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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING
Whether there has been a violation of the
Washington Business Opportunity Fraud Act
by:
Certiplex Corporation d/b/a Candy that Cares;
Varton Wayne Berian,
Respondents.

Order No.: S-19-2663-19-FO01

**ENTRY OF FINDINGS OF FACT AND
CONCLUSIONS
OF LAW AND FINAL ORDER TO CEASE AND
DESIST**

INTRODUCTION

On June 3, 2019, the Securities Administrator of the state of Washington issued Statement of Charges and Notice of Intent to Enter Order to Cease and Desist #S-19-2663-19-SC01, hereinafter referred to as the "Statement of Charges."

The Statement of Charges, together with a Notice of Opportunity to Defend and Opportunity for Hearing, hereinafter referred to as "Notice of Opportunity for Hearing" and an Application for Adjudicative Hearing, hereinafter referred to as "Application for Hearing," were mailed to Respondents, Certiplex Corporation and Varton Wayne Berian, on June 6, 2019. The Notice of Opportunity for Hearing advised Respondents, Certiplex Corporation and Varton Wayne Berian, that a written application for an administrative hearing on the Statement of Charges must be received within twenty days from the date of receipt of the notice. Respondents Certiplex Corporation and Varton Wayne Berian failed to request an administrative hearing within twenty days of receipt of the Statement of Charges and Notice of Opportunity for Hearing, either on the Application for Hearing provided, or otherwise.

The Securities Administrator therefore will adopt as final the following Findings of Fact and Conclusions of Law as set forth in the Statement of Charges:

**ENTRY OF FINDINGS OF FACT AND
CONCLUSIONS OF LAW AND FINAL
ORDER TO CEASE AND DESIST**

**DEPARTMENT OF FINANCIAL INSTITUTIONS
Securities Division
PO Box 9033
Olympia, WA 98507-9033
360-902-8760**

1 **FINDINGS OF FACT**

2 Respondents

3 1. Certiplex Corporation d/b/a Candy That Cares (“Candy That Cares”) is a Montana for-profit
4 corporation formed on August 7, 2018 with its principal place of business in Oceanside, California. Candy
5 That Cares is in the business of selling vending displays and vending display locations.

6 2. Varton Wayne Berian (“Berian”) resides in Encinitas, California. Berian is the director and
7 incorporator of Candy That Cares.

8 Offering

9 3. Between February 2018 and April 2019, Candy That Cares and Berian posted approximately
10 45 advertisements in the Seattle-Tacoma Craigslist regional posting area to solicit the purchase of candy
11 vending displays and routes. Generally, Respondents announced the availability of new routes in these
12 advertisements, and represented that even a purchaser of a part-time route would derive an easy and consistent
13 cash flow from the route. Respondents packaged the purchase of vending displays and routes together in the
14 advertisement, and failed to differentiate the number of vending displays needed for a part-time or full-time
15 route.

16 4. Candy That Cares and Berian represented that purchasers would have to make no sales to place
17 the vending displays they purchased, and vending display locations were included. Respondents also offered
18 training and support to purchasers. Respondents stated the sale price for 20 vending displays and locations
19 was \$568.00.

20 5. Candy That Cares and Berian generally represented in the advertisements that purchasers
21 would earn between \$3,000.00 and \$6,000.00 a month if a purchaser serviced the candy vending routes full
22 time. Respondents represented that a purchaser with a part-time route could expect to earn between \$500.00
23 and \$3,000.00. Respondents failed to provide a basis for their projected earnings. Respondents represented

1 that their vending displays were “excellent money makers” because of the impulse buy opportunity it
2 presented to candy-oriented consumers.

3 6. In a number of advertisements, Candy That Cares and Berian included images of the vending
4 displays. These images showed paper or acrylic vending displays branded with images such as a pink ribbon,
5 a statement that a portion of the proceeds would go to charity, or the contact information of a charity for lost
6 children. Some of these advertisements also included an image of revenue from a display being dumped into
7 a larger tub of money.

8 7. Candy That Cares and Berian directed prospective purchasers to copy and paste a link to
9 receive “special pricing.” The links differed between posts, and included URLs such as
10 www.VendQuality.com, www.VendN.com, and www.CandyBoxVending.com. These URLs all redirected to
11 www.candythatcares.org.

12 8. Candy That Cares and Berian sell three vending programs: the “Deluxe Vending Program”,
13 the “Pink Ribbon Program,” and the “Acrylic Vending Program” on their website. Each program is branded
14 differently or constructed of different materials. Candy That Cares charges \$568.00 for 20 of the Deluxe
15 Vending or Pink Ribbon Program displays, but provide the option to purchase more than 20. Candy That
16 Cares charges more for the Acrylic Vending Program: 20 cost \$1486.00, and purchasers could buy up to
17 100 at the price of \$6380.00. For all three programs, Respondents estimate on their website that purchasers
18 can earn between \$400.00 to more than \$1,000.00 per month if they work part time, and “\$2,000 to \$6,000+
19 per month or more” if full time. Respondents failed to provide a basis for their projected earnings.

20 9. Candy That Cares and Berian explain on their website that, after purchasers purchase the
21 vending displays, their telemarketers would call businesses in the area to solicit placement of the
22 purchaser’s vending displays. Respondents represent that purchasers should expect to wait between one and
23 three weeks after they purchase their vending displays to receive their locations. If, after accepting a

1 vending display, a location then rejected the placement, Respondents represent that they will find a new
2 location for the purchaser.

3 10. Candy That Cares and Berian state on their website that purchasers are required to donate a
4 portion of their revenue to charity. Respondents do not have a formal relationship with any charity, but state
5 they provide forms for five charities that have vending programs to which purchasers can register.
6 Purchasers can also select their own charity. Respondents use this charity registration to help sell the candy
7 vending routes to purchasers by emphasizing the ease at which it means locations can be secured, stating
8 that “[m]ost locations will allow placement because they are willing to support a charitable cause.”

9 Attempts to Contact Respondents

10 11. On April 14, 2019, the Division emailed a letter to Candy That Cares and Berian using the
11 email address listed on the Candy That Cares website, and sent the same letter through certified mail.
12 Among other requests, the Division asked for information about Respondents’ promotional and sales
13 activity within the state, and a description of fees charged to candy vending route purchasers. The letter also
14 asked Respondents to describe its location provision services, and describe what actions Respondents would
15 take if a purchaser purchased more vending displays than Respondents’ telemarketers are able to find
16 locations. No response has been forthcoming.

17 Registration Status

18 12. Candy That Cares is not currently registered to sell business opportunities in the State of
19 Washington and has not previously been so registered.

20 13. Berian is not currently registered to sell business opportunities in the State of Washington
21 and has not previously been so registered.
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1 Based upon the above Findings of Fact, the following Conclusions of Law are made:

2 **CONCLUSIONS OF LAW**

3 1. The offer of candy vending routes, as described above, constitutes the offer of a business
4 opportunity as defined in RCW 19.110.020 and RCW 19.110.030.

5 2. Candy That Cares and Berian have each violated RCW 19.110.050 by offering business
6 opportunities without being registered with the Securities Administrator to do so.

7 3. Candy That Cares and Berian have each violated RCW 19.110.120 by misrepresenting or
8 omitting material facts in connection with the offer of a business opportunity in the State of Washington.

9 **FINAL ORDER**

10 Based upon the foregoing:

11 IT IS HEREBY ORDERED that Respondents, Certiplex Corporation and Varton Wayne Berian, their
12 agents, and employees each shall cease and desist from offering or selling business opportunities in violation
13 of RCW 19.110.050, the registration section of the Business Opportunity Fraud Act of the state of
14 Washington.

15 IT IS FURTHER ORDERED that that Respondents, Certiplex Corporation and Varton Wayne Berian,
16 their agents, and employees each shall cease and desist from violating RCW 19.110.120, the anti-fraud section
17 of the Business Opportunity Fraud Act of the state of Washington.

18 This Order is entered pursuant to RCW 19.110.150 and is subject to the provisions of Chapter 34.05
19 RCW. Respondents have the right to petition the superior court for judicial review of this agency action under
20 the provisions of RCW 34.05. For the requirements for judicial review, see RCW 34.05.510 and sections
21 following.

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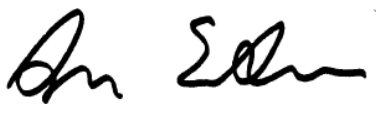
WILLFUL VIOLATION
OF THIS ORDER IS A CRIMINAL OFFENSE.

SIGNED and ENTERED this 8th day of July, 2019.



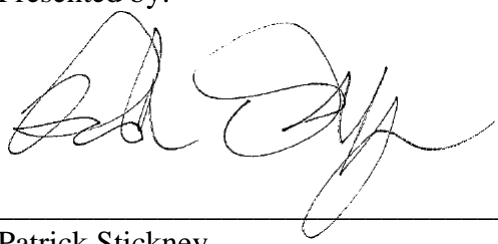
William M. Beatty
Securities Administrator

Approved by:



Suzanne Sarason
Chief of Enforcement

Presented by:



Patrick Stickney
Financial Legal Examiner

Reviewed by:



Jack McClellan
Financial Legal Examiner Supervisor

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