STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102

In the Matter of:

E.R. Urgent Care Holdings, Inc.
David Browning,

Respondents.

ODS File No. 09-010

ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING

Order to Cease and Desist

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), the Oklahoma Department of Securities (Department) conducted an investigation into the activities of E.R. Urgent Care Holdings, Inc. and David Browning (collectively, the "Respondents"), in connection with the offer and/or sale of certain investments in the state of Oklahoma. Based on Section 1-604 of the Act, and the Findings of Fact and Conclusions of Law set forth below, IT IS HEREBY ORDERED that Respondents cease and desist violations of the Act.

Findings of Fact

1. At all times relevant hereto, E.R. Urgent Care Holdings, Inc. (E.R. Urgent Care) was purported to be a Florida corporation with its principal place of business in Miami, Florida. Beginning in approximately 2007, E.R. Urgent Care issued, offered, and/or sold shares of stock ("Stock") to at least one Oklahoma investor ("Investor").

2. At all times material hereto, Browning, an individual, was a resident of the state of Florida. Browning is not, and has never been, registered in any capacity under the Act. At all times material hereto, Browning offered and/or sold the Stock on behalf of E.R. Urgent Care.

3. In October of 2007, Investor bought 27,000 shares through E.R. Urgent Care's website for Five Thousand One Hundred and Thirty Dollars ($5,130.00). After Investor's investment, there was a reverse stock split leaving her with 2,076 shares. Approximately two weeks later, Browning contacted Investor to convince her to buy more shares in E. R. Urgent Care because the company was opening two clinics in Las Vegas, Nevada. Browning

persuaded Investor to purchase 475,000 additional shares for Nine Thousand Five Hundred Dollars ($9,500.00).

4. Browning directed Investor to wire her funds to E.R. Urgent Care. Investor did not receive any documents, offering materials or agreements from E.R. Urgent Care.

5. E.R. Urgent Care did not open any clinics in Las Vegas, Nevada. Instead, E.R. Urgent Care filed bankruptcy on October 21, 2008.

6. The Shares offered and sold by Respondents in the state of Oklahoma were not registered pursuant to Section 301 of the Act.

To the extent any of these Findings of Fact should be considered Conclusions of Law, they should be so considered.

Authorities

1. Section 1-102 of the Act provides in pertinent part:

> 32. "Security" means a ... stock[.]

2. Section 1-402 of the Act provides in pertinent part:

> A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection B of this section.
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> * * *
>
> D. It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection A of this section or exempt from registration under subsection B of this section.

3. Section 1-301 of the Act provides:

> It is unlawful for a person to offer or sell a security in this state unless:
>
> 1. The security is a federal covered security;
>
> 2. The security, transaction, or offer is exempted from registration under Sections 6 through 8 of this act [Sections 1-201 through 1-203 of this title]; or
>
> 3. The security is registered under this act.

4. Section 1-602 of the Act provides in part:

A. The Administrator may:

1. Conduct public or private investigations within or outside of this state which the Administrator considers necessary or appropriate to determine whether a person has violated, is violating, or is about to violate this act or a rule adopted or order issued under this act, or to aid in the enforcement of this act or in the adoption of rules and forms under this act[.]

5. Section 1-604 of the Act provides in pertinent part:

A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice, the Administrator may:

1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act[.]

* * *

B. An order under subsection A of this section is effective on the date of issuance. Upon issuance of the order, the Administrator shall promptly serve each person subject to the order with a copy of the order and a notice that the order has been entered. The order must include a statement of the reasons for the order, and notice that, within fifteen (15) days after receipt of a request in a record from the person, the matter will be scheduled for a hearing and the hearing shall be commenced within fifteen (15) days of the matter being set for hearing. If a person subject to the order does not request a hearing and none is ordered by the Administrator, within thirty (30) days after the date of service of the order, the order, that may include a civil penalty or costs of the investigation if a civil penalty or costs were sought in the statement accompanying the order, becomes final as to that person by operation of law. If a hearing is requested or ordered, the Administrator, after notice of and opportunity for hearing to each person subject to the order, may modify or vacate the order or extend it until final determination.

Conclusions of Law

1. The shares of Stock are securities as defined by Section 1-102 of the Act.

2. Respondents offered and sold unregistered securities in and/or from the state of Oklahoma, in violation of Section 1-301 of the Act.

3. Browning transacted business in this state as an unregistered agent, in violation of Section 1-402 of the Act.

4. E.R. Urgent Care employed at least one unregistered agent, in violation of Section 1-402 of the Act.

5. The Administrator has the authority to order Respondents to cease and desist from engaging in an act, practice, or course of business constituting a violation of the Act.

6. It is in the public interest to order Respondents to cease and desist from engaging in an act, practice, or course of business constituting a violation of the Act.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 24th day of August, 2009.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

Notice of Opportunity for Hearing

Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of the Order to Cease and Desist (Order). The request for hearing must be in writing and Respondents shall specifically admit or deny each allegation that is contained in the Order.

Within fifteen (15) days after receipt of a request for hearing from Respondents, this matter will be scheduled for hearing. The hearing shall commence within fifteen (15) days of the matter being set for hearing. Notice of the date, time and location of the hearing shall be given to Respondents. If a hearing is requested, the Administrator may modify or vacate the Order or extend it until final determination.

If Respondents do not request a hearing within thirty (30) days after the date of service of the Order and none is ordered by the Administrator, the Order becomes final as to Respondents by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 24th day of August, 2009.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 24th day of August, 2009, a true and correct copy of the above and foregoing *Order to Cease and Desist and Notice of Opportunity for Hearing* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

ER Urgent Care Holdings, Inc.
700 Ives Dairy Road
N. Miami Beach, FL 33179

David Browning
19255 NE 10th Avenue Apt. 117
Miami, FL 33179-5930

David Browning
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North Miami Beach, FL 33181-1832

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777 Arthur Godfrey Road, 2nd Fl.
Miami Beach, Florida 33140
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Brenda London