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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 Business Opportunity Fraud Act of the  
State of Washington by:

Americard Dispensing Corporation, Shevin  
Goodman, Peter Solo, their employees and agents,

Respondents.

SDO - 75 - 99

SUMMARY ORDER TO CEASE AND DESIST

Case No. 99-07-0216

THE STATE OF WASHINGTON TO:

Americard Dispensing Corporation  
Shevin Goodman  
Peter Solo  
10800 Biscayne Blvd., Suite 600  
Miami, FL 33161

**STATEMENT OF CHARGES**

Please take notice that the Securities Administrator of the State of Washington has reason to believe that Respondents, Americard Dispensing Corporation, Shevin Goodman, and Peter Solo, have violated the Business Opportunity Fraud Act and that their violations justify the entry of an order of the Securities Administrator under RCW 19.110.150 to cease and desist from such violations. The Securities Administrator finds that delay in ordering the Respondents to cease and desist from such violations would be hazardous to the investors and to the public and that a Summary Order to Cease and Desist should be entered immediately. The Securities Administrator finds as follows:

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TENTATIVE FINDINGS OF FACT

I.

Americard Dispensing Corporation is a Florida corporation that maintains its principal business address at 10800 Biscayne Boulevard, Suite 600, Miami, Florida. Americard Dispensing Corporation is the seller of an investment opportunity which offers prospective purchasers various “packages” consisting of prepaid phonecard vending machines, related prepaid phonecards, and other associated materials to enable purchasers to establish prepaid phonecard vending businesses and place the dispensing machines in locations accessible by the general public (hereinafter referred to as the “prepaid phonecard opportunity”). Shevin Goodman is the President of Americard Dispensing Corporation. Peter Solo is a sales representative of Americard Dispensing Corporation.

II.

Respondents caused to be broadcast in the State of Washington television advertisements for the prepaid phonecard opportunity in approximately late September or early October, 1998. A Seattle, Washington resident responded to one of the advertisements by calling the telephone number given in the ad and spoke with a sales representative who identified himself as Peter Solo (“Solo”). Solo made a brief sales presentation and agreed to send offering materials concerning the advertised prepaid phonecard opportunity to the resident. The Washington resident did subsequently obtain via Federal Express delivery service a disclosure document and promotional materials concerning the Americard Dispensing Corporation prepaid phonecard opportunity. The promotional materials offered prospective purchasers a choice of four “packages” (the “Bronze Plan,” the “Silver Plan,” the “Gold Plan,” and the “Platinum Plan”) which included various numbers of “Talking Phone Card Machines” and associated materials ranging in price from \$10,960 to \$23,654. The offering and promotional materials provided to the Washington resident indicated that Americard Dispensing Corporation could provide assistance in locating the dispensing machines, including but not limited to contacting stores or other locations for placement of the machines and “fully qualifying the location” for placement. Promotional materials

1 included a letter signed by Shevin Goodman dated October 6, 1998 that contained the statement that  
2 “Americard has a full staff of in-house locators to assist you in obtaining the best locations for your  
3 machines.” The offering materials included a balance sheet for the seller dated January 30, 1998.

4 In a follow-up call shortly after the resident received the package, Solo assured the Washington  
5 resident that a purchaser of the opportunity could expect to get double the amount of an investment back  
6 in the first year in net sales. Solo also made the assurance that the Washington resident could expect to  
7 have locations identified through the seller’s efforts even before a machine order arrived.

8 Based upon the offering and promotional materials received and Solo’s representations, the  
9 Seattle, Washington resident determined to purchase the package entitled the “Bronze Plan” consisting of  
10 two machines and point of purchase displays for a total of \$10,960. The resident sent a personal check for  
11 that amount and an executed “Purchase Order Form” with the terms and conditions of the purchase to  
12 Americard Dispensing Corporation on or about October 10, 1998. Shevin Goodman responded with a  
13 letter dated October 13, 1998, acknowledging the purchase. However, the Washington resident  
14 determined soon thereafter through independent investigation that it would be difficult to place the  
15 machines, both because the resident discovered that other prepaid phone cards offered higher returns to  
16 storeowners when they sold them themselves and because the resident determined that the prepaid phone  
17 card market appeared to be saturated. The Washington resident called Shevin Goodman of Americard  
18 Dispensing Corporation to cancel the order prior to shipment, but the machines were shipped despite the  
19 request. Americard Dispensing Corporation has refused to accept a return of the machines and refused to  
20 refund the purchase price.

21 Although Americard Dispensing Corporation had caused to be filed an application to register its  
22 prepaid phonecard opportunity with the Securities Division on September 8, 1998, a permit to offer and  
23 sell its opportunity in the state of Washington was not issued until November 30, 1998, when the  
24 application for registration was completed with the filing of current financial statements for the seller  
dated August 31, 1998. An analyst with the Securities Division had requested a more current financial

1 statement, dated not older than three months, as a condition of registration to replace the balance sheet  
2 submitted with the original application (as was the one provided to the Washington resident) that was  
3 dated January 30, 1998. The registration permit expired on November 30, 1999, and has not subsequently  
4 been renewed.

5 III.

6 Americard Dispensing Corporation was not registered with the Washington Securities Division to  
7 offer or sell business opportunities in the state of Washington until November 30, 1998, after the sale to  
8 the Seattle, Washington resident, and is not currently registered following the expiration of its registration  
9 permit on November 30, 1999.

10 It is in the public interest that the offer and/or sale of the above-described prepaid phonecard  
11 opportunity in violation of the Washington Business Opportunity Fraud Act cease.

12 An emergency exists in that further sales of the business opportunity described above would be  
13 hazardous to investors and the public of this state.

14 Based upon the above Tentative Findings of Fact, the following Conclusions of Law are made:

15 CONCLUSIONS OF LAW

16 I.

17 The offer and/or sale of the prepaid phonecard opportunity as described in Tentative Findings of  
18 Fact I and II constitutes the offer and/or sale of a business opportunity as defined in RCW 19.110.020(1).

19 II.

20 The offer and/or sale of the prepaid phonecard opportunity as described in Tentative Findings of  
21 Fact I and II was made in violation of RCW 19.110.070(10) because Respondents failed to provide the  
22 Washington purchaser with a copy of a complete disclosure document concerning the opportunity,  
23 including but not limited to a copy of the seller's current (not more than three months old) financial  
24 statement and any amendments necessary to reflect material changes in the seller's financial condition at  
least forty-eight hours before the purchaser signed a business opportunity contract.

1 III.

2 The offer and/or sale of the prepaid phonecard opportunity as described in Tentative Findings of  
3 Fact I through III was made in violation of RCW 19.110.050(1) because no business opportunity  
4 registration permit was in effect at the time of sale by Respondents to the Seattle, Washington resident.

5 The Securities Administrator finds that this action is necessary and appropriate in the public  
6 interest and for the protection of investors and that the public safety and welfare require emergency  
7 action.

8 SUMMARY ORDER

9 Based on the premises of the foregoing,

10 IT IS THEREFORE HEREBY SUMMARILY ORDERED That Americard Dispensing  
11 Corporation, Shevin Goodman, Peter Solo, their employees and agents, each cease and desist from  
12 violations of RCW RCW 19.110.070(10), the provision of the Business Opportunity Fraud Act which  
13 requires a business opportunity seller to provide purchasers with a copy of a complete disclosure  
14 document concerning the opportunity sold, including but not limited to a copy of the seller’s current (not  
15 more than three months old) financial statement and any amendments necessary to reflect material  
16 changes in the seller’s financial condition at least forty-eight hours before the purchaser signs a business  
17 opportunity contract.

18 IT IS THEREFORE HEREBY SUMMARILY ORDERED That Americard Dispensing  
19 Corporation, Shevin Goodman, Peter Solo, their employees and agents, each cease and desist from  
20 violations of RCW 19.110.050(1), the registration requirement provision of the Business Opportunity  
21 Fraud Act.

22  
23 AUTHORITY AND PROCEDURE

24 This Summary Order is entered pursuant to the provisions of RCW 19.110.150 and chapter 34.05  
RCW. The Respondents may each make a written request for hearing as set forth in the Notice of

1 Opportunity to Defend and Opportunity for Hearing accompanying this order. A request for a hearing  
2 should be in writing and sent to Deborah R. Bortner, Securities Administrator, Department of Financial  
3 Institutions, P.O. Box 9033, Olympia, Washington 98507-9033 to the attention of Brad Ferber. If a  
4 respondent does not request a hearing as set forth in the Notice of Opportunity to Defend and Opportunity  
5 for Hearing, the Securities Administrator intends to adopt the Tentative Findings of Fact and Conclusions  
6 of Law as final and make this Summary Order to Cease and Desist permanent as to such respondent.

7 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

8 Dated this \_\_\_\_\_ day of December, 1999.

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10 \_\_\_\_\_  
11 Deborah R. Bortner  
12 Securities Administrator

13 Presented by: \_\_\_\_\_  
14 Brad Ferber  
15 Securities Examiner

16 Approved by: \_\_\_\_\_  
17 Michael E. Stevenson  
18 Chief of Compliance



1 witnesses by subpoena. If you are limited English- speaking or hearing impaired, you have the right to have an  
2 interpreter appointed at no cost to you, as discussed below.

3 INTERPRETER AVAILABILITY. If you or a witness for you is a person who, because of non-  
4 English-speaking cultural background, cannot readily speak or understand the English language, or if you or a  
5 witness for you is a person who, because of a hearing impairment or speech defect, cannot readily understand or  
6 communicate in spoken language, including persons who are deaf, deaf and blind, or hard of hearing, AND  
7 YOU NEED AN INTERPRETER, then a qualified interpreter will be appointed at no cost to you or to the  
8 witness. You may request the appointment of a qualified interpreter by indicating your request on the attached  
9 Application for Adjudicative Hearing form.

10 YOU ARE FURTHER NOTIFIED that if the Department of Financial Institutions does not RECEIVE  
11 the Application for Adjudicative Hearing form within twenty (20) days from the date you received this notice,  
12 this will constitute a waiver of your right to a hearing and the director will find that you do not contest the  
13 allegations of the Summary Order. Upon such a finding by the director a final order will be immediately entered  
14 disposing of this matter and ordering you to cease and desist as described in the Summary Order. If you desire a  
15 hearing in this matter, please return the attached Application for Adjudicative Hearing to:

16 Washington State Department of Financial Institutions  
17 Securities Division  
18 Attn: Brad Ferber  
19 Post Office Box 9033  
20 Olympia, Washington 98507-9033

21 Dated this \_\_\_\_\_ day of December, 1999.

22 \_\_\_\_\_  
23 Deborah R. Bortner  
24 Securities Administrator



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I.

I [REQUEST] [DO NOT REQUEST] a formal hearing in this matter.

II.

I [WILL] [WILL NOT] be represented by an attorney. His/her name and address are:

\_\_\_\_\_  
\_\_\_\_\_

III.

I [REQUEST] [DO NOT REQUEST] that a qualified interpreter be appointed at no cost to me to interpret for (myself) or (my witness(es)). My, or my witness's(es)', primary language is \_\_\_\_\_ (identify language). My, or my witness's(es)', hearing impaired status is \_\_\_\_\_ (identify hearing impaired status). I understand that a qualified interpreter will be appointed at no cost to me or to my witness(es).

IV.

You have the right: To demand a hearing; to be represented by an attorney at your own expense; to subpoena witnesses to the hearing or subpoena the production of books or documents and to otherwise defend against the Summary Order.

WARNING: FAILURE TO COMPLETE AND MAIL THIS DOCUMENT SO THAT IT IS RECEIVED BY THE SECURITIES DIVISION WITHIN 20 DAYS AFTER YOU RECEIVED THE SUMMARY ORDER TO CEASE AND DESIST WILL RESULT IN THE DISPOSITION OF THIS CASE AS AUTHORIZED BY RCW 34.05.440.

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Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Americard Dispensing Corporation, by:

Signature

\_\_\_\_\_

Print Name and Title

\_\_\_\_\_

Address (if facing page is incorrect):

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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 Business Opportunity Fraud Act of the  
State of Washington by:

Americard Dispensing Corporation, Shevin  
Goodman, Peter Solo, their employees and agents,  
  
Respondents.

SDO - 75B(2) - 99

APPLICATION FOR ADJUDICATIVE  
HEARING

Case No. 99-07-0216

THE STATE OF WASHINGTON TO:

Shevin Goodman  
10800 Biscayne Blvd., Suite 600  
Miami, FL 33161

If you wish to contest the Summary Order To Cease And Desist and have an adjudicative hearing, you must sign, date, and return this form within twenty (20) days of the date it you received it, to:

Washington State Department of Financial Institutions  
Securities Division  
Attn: Brad Ferber  
P. O. Box 9033  
Olympia, Washington 98507-9033

FAILURE TO RETURN THIS FORM SO THAT IT IS RECEIVED BY THE DEPARTMENT OF FINANCIAL INSTITUTIONS WITHIN TWENTY (20) DAYS OF THE DATE YOU RECEIVED IT WILL CONSTITUTE A DEFAULT AND WILL RESULT IN THE LOSS OF YOUR RIGHT TO AN ADJUDICATIVE HEARING AND WILL RESULT IN THE INFORMAL DISPOSITION OF YOUR CASE AS AUTHORIZED BY RCW 34.05.440. In that case the Director may proceed to resolve this matter without further notice or hearing. In such a case, the Director will immediately enter an appropriate order in disposition of the Summary Order, to include prohibition against your engaging in certain business practices as described in the Summary Order.

1 INSTRUCTIONS: Circle your desired responses to items I, II, and III below.

2 I.

3 I [REQUEST] [DO NOT REQUEST] a formal hearing in this matter.

4 II.

5 I [WILL] [WILL NOT] be represented by an attorney. His/her name and address are:

6 \_\_\_\_\_

7 \_\_\_\_\_

8 III.

9 I [REQUEST] [DO NOT REQUEST] that a qualified interpreter be appointed at no cost to me to  
10 interpret for (myself) or (my witness(es)). My, or my witness's(es)', primary language is \_\_\_  
11 \_\_\_\_\_(identify language). My, or my witness's(es)', hearing impaired status  
12 is \_\_\_\_\_(identify hearing impaired status). I understand that a  
13 qualified interpreter will be appointed at no cost to me or to my witness(es).

14 IV.

15 You have the right: To demand a hearing; to be represented by an attorney at your own expense; to  
16 subpoena witnesses to the hearing or subpoena the production of books or documents and to otherwise defend  
17 against the Summary Order.

18  
19 **WARNING: FAILURE TO COMPLETE AND MAIL THIS DOCUMENT SO THAT IT IS**  
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Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Shevin Goodman, as President of Americard Dispensing Corporation, and individually:

Signature

\_\_\_\_\_

Address (if facing page is incorrect):

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

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IN THE MATTER OF DETERMINING  
Whether there has been a violation  
Of the Business Opportunity Fraud Act of the  
State of Washington by:

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Americard Dispensing Corporation, Shevin  
Goodman, Peter Solo, their employees and agents,  
  
Respondents.

SDO - 75B(3) - 99

APPLICATION FOR ADJUDICATIVE  
HEARING

Case No. 99-07-0216

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THE STATE OF WASHINGTON TO:

Peter Solo  
10800 Biscayne Blvd., Suite 600  
Miami, FL 33161

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Securities Division  
Attn: Brad Ferber  
P. O. Box 9033  
Olympia, Washington 98507-9033

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Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Peter Solo, as a sales representative of Americard Dispensing Corporation, and individually:

Signature

\_\_\_\_\_

Address (if facing page is incorrect):

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\_\_\_\_\_