

ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF MARYLAND

IN THE MATTER OF:

Relive Franchising, LLC,

Respondent.

Case No. 2023-0339

* * * * *

CONSENT ORDER

WHEREAS, the Securities Division of the Office of the Attorney General of Maryland (the “Securities Division”) initiated an investigation into the franchise-related activities of Relive Franchising, LLC, f.k.a. R3VIVE FRANCHISE LLC (“Relive” or “R3VIVE”) under the authority granted under the Maryland Franchise Registration and Disclosure Law, MD. CODE ANN. BUS. REG. §§14-201 et seq. (2015 Repl. Vol.) (the “Maryland Franchise Law”); and

WHEREAS, based on information presented by the Securities Division, the Maryland Securities Commissioner (the “Securities Commissioner”) has concluded that grounds exist to allege that Relive violated the registration and disclosure provisions of the Maryland Franchise Law in relation to the offer and sale of a franchise in Maryland; 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 Relive admitting or denying any violation of law, the Securities Commissioner and Relive have reached an agreement to enter into this Consent Order; and

WHEREAS, Relive waives its right to a hearing and any rights to seek judicial review or

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

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

NOW, THEREFORE, it is hereby agreed, and the Securities Commissioner hereby orders:

I. JURISDICTION

1. The Securities Commissioner has jurisdiction in this proceeding pursuant to Section 14-210 (a) of the Maryland Franchise Law.

II. FINDINGS OF FACT

A. **Respondent**

2. Relive is a Florida limited liability company with a principal business address of 838 SW Federal Highway, Stuart, Florida 34994.

3. Relive was previously named R3VIVE FRANCHISE LLC. On April 5, 2023, R3VIVE FRANCHISE LLC filed Articles of Amendment to Articles of Organization with the State of Florida on April 5, 2023 changing its name to Relive Franchising LLC.

4. Relive offers franchises for retail outlets that provide various anti-aging options and other wellness services under the name “Relive Health,” as well as the name “Relive.”

5. Relive also offers area representative agreements for the right to solicit potential purchasers for franchises in a defined territory. The area representatives also provide development and ongoing franchise support services to the franchises within a defined territory.

6. Relive has been registered to offer unit franchises under the Maryland Franchise

Law from December 4, 2020 to present.

B. 2019 Consulting Agreement and Franchise Agreement with Revive Lounge, LLC

7. Prior to 2023, the owner of the trademarks and service marks used by Revive (“Revive Marks”), including Revive, Revive IV and Revive IV Hydration Lounge, was DJI Consulting, LLC (“DJI”), a Florida limited liability company.

8. On July 13, 2019, DJI entered into a consulting/franchise agreement (“Consulting Agreement”) with Revive Lounge, LLC, a Maryland limited liability company (“Revive Lounge”).

9. Under the Consulting Agreement, DJI granted Revive Lounge a 10-year license to operate a Revive clinic under the Revive service marks for a location to be approved by DJI within Washington D.C. and the surrounding thirty (30) mile radius (which includes part of Maryland).

10. Under the Consulting Agreement, DJI granted Revive Lounge the right to establish an IV therapy facility using the Revive Marks, to purchase certain supplies such as vitamins, HRT, and IV supplies from DJI, and to follow certain system standards that DJI Consulting specified in confidential operations manuals, training, and other materials provided by DJI Consulting.

11. Under the Consulting Agreement, Revive Lounge paid DJI a license fee of \$50,000, plus fees equal to nine percent (9%) of Revive Lounge's monthly gross profits.

12. In an email on February 27, 2024, counsel for Relive represented to the Securities Division that DJI transferred its interest in the Consulting Agreement to Relive.

13. Neither DJI nor Relive was registered to offer and sell franchises under the

Maryland Franchise Law on or before July 13, 2019, when Revive Lounge entered into the Consulting Agreement.

14. Following the execution of the Consulting Agreement, DJI and Relive, under its former name R3VIVE, entered into a Trademark License Agreement granting R3VIVE the right to use and license others to use the Revive Marks.

15. On July 10, 2020, R3VIVE entered into a Franchise Agreement with Revive Lounge (“Franchise Agreement”).

16. In connection with the execution of the Franchise Agreement, R3VIVE and Revive Lounge entered into the Amendment to the Consulting Agreement (“Amendment”) dated July 8, 2020.

17. Under the Amendment, R3VIVE granted Revive Lounge the right to establish and operate a R3VIVE clinic at 26-A Grand Corner Avenue, Gaithersburg, Maryland 20878 (“Gaithersburg Franchise”).

18. Under the Amendment, R3VIVE also granted Revive Lounge an exclusive 3-year right of first refusal to develop additional R3VIVE clinics at locations approved by Relive located within a 250-mile radius of the Gaithersburg Franchise.

19. The Securities Division has determined that the Consulting Agreements that DJI entered into with the Revive Lounge and the Franchise Agreement that R3VIVE entered into with Revive Lounge constitute “franchises” under the Maryland Franchise Law.

20. Relive did not furnish Revive Lounge with a pre-sale Franchise Disclosure Document prior to entering into the Consulting Agreement or the Franchise Agreement and Amendment.

C. 2022 Area Representative Agreement with EPG Optimize MD AR LLC

21. On December 9, 2022, when Relive was registered to offer and sell franchises under the Maryland Franchise Law but not registered to offer and sell area representative agreement under the Maryland Franchise Law, Relive (under its former corporate name, R3VIVE) entered into an Area Representative Agreement ("Area Representative Agreement") with EPG Optimize MD AR LLC ("EPG"), a Delaware entity with its principal business located in New York.

22. Under the R3VIVE Area Representative Agreement, Relive granted EPG the right to solicit prospective franchisees to purchase R3VIVE franchises to operate R3VIVE clinics at locations to be determined within the State of Maryland.

23. In the Area Representative Agreement, EPG was identified as a "Area Representative." The Area Representative Agreement specified that EPG must ensure that a minimum of four (4) individual Relive franchises are opened and maintained within its geographic area by December 31, 2032. The arrangement is referred to as the "development schedule" under the Area Representative Agreement.

24. Simultaneously with executing the Area Representative Agreement, EPG also executed two R3VIVE franchise agreements (collectively the " EPG Franchise Agreements") for the right to operate two R3VIVE clinics at locations to be determined within the State of Maryland.

25. On December 9, 2022, when the EPG Franchise Agreements were signed, Relive was registered to sell unit franchises under the Maryland Franchise Law but was not registered to offer or sell area representative franchises.

26. The aggregate fee that EPG paid Relive for individual Franchise Agreements entered between the parties on December 9, 2022 was One Million Two Hundred Thousand Dollars (\$1,200,000.00).

27. In a letter dated October 31, 2023, counsel for Relive represented to the Securities Division that the \$1,200,000 fee was for the rights to operate R3VIVE clinics and serve as R3VIVE area representatives in various states (including Maryland) under various separate agreements.

28. In a letter dated October 31, 2023, counsel for Relive represented to the Securities Division that Relive gave EPG an FDD for the Area Representative Agreement approximately a month before EPG executed the Area Representative Agreement, but that FDD was not reviewed by the Securities Division or registered under the Maryland Franchise Law.

D. Relive's Maryland Franchise Filings Before and After the Agreements

29. On June 16, 2020, Relive filed an initial application to register its franchise offering in Maryland, which the Securities Division made effective on December 4, 2020 ("2020 FDD").

30. On May 4, 2021, Relive filed an application with the Securities Division to renew its then-current franchise registration under the Maryland Franchise Law, which the Securities Division made effective on June 21, 2021 ("2021 FDD").

31. On April 26, 2022, Relive filed an application with the Securities Division to renew its then-current franchise registration under the Maryland Franchise Law, which the Securities Division made effective on June 03, 2022 ("2022 FDD").

32. On May 01, 2023, Relive filed an application with the Securities Division to

renew its then-current franchise registration under the Maryland Franchise Law, which the Securities Division made effective on August 03, 2023 (“2023 FDD”).

33. Relive did not disclose the DJI’s Consulting Agreement or the Gaithersburg Franchise in either its 2020 FDD or its 2021 FDD. The Gaithersburg Franchise was first disclosed in the 2022 FDD.

34. Relive did not disclose the Area Representative Agreement with EPG in the 2023 FDD.

35. On January 4, 2024, Relive filed an initial application to register its area representative franchise offering in Maryland. That initial application is pending with the Securities Division.

E. Revive Lounge sold its franchise to affiliates of EPG

36. In January 2024, counsel for Relive represented to the Securities Division that on November 30, 2023, Revive Lounge executed an Asset Transfer Agreement with EPG Optimize MD (“EPG Maryland”), an affiliate of EPG. Relive consented to the transfer.

37. In an email dated January 9, 2024 counsel for Relive represented that Revive Lounge did not pay a transfer fee to Relive in connection with the sale of its franchise.

38. In an email dated January 9, 2024, counsel for Relive represented that Relive furnished EPG Maryland its 2023 FDD on October 12, 2023 and entered into a new Franchise Agreement with EPG Maryland on December 1, 2023.

III. CONCLUSIONS OF LAW

39. By engaging in the above activities, the Securities Commissioner has concluded that Relive violated sections 14-214, 14-216, and 14-231 of the Maryland Franchise Law.

IV. ORDER AND CONSENT

40. THE SECURITIES COMMISSIONER HEREBY ORDERS AND RELIVE HEREBY CONSENTS AND REPRESENTS AS FOLLOWS:

- A. Within ten (10) days of its receipt of a fully executed Consent Order of the Securities Commissioner, Relive shall send to EPG the following: (i) a copy of this Consent Order; and (ii) letter, in a form approved by the Securities Division, notifying EPG that Relive offered and sold EPG an area representative franchise and entered into the Area Representative Agreement with EPG when Relive was not registered to offer area representative franchises under the Maryland Franchise Law, and EPG may have a private right of action under the Maryland Franchise Law for the sale of that unregistered area representative franchise.
- B. Relive shall pay to the Office of the Attorney General the sum of Seven Thousand Five Hundred Dollars (\$7,500.00) as a civil monetary penalty.
- C. Relive acknowledges that this Consent Order is a disclosable order as described under the Maryland Franchise Law, and Item 3 of the NASAA Franchise Registration and Disclosure Guidelines and Amended FTC Franchise Rule.

V. JURISDICTION RETAINED

41. 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

42. If Relive fails to comply with any term of this Consent Order, the Securities Division may bring administrative or judicial proceedings against them to enforce this Consent Order or to sanction either of them for violating an order of the Securities Commissioner and may take any other action authorized under the Maryland Franchise Law or any other applicable law. In any such proceeding in which, after an opportunity for a hearing, the Securities Commissioner or a court finds that a Respondent violated this Consent Order, the Statement of

Facts and the violations of the Maryland Franchise Law alleged in the Consent Order shall be deemed admitted and may be introduced into evidence against it.

VII. MODIFICATION OF CONSENT ORDER

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

SO ORDERED:

**Commissioners Signature on File
w/Original Documents**

MELANIE SENTER LUBIN
SECURITIES COMMISSIONER

DATE OF THIS ORDER:

March 26, 2024

BY CONSENT:

Relive Franchising, LLC

By: