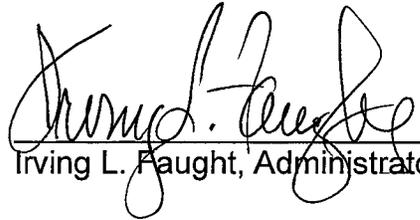


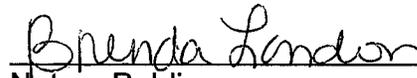
FURTHER AFFIANT SAYETH NOT.

Dated this 10 day of May, 2005.

(SEAL)


Irving L. Faught, Administrator

Subscribed and sworn to before me this 10 day of May, 2005.

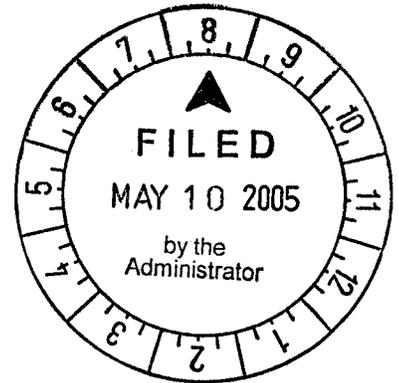

Brenda London
Notary Public

My Commission Expires: August 26, 2005

My Commission Number: 01013792

Notarial Seal

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



In the Matter of:

Educational Wealth Builders
and Swainson Hawke,
Respondents.

File No. ODS 04-048

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 813 of the Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801 through 829 (2001), the Administrator (Administrator) of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Educational Wealth Builders (EWB) and Swainson Hawke ("Hawke," and collectively with EWB, the "Respondents"), in connection with the offer and/or sale of business opportunities in violation of Section 806 of the Act.

2. On the 9th day of May, 2005, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 814.B of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The Administrator must receive a request for a hearing on the Recommendation within twenty (20) days after service of this Notice of Opportunity for Hearing (Notice). Pursuant to Section 814.B of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order to Respondents to cease and desist from engaging in violations of the Act.

5. The request for hearing shall be in writing and Respondent shall specifically admit or deny each allegation in said request as required by 660:2-9-2(a) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Upon timely receipt of a written request, a hearing on this matter shall be set within ninety (90) days or a written order denying hearing shall be issued pursuant to 660:2-9-2(b) of the Rules.

7. Notice of the date, time and location of the hearing shall be given to Respondent not less than forty-five (45) days in advance thereof pursuant to 660:2-9-2(c) of the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 10 day of May, 2005.

(SEAL)



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

CERTIFICATE OF MAILING

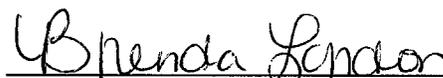
The undersigned hereby certifies that on the 10 day of May, 2005, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Mr. Swainson Hawke
Educational Wealth Builders
114 Stuart Road N.E., Suite 409
Cleveland, TN 37312

Educational Wealth Builders
114 Stuart Road N.E., Suite 409
Cleveland, TN 37312

and

Educational Wealth Builders
%Thuong Nguyen
Manhattan Anti-Aging Clinic
904 McDonald Road SW
McDonald, TN 37353-5881



Brenda London
Paralegal

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



In the Matter of:

Educational Wealth Builders
and Swainson Hawke,

Respondents.

File No. ODS 04-048

ENFORCEMENT DIVISION RECOMMENDATION

Information has come to the attention of the Administrator (Administrator) of the Oklahoma Department of Securities (Department) in connection with the activities of Educational Wealth Builders (EWB) and Swainson Hawke ("Hawke", and collectively with EWB, the "Respondents"). Based thereon, and pursuant to Section 814 of the Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801 through 829 (2001), the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator of the Department, or his designee, in support of the issuance of an order for Respondents to cease and desist from offering and selling business opportunities in this state, in violation of Section 806 of the Act.

Findings of Fact

1. An Oklahoma resident advised the Department that he had been approached to participate in an opportunity offered by EWB and was referred to its website at www.educationalwealthbuilders.com (EWB Website).

2. A review of the EWB Website revealed that two different opportunities were offered. One was the opportunity to join the Universal Shopping Mall program (USM program). Each participant in USM program (USM Participant) would get one's own access or Mall storefront to the Universal Shopping Mall that was described as "the world's largest shopping mall of consumer products" with "products from over 250 prime merchants in more than thirty-five consumer interest categories." Each USM Participant could give others access through his Mall storefront to purchase products via the internet. The USM program was to receive commissions from merchants and manufacturers for sales of their products through the program. The USM program would retain 10% of the commissions and USM Participants would receive a share in the remaining 90% of the total shared pool commissions based upon his or her sales in the previous month. As of July 2004, the net cost to participate in this program was

\$34.95 for the first year and an annual hosting and bandwidth fee of \$25.00 for each subsequent year.

3. The other opportunity involved the offer to participate in the Earn While You Learn marketing system and binary compensation plan that included the Universal Shopping Mall program (Plan). Participants in the Plan (Plan Participants) could earn commissions on the sale of EWB training CDs and other products. Plan Participants could also earn compensation for the recruitment and continued participation of other participants in the Plan. To participate in the Plan as of July 2004, the initial cost was \$189.95 plus \$10.00 shipping and handling. Of that amount, \$5.00 was credited to the Plan Participant's debit card. Each Plan Participant was required to pay a monthly qualifier fee in the amount of \$49.95 for continued access to the library available on the EWB Website and the right to receive income from one's downline participants' purchases and recruits. Thus the total net cost for the first year was \$734.40.

4. The library on the EWB Website contained information to teach one how to successfully own and operate a home-based, internet business. For example, the EWB Website noted, "We will supply you with a proven e-mail invitation to send to people you already know [to invite persons to shop on one's Mall storefront on the Universal Shopping Mall]."

5. Hawke was listed as the Chief Executive Office of EWB on the EWB Website.

6. EWB represented that USM and Plan Participants would receive their own "url and replicated site."

7. EWB also represented itself as providing knowledge of how to successfully manage and operate a small business through, among other aids:

- a. 75 hours of teaching and training audio presentations;
- b. live weekly seminars; and
- c. 8 different "flash presentations" on the EWB and Universal Shopping Mall.

8. As of July 7, 2004, four (4) Associates had joined EWB from the state of Oklahoma. In addition, seven (7) persons had purchased an InGold Visa Debit Card for \$24.95 and received their own Free Shopping Mall.

9. At all times material hereto, participations in the Plan were not registered under the Act.

10. Based upon the foregoing, it is in the public interest to order Respondents to cease and desist from offering and selling business opportunities in Oklahoma in violation of Section 806 of the Act.

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

Authority

1. Section 802 of the Act provides in pertinent part:

As used in the Oklahoma Business Opportunity Sales Act, Section 801 et seq. of this title, unless otherwise provided:

3. a. "Business opportunity" means 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 products, equipment, supplies or services enabling the purchaser to start a business and the seller represents directly or indirectly, orally or in writing, that:

* * *

(6) The seller will provide a marketing plan.

* * *

6. "Marketing plan" means advice or training, provided to the purchaser by the seller or a person recommended by the seller, pertaining to the sale of any products, equipment, supplies or services and the advice or training includes, but is not limited to, preparing or providing:

- a. Promotional literature, brochures, pamphlets or advertising materials;
- b. Training regarding the promotion, operation or management of the business opportunity; or
- c. Operational, managerial, technical or financial guidelines or assistance.

2. Section 806 of the Act provides:

It is unlawful for any person to offer or sell any business opportunity, as defined in Section 802 of this title, in this state unless the business opportunity is registered under the provisions of the Oklahoma Business Opportunity Sales Act or is exempt under Section 803 of this title.

3. Section 814 of the Act provides in pertinent part:

A. Whenever it appears to the Administrator that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, the Administrator may:

1. Issue an order directing each person to cease and desist from continuing the act or practice and/or issue an order imposing a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or transaction or of Fifty Thousand Dollars (\$50,000.00) for multiple violations or transactions in a single proceeding or a series of related proceedings[.]

* * *

B. Except as provided in subsection D of this section or unless the right to notice and hearing is waived by the person against whom the sanction is imposed, the sanctions provided in paragraph 1 of subsection A of this section may be imposed only after notice and opportunity for hearing as required by the Administrative Procedures Act. If the person to whom notice is addressed does not request a hearing within fifteen (15) days after the service of the notice, a final order as provided for in subsection A of this section may be issued.

Conclusions of Law

1. A participation in the Plan is a business opportunity as defined in Section 802 of the Act.

2. Respondents offered and/or sold an unregistered business opportunity to persons located in the state of Oklahoma in violation of Section 806 of the Act.

3. The Administrator of the Department is authorized to issue an order to Respondents to cease and desist from offering and/or selling business opportunities in violation of Section 806 of the Act

4. It is in the public interest to order Respondents to cease and desist from the offer and sale of business opportunities in violation of Section 806 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.

WHEREFORE, it is recommended that the Administrator issue an order to Respondents to cease and desist from engaging in violations of Section 806 of the Act.

Dated this 9th day of May, 2005.

Respectfully Submitted,

A handwritten signature in cursive script, reading "Z. Faye Martin Morton", written over a horizontal line.

Z. Faye Martin Morton, Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102