

**STATE OF OKLAHOMA
OKLAHOMA DEPARTMENT OF SECURITIES
204 NORTH ROBINSON, SUITE 400
OKLAHOMA CITY, OKLAHOMA 73102**



In the Matter of:

Philip Matthew Hale, individually and
doing business as Smart Business Pros LLC,

Internet Market Master, LLC, and

Jennifer Fernandez,

Respondents.

ODS File No. 15-075

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) ss.

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities (“Administrator”).

2. That a copy of the Order to Cease and Desist and Notice of Opportunity for Hearing (“Order and Notice”) attached was delivered to Affiant in the office of the Administrator pursuant to Section 1-611 of the Oklahoma Uniform Securities Act (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011).

3. That the Administrator has received service of process on behalf of Respondents, pursuant to Section 1-611 of the Act.

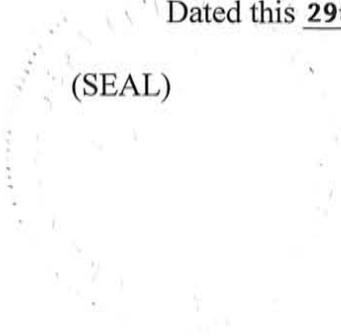
4. That a copy of the Notice, with the Order and Notice attached, and a copy of this Notice of Service on the Administrator and Affidavit of Compliance are being sent this 29th day of August, 2016, by certified mail, return receipt requested, delivery restricted, to the last known address of Respondents, in compliance with Section 1-611 of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 29th day of August, 2016.

(SEAL)



Irving L. Faught

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

Subscribed and sworn to before me this 29th day of August, 2016.

(SEAL)



Brenda London

Notary Public

**STATE OF OKLAHOMA
OKLAHOMA DEPARTMENT OF SECURITIES
204 NORTH ROBINSON, SUITE 400
OKLAHOMA CITY, OKLAHOMA 73102**



In the Matter of:

Philip Matthew Hale, individually and
doing business as Smart Business Pros LLC,

Internet Market Master, LLC, and

Jennifer Fernandez,

Respondents.

ODS File No. 15-075

**ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING**

Order to Cease and Desist

Pursuant to the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of Philip Matthew Hale (Hale), Philip Matthew Hale doing business as Smart Business Pros LLC (SBP), Internet Market Master, LLC (IMM) and Jennifer Fernandez (Fernandez) (collectively, "Respondents"), in connection with the offer, sale and/or purchase of securities in and/or from Oklahoma. Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are presented in support of sanction(s) against Respondents.

Findings of Fact

1. Hale is a Missouri resident who represented himself to be a limited liability company member of SBP. Hale was doing business as SBP. SBP purports to be a limited liability company but appears to be an unincorporated association that has its principal place of business near Saint Louis, Missouri. At all times relevant hereto, Hale was the sole signatory on the bank accounts of SBP.

2. IMM is an inactive Florida limited liability company that has its principal place of business in Pembroke Pines, Florida. Fernandez, a Florida resident, represented herself to be a limited liability company member of IMM and, at all times relevant hereto, was the sole signatory on the bank accounts of IMM.

3. At all times relevant hereto, SBP used the address of a UPS Store located at 9909 Manchester Road, Warson Woods, Missouri.

4. At all times relevant hereto, IMM used the address of the residence of Fernandez at 1285 SW 101st Way, #105, Pembroke Pines, Florida.

5. There is no filing with the Oklahoma Secretary of State for SBP or IMM.

6. SBP maintained a website at <http://www.smartbusinesspros.net> that is no longer active.

7. IMM maintained a website at <http://www.internetmarketmaster.com> that is no longer active.

8. Beginning as early as October, 2014, Respondents employed individuals to contact on their behalf at least one Oklahoma resident (Oklahoma Investor) by telephone, to offer an investment in a credit card processing business (Credit Program Interest).

9. The Oklahoma Investor was told that Respondents would use her funds from the Credit Program Interest to purchase leads and place advertisements in connection with the sale of credit card processing products and/or services and loans to small businesses.

10. The Oklahoma Investor was told that she would earn monthly income from the Credit Program Interest based not on her efforts but on the profits Respondents generated from the sales of the credit card processing products and/or services and loans.

11. The Oklahoma Investor purchased the Credit Program Interest by making a payment of \$10,000 to SBP on November 11, 2014, that was deposited to the bank account of "Philip M. Hale DBA Smart Business Pros LLC" at US Bank, and by making a payment of \$2,970 to IMM on November 18, 2014, that was deposited to the bank account of "Internet Market Master LLC" at Bank of America.

12. Since purchasing the Credit Program Interest, the Oklahoma Investor has been unable to contact Respondents and has received no income from the Credit Program Interest.

13. The Credit Program Interest has not been registered under the Act and no filing to claim an exemption from registration has been filed under the Act.

14. No agent, including Hale and Fernandez, has at any time been registered under the Act to transact business on behalf of SBP or IMM to offer or sell Credit Program Interests.

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

Authorities

1. Section 1-102 of the Act provides in pertinent part:

32. "Security" means a note; stock; treasury stock; security future; bond; debenture; evidence of indebtedness; certificate of interest or participation in a profit-sharing agreement; collateral trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting trust certificate; certificate of deposit for a security; fractional undivided interest in oil, gas, or other mineral rights; put, call, straddle, option, or privilege on a security, certificate of deposit, or group or index of securities, including an interest therein or based on the value thereof; put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency; or, in general, an interest or instrument commonly known as a "security," or a certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. The term:

* * *

d. includes as an "investment contract" an investment in a common enterprise with the expectation of profits to be derived primarily from the efforts of a person other than the investor and a "common enterprise" means an enterprise in which the fortunes of the investor are interwoven with those of either the person offering the investment, a third party, or other investors[.]

2. Section 1-301 of the Act provides in part:

It is unlawful for a person to offer or sell a security in this state unless:

1. The security is a federal covered security;
2. The security, transaction, or offer is exempted from registration under Sections 6 through 8 of this act [Sections 1-201 through 1-203 of this title]; or
3. The security is registered under this act.

3. Section 1-402 of the Act provides in pertinent part:

A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection B of this section.

* * *

D. It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection A of this section or exempt from registration under subsection B of this section.

4. Section 1-604 of the Act provides in pertinent part:

A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice, the Administrator may:

1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act[.]

* * *

B. An order under subsection A of this section is effective on the date of issuance. Upon issuance of the order, the Administrator shall promptly serve each person subject to the order with a copy of the order and a notice that the order has been entered. The order must include a statement whether the Administrator will seek a civil penalty or costs of the investigation, a statement of the reasons for the order, and notice that, within fifteen (15) days after receipt of a request in a record from the person, the matter will be scheduled for a hearing and the hearing shall be commenced within fifteen (15) days of the matter being set for hearing. If a person subject to the order does not request a hearing and none is ordered by the Administrator, within thirty (30) days after the date of service of the order, the order, that may include a civil penalty or costs of the investigation if a civil penalty or costs were sought in the statement accompanying the order, becomes final as to that person by operation of law. If a hearing is requested or ordered, the Administrator, after notice of and opportunity for hearing to each person subject to the order, may modify or vacate the order or extend it until final determination.

C. If a hearing is requested or ordered pursuant to subsection B of this section, a hearing must be held pursuant to the Administrative Procedures Act. A final order may not be issued unless the Administrator makes findings of fact and conclusions of law in a record in accordance with the Administrative Procedures Act. The final order may make final, vacate, or modify the order issued under subsection A of this section.

D. In a final order under subsection C of this section, the Administrator may impose a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for

a single violation or up to Two Hundred Fifty Thousand Dollars (\$250,000.00) for multiple violations in a single proceeding or a series of related proceedings.

E. In a final order, the Administrator may charge the actual cost of an investigation or proceeding for a violation of this act or a rule adopted or order issued under this act.

Conclusions of Law

1. The Credit Program Interest is a security as defined by Section 1-102 of the Act.
2. Respondents offered and/or sold an unregistered security in and/or from this state, in violation of Section 1-301 of the Act.
3. Respondents employed and/or associated with one or more unregistered agents who transacted business in and/or from this state in violation of Section 1-402 of the Act.
4. The Administrator has the authority to order Respondents to cease and desist from engaging in the acts, practices, or course of business constituting violations of the Act or to take other action necessary or appropriate to comply with the Act.
5. It is in the public interest to order Respondents to cease and desist from violating the Act.

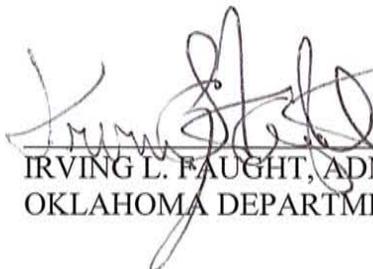
To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

Order

Based on Section 1-604 of the Act and the Findings of Fact, Authorities, and Conclusions of Law set forth above, IT IS HEREBY ORDERED (1) that Respondents cease and desist from offering and selling unregistered securities; and (2) that Respondents cease and desist from employing and associating with unregistered agents who transact business in this state on their behalf.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 29th of August, 2016.

(SEAL)



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

Notice of Opportunity for Hearing

Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of the Order to Cease and Desist (Order). The request for hearing must be in writing and Respondents shall specifically admit or deny each allegation that is contained in the Order.

Within fifteen (15) days after receipt of a request for hearing from Respondents, this matter will be scheduled for hearing. The hearing shall commence within fifteen (15) days of the matter being set for hearing. Notice of the date, time and location of the hearing shall be given to Respondents. If a hearing is requested, the Administrator, after notice of and opportunity for hearing, may modify or vacate the Order or extend it until final determination.

If Respondents do not request a hearing within thirty (30) days after the date of service of the Order and none is ordered by the Administrator, the Order becomes final by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 29th day of August, 2016.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 29th day of August, 2016, a true and correct copy of the above and foregoing *Order to Cease and Desist and Notice of Opportunity for Hearing* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Philip Matthew Hale doing business as Smart Business Pros LLC
9909 Manchester Road
Warson Woods, MO 63122

Philip Matthew Hale
7047 Hampton Avenue
Saint Louis, MO 63109

Philip Matthew Hale
4 Ridge Point Court
Saint Charles, MO 63304

Internet Market Master, LLC
1285 SW 101st Way, #105
Pembroke Pines, FL 33025

Internet Market Master, LLC
Incorp Services, Inc., Registered Agent
17888 67th Court North
Loxahatchee FL 33470

Jennifer Fernandez
1285 SW 101st Way, #105
Pembroke Pines, FL 33025


Brenda London
Paralegal

7015 0640 0004 8676 8053

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CERTIFIED MAIL® RECEIPT
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For delivery information, visit our website at www.usps.com®.

OFFICIAL USE

Certified Mail Fee	\$ 330	8-29-16
Extra Services & Fees (check box, add fee as appropriate)		
<input checked="" type="checkbox"/> Return Receipt (hardcopy)	\$ 270	
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input checked="" type="checkbox"/> Certified Mail Restricted Delivery	\$ 495	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	
Postage	\$ 11.62	

Postmark Here

Philip Matthew Hale doing business as
 Smart Business Pros LLC
 9909 Manchester Rd
 Warson Woods MO 63122

for Instructions

7015 0640 0004 8676 8060

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<input type="checkbox"/> Return Receipt (electronic)	\$	
<input checked="" type="checkbox"/> Certified Mail Restricted Delivery	\$ 495	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	
Postage	\$ 11.62	

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Philip Matthew Hale
 7047 Hampton Ave
 Saint Louis MO 63109

for Instructions

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Extra Services & Fees (check box, add fee as appropriate)		
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<input type="checkbox"/> Return Receipt (electronic)	\$	
<input checked="" type="checkbox"/> Certified Mail Restricted Delivery	\$ 495	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	
Postage	\$ 11.62	

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Philip Matthew Hale
 4 Ridge Point Ct
 Saint Charles MO 63304

for Instructions

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<input checked="" type="checkbox"/> Return Receipt (hardcopy)	\$ 270	
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input checked="" type="checkbox"/> Certified Mail Restricted Delivery	\$ 495	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	
Postage	\$ 11.62	

Postmark Here

Internet Market Master LLC
 1285 SW 101st Way #105
 Pembroke Pines FL 33025

for Instructions

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OFFICIAL USE

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<input checked="" type="checkbox"/> Certified Mail Restricted Delivery	\$ 495	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	
Postage	\$ 11.62	

Postmark Here

Internet Market Master LLC
 Incorp Services Inc Registered Agent
 17888 67th Court North
 Loxahatchee FL 33470

for Instructions

7015 0640 0004 8676 8107

U.S. Postal Service™
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For delivery information, visit our website at www.usps.com®.

OFFICIAL USE

Certified Mail Fee	\$ 330	8-29-16
Extra Services & Fees (check box, add fee as appropriate)		
<input checked="" type="checkbox"/> Return Receipt (hardcopy)	\$ 270	
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input checked="" type="checkbox"/> Certified Mail Restricted Delivery	\$ 495	
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	
Postage	\$ 11.62	

Postmark Here

Jennifer Fernandez
 1285 SW 101st Way #105
 Pembroke Pines FL 33025

for Instructions

OKLAHOMA DEPARTMENT OF SECURITIES

204 North Robinson Suite 400
Oklahoma City OK 73102-7001

CERTIFIED MAIL®



7015 0640 0004 8676 8053

UNITED STATES POSTAGE
RETIREY BOWES
02 1R
\$ 11.62⁵
0002002312 AUG 29 2016
MAILED FROM ZIP CODE 73102

Return Receipt Requested

RESTRICTED DELIVERY

AMK

Philip Matthew Hale doing business as
Smart Business Pros LLC
9909 Ma... Dd

Warson NIXIE

631 9E 1

2209/02/16

RETURN TO SENDER
INSUFFICIENT ADDRESS
UNABLE TO FORWARD

BC: 73102660000 *0357-02373-29-39

5 15

63122368000

CD 15-075 PAL

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Philip Matthew Hale
 7047 Hampton Ave
 Saint Louis MO 63109



9590 9402 1524 5362 1066 05

2. Article Number (Transfer from service label)

7015 0640 0004 8676 8060

COMPLETE THIS SECTION ON DELIVERY

A. Signature

x *Melanie*

- Agent
- Addressee

B. Received by (Printed Name)

Melanie Ems

C. Date of Delivery

9/1/16

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type

- Adult Signature
- Adult Signature Restricted Delivery
- Certified Mail®
- Certified Mail Restricted Delivery
- Collect on Delivery
- Collect on Delivery Restricted Delivery
- Insured Mail
- Insured Mail Restricted Delivery (over \$500)
- Priority Mail Express®
- Registered Mail™
- Registered Mail Restricted Delivery
- Return Receipt for Merchandise
- Signature Confirmation™
- Signature Confirmation Restricted Delivery

CD 15-075 PAL

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Internet Market Master LLC
 Incorp Services Inc Registered Agent
 17888 67th Court North
 Loxahatchee FL 33470



9590 9402 1524 5362 1068 65

2. Article Number (Transfer from service label)

7015 0640 0004 8676 8091

PS Form 3811, July 2015 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *Denise Cook*

Agent

Addressee

B. Received by (Printed Name)

Denise Cook

C. Date of Delivery

9-6-16

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type

- Adult Signature
- Adult Signature Restricted Delivery
- Certified Mail®
- Certified Mail Restricted Delivery
- Collect on Delivery
- Collect on Delivery Restricted Delivery
- Insured Mail
- Insured Mail Restricted Delivery (over \$500)

- Priority Mail Express®
- Registered Mail™
- Registered Mail Restricted Delivery
- Return Receipt for Merchandise
- Signature Confirmation™
- Signature Confirmation Restricted Delivery

Domestic Return Receipt

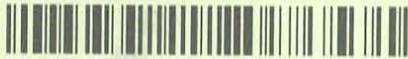
CD 15-075 PAL

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Jennifer Fernandez
 1285 SW 101st Way #105
 Pembroke Pines FL 33025



9590 9402 1524 5362 1065 82

2. Article Number (Transfer from service label)

7015 0640 0004 8676 8107

PS Form 3811, July 2015 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

Agent

Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No



3. Service Type

- Adult Signature
- Adult Signature Restricted Delivery
- Certified Mail®
- Certified Mail Restricted Delivery
- Collect on Delivery
- Collect on Delivery Restricted Delivery
- Insured Mail
- Insured Mail Restricted Delivery (over \$500)

- Priority Mail Express®
- Registered Mail™
- Registered Mail Restricted Delivery
- Return Receipt for Merchandise
- Signature Confirmation™
- Signature Confirmation Restricted Delivery

Domestic Return Receipt

CERTIFIED MAIL®

OKLAHOMA DEPARTMENT OF SECURITIES

204 North Robinson Suite 400
Oklahoma City OK 73102-7001



7015 0640 0004 8676 8077



**Return Receipt
Requested RESTRICTED DELIVERY**

Philip Matthew Hale
4 Ridge Point Ct
Saint Charles MO 63304

NIXIE

631 DE 1

RETURN TO SENDER

6669/21/16



6330433445 R01

9-1-16

9/1/16

RECEIVED
OKLAHOMA DEPARTMENT OF SECURITIES
SEP 1 2016

OKLAHOMA DEPARTMENT OF SECURITIES

204 North Robinson Suite 400
Oklahoma City OK 73102-7001

CERTIFIED MAIL®



7015 0640 0004 8676 8084



02.1R
0002002312 AUG29 2016
MAILED FROM ZIP CODE 73102



Return Receipt

Requested **RESTRICTED DELIVERY**

Internet Market Master LLC
1285 SW 101st Way #105
Pembroke Pines FL 33025

RMNIF

NIXIE 333 FE 1 0009/07/16

RETURN TO SENDER
NOT DELIVERABLE AS ADDRESSED
UNABLE TO FORWARD

BC: 73102680000 *0357-02376-29-39

3002505023 U 15
7310268000