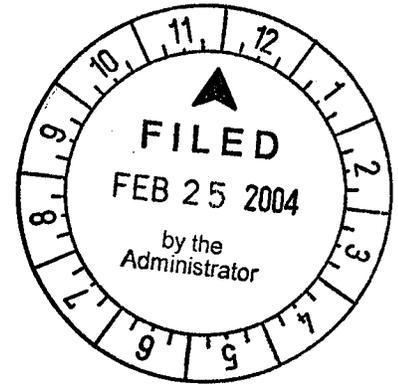


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Net Direct Marketing
and Paul Angel,

Respondents.

ODS File No. 04-013

ORDER TO CEASE AND DESIST

On January 28, 2004, a recommendation to issue an order to cease and desist (Recommendation) against Net Direct Marketing and Paul Angel (collectively referred to as "Respondents") was filed with the Administrator of the Oklahoma Department of Securities (Department). The issuance of such order is authorized by Section 814.B of the Oklahoma Business Opportunity Sales Act ("Act"), Okla. Stat. tit. 71, §§ 801-829 (2001).

On January 28, 2004, the Administrator of the Department issued a Notice of Opportunity for Hearing with the Recommendation attached ("Notice"). Pursuant to Section 818.F of the Act, the Notice was served on the Administrator of the Department on January 28, 2004, and mailed to the last known addresses of Respondents at 3200 North Hayden Road, Suite 325, Scottsdale, Arizona 85251, by certified mail, return receipt requested, and delivery restricted. On February 2, 2004, service was effected on Respondents.

The Notice specified that failure to request a hearing within fifteen (15) days of service will result in the issuance of an order to cease and desist and the imposition of a civil penalty in the amount of \$5,000.00. No request for hearing or any other response has been received by the Administrator.

The Administrator of the Department, being fully advised in this matter, does hereby adopt the Findings of Fact and Conclusions of Law as set forth below.

Findings of Fact

1. Net Direct Marketing is an Arizona corporation that, at all times relevant hereto, was doing business in the state of Oklahoma. Net Direct Marketing is in the

business of selling products and services to enable its members to advertise for customers through an Internet mall.

2. Paul Angel ("Angel"), a resident of Arizona, is the manager of Net Direct Marketing.

3. During June of 2003, Net Direct Marketing advertised on the Internet for potential members ("Members"), with no prior business experience, to join and gain the skills to set up a business and run it successfully. Net Direct Marketing claimed it would provide Members with the knowledge and ability to coordinate the sale of products between suppliers and purchasers.

4. Pursuant to the ad, an Oklahoma resident ("Oklahoma Member") telephoned Net Direct Marketing at the telephone number contained on its web site. Subsequently, Oklahoma Member received a telephone call from a sales representative for Net Direct Marketing. The sales representative told the Oklahoma Member that Net Direct Marketing was offering to sell a car locator service and would provide a marketing coach to help reach prospective customers for the Oklahoma Member's business.

5. On June 27, 2003, the Oklahoma Member entered into a contract with Net Direct Marketing ("Member Agreement") wherein the Oklahoma Member paid \$2,400.00 and a monthly web site maintenance fee of \$25.00.

6. The Member Agreement provided that the Oklahoma Member would be responsible for contacting potential purchasers and that the Oklahoma Member would be responsible for earning income through her work efforts. The Member Agreement further provided that the Oklahoma Member would receive access to Net Direct Marketing's personal marketing coach ("Coach"). The Coach helps members decide on advertising methods to reach consumers.

7. The Member Agreement is not registered under the Act.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Conclusions of Law

1. The Member Agreements are business opportunities.
2. Respondents offered and sold a business opportunity in the state of Oklahoma.
3. The offer and sale by Respondents of the Member Agreements without registration of the Member Agreements under the Act is a violation of Section 806 of the Act.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

ORDER

IT IS HEREBY ORDERED that Respondents cease and desist from offering or selling the Member Agreements in violation of Section 806 of the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 25th day of February, 2004.

(SEAL)



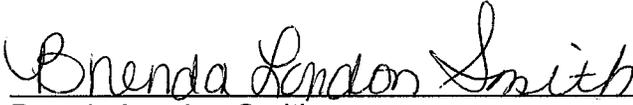
IRVING L. FAUGHT, ADMINISTRATOR OF
THE OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 25th day of February, 2004, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by certified mail, return receipt requested, delivery restricted to addressee, with postage prepaid thereon addressed to:

Net Direct Marketing
3200 N. Hayden Road, Suite 325
Scottsdale, AZ 85251

Mr. Paul Angel
3200 N. Hayden Road, Suite 325
Scottsdale, AZ 85251



Brenda London Smith
Paralegal