

**ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF MARYLAND**

IN THE MATTER OF:

*

AOV: WI FI
and

*

Securities Division No. 04-0096

JOHN THURSTON HITES,

*

RESPONDENTS.

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FINAL ORDER TO CEASE AND DESIST

WHEREAS, the Maryland Securities Commissioner (the “Commissioner”), pursuant to the authority granted in section 11-701 of the Maryland Securities Act, Title 11, Corporations and Associations Article, Md. Code Ann. (1999 Repl. Vol. & 2003 Cum. Supp.) (the “Act”), initiated an investigation into the activities of AOV: Wi Fi and John Thurston Hites (collectively, the “Respondents”); and

WHEREAS, on the basis of that investigation the Commissioner determined that the Respondents had engaged and were about to engage in an act or practice constituting a violation of the securities and agent registration provisions and the antifraud provisions of the Act; and

WHEREAS, the Commissioner determined that immediate action against the Respondents was in the public interest, and issued a Summary Order To Cease And Desist ordering each Respondent to cease and desist from offering or selling investments in AOV: Wi Fi in violation of the Act pending a hearing; and

WHEREAS, that Order gave each Respondent notice of opportunity for a hearing if requested in writing within fifteen days of service of that Order, and gave notice that as to any Respondent not requesting a hearing a Final Order To Cease And Desist would be issued, imposing a bar from engaging in securities transactions on behalf of others and a statutory civil penalty; and

WHEREAS, neither Respondent has filed an Answer or requested a hearing;

NOW, THEREFORE, the Commissioner finds it to be in the public interest to issue this Final Order

To Cease And Desist, and THE COMMISSIONER FINDS AND ORDERS:

I. JURISDICTION

1. The Commissioner has jurisdiction in this proceeding and over the Respondents pursuant to sections 11-701.1 and 11-801 of the Act.

II. RESPONDENTS

2. AOV: Wi Fi (“AOV”) purports to be a “wireless Internet opportunity” that will provide nationwide wireless internet service, wireless phones, wireless cable TV and more.

3. John Thurston Hites, a resident of Florida, is the Registrant and Contact for the account sending the AOV solicitation.

III. STATEMENT OF FACTS

4. AOV sent to at least one Maryland resident an e-mail solicitation to invest in the company’s investment opportunities. The AOV solicitation states that AOV is seeking to bring in a few thousand individual or small business investors and share revenue with them.

5. AOV claims to have almost 2% of the U.S. population as subscribers to its DSL service, who will become wireless customers and a built-in source of revenue for AOV license holders.

6. The AOV investment requires investors to pay \$10,000 to purchase an interest in a license and share revenue, from the licensed area, of over \$5,000 a month per license based on only 100 subscribers, which is claimed to be about 1/3 of a percent of the potential for these areas.

7. The Securities Division has no record of a securities registration for an offering by the name of “AOV,” nor has any claim of exemption or status as a federal-covered security been made with the Division with respect to any such offering.

8. AOV is not registered with the Securities Division as a broker-dealer, securities agent, investment adviser or investment adviser representative.

9. John Thurston Hites is not registered with the Securities Division as a broker-dealer, securities agent, investment adviser or investment adviser representative.

IV. CONCLUSIONS OF LAW

10. The Summary Order, with notice of the right to a hearing, was properly served.

11. The Respondents have not requested a hearing, and have therefore waived that right.

12. Issuance of this Final Order is in accord with relevant law and is in the public interest.

13. The investment offered or sold by the Respondents constitutes a "security" within the definition of the Act.

14. Respondents violated section 11-501 of the Act by offering or selling unregistered securities in Maryland, for which no claim of preemption or exemption has been filed.

15. Respondents violated section 11-401 of the Act by transacting business in the offer or sale of securities in this state as a broker-dealer or securities agent without being registered pursuant to the Act.

16. Respondent AOV: Wi Fi violated section 11-402 of the Act by employing an unregistered agent for the offer and sale of securities.

17. Respondents violated section 11-301 of the Act by misrepresenting and omitting material facts in connection with the offer and sale of securities.

V. SANCTIONS

18. IT IS HEREBY ORDERED THAT:

(a) Respondents permanently cease and desist from offering or selling securities in violation of the Act; and that

(b) Respondents permanently cease and desist from engaging in Maryland, for or on behalf of others, in the business of effecting transactions in securities as an issuer or as an agent, as those terms are defined in the Act, including the offer or sale of any securities whether registered or exempt from registration, and from engaging in any transaction exempted under the Act; and that

(c) Respondents, jointly and severally, are assessed a civil monetary penalty of \$10,000 pursuant to section 11-702 of the Act, payable by certified check to the Office of the Attorney General.

VI. JURISDICTION RETAINED

19. Jurisdiction is retained by the Commissioner for the purpose of enabling any party to this Order to apply for such further orders and directions as may be necessary or appropriate for the construction or enforcement of this Order.

IT IS SO ORDERED

June 17, 2004

MELANIE SENTER LUBIN
SECURITIES COMMISSIONER

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing Final Order To Cease And Desist by causing a copy to be sent by certified mail, return receipt requested, addressed to:

AOV: Wi Fi
c/o John T. Hites
2220 Eagle Pass Rd.
Oviedo, FL 32765-6109

John T. Hites
2220 Eagle Pass Rd.
Oviedo, FL 32765-6109

and by delivering a copy to Melanie Senter Lubin, Securities Commissioner, Maryland Division of Securities, 200 St. Paul Place Twenty-fifth Floor, Baltimore, Maryland 21202.

June 17, 2004

T. Webster Brenner
Assistant Attorney General

Maryland Division of Securities
200 St. Paul Place - 25th Floor
Baltimore, Maryland 21202
410/ 576-6950

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AFFIDAVIT OF COMPLIANCE WITH SECTION 11-802(b)

I hereby certify that, in accordance with section 11-802(b) of the Maryland Securities Act, Title 11, Md. Code Ann., Corps. & Ass'ns (1999 Repl. Vol. & Supp. 2003), I have effected service upon the Respondents by serving the foregoing Final Order To Cease And Desist upon the Securities Commissioner, and then sending a copy of the Order and notice of service by certified mail, return-receipt-requested, to each Respondent's last-known address.

I solemnly affirm under the penalties of perjury and upon personal knowledge that the contents of the foregoing paper are true.

June 17, 2004

T. Webster Brenner