission of any facts alleged therein and shall constitute sufficient basis to make the Temporary Order final;

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the said Temporary Order as the Secretary of State's final Conclusions of Law as follows:

1. That by virtue of the foregoing, the Respondent, CheckMate, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, including Carlo Bini and Chester Potash, has violated Section 12.A and Section 12.D of the Act;
2. That by virtue of the foregoing, the Respondent, CheckMate, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, including Carlo Bini and Chester Potash, is subject, pursuant to Section 11.F of the Act, to an Order which permanently prohibits them from offering or selling securities in the State of Illinois.

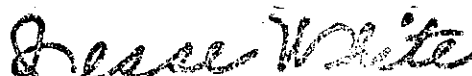
NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent CheckMate, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, including Carlo Bini and Chester Potash, is hereby prohibited from offering or selling

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securities in the State of Illinois until further order of the Secretary of State.

ENTERED: This 29th day of November, 2005



Jesse White
Secretary of State
State of Illinois



NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D 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 the Order, shall be guilty of a Class 4 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 Illinois Securities Act, [14 Ill. Admin. Code Ch. I, Section 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:
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