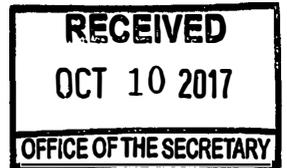


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-18107

In the Matter of

E-Waste Systems, Inc.,

Respondent.

DIVISION OF ENFORCEMENT'S
MOTION FOR SUMMARY DISPOSITION
AND BRIEF IN SUPPORT

Sonia G. Torrico, Esq.
Virginia M. Rosado Desilets, Esq.
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549
Phone: 202-551-3515
Email: torricos@sec.gov

Dated: October 10, 2017

Counsel for Division of Enforcement

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MOTION FOR SUMMARY DISPOSITION

The Division of Enforcement (“Division”) hereby moves for summary disposition against respondent E-Waste Systems, Inc. (“EWSI”) pursuant to Rules 154(a) and 250 of the Securities and Exchange Commission’s Rules of Practice (“Rules of Practice”). The undisputed facts – which EWSI admits in its Answer¹ – establish that EWSI (i) has been delinquent in its required periodic filings with the Commission for more than two years; and (ii) does not have the funds to resolve its delinquency or to make future required filings. As there is no genuine issue concerning any material fact, the Division is entitled to judgment as a matter of law. Accordingly, for the protection of investors and to serve the public interest, the Division requests that its motion be granted and this Court enter an order revoking each class of EWSI securities registered pursuant to Section 12(g) of the Securities Exchange Act of 1934 (“Exchange Act”).

BRIEF IN SUPPORT OF MOTION FOR SUMMARY DISPOSITION

I. STATEMENT OF UNDISPUTED FACTS

EWSI is a Nevada corporation that lists a Las Vegas, Nevada mailbox facility as its principal place of business. Declaration of Sonia G. Torrico, Esq. (“Torrico Dec.”) at ¶ 6 and Ex. D (EWSI Entity Details Available on Nevada Secretary of State Website). Its common stock is registered with the Commission pursuant to Exchange Act Section 12(g) and was quoted on the OTC Link operated by OTC Markets Group Inc. under the symbol “EWSI” until the Commission suspended trading on August 11, 2017. Although the trading suspension expired on August 24, 2017, trading has not resumed.

¹ EWSI’s answer in this proceeding takes the form of a so-called “Response of E-Waste Systems, Inc. to the Below-Referenced Order,” dated September 18, 2017 (“Answer”), which was filed in response to this Court’s Order to Show Cause, as amended following the prehearing conference, by this Court’s Order Following Prehearing Conference, dated September 11, 2017.

EWSI admits that it is delinquent in its periodic filings with the Commission. Answer at ¶ 2. It has been delinquent in its filings for nearly three years. Specifically, it has not filed an annual report on Form 10-K since April 21, 2014, and is presently delinquent in filing Forms 10-K for the three years ended December 31, 2014, 2015 and 2016. Torrico Dec. Ex. L (Certificate of Form 10-K Non-Filing). It has not filed a quarterly report on Form 10-Q since November 14, 2014, meaning it is presently delinquent in filing Forms 10-Q for the eight quarters ended March 31, 2015, June 30, 2015, September 30, 2015, March 31, 2016, June 30, 2016, September 30, 2016, March 31, 2017, and June 30, 2017, the last of which was due after the Division instituted this proceeding. Torrico Dec. Ex. K (Certificate of Form 10-Q Non-Filing).

EWSI has demonstrated no commitment to become current in its filings. It blames its past delinquency on a lack of funds to pay the costs associated with maintaining its filing obligations. Answer at ¶ 2. It acknowledges that, in order to become current, it would need to raise at least \$100,000 from “professional investors” under whatever terms those investors will dictate, which, impliedly will be onerous for EWSI to satisfy. Answer at ¶ 4.² It claims it can only raise the funds needed to become current if its stock is still trading, Answer at ¶ 6, suggesting that it will either be selling stock or using stock to secure debt financing.

EWSI’s next periodic report – its Form 10-Q for the quarter ended September 30, 2017 – is due November 15, 2017, and EWSI has already indicated it will not be in a position to file that report either. Specifically, even if it is able to raise the \$100,000 needed to become current, which it expects would take four to six weeks to “source,” EWSI’s CEO anticipates the company

² EWSI’s Chief Executive Officer, N. Martin Nielson (“Nielson”), told the Division during testimony that EWSI has been without funding since at least early 2015. Torrico Dec. Ex. M (Excerpt of Nielson Testimony Transcript) at 462:21 - 463:7.

will need another eight weeks beyond that to complete audits of the delinquent years, and another four weeks beyond that to prepare and file the delinquent reports. Answer at ¶ 5.

II. ARGUMENT

A. The Standard For Summary Disposition

Summary disposition may be granted if there is “no genuine issue with regard to any material fact” and the movant is entitled to judgment as a matter of law. 17 C.F.R. § 201.250(b). The standard is analogous to Rule 56 of the Federal Rules of Civil Procedure and has been explained as follows:

[A] factual dispute between the parties will not defeat a motion for summary disposition unless it is both genuine and material. *See Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 247-48 (1986). Once the moving party has carried its burden, “its opponent must do more than simply show that there is some metaphysical doubt as to the material facts.” *Matsushita Elec. Indus. Co. v. Zenith Radio Corp.*, 475 U.S. 574, 586 (1986). The opposing party must set forth specific facts ~~showing a genuine issue for hearing and may not rest upon the mere allegations or~~ denials of its pleadings. At the summary disposition stage, the hearing officer’s function is not to weigh the evidence and determine the truth of the matter, but rather to determine whether there is a genuine issue for resolution at a hearing. *See Anderson*, 477 U.S. at 249.

Reward Enters., Inc., Initial Dec. Exchange Act Release No. 390, 2009 WL 3827356, at *2 (Nov. 16, 2009); *Online Gaming Sys. Ltd.*, Initial Dec. Exchange Act Release No. 365, 2008 WL 5262370, at *2 (Dec. 18, 2008).

B. The Division is Entitled to Summary Disposition

Section 13(a) of the Exchange Act requires issuers of securities registered pursuant to Exchange Act Section 12 to file periodic and other reports with the Commission. 15 U.S.C. § 78m. Rules 13a-1 and 13a-13 thereunder require issuers to submit annual and quarterly reports. 17 C.F.R. §§ 240.13a-1, 240.13a-13. Compliance with annual and quarterly reporting obligations “is mandatory and may not be subject to conditions from the registrant.” *Appiant Techs., Inc.*, Initial Dec. Exchange Act Release No. 407, 2010 WL 4732979, at *4 (Nov. 22,

2010) (quotation and citation omitted). Thus, issues such as lack of financing, a change in management, or lack of an independent auditor will not excuse non-compliance with the filing requirements of Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder.³

EWSI concedes that it currently is in violation of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13, Answer at ¶ 2, and the undisputed evidence shows that it has continuously been in violation of those provisions since 2015, when it failed to file a Form 10-K for the period ended December 31, 2014, and failed to file any required periodic report since then. Therefore, there is no genuine issue of material fact for resolution, and the Division is entitled to summary disposition as a matter of law against EWSI. See *Citizens Capital Corp.*, Exchange Act Release No. 34-67313, 2012 WL 2499350, at *8 (June 29, 2012). The only issue for resolution on this motion is the appropriate sanction for EWSI's violations.

C. Revocation is the Appropriate Sanction

Exchange Act Section 12(j) provides that the Commission may revoke or suspend registration of an issuer's securities where it is "necessary or appropriate in the public interest for the protection of investors." 15 U.S.C. §78l(j). The determination of an appropriate sanction "turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and the Section 12(j) sanctions on the other hand." *Gateway Int'l Holdings, Inc.*, Exchange Act Release No. 34-53907, 2006 WL 1506286, at *4 (May 31, 2006).

The Commission has considered the following factors in aid of its determination: (i) the seriousness of the issuer's violations; (ii) the isolated or recurrent nature of the violations; (iii) the degree of culpability involved; (iv) the extent of the issuer's efforts to remedy its past

³ See, e.g., *Paivis Corp.*, Initial Dec. Exchange Act Release No. 389, 2009 WL 3100586, at *4 (Sept. 29, 2009); *Markland Technologies, Inc.*, Initial Dec. Rel. No. 364, 2008 WL 5221033, at *5 (Dec. 15, 2008).

violations and ensure future compliance; and (v) the credibility of the issuer's assurances, if any, against future violations. *Id.*⁴ While no one factor is dispositive, the Commission has stated its view that the "recurrent failure to file periodic reports [is] so serious that only a strongly compelling showing with respect to the other factors . . . would justify a lesser sanction than revocation." *Impax*, 2008 WL 2167956, at *8.⁵ As demonstrated below, an analysis of the *Gateway* factors, and in particular EWSI's continuing failure to make timely periodic filings, shows the only appropriate sanction is revocation of EWSI's securities registration.

1. EWSI's Continued Violations are Serious and Recurrent

It is well-established that a failure to file periodic reports violates a crucial provision of the Exchange Act and is serious. *Id.* As the Commission has recognized:

The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they make sound decisions. Those requirements are "the primary tool which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities." *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977). Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely financial information upon which to make informed investment decisions.

⁴ See also *Nature's Sunshine Prods. Inc.*, Exchange Act Release No. 34-59268, 2009 WL 137145, at *5 (Jan. 21, 2009); *Impax Labs., Inc.*, Exchange Act Release No. 34-57864, 2008 WL 2167956, at *7 (May 23, 2008); *America's Sports Voice, Inc.*, Exchange Act Release No. 34-55511, 2007 WL 858747, at *3 (Mar. 22, 2007); *Eagletech Comm., Inc.*, Exchange Act Release No. 34-54095, 2006 WL 1835958, at *3 (July 5, 2006).

⁵ See also *Accredited Bus. Consolidators Corp.*, Exchange Act Release No. 34-75840, 2015 WL 5172970, at *3 (Sept. 4, 2015); *Absolute Potential, Inc.*, Exchange Act Release No. 34-71866, 2014 WL 1338256, at *5-6 (Apr. 4, 2014) ("[I]t is necessary to deter . . . issuers from disregarding their obligations to present accurate and timely information to the investing public until spurred by the institution of proceedings."); *Cobalis Corp.*, Exchange Act Release No. 34-64813, 2011 WL 2644158, at *5-6 (July 6, 2011) ("An issuer's explanations for delinquent filings do not render such violations 'excusable' as the Company claims.").

Gateway, 2006 WL 1506286, at *6.⁶

Further, the Commission has noted that “[t]imely filing of *each* report is statutorily required. Exchange Act Section 12(j) does not require a minimum number of missed filings before an administrative proceeding may be brought or before revocation may be considered.” *China-Biotics, Inc.*, Exchange Act Rel. No. 34-70800, 2013 WL 5883342, *11 (Nov. 4, 2013) (emphasis added). Under this standard, the Commission has revoked registration for as few as two missed filings.⁷

Here, as mentioned, there is no dispute that EWSI has been in violation of Section 13(a) of the Exchange Act since April 15, 2015, when it failed to timely file its Form 10-K for the year ended 2014. Answer at ¶ 2; Torrico Dec. Ex. J (Certified NT 10-K). When this proceeding was instituted, EWSI had failed to file three annual reports and seven quarterly reports (for all quarters since the quarter ended September 30, 2014); and, since this proceeding was commenced, it failed to file another quarterly report. Moreover, as its Answer suggests, EWSI is likely to become delinquent in other filings while this proceeding is pending, and it may never again become current if it cannot raise the funds needed to become current by offering stock to professional investors. Answer at ¶¶ 5-6; Torrico Dec. Exs. K-L. These violations are serious and recurrent and unlikely to end for the foreseeable future.

⁶ See also *Nature's Sunshine*, 2009 WL 137145, at *5; *Impax*, 2008 WL 2167956, at *7; *America's Sports Voice*, 2007 WL 858747, at *4, n.17; *Eagletech*, 2006 WL 1835958, at *3 n.16.

⁷ See, e.g., *IAC Holdings, Inc.*, Exchange Act Release No. 34-59833, 2009 WL 1138820, at *1 (Apr. 28, 2009); *iBIZ Tech. Corp.*, Initial Dec. Exchange Act Release No. 312, 2006 WL 1675913, at *2 (June 16, 2006); *Freedom Golf Corp.*, Initial Dec. Exchange Act Release No. 227, 2003 WL 21106567, at *2 (May 15, 2003).

2. EWSI is Culpable for its Violations

There is also no dispute that EWSI is culpable for its filing failures. Scienter is not required to establish violations of Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder. *See, e.g., Gateway*, 2006 WL 1506286, at *5 n.28 (citing *Ponce v. SEC*, 345 F.3d 722, 737 n.10 (9th Cir. 2003)).⁸ Nor is this Court required to find that EWSI or its current sole officer and director “intentionally ignored” their reporting obligations before levying a sanction against EWSI in this proceeding. *Nature’s Sunshine*, 2009 WL 137145, at *6. Where, as here, the respondent knew of its reporting obligations yet failed to satisfy those obligations, the respondent is culpable. *Id.*

Nielson, EWSI’s sole officer and director, has acknowledged on EWSI’s behalf that EWSI failed to comply with its reporting obligations since it last timely filed its Form 10-Q for the quarter ended September 30, 2014, because the ~~company~~ company had insufficient cash to maintain its filing obligations and “investment sources failed to materialize.” Answer at ¶ 2. These facts support a finding that EWSI is culpable for its almost three-year delay in satisfying its reporting obligations. *See Gateway*, 2006 WL 1506286, at *5 (issuer’s failure to file seven annual and quarterly reports evidenced “high degree of culpability”).

3. EWSI Has Made No Attempt to Remedy Past Violations

EWSI is now almost three years delinquent in its filings but has provided no evidence of any efforts it has made to remedy the situation.

Specifically, while EWSI represents that it “has made inquiries with SEC Counsel and several PCAOB Audit Firms to assess the prospects and likely timetables to prepare the accounts and complete such audits such that it may prepare the filings,” it has provided no evidence that it

⁸ *See also SEC v. McNulty*, 137 F.3d 732, 740-41 (2d Cir. 1998); *SEC v. Wills*, 472 F. Supp. 1250, 1268 (D.D.C. 1978); *Nature’s Sunshine*, 2009 WL 137145, at *6.

has taken any steps toward raising the funds it believes will be necessary to retain these experts. Answer at ¶¶ 4-6. There is no evidence that it has communicated with a single potential financing source, much less selected and negotiated terms with a financing source. Similarly, though EWSI suggests it cannot secure a financing source unless its shares are trading, there is no evidence that it has taken any steps to resume trading. Given EWSI's lack of financing, which dates back almost three years according to its CEO's testimony, Torrico Dec. Ex. M at 462:21 - 463:7, and its failure to provide evidence that it has taken any steps to resume trading or to secure funding, its statement that it intends to bring its filings current rings hollow.⁹

Furthermore, even if EWSI were to obtain the necessary financing and file its twelve past-due reports before this proceeding has concluded,¹⁰ revocation would still be an appropriate sanction. The Commission has held that even where a delinquent issuer becomes current in its filings while ~~action 12(j)~~ proceeding is ongoing, revocation may be appropriate. ~~As in~~ *Potential, Inc.*, 2014 WL 1338256, at *6-8 (revoking respondent's registration despite respondent having filed *twenty* past-due reports and becoming current in its filings while the action was pending). In so holding, the Commission stated:

We have stressed the “significant policy objectives” the reporting requirements “are intended to serve,” providing the public, particularly current and prospective shareholders, with material, timely, and accurate information about an issuer's

⁹ EWSI requests in its answer that the Commission permit it to resume trading; but the Commission's August 10, 2017 Order Suspending Trading in the securities of EWSI for ten business days is no longer in effect. *See* Torrico Dec. Ex. B (Order Suspending Trading). It is up to EWSI to take the necessary steps to resume trading. *See* Torrico Dec. Ex. C (Commission Release).

¹⁰ According to Rules of Practice 360(a)(2)(i) and 530, for proceedings pursuant to Exchange Act Section 12(j), an initial decision is due within 30 days from the completion of briefing on a Rule 250 motion. Based on the briefing schedule set forth in this Court's September 19, 2017 Order Discharging Order to Show Cause and Setting Prehearing Schedule, the initial decision in this proceeding would be due before the 16-18 week timeframe estimated by EWSI on September 18th to remedy its delinquent filings.

business.” “Those requirements are ‘the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.’” It would be contrary to the public interest to allow Absolute to continue to have its securities registered with the Commission when its conduct creates substantial reason to doubt that it will provide investors with timely, accurate, and material information in the future. Revoking Absolute’s registration also will serve the public interest by deterring Absolute and other issuers from refusing to comply with the reporting requirements until they are threatened with imminent revocation by a Commission enforcement action.

Id. at *8 (footnotes omitted).

Here, where EWSI has not filed any reports since November 14, 2014, and made no credible assurances that it can remedy its current delinquencies and prevent future ones, revocation is appropriate. Answer at ¶¶ 4-6. This is all the more true because EWSI’s failure to file its periodic reports when they were due deprived investors of timely and accurate information about the company, in particular the fact that it has had no funding for almost three years. See Answer at ¶ 2. EWSI’s lack of effort to remedy past violations justifies revocation.

4. EWSI Cannot Provide Assurances Against Future Violations.

For the same reasons as discussed in Section II(C)(3) above, including that it does not have the funds to become current much less remain current, EWSI cannot provide any assurances against future reporting violations. Accordingly, all five *Gateway* factors weigh in favor of revoking EWSI’s securities registration.

III. CONCLUSION

For all of the foregoing reasons, the Division respectfully requests that the Court grant this motion for summary disposition and revoke all classes of EWSI securities that are registered with the Commission under Section 12 of the Exchange Act.

Respectfully submitted,



Sonia G. Torrico, Esq.

Virginia M. Rosado Desilets, Esq.
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549
Phone: 202-551-3515
Email: torricos@sec.gov

Counsel for Division of Enforcement

CERTIFICATE OF SERVICE

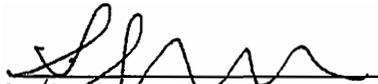
I hereby certify that an original and three copies of the foregoing were filed with the Securities and Exchange Commission, Office of the Secretary, 100 F Street, N.E., Washington, DC 20549-9303, and that a true and correct copy has been served in the form indicated below, on this 10th of October, 2017, on the following persons entitled to notice:

The Honorable James Grimes
Administrative Law Judge
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-2557
Service by Email: ALJ@sec.gov

E-Waste Systems, Inc.
c/o CSJ Business Solutions, LLC
Registered Agent
1350 E. Flamingo, #3101
Las Vegas, NV 89119
Service by Priority Mail Express

E-Waste Systems, Inc.
1350 E. Flamingo, #3101
Las Vegas, NV 89119
Service by Priority Mail Express

E-Waste Systems, Inc.
c/o N. Martin Nielson, Chief Executive Officer
326 Baltic Quay
1 Sweden Gate
London, England SE16 7TJ
United Kingdom
***Service by United Parcel Service Worldwide Express
and by Email: martinnielson@gmail.com***


Sonia G. Torrico, Esq.