

ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF MARYLAND

IN THE MATTER OF: *

Vend Tech International, Inc. *
d.b.a. Naturals2GO *

Case No. 2021-0237

Respondent. *

* * * * *

CONSENT ORDER

WHEREAS, the Division of Securities of the Maryland Attorney General’s Office (the “Securities Division”) initiated an investigation into the activities of Vend Tech International, Inc., d.b.a Naturals2GO (“Vend Tech”) under the authority granted under the Maryland Business Opportunities Sales Act, MD. CODE ANN., BUS. REG. §14-101 et seq. (2015 Repl. Vol.) (the “Business Opportunity Act”); and

WHEREAS, based on information presented by the Securities Division, the Maryland Securities Commissioner (the “Commissioner”) concluded that grounds existed to allege that Vend Tech violated the registration, disclosure, and antifraud provisions of the Business Opportunity Act; and

WHEREAS, before the holding of a hearing in this matter, without trial or final adjudication of any issue of fact or law, and without Vend Tech admitting or denying any violation of law, the Commissioner and Vend Tech have reached an agreement to enter into this Consent Order; and

WHEREAS, Vend Tech waives its right to a hearing and any rights it may have to seek

judicial review or otherwise challenge or contest the terms and conditions of this Consent Order;
and

WHEREAS, the Commissioner has determined that it is in the public interest to issue this
Consent Order;

NOW, THEREFORE, IT IS HEREBY ORDERED AND DECREED:

I. JURISDICTION

1. The Commissioner has jurisdiction in this proceeding pursuant to §14-110 of the
Business Opportunity Act.

II. STATEMENT OF FACTS

A. Respondent.

2. Vend Tech is an Idaho corporation with a principal business address of 2475
George Urban Blvd, Depew, New York 14043.

3. Vend Tech is in the business of selling investment packages consisting of a
quantity of vending machines, location services to place the vending machines, and support, and
training to assist buyers to operate a business selling healthy food and drinks to the public from
the vending machines (“Vending Machine Business Opportunity”).

4. Although Vend Tech allows its Vending Machine Business Opportunity buyers to
use certain trademarks, including “Naturals2GO,” and “All4U,” on the vending machines they
purchase, those buyers are not authorized to use those trademarks as part of their business names.

5. Vend Tech has offered and sold Vending Machine Business Opportunities since
2013.

6. Vend Tech marketing materials state that it offers Vending Machine Business

Opportunities at prices that range from between approximately \$47,995 for a four (4) vending machine package to \$231,995 for a twenty-four (24) vending machine package.

7. From May 27, 2014 to the date of this Consent Order, Vend Tech sold thirty two (32) Vending Machine Business Opportunities to residents of Maryland (“Maryland Buyers”).

B. Violations of the Maryland Business Opportunity Sales Act.

8. Vend Tech never registered with the Securities Division to offer and sell its Vending Machine Business Opportunities in Maryland under the Business Opportunity Act.

9. Vend Tech did not send business opportunity disclosure statements to prospective Maryland Buyers before those buyers executed a contract or paid any consideration in connection with their purchase of a Vending Machine Business Opportunity, as required under the Business Opportunity Act.

10. Vend Tech states in its purchase contracts distributed to prospective Maryland Buyers that it makes no guarantee of earnings and has not provided buyers with statements concerning a range of earnings.

11. Vend Tech provides to prospective buyers of its Vending Machine Business Opportunity an “Estimator Tool” to allow prospects to estimate their total profits from operating a Vending Machine Business Opportunity by filling out information on the number of vending machines they will own and the estimated number of sales they expect to make each day. The Estimator Tool generate estimated monthly and yearly profits that buyers can expect.

12. Vend Tech did not provide documents to substantiate the representations of earnings potential to prospective Maryland Buyers of its Vending Machine Business Opportunity.

III. CONCLUSIONS OF LAW

13. By engaging in the above activities, the Securities Commissioner has concluded that Vend Tech violated sections 14-113, 14-114, 14-120, and 14-122 of the Business Opportunities Act.

IV. ORDER AND CONSENT

14. THE SECURITIES COMMISSIONER HEREBY ORDERS AND VEND TECH REPRESENTS AND CONSENTS THAT:

- A. Vend Tech shall permanently cease and desist from the offer and sale of business opportunities in violation of the Business Opportunity Act;
- B. Vend Tech Vending Machine shall refrain from representing to any prospective Maryland Buyer of the Vending Machine Business Opportunity that the buyer can expect earning potential of any kind, including but not limited to the representations described in this Consent Order, unless Vend Tech has written documentation to substantiate that representation at the time it is made and provides that documentation to the prospective Maryland Buyer when the representation is made;
- C. Vend Tech shall not obtain any signed purchase order or accept any money towards the purchase of any Vending Machine Business Opportunity from any Maryland Buyers unless the Maryland Buyer has received a Business Opportunity Disclosure Statement registered by the Securities Division at least 10 full calendar days before Vend Tech's acceptance of that money or signed purchase order;
- D. Vend Tech shall diligently pursue the application it has previously filed to register the Vending Machine Business Opportunity offering under the Business Opportunity Act;
- E. Within fifteen (15) days of notification by the Securities Division that Vend Tech's Vending Machine Business Opportunity has been registered for use in Maryland, Vend Tech shall send to all existing Maryland Buyer of a Vending Machine Business Opportunity the following: (i) a copy of Vend Tech's applicable, business opportunity disclosure statement registered by the Securities Division under the terms of this Consent Order; (ii) a copy of the executed Consent Order; and (iii) a Rescission Offer, in substantially the form attached to this Consent Order as Exhibit 1, informing the existing Maryland Buyer that it is being offered an opportunity to rescind its Vending Machine Business

Opportunity under the terms of this Consent Order;

- F. Vend Tech shall remit to the Office of Attorney General, as a monetary penalty, the sum of Eight Thousand Dollars \$8,000.00;
- G. If Vend Tech fails to complete the registration of its Vending Machine Business Opportunity with the Securities Division as required under this Consent Order as of six (6) months from the date of this Consent Order (“Due Date”), Vend Tech shall be assessed an additional civil monetary penalty in the amount of One Thousand Dollars (\$1,000.00) due and payable within fifteen (15) days after the Due Date, which civil penalty amount shall continue to increase by \$250.00 (“Additional Penalty”) for every additional month after the Due Date so long as Vend Tech has not obtained a registration of its Vending Machine Business Opportunity with the Securities Division. If Vend Tech is not registered as required under this Consent Order after seven (7) months, an Additional Penalty shall be due and payable by the fifteenth (15) day of the eighth month after the date of this Consent Order, and on the 15th day of each succeeding month so long as Vend Tech is not registered as required under this Consent Order. If Vend Tech fails to make timely payments to the Office of the Attorney General as required under this Consent Order, and payments are delinquent for more than sixty (60) days, the Office of the Attorney General may refer collection of the monies due under this Consent Order to the Central Collections Unit (“CCU”) of the State of Maryland. If a referral is made, any fee assessed by CCU shall be in addition to, and not offset, the balance of the civil monetary penalty owed to the Securities Division; and
- H. Vend Tech acknowledges that this Consent Order is a disclosable order as described under Section 437.3 (a)(3)(i) the Federal Trade Commission Business Opportunity Rule, and under §14-114(c)(10)(i)(2) of the Business Opportunity Act.

V. JURISDICTION RETAINED

- 15. Jurisdiction shall be retained by the Commissioner for such further orders and directions as may be necessary or appropriate for the construction or enforcement of the Consent Order.

VI. CONSEQUENCES OF VIOLATING THIS CONSENT ORDER

- 16. If Vend Tech fails to comply with any term of this Consent Order, the Securities

Division may bring administrative or judicial proceedings against it to enforce this Consent Order or to sanction it for violating an order of the Commissioner and may take any other action authorized under the Business Opportunity Act or any other applicable law. In any such proceeding in which, after an opportunity for a hearing, the Commissioner or a court finds that Vend Tech has violated this Consent Order, the Statement of Facts and the violations of the Business Opportunity Act alleged in the Consent Order shall be deemed admitted and may be introduced into evidence against Vend Tech.

VII. MODIFICATION OF CONSENT ORDER

17. The terms of this Consent Order may be modified only by a subsequent order issued by the Commissioner.

SO ORDERED:

**Commissioner's Signature on File
w/Original Documents**

Date: May 23, 2022

Melanie Senter Lubin
Securities Commissioner

Vend Tech Technologies, LLC
d.b.a. Naturals2GO

BY: David Perkins, President & CEO

FORM
(On Company Letterhead)

Re: [Company] Offer to Rescind Business Opportunity

Dear _____:

In accordance with discussions our attorneys had with the Securities Division of the Maryland Attorney General's Office (the "Securities Division") Vend Tech International Inc. ("we") have agreed to offer rescission to any Maryland residents who purchased a vending machines business opportunity from us in order to resolve alleged violations of the Maryland Business Opportunity Act. This offer of rescission is made in settlement of the administrative proceeding that the Securities Division may bring for the sale of a business opportunity in violation of the Business Opportunity Act and does not affect any civil liability for which we may be responsible.

If you elect to rescind your vending machine business opportunity, we agree to terminate your purchase agreement and give you a full refund of the cost you paid us for the vending machines you purchased, if you return the vending machines to us, at our expense.

This offer will remain open for thirty (30) days from the date you receive this letter. Please check the appropriate place below and return a signed copy of this letter to me within the time period.

If you have any questions, please contact Tade Osikomaiya, Assistant Attorney General, at the Division (410-576-739).

Sincerely,

[The Company]

cc: Consent Order
Maryland Business Opportunity Disclosure Statement

Exhibit 1

ACCEPTANCE OR REFUSAL OF OFFER TO RESCIND BUSINESS OPPORTUNITY

1. I, the undersigned, acknowledge that I have read the preceding Offer to Rescind Business Opportunity and understand its contents.
2. I understand that I have not waived my rights under the Maryland Business Opportunity Act by signing this document.
3. I hereby make the following choice to accept or refuse your offer to rescind my business opportunity agreement:

CHECK ONE

_____ I hereby **accept** your offer of rescission and refund. I wish to terminate my purchase agreement and return my vending machines. Please contact me to arrange for the shipment and return of my vending machines.

_____ I do **not accept** your offer of rescission. I wish to continue operating my business opportunity.

Date: _____

Buyer