

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

IN THE MATTER OF:	*	
E-COMMERCE NETWORK.COM, LLC	*	
and		Securities Division No. 2004-0702
WEALTH SYSTEMS, INC.	*	
and		
MARTIN WILSON,	*	
RESPONDENTS.	*	

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FINAL ORDER TO CEASE AND DESIST

WHEREAS, the Securities Division of the Office of the Attorney General of Maryland (the “Division”), pursuant to authority granted in the Maryland Securities Act, Title 11, Md. Code Ann., Corps. & Ass’ns (1999 Repl. Vol. & Supp. 2004) (the “Act”), initiated an investigation into the securities-related activities of Ecommerce Network.com, LLC, Wealth Systems, Inc., and Martin Wilson (collectively the Respondents”); and

WHEREAS, as a result of that investigation the Maryland Securities Commissioner (the “Commissioner”) found grounds to allege that the Respondents had violated sections 11-301, 11-302, 11-401, 11-402, and 11-501 of the Act; and

WHEREAS, the Commissioner issued an Order To Show Cause, which ordered Respondents to show cause why a final order should not be entered ordering each to cease and desist from violating the registration and antifraud provisions of the Act, to show cause why a statutory monetary penalty should not be assessed against each for such violations, and to show cause why each should not be barred from engaging in the securities and investment advisory business in Maryland for or on behalf of others or from being or acting as a principal or consultant in any entity engaged in such activities; and

WHEREAS, that Order gave Respondents notice of opportunity for a hearing in this matter, if

requested in writing within fifteen days of service of that Order, and gave notice that if no hearing was requested a Final Order To Cease And Desist would be issued, imposing a bar from engaging in securities transactions on behalf of others and a monetary civil penalty; and

WHEREAS, Respondents have neither filed an Answer nor 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 matter pursuant to section 11-701.1 of the Act.

II. RESPONDENTS

2. Ecommerce Network.com, LLC (“Ecom”), with its address in Phoenix, AZ, at all relevant times held itself out as being engaged in internet marketing and website development. Ecom is affiliated with Wealth Systems, Inc.

3. Wealth Systems, Inc. (“WSI”), with its address in Phoenix, AZ, at all relevant times held itself out as being engaged in internet marketing and sales promotion. WSI is affiliated with Ecom.

4. Martin Wilson (“Wilson”), with an address in Phoenix, AZ, at all relevant times held himself out as the CEO of Ecom and a principal of WSI.

III. FINDINGS OF FACT

The Commissioner finds:

5. Beginning around May 2004, through internet sites and promotional materials sent to investors, Ecom and WSI solicited investments in customer-owned websites. Potential investors could acquire a website from Ecom/WSI, who then would manage and operate the site.

6. The Respondents claimed that the websites would be linked to advertisers such as Amazon, Staples, and American Express, who would pay investors up to 80% of sales generated from such ads.

7. This is a passive investment. Investors were told that Ecom/WSI will set up and host the website, process sales orders, and do all the selling.

8. Investors also were promised payment for everyone they referred who invested in a website.

9. One Maryland investor gave his bank card number for the initial \$129 website package. No disclosure material was provided; the solicitation and sale took place over the telephone. The investor received an invoice reflecting that payment.

10. Subsequently, Respondents debited over \$2900 more from the investor's bank account, claiming it was a part of the initial investment. No disclosure was made regarding that cost.

11. Despite demands, the investor has not received a refund; he has received no payments from the Respondents for ads, sales, or new members. The Respondents have discontinued their own websites.

12. The Respondents did not produce records disclosing the number of other investors.

13. Respondents solicited purchases of, gave advice about, accepted money for, and purportedly sold, websites and interests in profits to be generated by Respondent-managed websites.

14. The Division has no record of securities registration for an offering by or in the name of Ecom or WSI, nor has any claim of exemption or status as a federal-covered security been filed with the Division for any such offering.

15. Ecom is not registered with the Division as a securities broker-dealer or agent, or as an investment adviser or investment adviser representative.

16. WSI is not registered with the Division as a securities broker-dealer or agent, or as an investment adviser or investment adviser representative.

17. Wilson is not registered with the Division as a securities broker-dealer or agent, or as an investment adviser or investment adviser representative.

IV. CONCLUSIONS OF LAW

The Commissioner concludes that:

18. Respondents have waived the right to a hearing in this matter.
19. The interests in websites offered and sold by the Respondents are investment contracts and participatory interests in a profit-sharing agreement, which constitute "securities" within the meaning of section 11-101 of the Act.
20. Respondents violated section 11-501 of the Act by offering and selling unregistered securities in Maryland, for which no claim of preemption or exemption has been filed.
21. Respondents violated section 11-401(a) 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.
22. Respondents violated section 11-401(b) of the Act by providing investment advice in this state without being registered pursuant to the Act.
23. Respondents violated section 11-402 of the Act by employing unregistered agents for the offer and sale of securities, and for providing investment advice, in this state.
24. Respondents violated section 11-301 of the Act by omitting or misrepresenting material facts regarding financial data, the status of the companies, and the nature and risks of the investment, in connection with the offer and sale of securities.
25. Respondents violated section 11-302 of the Act by omitting or misrepresenting material facts regarding financial data, the status of the companies, and the nature and risks of the investment, in connection with providing investment advice.

V. SANCTIONS

IT IS HEREBY ORDERED THAT:

26. (a) Respondents permanently cease and desist from offering or selling securities

in violation of the Act, from offering and selling in Maryland any securities whether registered or exempt from registration, and from engaging in any transaction exempted under the Act; and that

(b) Respondents permanently cease and desist from engaging in Maryland, for or on behalf of others, in the business of providing investment advice as an investment adviser or investment adviser representative, in violation of the Act; and that

(c) Respondents are permanently barred from engaging in the securities or investment advisory business in Maryland for or on behalf of others, or from acting as a principal or consultant in any entity so engaged; and that

(d) Respondents, jointly and severally, are assessed a civil monetary penalty of \$15,000 pursuant to section 11-701.1(b) of the Act, payable by certified check to the Office of the Attorney General.

VI. JURISDICTION RETAINED

27. 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:

October , 2005

MELANIE SENTER LUBIN
SECURITIES COMMISSIONER