

**BEFORE THE SECRETARY OF STATE
STATE CAPITOL
CHEYENNE, WYOMING 82002-0020**

IN THE MATTER OF

Corporate Registration Services Inc.
204 E. 3rd Ave.
Cheyenne, WY 82001

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Order Number 2011-01

FINDINGS OF FACT AND ORDER

COMES NOW the Wyoming Secretary of State's Office and states as follows:

JURISDICTION

1. The Wyoming Secretary of State has the power to reasonably perform the duties required of him under Chapter 28, Registered Offices and Agents. [W. S. 17-28-101 through 17-28-111]
2. The Wyoming Secretary of State has jurisdiction over matters involving the registration and conduct of registered agents and enforcement of the Act's provisions. [W. S. 17-28-101, *et seq.*]
3. Pursuant to W.S. 17-28-109(a), the Wyoming Secretary of State may impose a civil penalty not to exceed five hundred dollars (\$500.00) for each violation per entity when the registered agent:
 - a. Has failed to maintain records as required by W.S. 17-28-107;
 - b. Cannot be served at the address of the registered office;
 - c. Has willfully violated or willfully failed to comply with any provision of this chapter; or
 - d. Cannot be located at the address on the application provided to the Wyoming Secretary of State.

APPLICABLE LAW

1. Each business entity registered in Wyoming is required to maintain, in this state, a registered office located at a physical street address in Wyoming. The business entity's registered agent, or an individual who has an agency relationship with the registered agent, must be physically located at that office and must accept service of process for the business entity it serves. [W.S. 17-28-101]
2. Wyoming law requires any registered agent representing more than ten business entities to register as a commercial registered agent on an annual basis. [W.S. 17-28-105]
3. The following information for each business entity must be kept at the registered office and must be kept current within sixty (60) days of any change until the entity's first annual report is filed with the Wyoming Secretary of State and thereafter annually. [W.S. 17-28-107(a)(v)] The entity must provide the information to its registered agent in a format that can be reasonably produced on demand:
 - (A) Names and addresses of each entity's key players (directors, officers, limited liability company managers, managing partners, trustees, or persons serving in a similar capacity);
 - (B) The name, address and business telephone number of a communications contact. The communications contact must be an officer, director, employee, or designated agent of each entity represented who has authority to communicate directly with the registered agent; and
 - (C) A copy of a written agreement or contract with an individual who is authorized to accept service of process on behalf of the entities represented by the registered agent. The individual must be located at the registered office address as provided to the Wyoming Secretary of State's Office.
4. Pursuant to W.S. 17-28-108(b), the Wyoming Secretary of State may compel production of required records as specified in W.S. 17-28-107.

FINDINGS OF FACT

REGISTERED OFFICE AND AGENT FOR CORPORATE REGISTRATION SERVICES INC.

1. A commercial registered agent is an agent who serves as a registered agent for more than ten (10) business entities. Such agent must register with the Wyoming Secretary of State's Office as a commercial registered agent by December 31st of

every year. W.S. 17-28-101(a)(ii)(D) and 17-28-105. Corporate Registration Services Inc., is a commercial registered agent which serves as a registered agent for 302 business entities in Wyoming, as of March 22, 2011. (Exhibit A)

2. As of March 22, 2011, the registered office for Corporate Registration Services Inc., and the 302 business entities it represents is located at 204 E. 3rd Ave., Cheyenne, WY. Corporate Registration Services Inc., does not act as its own registered agent. The registered agent for Corporate Registration Services Inc., is 007 Agents, Inc., whose registered office is located at 1876 Horse Creek Rd., Cheyenne, WY. (Exhibits A and B)
3. 007 Agents, Inc., is not the first registered agent utilized by Corporate Registration Services Inc. Since being formed in August 1999, Corporate Registration Services Inc., has been represented by the following registered agents: (Exhibits C, D, E, F, G, and B)

- *August 1999 – May 2007:* Renee Ollar
1740 Dell Range Blvd.
Cheyenne, WY 82001
- *May 2008 – January 2009:* Martin Altenbern
109 E. 17th St., Ste. 2
Cheyenne, WY 82001
- *January 2009 – December 2009:* WyomingRegisteredAgent.com, Inc.
2510 Warren Ave., Ste. 3332
Cheyenne, WY 82001
- *December 2009 – August 2010:* Pacific Registered Agents, Inc.
1617 N. Main St., Ste. B
(Sheridan Answering & Secretarial
Services)
Sheridan, WY 82801
- *August 2010 – February 2011:* 007 Agents, Inc.
204 E. 3rd Ave.
Cheyenne, WY 82001
- *February 2011 – Present:* 007 Agents, Inc.
1876 Horse Creek Rd.
Cheyenne, WY 82009

[Clarification: On February 14, 2011, 007 Agents, Inc., the registered agent for Corporate Registration Services Inc., moved their registered office address from 204 E. 3rd Ave., Cheyenne, WY, to 1876 Horse Creek Rd., Cheyenne, WY. However, as of March 22, 2011, Corporate Registration Services Inc., kept the registered office address for the business entities they represent at 204 E. 3rd Ave., Cheyenne, WY.]

COMMERCIAL REGISTERED AGENT REGISTRATION HISTORY FOR CORPORATE REGISTRATION SERVICES INC.

1. On or about January 4, 2009, Corporate Registration Services Inc., initially submitted their Commercial Registered Agent Registration form, to the Wyoming Secretary of State's Office, for the 2009 calendar year. The form was signed by V. Le, Vice President. 109 E. 17th Street, Suite 2, Cheyenne, WY was listed as the registered office address. (Exhibit H)
2. On or about November 13, 2009, Corporate Registration Services Inc., re-registered with the Wyoming Secretary of State's Office for the 2010 calendar year, by submitting a Commercial Registered Agent Registration form. The form was signed by A. Lu, Vice President and listed 2510 Warren Avenue, Suite 3332, Cheyenne, WY as its registered office address. (Exhibit I)
3. On or about February 26, 2010, Corporate Registration Services Inc., submitted a Statement of Change by Registered Agent changing the registered office address of every entity represented by Corporate Registration Services Inc., from 2510 Warren Avenue, Suite 3332, Cheyenne, WY to 1617 N. Main St., Ste. B, Sheridan, WY. This form was signed by T. Pham, President. (Exhibit J)
4. On or about September 17, 2010, Corporate Registration Services Inc., submitted a Statement of Change by Registered Agent changing the registered office address of every entity represented by Corporate Registration Services Inc., from 1617 N. Main St., Ste. B, Sheridan, WY to 204 E. 3rd Ave., Cheyenne, WY. This form was signed by T. Pham, President. (Exhibit K)
5. As of December 31, 2010, despite multiple reminders from the Wyoming Secretary of State's Office, Corporate Registration Services Inc., failed to re-register as a commercial registered agent for the 2011 calendar year as required by law. (Exhibit L)
 - a. On January 12, 2011, the Commercial Registered Agent Registration form for Corporate Registration Services Inc., was filed with the Wyoming Secretary of State's Office for the 2011 calendar year. The form was signed by V. Le, Vice President, and listed 204 E. 3rd Ave., Cheyenne, WY as the registered office address. (Exhibit M)
6. As of March 22, 2011, Corporate Registration Services Inc., was listed as the registered agent for 302 active business entities. (Exhibit A)
7. From February 2010 through September 2010, Corporate Registration Services Inc., used 1617 N. Main St., Ste. B, Sheridan, WY as the registered office address for the business entities they represented. 1617 N. Main St., Ste. B, Sheridan, WY is the location of Sheridan Answering and Secretarial Services which is owned by Virginia Horton ("Ms. Horton"). (Exhibits J and K)

- a. On June 15, 2010, Kaylee Nelson ("Ms. Nelson"), Compliance Auditor with the Wyoming Secretary of State's Office, spoke with Ms. Horton, regarding the use of 1617 N. Main St., Ste. B, Sheridan, WY by Corporate Registration Services Inc., as the registered office address for the 318 business entities which they represented at that time. (Exhibits N and O)
 - b. Ms. Horton stated that she did not know why Corporate Registration Services Inc., was using her address as its registered office address nor did she know anybody with Corporate Registration Services Inc. Corporate Registration Services Inc., did not have a written agreement or contract with Ms. Horton for acceptance of service of process for the 318 business entities which they represented. (Exhibits N and O)
 - c. Ms. Horton stated that she had spoken with a representative of Corporate Registration Services Inc., on or about April 1, 2010, regarding paperwork which was served on 1617 N. Main St., Ste. B, Sheridan, WY. The paperwork served was addressed to an entity which Corporate Registration Services Inc., was listed as the registered agent. Ms. Horton told Ms. Nelson that she instructed Corporate Registration Services Inc., that they were not allowed to use her address. (Exhibits N and O)
8. Ms. Horton did not grant Corporate Registration Services Inc., permission to use her address, 1617 N. Main St., Ste. B, Sheridan, WY as its registered office address. (Exhibit N)
 9. On June 15, 2010, an audit was conducted at 1617 N. Main St., Ste. B, Sheridan, WY by representatives of the Wyoming Secretary of State's Office. During the audit no records pertaining to Corporate Registration Services Inc., nor any entities represented by Corporate Registration Services Inc., were discovered. (Exhibit O)
 10. On or about August 4, 2010, the Wyoming Secretary of State's Office sent a letter to Corporate Registration Services, Inc., asking them to change their registered office address to a valid physical address in Wyoming. (Exhibit P)
 11. On March 23, 2011, at approximately 10:20 a.m. and 1:51 p.m., Ms. Nelson, Compliance Auditor with the Wyoming Secretary of State's Office, went to Corporate Registration Services Inc.'s registered office address of 204 E. 3rd Ave., Cheyenne, WY to conduct an audit.

According to the Commercial Registered Agent Registration form submitted by Corporate Registration Services Inc., and filed on January 12, 2011, T. Le was listed at 204 E. 3rd Ave., Cheyenne, WY as the individual responsible for Corporate Registration Services Inc. The registered office address, of Corporate Registration Services Inc., and the entities they represent, was listed as being

located at 204 E. 3rd Ave., Cheyenne, WY. At the time of Ms. Nelson's visits on March 23, 2011 neither T. Le nor a designee were present at 204 E. 3rd Ave., Cheyenne, WY. (Exhibit M)

CONCLUSIONS OF LAW

1. Pursuant to W.S. 17-28-111, the Wyoming Secretary of State administers Wyoming's Registered Offices and Agents Act. In that capacity, the Wyoming Secretary of State has jurisdiction over the matters contained herein.
2. Pursuant to W.S. 17-28-109(a), the Wyoming Secretary of State may impose a civil penalty not to exceed five hundred dollars (\$500.00) with respect to each entity represented, for each violation of this chapter for which no other specific penalty is provided.
3. Corporate Registration Services Inc., is a commercial registered agent in the state of Wyoming. On June 7, 2010 Corporate Registration Services Inc., represented 318 business entities in the State of WY utilizing the address of 1617 N. Main St., Ste. B, Sheridan, WY.
4. On September 17, 2010, Corporate Registration Services Inc., notified the Wyoming Secretary of State's Office that their registered office address for the 299 business entities they represented had relocated to 204 E. 3rd Ave., Cheyenne, WY.
5. As of March 22, 2011, Corporate Registration Services Inc., represented 302 business entities at the registered office address of 204 E. 3rd Ave., Cheyenne, WY.
6. The duties of a registered agent are defined in W.S. 17-28-107. Corporate Registration Services Inc., has violated and continues to violate the following statutory duties:

(a) W.S. 17-28-107 (a)(v)(C):

- While using the registered offices located in Sheridan, WY and Cheyenne, WY, Corporate Registration Services Inc., failed to have a written agency agreement with an individual to perform registered agent duties at either location.

(b) W.S. 17-28-107 (a)(v)(A)(B):

- While using the registered offices located in Sheridan, WY and Cheyenne, WY Corporate Registration Services Inc., failed to maintain the names and addresses of each entity's directors,

officers, limited liability company managers, managing partners, trustees or persons serving in a similar capacity.

- Corporate Registration Services Inc., failed to maintain the name, address and business telephone number of a natural person who is an officer, director, employee or designated agent of each entity represented which was authorized to receive communications from the registered agent.
7. Corporate Registration Services Inc., cannot be found at any of the addresses listed on the documents provided to the Wyoming Secretary of State's Office. Corporate Registration Services Inc., has never had, and currently does not have, a physical location where it is providing registered agent services.
 8. Corporate Registration Services Inc., is a commercial registered agent with the Wyoming Secretary of State and subject to the jurisdiction of the Wyoming Secretary of State.
 9. The Wyoming Registered Offices and Agents Act went into effect on January 1, 2009. Corporate Registration Services Inc., is being fined for post-effective date violations.

PENALTIES

1. Pursuant to W.S. 17-28-109(a), the Wyoming Secretary of State may impose a civil penalty not to exceed five hundred dollars (\$500.00) with respect to each entity represented, for each violation of this chapter for which no other specific penalty is provided.
2. Corporate Registration Services Inc., which represented 302 active entities as of March 22, 2011, has violated W.S. 17-28-109 (a)(ii) and W.S. 17-28-109 (a)(iii) of the Wyoming Registered Offices and Agents Act for a total of 604 violations.
3. Corporate Registration Services Inc., has also violated W.S. 17-28-109 (a)(iv) for a total of one violation.
4. The Wyoming Secretary of State has chosen to assess the maximum fine allowed by law due to Corporate Registration Services Inc.'s continued violation of Wyoming law. Corporate Registration Services Inc., has shown a consistent pattern of :
 - a. Attaching itself to a Wyoming address without the owner's consent to use the address as the physical registered office in Wyoming.
 - b. Failing to keep the required information in Wyoming at the registered office address for the large number of Wyoming entities they represent.

5. The civil monetary penalty assessed against Corporate Registration Services Inc., is \$500 per violation, totaling \$302,500.00.

NOTICE

1. The Wyoming Secretary of State in no fashion waives the right to sovereign immunity of the state of Wyoming by signing this Order and asserts all privileges afforded the state regarding immunity.
2. Any person aggrieved under the Registered Offices and Agents Act may request a hearing. [W.S. 16-3-107]
3. Corporate Registration Services Inc., has the right to request in writing that a hearing be held. Corporate Registration Services Inc., must file a written request for hearing within 30 days from the date of service of these Findings of Fact and Order. Failure to request a hearing will result in a default judgment being entered against Corporate Registration Services Inc. [W.S. 16-3-107]

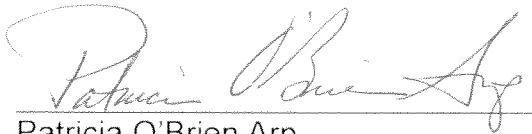
ORDER

1. The Commercial Registered Agent Registration of Corporate Registration Services Inc., is hereby revoked.
2. A civil monetary penalty is assessed against Corporate Registration Services Inc., in the amount of \$302,500.00 due and payable upon effectiveness of the order.
 - a. Corporate Registration Services Inc., which represented 302 active entities as of March 22, 2011, has violated W.S. 17-28-109 (a)(ii) and W.S. 17-28-109 (iii) of the Wyoming Registered Offices and Agents Act for a total of 604 violations.
 - b. Corporate Registration Services Inc., has also violated W.S. 17-28-109 (a)(iv) for a total of one violation.
3. Corporate Registration Services Inc., may not perform any registered agent or commercial registered agent duties until the above fine is paid in full.
4. All entities that list Corporate Registration Services Inc., as a registered agent shall be classified as delinquent and shall be notified that they no longer have a registered agent. Those companies will have 60 days to find a new registered agent or be administratively dissolved.

FURTHER IT IS ORDERED that this Order shall become effective 30 days from the date of service of these Findings of Fact and Order, unless a written request for a hearing is received by this Office within 30 days from the date of service of these Findings of Fact and Order.

Dated this 27th day of May, 2011.

FOR THE STATE OF WYOMING
SECRETARY OF STATE'S OFFICE

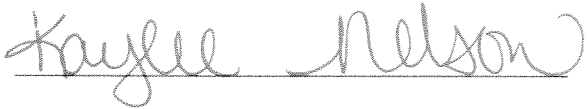
A handwritten signature in cursive script, appearing to read "Patricia O'Brien Arp", written over a horizontal line.

Patricia O'Brien Arp
Deputy Secretary of State

CERTIFICATE OF SERVICE

I, Kaylee Nelson, Compliance Auditor of the Division of Compliance for the Office of the Secretary of State, hereby certify that true and correct copies of the foregoing **FINDINGS OF FACT AND ORDER** was served by placing a copy of the same in the U.S. Mail, postage prepaid, return receipt requested, this 27th day of May, 2011, addressed as follows:

Corporate Registration Services Inc.
204 E. 3rd Avenue
Cheyenne, WY 82001

A handwritten signature in cursive script that reads "Kaylee Nelson". The signature is written in black ink and is positioned above a horizontal line.

Kaylee Nelson
Compliance Auditor