

BEFORE THE SECRETARY OF STATE

CHEYENNE, WYOMING 82002-0020

In the Matter of:

David Oliver
4547 Powell Point Way
North Las Vegas, NV 89031

and

Michael LaSala
4421 Edward Ave.
Las Vegas, NV 89061

and

IncSmart.biz, Inc.
4421 Edward Ave.
Las Vegas, NV 89061

ORDER NUMBER 2009-1

**FINDINGS OF FACT
REGARDING FALSE FILINGS
WITH THE WYOMING SECRETARY OF STATE
AND
ORDER REFUSING FILINGS**

JURISDICTION AND APPLICABLE LAW

1. The Secretary of State has the power reasonably necessary to perform the duties required of him under the Wyoming Business Corporation Act and the Wyoming Limited Liability Company Act. W.S. 17-16-130; 17-15-137.

2. The Secretary of State may refuse to file any document that does not satisfy the requirements of the Corporation Act. W.S. 17-16-125; 17-15-108.

3. Articles of Incorporation and Articles of Organization must be accompanied by a written consent to appointment manually signed by the registered agent. W.S. 17-16-202(d); 17-16-107(c).

4. Any person who presents a document for filing with the Secretary of State that he knows is false in any material respect is guilty of an offense under W.S. 17-16-129 and W.S. 6-5-308.

5. Prior to 2009, corporations were required to provide certain records to their registered agent to hold at the registered office, keeping the records current within 60 days of any change until the corporation's first annual report was filed with the Secretary of State's Office. This requirement was expanded in 2009 to include limited liability companies and to require such records be kept annually. W.S. 17-16-507; W.S. 17-28-101.

FINDINGS OF FACT

6. David Oliver ("Mr. Oliver") is the incorporator and resident agent of IncSmart.biz, Inc., which was registered to do business in Nevada on February 6, 2006, and is in good standing as of the date of this Order. Mr. Oliver's address is listed as 4547 Powell Point Way, North Las Vegas, NV 89031.

7. Michael LaSala ("Mr. LaSala") has been the president, secretary, treasurer and director of IncSmart.biz, Inc., since June 23, 2006. Mr. LaSala's current address is listed as 4421 Edward Ave., Las Vegas, NV 89061.

8. Mr. LaSala signed and filed a Certificate of Dissolution for IncSmart.biz, Inc., on January 24, 2007, and subsequently signed and filed a Certificate of Correction on January 29, 2007, fully reinstating IncSmart.biz, Inc.

9. IncSmart.biz, Inc., is a company that forms business entities in various states. It provides incorporation services, including choosing a name, preparing articles of incorporation, creating by-laws, listing initial officers and directors, and helping companies qualify to do business in various states. The address on the web page for IncSmart.biz, Inc., is 4421 Edward Ave., Las Vegas, NV 89061.

10. IncSmart.biz, Inc., also offers formation services to foreign nationals who desire a presence in the United States. The following excerpts from IncSmart.biz' web page state:

You can live in another country and have a US Corporation. So you ask, why do you want to have a United States Corporation?

To protect your profits

To Increase your assets

To save your money.

Your new company can contracted to do services such as research and development, accounting, advertising, and consulting. Your new company can also buy real estate.

By owning a US Corporation, you have partly gained some US Citizenship, giving you dual citizenship. You could even choose to be employed in the United States. Through your corporation, you have access to the benefits of any US Citizen.

11. IncSmart.biz, Inc., also provides registered agent services to companies. The web page for IncSmart.biz, Inc., states, “IncSmart.biz provides registered agent services in all 50 states and Washington D.C.”

12. Wyoming law requires entities formed under the corporate and limited liability laws to have a registered agent in Wyoming with a physical address where service of process may be made. W.S. 17-15-110; W.S. 17-16-501; W.S. 17-28-101.

13. Rebekah Anthony (“Ms. Anthony”) has been a registered agent in Wyoming since 2007. Her current address is 954 McCue Lot 60, Laramie, Wyoming 82072. She signed her first Registration of Registered (RRA) Agent application on August 27, 2007, which was sworn to in front of a Wyoming Notary Public, and was filed in the Secretary of State’s Office on September 17, 2007. She refiled her application as a RRA, which was sworn to in front of a Wyoming Notary Public, on January 30, 2008. She filed as a Commercial Registered Agent (CRA) on January 13, 2009. Ms. Anthony’s CRA application was sworn to in front of a Wyoming Notary Public. Ms. Anthony used a pre-paid Federal Express mailer that she said was provided by Mr. Oliver, IncSmart.biz, Inc., 4421 Edward Ave, Las Vegas, NV 89108, to mail the 2009 CRA application to the Secretary of State’s Office.

14. Ms. Anthony spoke to Wyoming Secretary of State investigators on February 19, 2009, and verified, in a sworn statement, that the signatures on the registered agent applications contained her original signature.

15. According to Ms. Anthony, Mr. Oliver hired her to act as registered agent for companies formed in Wyoming by IncSmart.biz, Inc. Beginning in 2007, Ms. Anthony served as the registered agent on behalf of IncSmart.biz, Inc. She said she had listed herself on Craigslist as a bookkeeper and that David Oliver contacted her by phone regarding being a registered agent for entities formed by IncSmart.biz, Inc. She stated she has never met David Oliver. She said they communicate by email and periodically she would receive from Mr. Oliver a list of entities that she was to serve as a registered agent. She stated that the only service she ever performed for IncSmart.biz, Inc., was to forward mail addressed to the entities she represented for IncSmart.biz, Inc. By January 1, 2009, she represented 150 companies.

16. Ms. Anthony told investigators that Mr. Oliver never provided her with any direction regarding what her duties were as a registered agent. She said Mr. Oliver never told her she had to sign a Consent to Appointment form for every entity she represented. She only thought she had to sign her RRA and CRA applications. She also stated that she was not given any books or records for any of the corporations that she served nor told that she had to keep such records at her physical address. She said that it

was not until the day that she was interviewed by investigators from the Secretary of State's Office on February 19, 2009, that Mr. Oliver told her she had electronic access to the required records. Prior to that date she was unaware she had electronic access nor did she know how to even access such records electronically.

17. In her sworn statement, Ms. Anthony stated that she never signed any Consent to Appointment by Registered Agent or any Statement of Change of Registered Agent on behalf of entities served by IncSmart.biz, Inc. She also told investigators that she never gave anyone at IncSmart.biz, Inc., permission to sign her name on any document. She also stated that if anyone had asked her for permission she would have said no.

18. Both Mr. Oliver and Mr. LaSala formed companies in Wyoming with the Wyoming Secretary of State's Office from 2007 through 2009. The contact person listed for these companies included David Oliver/ IncSmart.biz, Inc., David Oliver, and/or Michael LaSala, as manager. Ms. Anthony was listed as the registered agent on all of the companies formed by Mr. Oliver, Mr. LaSala, and/or IncSmart.biz, Inc.

19. Each company formed in Wyoming must submit a Consent to Appointment by Registered Agent. Companies that change their registered agent must submit a Statement of Change of Registered Agent. Of the companies formed by Mr. Oliver, Mr. LaSala and/or IncSmart.biz, Inc., Ms. Anthony is listed as the registered agent, but none of the signatures on consent forms are Ms. Anthony's:

a. On the Statement of Change of Registered Agent for Fos, Inc., a company of Mr. Oliver, filed 09-10-2008, the attached Consent to Appointment was not signed by Ms. Anthony. In fact, on the Statement of Change, Ms. Anthony's name is printed as Rebecca, and on the Consent to Appointment it is printed as Rebecka. The printed names appear to be in the same handwriting. Additionally, the signature appears to spell the name as Rebeka and it also appears to be in the same handwriting. The proper spelling of Ms. Anthony's name is "Rebekah Anthony."

b. On the Articles of Organization for InfoSpear Technologies LLC, managed by Mr. LaSala and purportedly signed by Mr. LaSala, filed 11-21-2008, the attached Consent to Appointment was not signed by Ms. Anthony. The handwriting on the attached Consent to Appointment, including the signature of Ms. Anthony, resembles that of Mr. LaSala.

c. On the Statement of Change of Registered Agent for Novel Concepts, Inc., a company formed by Mr. Oliver and IncSmart.biz, Inc., filed 1-27-09, the attached Consent to Appointment was not signed by Ms. Anthony. The handwriting on the attached Consent to Appointment, including the signature of Ms. Anthony, resembles that of Mr. LaSala. On a previous Statement of Change of Registered Agent, filed 12-10-2007, the attached Consent to Appointment was not signed by Ms. Anthony. The handwriting on the attached Consent to Appointment, including the signature of Ms. Anthony, resembles that of Mr. LaSala.

d. On the Statement of Change of Registered Agent for Dallas Holdings, Inc., a company formed by David Oliver and IncSmart.biz, Inc., filed 02-09-2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature for Rebakah Anthony on the attached Consent to Appointment also resembles that of Mr. LaSala.

e. On the Statement of Change of Registered Agent for D. Carlyle International LLC, a company formed by Mr. Oliver, filed 01-26-2009, the attached Consent to Appointment was not signed by Ms. Anthony. In fact, whoever signed her name spelled it Rebecca. The signature also does not match the signatures on the Statements in (a), (b), and (c) above.

f. On the Statement of Change of Registered Agent for Nacel Energy Corporation, a company formed by Mr. Oliver and IncSmart.biz, Inc., filed 01-27-2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature of Ms. Anthony, resembles that of Mr. LaSala.

g. On the Articles of Organization for Griffin 1 LLC, a company formed by Mr. LaSala, acting as organizer, filed 02-11-2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature of Ms. Anthony resembles that of Mr. LaSala. The filing was sent from IncSmart.biz, Inc., 4421 Edward Ave., Las Vegas, NV 89108.

h. On the Statement of Change of Registered Agent for Rukh Enterprises LLC, a company formed by Mr. Oliver and IncSmart.biz, Inc., received 02-09-2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature of Ms. Anthony resembles that of Mr. LaSala.

i. On the Statement of Change of Registered Agent for B2NK Investments LLC, a company formed by Mr. Oliver and IncSmart.biz, Inc., received 02-23-2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature of Ms. Anthony resembles that of Mr. LaSala.

j. On the Statement of Change of Registered Agent for Breakaway Productions, Inc., a company formed by Mr. Oliver and IncSmart.biz, Inc., received 02-23-2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature of Ms. Anthony resembles that of Mr. LaSala.

k. On the Statement of Change of Registered Agent for Crystal Ball Domains LLC, a company formed by Mr. Oliver and IncSmart.biz, Inc., received 02-23-2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature of Ms. Anthony resembles that of Mr. LaSala.

l. On the Statement of Change of Registered Agent for Dakota Trading, LLC, a company formed by Mr. Oliver and IncSmart.biz, Inc., received 02-23-

2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature of Ms. Anthony, resembles that of Mr. LaSala.

m. On the Statement of Change of Registered Agent for Horizon Capital, LLC, a company formed by Mr. Oliver and IncSmart.biz, Inc., received 02-23-2009, the attached Consent to Appointment was not signed by Ms. Anthony. The signature of Ms. Anthony, resembles that of Mr. LaSala.

20. Prior to Ms. Anthony being hired on August 27, 2007 by David Oliver for IncSmart.biz, Inc., Robin Humphrey acted as the registered agent for David Oliver and IncSmart.biz, Inc. On a Consent to Appointment for Dallas Holdings, Inc., purportedly signed by Robin Humphrey on January 16, 2007, the signature appears to be of the same handwriting as the Consent to Appointment purportedly signed by Rebekah Anthony on January 9, 2009, for the same company. Both signatures resemble that of Mr. LaSala.

CONCLUSIONS OF FACT

1. Mr. Oliver and Mr. LaSala operate a business called IncSmart.biz, Inc., located in Las Vegas, Nevada. The company forms businesses and files them in various states, including Wyoming. As part of the business, IncSmart.biz, Inc., offers registered agent services in all 50 states to those companies that form through IncSmart.biz, Inc. The address of IncSmart.biz, Inc., 4421 Edward Ave., Las Vegas, NV 89061, is the same as that of Mr. LaSala.

2. Since at least 2007, Mr. Oliver, Mr. LaSala and IncSmart.biz, Inc., have formed numerous businesses in Wyoming. Companies are formed by Mr. Oliver, Mr. LaSala and/or IncSmart.biz, Inc. Filing papers are often mailed to the Wyoming Secretary of State directly from IncSmart.biz, Inc.

3. Since at least 2007, the registered agents used by Mr. Oliver, Mr. LaSala and IncSmart.biz, Inc., have not signed the Consent to Appointment or Change of Agent forms. The evidence suggests that Mr. LaSala has signed many of these documents in the stead of the registered agents. At least one document was filled out and signed by a person using Rebekah Anthony's name, but not only was this document not signed by Ms. Anthony, her name was not even properly spelled on the document. None of the documents listed in this Order, which were filed by David Oliver, Michael LaSala and/or IncSmart.biz, Inc., were manually signed by their registered agent Rebekah Anthony.

4. Of those companies represented by Robin Humphrey, the previous registered agent, they also do not appear to have been signed by Robin Humphrey, a former registered agent serving in a similar capacity for IncSmart.biz, Inc.

5. The signatures and various other handwriting on most of the documents listed in this Order appear to be similar, as though signed by the same person. The handwriting bears a striking resemblance to that of Mr. LaSala. On at least two

documents for companies formed by Mr. Oliver, Rebekah Anthony's name was not even spelled correctly.

6. The web site for IncSmart.biz, Inc., advertises that it provides registered agent services in all 50 states. But in fact, IncSmart.biz, Inc., did not provide registered agent services in Wyoming. Instead it chose to submit documents for filing with the Wyoming Secretary of State's Office that were not signed by the Wyoming registered agent. Rebekah Anthony, the registered agent for IncSmart.biz, Inc., in Wyoming only provided a mail forwarding service. She never signed any Consent to Appointment for the entities she assisted. The only forms she ever signed were the applications to become a registered registered agent or a commercial registered agent.

7. Prior to 2009, corporations were required to keep certain business records with their registered agent. Ms. Anthony never received any records from any of the companies that she purportedly served as registered agent.

8. This course of business practice has been perpetrated upon Wyoming for at least three years, as evidenced by the signatures on the registered agent applications, the consent to appointment forms filed by Mr. Oliver, Mr. LaSala and/or IncSmart.biz, Inc., and Rebekah Anthony's sworn statement.

CONCLUSIONS OF LAW

1. The Secretary of State has the power reasonably necessary to perform the duties required of him under the Wyoming Business Corporation Act and the Wyoming Limited Liability Company Act. W.S. 17-16-130; 17-15-137.

2. The Secretary of State may refuse to file any document that does not satisfy the requirements of the Corporation Act and the Limited Liability Company Act. W.S. 17-16-125; 17-15-108.

3. Articles of Incorporation and Articles of Organization must be accompanied by a written consent to appointment manually signed by the registered agent. W.S. 17-16-202(d); 17-16-107(c).

4. Prior to 2009, any person who signed a document that he knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing is guilty of a misdemeanor offense subject to the penalties in W.S. 17-16-129.

5. After 2009, any person who makes or uses any false writing or document knowing the same to contain any materially false, fictitious or fraudulent statement or entry and files such document with the Secretary of State is guilty of a felony under W.S. 6-5-308.

6. David Oliver, Michael LaSala and/or IncSmart.biz, Inc., deliberately signed, or had business entity documents signed, in the stead of Rebekah Anthony, without her permission and without legal authority. David Oliver, Michael LaSala and/or IncSmart.biz, Inc., then mailed these documents to the Secretary of State from Nevada or caused these documents to be mailed for filing with full knowledge that Ms. Anthony had not manually signed the Consent to Appointments or Change of Agent forms. Since 2009, David Oliver, Michael LaSala and/or IncSmart.biz, Inc., have filed approximately 150 false documents with the Secretary of State.

7. All of the documents listed in this Order constitute false filings and/or fraudulent filings by David Oliver, Michael LaSala and/or IncSmart.biz, Inc. David Oliver, Michael LaSala and/or IncSmart.biz, Inc., purported to provide registered agent services in Wyoming, as they advertised on their web site, but they only used Ms. Anthony to forward mail. They never had her sign and consent to any of the registered agent appointments or had her keep books and records, as required by Wyoming law. Instead, she acted as merely a figurehead to mislead their customers that they were in compliance with Wyoming law, while they knowingly filed false documents with the Secretary of State.

8. This Order does not reflect all of the documents filed by David Oliver, Michael LaSala and IncSmart.biz, Inc. However, based upon the sampling within this Order, and the statements by Ms. Anthony, it appears clear that all documents filed by David Oliver, Michael LaSala and IncSmart.biz, Inc., from at least 2007 to date, were not signed by the registered agents of record. At a minimum, this represents 150 false and/or fraudulent filings with the Wyoming Secretary of State.

9. In addition, under Wyoming law, forgery is defined as executing any writing so that it purports to be the act of another who did not authorize that act. W.S. 6-3-602. Rebekah Anthony did not authorize the signing of her name on documents filed by David Oliver, Michael LaSala and/or IncSmart.biz, Inc., with the Wyoming Secretary of State.

10. As evidenced by the types of services advertized on its web page, IncSmart.biz, Inc., is in the business of forming companies for both United States citizens and foreign nationals. For companies that are formed in Wyoming but have no real presence, the registered agent acts as the face of the company in Wyoming. When that representation has been falsified, especially over the course of several years, it is imperative that the Secretary of State's Office take action to put an end to such practices.

11. Therefore, it is in the public interest for the Wyoming Secretary of State's Office to refuse to accept any future filings from David Oliver, Michael LaSala and/or IncSmart.biz, Inc., in the State of Wyoming.

ORDER

Based on the Findings of Fact and Conclusions of Law, it is in the public interest that the Secretary of State **ORDERS**:

David Oliver, Michael LaSala and IncSmart.biz, Inc., cease and desist from filing any further documents with the Wyoming Secretary of State's Office.

IT IS FURTHER ORDERED THAT:

1. Any documents filed by David Oliver, Michael LaSala and/or IncSmart.biz, Inc., shall be rejected by the Wyoming Secretary of State.
2. All companies formed by David Oliver, Michael LaSala and/or IncSmart.biz, Inc., and currently filed shall be reviewed by the Secretary of State's Office for compliance with Wyoming law.
3. All entities that list Rebekah Anthony as a registered agent shall be classified as delinquent and shall be notified that they no longer have a registered agent. They will have 60 days to find a new registered agent or their companies will be administratively dissolved.

IT IS FURTHER ORDERD THAT:

This **ORDER** shall become effective immediately upon signing.

This is a final agency action. Pursuant to W.S. 16-3-114, judicial review of a final agency action is before the District Court for Laramie County, Cheyenne, Wyoming.

BY ORDER OF THE SECRETARY OF STATE, dated this 16th day of March, 2009.



Patricia O'Brien Arp, Ph.D.
Deputy Secretary of State

CERTIFICATE OF SERVICE

I, Karen Wheeler, Director of the Division of Compliance for the Office of the Secretary of State, hereby certify that true and correct copies of the foregoing **ORDER REFUSING FILINGS** was served by placing a copy of the same in the U.S. Mail, postage prepaid, return receipt requested, this 16th day of March, 2009, addressed as follows:


David Oliver
4547 Powell Point Way
North Las Vegas, NV 89031

and

Michael LaSala
4421 Edward Ave.
Las Vegas, NV 89061

and

IncSmart.biz, Inc.
4421 Edward Ave.
Las Vegas, NV 89061



Karen Wheeler
Compliance Division Director