

ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF MARYLAND

IN THE MATTER OF:

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The IWI Group LLC,
a.k.a. iWealth Investments,

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The P. Point M. Group LLC,
a.k.a. Pinpoint Marketing, and

Case No. 2013-0141

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Mark A. Williams,

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Respondents,

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FINAL ORDER TO CEASE AND DESIST

WHEREAS, the Securities Division of the Office of the Maryland Attorney General (the “Securities Division”) initiated an investigation into the activities of The IWI Group LLC, a.k.a. iWealth Investments; The P. Point M. Group LLC, a.k.a. PinPoint Marketing; and Mark A. Williams (collectively “Respondents”) under the authority granted under the Maryland Business Opportunities Sales Act, MD. CODE ANN. BUS. REG. § 14-101 et seq. (2010 Repl. Vol. and Supp. 2012) (the “Maryland Business Opportunity Act”); and

WHEREAS, as a result of that investigation, the Maryland Securities Commissioner (the “Commissioner”) concluded that grounds existed to allege that Respondents violated the anti-fraud, registration, and disclosure provisions of the Maryland Business Opportunity Act in connection with the offer and sale of a website business opportunity in Maryland; and

WHEREAS, on April 22, 2013, the Commissioner issued an Order to Show Cause against Respondents, ordering each Respondent to show cause why a final order should not be entered

ordering that Respondent to cease and desist from violating the anti-fraud, registration, and disclosure provisions of the Maryland Business Opportunity Act and be permanently barred from engaging in the offer or sale of business opportunities in Maryland; and

WHEREAS, the Order to Show Cause gave Respondents notice of the opportunity for a hearing in this matter, provided Respondents submit an answer within 15 days of service of the Order to Show Cause and further gave notice to Respondents that failure to file a written answer would be deemed a waiver of the right to a hearing and would result in the entry of a final order directing Respondents to cease and desist from violating the Maryland Business Opportunity Act and permanently barring Respondents from the offer and sale of business opportunities in Maryland; and

WHEREAS, copies of the Order to Show Cause were served on Respondents between April 23 and 25, 2013; and

WHEREAS, Respondents did not file an answer or request a hearing in response to the Order to Show Cause; and

WHEREAS, the Commissioner has determined that it is in the public interest to issue this Final Order to Cease and Desist;

NOW, THEREFORE, THE COMMISSIONER HEREBY FINDS AND ORDERS:

I. JURISDICTION

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

II. FINDINGS OF FACTS

A. Respondents

2. The IWI Group LLC (“IWI”) is an Arizona limited liability company with a

mailing address of 30840 N 42nd Place, Cave Creek, Arizona 85331.

3. IWI operates business from an office located at 7227 N 16th Street, Suite 265, Phoenix, Arizona 85020.

4. IWI also does business under the name “iWealth Investments.”

5. The P. Point M. Group LLC (“PinPoint”) is an Arizona limited liability company with a mailing and principal business address of 7227 N 16th Street, Suite 265, Phoenix, Arizona 85020.

6. PinPoint also does business under the name “Pin Point Marketing.”

7. Mark A. Williams (“Williams”) is an individual who resides in Phoenix, Arizona..

8. Williams is the sole member and owner of both IWI and Pinpoint.

B. Nature of Respondents’ Business

9. IWI and Pinpoint work as a common enterprise, sharing the same location and ownership.

10. Respondents offer and sell business opportunities consisting of Internet websites, advertising, and related services that Respondents represent will allow buyers to earn income in the form of commissions on sales made through the buyer’s website of products and services offered by third party merchants.

11. IWI representatives first contact prospective buyers by telephone and offer to sell the buyers a website for a relatively modest fee.

12. IWI representatives state that its websites are professionally designed and that IWI will build, host and maintain the website for buyers.

13. IWI representatives also state that IWI provides “coaching” for buyers to operate

their iWealth Investments business opportunity.

14. IWI representatives tell buyers that, with their IWI website, they can access some of the most popular Fortune 500 companies the Internet has to offer, and consumers are purchasing products from these companies every day.

15. After a buyer agrees to purchase a website from IWI, Pinpoint representatives, posing as business “coaches,” contact the buyer and convince her or him to purchase advertising to generate traffic to the website.

16. The advertising that Pinpoint representatives convince buyers to purchase costs up to several thousand dollars.

17. IWI’s business opportunity does not generate the income that IWI and Pinpoint representatives tell buyers they can earn.

C. The Sale in Maryland

18. In September 2012, “YM,” a resident of Calvert County, Maryland, filled out an online questionnaire. One question on the questionnaire was whether the applicant was interested in starting a home based business. YM answered yes.

19. Shortly after responding to the online questionnaire, YM received a call at her residence from someone who identified himself as Marcus Green (“Green”), a representative of iWealth Investments. Green told YM that his company was offering an opportunity for her to start her own Internet-based home business opportunity.

20. Green asked YM how much she wanted to earn from her home based business. YM stated that she was hoping to earn between \$800 - \$1,500 per month.

21. Green told YM that her estimates of her income potential were too conservative,

and that his company could do better for her than that.

22. Green told YM that if she purchased an iWealth Investments website, she could gain access to 20 different online merchants and earn commissions from the sale of products consumers would purchase over the Internet.

23. Green told YM that the price of the iWealth Investments website was only \$249.00, and that the purchase price included everything she would need to get her website operational, plus coaching services to help her operate her business.

24. YM agreed to purchase an iWealth Investments website.

25. On September 18, 2012, YM signed an agreement with IWI for the purchase of an iWealth Investments website. She authorized charges of \$249.00 on her Visa credit card.

26. IWI's agreement with YM stated that the company made no guarantees and no representations about the amount of income she could earn.

27. IWI's agreement with YM also stated that "the relationship with Pinpoint Marketing, or The P. Point M. Group, LLC is defined as a referral. As a business owner, you are provided access to Internet advertising experts who can help generate traffic to your site(s). Purchasing advertising, or anything else, is not required by iWealth Investments."

28. Several days after purchasing her iWealth Investments website, on or about September 24, 2012, YM received a telephone call at her residence from an individual who identified himself as Steve Kohl ("Kohl"), a First Assistant Coach, who was assigned to help YM operate her iWealth Investments business opportunity.

29. Kohl said he would walk YM through all the steps in order for her to operate her iWealth Investment business opportunity.

30. Kohl told YM that she could earn \$5,000 and up a month from her iWealth Investments website.

31. Kohl, and later another “coach” assigned to YM, told YM that, in order to earn income with her iWealth Investments website, YM should purchase advertising to generate traffic to her website.

32. One coach told YM that, with advertising, she could consistently generate \$6,000 per month in commissions from her website.

33. The coaches who contacted YM told her that she needed to act fast in order to generate traffic to her website in time for the Christmas holiday shopping season.

34. On September 24, 2012, YM agreed to purchase advertising services for her website for a total purchase price of \$11,000.

35. At the direction of one coach YM executed 3 different contracts to purchase a variety of advertising services. The contracts stated that the advertising services were provided by Pinpoint.

36. On an invoice for advertising that YM purchased from Pinpoint, Pinpoint described the advertising as a “new domain name with customization and graphics, plus 12 months of hosting,” for \$4,500. YM also purchased from Pinpoint “google upgrade” and “blogging” for another \$4,500. Finally, YM purchased from Pinpoint “300,000 traffic intended to boost search engine results” plus “Google adsense” for an additional \$2,000.

37. IWI advised YM that her Internet website was www.onlinewebmallssavings.com.

38. After YM’s website was operational, YM purchased \$400 of electronic equipment from her own iWealth Investment website, but that purchase generated no commissions or

income for YM.

39. YM has never earned any income from her website business opportunity.

D. The Maryland Business Opportunity Act

40. Respondents' sale of a website and advertising to YW represents the sale of a "business opportunity" as defined under Section 14-101 of the Maryland Business Opportunity Act.

41. Respondents never registered with the Securities Division to offer and sell business opportunities in Maryland under the Maryland Business Opportunity Act.

42. Respondents did not give YW a business opportunity disclosure statement required under the Maryland Business Opportunity Act at least 10 full business days before the Maryland buyer executed a contract or paid any consideration in connection with the purchase of a business opportunity.

III. CONCLUSIONS OF LAW

The Commissioner concludes that:

43. Respondents violated section 14-113 of the Maryland Business Opportunity Act by offering and selling a "business opportunity" as defined under section 14-101 of the Maryland Business Opportunity Act without registering the business opportunity with the Commissioner as required under the Maryland Business Opportunity Act.

44. Respondents violated section 14-114 of the Maryland Business Opportunity Act by offering and selling a business opportunity in Maryland without giving the prospective Maryland buyer a copy of a business opportunity disclosure statement required under the

Maryland Business Opportunity Act at least 10 business days before that buyer executed a contract or paid any consideration in connection with the purchase of Respondents' business opportunity.

45. Respondents violated section 14-121 of the Maryland Business Opportunity Act by engaging in acts, practices and courses of business to defraud a prospective Maryland buyer of a business opportunity by obtaining thousands of dollars for a business opportunity that Respondents represented would generate significant income, but the business opportunity did not generate any income, as Respondents represented.

46. Respondents violated section 14-122 of the Maryland Business Opportunity Act by making misrepresentations to a prospective Maryland buyer that Respondents' business opportunity would provide a specific income or earning potential, but Respondents did not give the prospective Maryland buyer documentation to substantiate the representations when the representations were made.

IV. SANCTION

NOW, THEREFORE, the Commissioner finds it to be in the public interest to issue this Final Order to Cease and Desist, and HEREBY ORDERS THAT:

47. Respondents The IWI Group LLC, a.k.a. iWealth Investments; The P. Point M. Group LLC, a.k.a. PinPoint Marketing; and Mark A. Williams permanently cease and desist from violations of the Maryland Business Opportunity Act.

48. Respondents The IWI Group LLC, a.k.a. iWealth Investments; The P. Point M. Group LLC, a.k.a. PinPoint Marketing; and Mark A. Williams be and are permanently barred

from engaging in the offer or sale of business opportunities in Maryland.

V. JURISDICTION RETAINED

49. 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.

VII. NOTICE OF RIGHT TO APPEAL

50. Pursuant to the Code of Maryland Regulations, COMAR 02.02.06.24, each Respondent has the right to file an appeal of this Order with the circuit court of Maryland. Any appeal must be filed within 30 days from the date this Order is mailed by the Division.

IT IS SO ORDERED:

**Commissioner's Signature is
on File with Original Document**

Dated : September 30, 2013

MELANIE SENTER LUBIN
SECURITIES COMMISSIONER