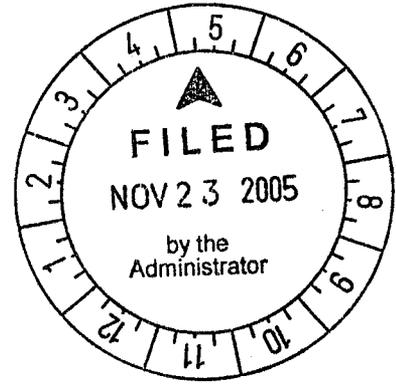


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Marketing Solutions L.L.C. and
J.J. Johnson,

Respondents.

ODS File No. 06-006

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities (Department).

2. That a copy of the Notice of Opportunity for Hearing (Notice) with Enforcement Division Recommendation (Recommendation) attached was delivered to Affiant in the office of the Administrator pursuant to Section 818.F of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001).

3. That this Affidavit of Compliance shall serve as notice to Marketing Solutions L.L.C. and J.J. Johnson that the Administrator has received service of process on behalf of Respondents, pursuant to Section 818.F of the Act.

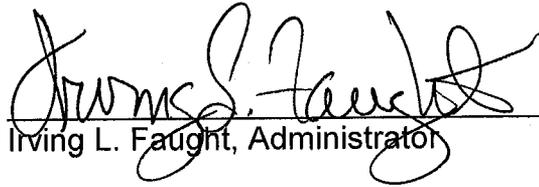
4. That a copy of the Notice, with the Recommendation attached, and a copy of this Affidavit are being sent this 23rd day of November, 2005, by certified mail, return receipt requested, delivery restricted to addressee, to the last known addresses of Respondents, in compliance with Section 818.F of the Act.

5. That this Affidavit is declared filed of record as of the date set forth below in compliance with Section 818 of the Act.

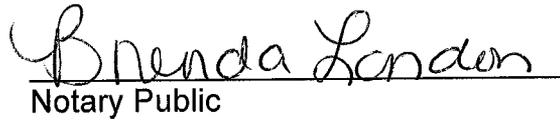
FURTHER AFFIANT SAYETH NOT.

Dated this 23rd day of November, 2005.

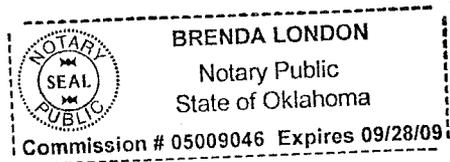
(SEAL)


Irving L. Faught, Administrator

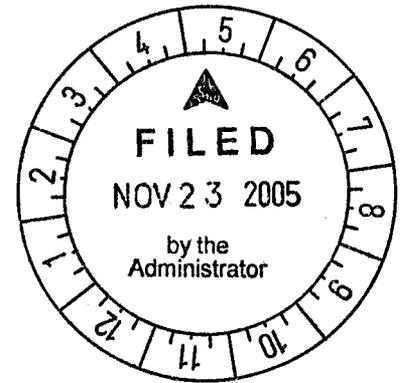
Subscribed and sworn to before me this 23rd day of November, 2005.


Brenda London
Notary Public

My Commission Expires:
My Commission No.:
SEAL



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



In the Matter of:

Marketing Solutions L.L.C. and
J.J. Johnson,

Respondents.

ODS File No. 06-006

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 813 of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Marketing Solutions L.L.C. (Marketing Solutions) and J.J. Johnson (Johnson), in connection with the offer, sale, and/or purchase of business opportunities in and/or from the state of Oklahoma.

2. On the 23rd day of november, 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 request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of this 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 against Marketing Solutions and Johnson to cease and desist from the offer and sale of business opportunities in violation of Sections 806 and 808 of the Act.

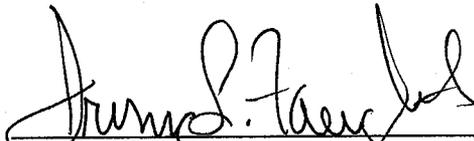
5. The request for hearing shall be in writing and Respondents shall specifically admit or deny each allegation made in the Recommendation as required by 660:2-9-2(a) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

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

7. Notice of the date, time, and location of the hearing shall be given to Respondents 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 23rd day of November, 2005.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 23rd day of November, 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:

Marketing Solutions L.L.C.
315 S. 48th Street, Suite 111
Tempe, AZ 85281

J.J. Johnson
315 S. 48th Street, Suite 111
Tempe, AZ 85281

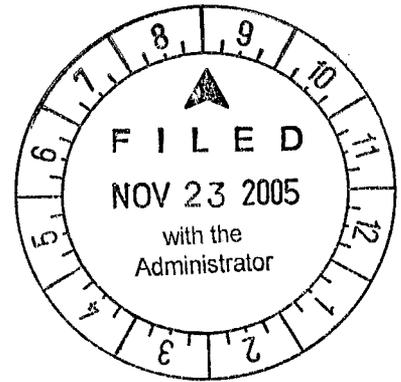
Marketing Solutions L.L.C.
P.O. Box 63052
Phoenix, AZ 85026-9672

J.J. Johnson
P.O. Box 63052
Phoenix, AZ 85026-9672



Brenda London
Paralegal

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



In the Matter of:

Marketing Solutions L.L.C. and
J.J. Johnson,

Respondents.

ODS File No. 06-006

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), an investigation was conducted into the activities of Marketing Solutions L.L.C. (Marketing Solutions) and J.J. Johnson (Johnson) in connection with the offer and/or sale of business opportunities in and/or from the state of Oklahoma. Based thereon, the following Findings of Fact, Authorities and Conclusions of Law are submitted to the Administrator, or his designee, in support of the issuance of an order to cease and desist against Marketing Solutions and Johnson.

Findings of Fact

1. In May of 2004, Marketing Solutions was incorporated under the laws of the state of Arizona. At all times relevant hereto, the principal business address of Marketing Solutions was in Arizona.

2. At all times relevant hereto, Marketing Solutions was engaged in the business of building websites to create internet shopping malls. Such internet shopping mall websites were offered for sale to the public by Marketing Solutions as a home based business that would generate commission income via sales by online retailers.

3. Johnson is an individual who, at all times relevant hereto, was a sales agent for Marketing Solutions.

4. On May 17, 2005, Johnson telephoned B. Embry (Embry) at her residence in Oklahoma. Johnson told Embry that Marketing Solutions was selling a home based business that he described as an internet shopping mall concept. Johnson told Embry that the internet mall would host approximately fifty (50) online retailers and generate monthly income for Embry. Johnson also told Embry that she would not have to handle any products and that all online sales from her website would be tracked by Marketing

Solutions. On the first of each month, Marketing Solutions would send Embry a commission check from sales made through her website.

5. On or about May 25, 2005, Embry paid \$7,000 via two (2) credit card payments to Marketing Solutions for the purchase of an internet shopping mall. Market Solutions agreed to provide training regarding the operation and promotion of her internet shopping mall.

6. The Marketing Solutions internet shopping mall program described above is not registered under the Act.

7. The offering materials provided to Embry failed to disclose the information required by Section 808 of the Act.

8. To date, Marketing Solutions has failed to provide Embry with training regarding the operation and promotion of her internet shopping mall.

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

Authorities

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

* * *

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:

* * *

b. Training regarding the promotion, operation or management of the business opportunity[.]

7. "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.

* * *

11. "Sale" or "sell" includes every contract or agreement of sale, contract to sell, disposition of a business opportunity or interest in a business opportunity for value.

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 808 of the Act provides in part:

A. It shall be unlawful for any person to offer or sell any business opportunity required to be registered pursuant to the Oklahoma Business Opportunity Sales Act unless a written disclosure document as filed pursuant to Section 807 of this title is delivered to each purchaser at least ten (10) business days prior to the execution by a purchaser of any contract or agreement imposing a binding legal obligation on the purchaser or the payment by a purchaser of any consideration in connection with the offer or sale of the business opportunity.

4. 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[.]

5. Section 818 of the Act provides in pertinent part:

A. The provisions of the Oklahoma Business Opportunity Sales Act concerning sales and offers to sell apply to persons who sell or offer to sell when:

1. An offer to sell is made in this state;
2. An offer to purchase is made and accepted in this state; or
3. The purchaser is domiciled in this state and the business opportunity is or will be operated in this state.

B. For the purpose of this section, an offer to sell is made in this state, whether or not either party is then present in this state, when:

1. The offer originates from this state; or
2. The offer is directed by the offeror to this state and received at the place to which it is directed or at any post office in this state in the case of a mailed offer.

C. For the purpose of this section, an offer to sell is accepted in this state when acceptance:

1. Is communicated to the offeror in this state; and
2. Has not previously been communicated to the offeror, orally or in writing, outside this state; and acceptance is communicated to the offeror in this state, whether or not either party is then present in this state when the offeree directs it to the offeror in this state reasonably believing the

offeror to be in this state and it is received at the place to which it is directed or at any post office in this state in the case of a mailed acceptance.

Conclusions of Law

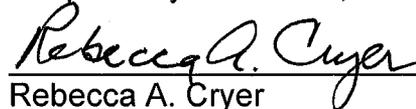
1. The internet shopping mall program established by Marketing Solutions is a business opportunity.
2. Marketing Solutions and Johnson offered and sold a business opportunity in the state of Oklahoma.
3. The offer and sale of the business opportunity by Marketing Solutions and Johnson without registration of the business opportunity under the Act is a violation of Section 806 of the Act.
4. Marketing Solutions and Johnson failed to provide Embry with the disclosure document required by Section 808.

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 against Marketing Solutions and Johnson to cease and desist the offer and sale of business opportunities in and/or from this state in violation of Sections 806 and 808 of the Act.

Dated this 23rd day of November, 2005.

Respectfully Submitted,



Rebecca A. Cryer
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700