

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10315 / February 27, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-17863

In the Matter of

the Registration Statement of

Nova Smart Solutions Inc.
2885 Sanford Ave. SW 36883
Granville, MI 49418

Respondent.

**ORDER FIXING TIME AND PLACE OF
PUBLIC HEARING AND INSTITUTING
PROCEEDINGS PURSUANT TO SECTION
8(d) OF THE SECURITIES ACT OF 1933**

I.

The Commission's public official files disclose that:

On January 5, 2016, Nova Smart Solutions Inc. ("Respondent") filed a Form S-1 registration statement seeking to register the offer and sale of 10,000,000 shares of common stock by Respondent for \$0.22 per share along with registering another 18,057,000 shares of common stock offered by selling shareholders at \$0.22 per share until Respondent's common stock becomes quoted. The registration statement was amended on February 25, 2015 (together, the "Registration Statement"). The Registration Statement has not been declared effective.

II.

After an investigation and examination, the Division of Enforcement alleges that:

A. RESPONDENT

1. Respondent is a Florida corporation purportedly headquartered in Granville, Michigan.

B. MATERIAL MISSTATEMENTS AND OMISSIONS

2. The Registration Statement includes untrue statements of material facts and omits to state material facts necessary to make the statements contained therein not misleading concerning disclosures regarding Respondent's operations and undisclosed control persons and/or promoters.

3. The Registration Statement states that Respondent's, "business and registered office is located at 2885 Sanford Ave. SW 36883, Granville, MI 49418." This disclosure is false and misleading because (i) mail addressed to the Granville address was returned to staff with labels indicating the mailbox had been canceled; (ii) Respondent's annual report filed with the Florida Secretary of State on April 19, 2016, lists Respondent's principal place of business as 6790 Collins Avenue, Miami Beach, FL 33141; and (iii) 6790 Collins Avenue is a storefront unrelated to Respondent's business or operations.

4. The Registration Statement states that the Directors and Officers currently serving Respondent are Sergio Camarero Blanco and Jesus Emilio Hoyos Quintero. This disclosure is false and misleading because there is no resolution appointing Jesus Emilio Hoyos Quintero a Director of Respondent and no board resolutions passed since the inception of Respondent are signed by him, rather, they are all signed solely by Sergio Camarero Blanco.

5. The Registration Statement states that Respondent's, "officers and Directors, Mr. Blanco and Mr. Quintero are responsible for the Company's day to day operations." The Registration Statement further states that, "Arc Capital Ltd is not considered to be a promoter of [Registrant] as it was responsible for the incorporation of the Company but is not responsible for organizing the business and does not exert any control over the business of the Company or management." These disclosures are false and misleading because undisclosed control persons and/or promoters including, but not limited to the individuals controlling Arc Capital Ltd, have:

- a. selected and paid the law firm that incorporated Respondent and serves as its registered agent;
- b. selected the law firm that facilitated the filing of Respondent's Registration Statement;
- c. drafted the vast majority of Respondent's Registration Statement;
- d. selected Respondent's auditor and served as the primary point of contact; and
- e. referred potential shareholders who are now selling shareholders in the Registration Statement.

C. FAILURE TO COOPERATE WITH THE SECTION 8(e) EXAMINATION

6. On April 4, 2016, the staff issued a subpoena to Respondent for the production of documents and testimony. Respondent has failed to fully respond to the subpoena. Respondent provided only a limited and incomplete document production that omitted, among other things, almost all relevant communications and materials concerning Respondent's

business and key disclosures in the Registration Statement. Respondent has not represented that it has no additional responsive documents.

7. Respondent failed to make anyone available for testimony pursuant to the subpoenas issued on April 4, 2016.

III.

The Commission, having considered the aforesaid, deems it appropriate that public proceedings pursuant to Section 8(d) of the Securities Act of 1933 (“Securities Act”) be instituted with respect to the Registration Statement to determine whether the allegations of the Division of Enforcement are true; to afford the Respondent with an opportunity to establish any defenses to these allegations; and to determine whether a stop order should issue suspending the effectiveness of the Registration Statement referred to herein.

Accordingly, IT IS ORDERED that public proceedings be and hereby are instituted under Section 8(d) of the Securities Act, such hearing to be commenced at 9:30 a.m. on March 16, 2017 in Hearing Room 2 at the Commission’s offices at 100 F Street N.E., Washington, DC 20549, and to continue thereafter at such time and place as the hearing officer may determine.

IT IS FURTHER ORDERED that these proceedings shall be presided over by an Administrative Law Judge to be designated by further order, who is authorized to perform all the duties of an Administrative Law Judge as set for the in the Commission’s Rules of Practice or as otherwise provided by law.

IT IS FURTHER ORDERED that the Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, pursuant to Rule 220 of the Commission’s Rules of Practice, 17 C.F.R. § 201.220. If the Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against the Respondent upon consideration of this Order, the allegations which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission’s Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310. This Order shall be served forthwith upon the Respondent in accordance with Rule 141 of the Commission’s Rules of Practice, 17 C.F.R. §201.141.

IT IS FURTHER ORDERED that, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice, 17 C.F.R. § 201.360(a)(2), the Administrative Law Judge shall issue an initial decision no later than 30 days from the occurrence of one of the following events: (A) The completion of post-hearing briefing in a proceeding where the hearing has been completed; (B) Where the hearing officer has determined that no hearing is necessary, upon completion of briefing on a motion pursuant to Rule 250 of the Commission's Rules of Practice, 17 C.F.R. § 201.250; or (C) The determination by the hearing officer that a party is deemed to be in default under Rule 155 of the Commission's Rules of Practice, 17 C.F.R. § 201.155 and no hearing is necessary.

By the Commission.

Brent J. Fields
Secretary