

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF )  
 )  
ENVIZIONS COMPUTER ENTERTAINMENT ) ADMINISTRATIVE ORDER  
 CORPORATION ) No.CO-2010-0001  
DERRICK SAMUELS )  
 )  
RESPONDENTS )

CONSENT ORDER

The Alabama Securities Commission ("Commission"), having authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. ENVIZIONS COMPUTER ENTERTAINMENT CORPORATION ("ENVIZIONS") is a Delaware corporation with a business address of 801-5 Noble Street, Anniston, AL 36201.

2. DERRICK SAMUELS ("SAMUELS") is an owner of ENVIZIONS, with a business address of 801-5 Noble Street, Anniston, AL 36201.

STATEMENT OF FACTS

3. On November 6, 2008, an Alabama resident contacted the Commission and informed the Commission that ENVIZIONS was soliciting investments in Alabama. The Alabama resident emailed the internet website maintained by ENVIZIONS at [www.envizionsinc.com](http://www.envizionsinc.com) to the Commission, noting that the website contained a section

titled "Investor Support".

4. On January 14, 2009, the Commission mailed a corporate inquiry letter to SAMUELS requesting information concerning the business being conducted by ENVIZIONS. On January 29, 2009, the Commission received a letter from Irene Graves, Esq., of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, advising the Commission staff that Ms. Graves represented SAMUELS and that the attorneys of the firm were reviewing the business transactions of ENVIZIONS.

5. On February 6, 2009, Ms. Graves informed the Commission that ENVIZIONS, through SAMUELS, had sold securities, i.e., a promissory note and stock, within or from the state of Alabama, to approximately forty- five (45) friends and family members. The sales of securities were effected between March 2004 and December 2008 in an aggregate amount of approximately eighty-seven thousand dollars (\$87,000.00).

6. A review of the files of the Commission disclosed no record of registration or exemption from registration of RESPONDENTS as a dealer or agent in the state of Alabama.

7. SAMUELS and ENVIZIONS offered remedial action and agreed to make offers of rescission to all purchasers of securities issued by ENVIZIONS.

8. On April 10, 2009, the Commission received an information package from Ms. Graves which detailed business transactions conducted by SAMUELS and ENVIZIONS. According to the information provided, ENVIZIONS received a total of \$530,637.38 in funds or services performed for the purchase of securities from fifty-three (53) investors, of whom forty-six (46) were qualified to receive rescission. RESPONDENTS offered a total of \$801,762.01 to the 46 qualified investors in rescission.

9. On April 14, 2009, the Commission received an affidavit from SAMUELS through Ms. Graves affirming that all investment activities had stopped and stating that no further investments would be accepted by ENVIZIONS.

10. On October 08, 2009, RESPONDENTS furnished the Commission evidence and provided proof that the rescission offer in the amount of \$801,762.01 was completed. Eleven (11) of the forty-six (46) investors to whom offers were made accepted the offers, in an aggregate amount of approximately \$17,393.61. RESPONDENTS provided evidence to the Commission staff that the remaining thirty-five (35) investors received and rejected the offers of rescission.

#### CONCLUSIONS OF LAW

11. Code of Alabama 1975, §8-6-2(10) includes in the definition of security any note or stock. The promissory note and stock sold by RESPONDENTS within or from the state of Alabama are securities under the definition provided in Code of Alabama 1975, §8-6-2(10).

12. Code of Alabama 1975, §8-6-2(2) defines agent as any individual other than a dealer who represents a dealer or issuer in effecting or attempting to effect sales of securities. SAMUELS represented ENVIZIONS in effecting or attempting to effect sales of securities, thereby acting as an agent of ENVIZIONS under the statutory definition provided in Code of Alabama 1975, §8-6-2(2).

13. Code of Alabama 1975, §8-6-2(5) defines an issuer as every person who proposes to issue, has issued or shall hereafter issue any security. ENVIZIONS has issued securities and is an issuer under the definition provided in Code of Alabama 1975, §8-6-2(5).

14. Pursuant to Code of Alabama 1975, §8-6-3(a), it is unlawful for any person to transact business in this state as a dealer or agent for securities unless such person is registered under the Act. SAMUELS acted as an agent for ENVIZIONS without benefit of registration and has effected securities transactions within and/or from Alabama with Alabama residents in violation of Code of Alabama 1975, §8-6-3(a).

15. Pursuant to Code of Alabama 1975, §8-6-4, it is unlawful for any person to offer or sell any security in this state unless: it is registered under this article; the security is exempt from registration under §8-6-10; or the transaction is exempt under §8-6-11. The securities issued and offered by ENVIZIONS through SAMUELS, to wit: stock and a promissory note, were neither registered nor exempt from registration in violation of Code of Alabama 1975, §8-6-4.

WHEREAS, RESPONDENTS admit that securities transactions were effected within and/or from the state of Alabama without being registered and state that the information and assertions presented to the Commission during its investigation of this matter are true and correct; RESPONDENTS understand the Commission relied upon such information and assertions in its determination to accept this Order and that should such information or assertions prove to be incorrect or misrepresented, the Commission may seek such other administrative, civil or criminal remedies that may be available to it under the provisions of the Act.

WHEREAS, RESPONDENTS have voluntarily waived all rights to a hearing upon entry of this Order and have consented to the entry of this Order; and

WHEREAS, the Commission finds this Order necessary and appropriate in the public interest for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act; and

WHEREAS, the RESPONDENTS admit to the violations cited; and

WHEREAS, the Commission and RESPONDENTS are desirous of settling this matter as hereafter set forth and agree to the entry of this Order.

**ACCORDINGLY, IT IS HEREBY ORDERED:**

1. That RESPONDENTS shall, until such time as properly registered in the state of Alabama, refrain from effecting securities transactions into, within or from the state of Alabama.
2. That RESPONDENTS shall ensure that proper procedures are enacted to preclude any future non-compliance with the Act.
3. That in accordance with Code of Alabama 1975, §8-6-19(j)(1), RESPONDENTS shall pay to the state of Alabama an administrative assessment in the total sum of One Thousand Dollars (\$1,000), said funds to be tendered in certified funds contemporaneously with the entry of this Order.
4. That in accordance with Code of Alabama 1975, §8-6-19(k)(1), RESPONDENTS shall pay to the Alabama Securities Commission, as partial reimbursement for the Commission's cost for investigating this matter, the sum of One Thousand Dollars (\$1,000), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

AGREED AND CONSENTED to on dates indicated:

RESPONDENTS:

ENVIZIONS

BY: Derrick Samuels  
TITLE: CEO/Founder  
DATE: 12-30-09

DERRICK SAMUELS

Derrick Samuels  
DERRICK SAMUELS

DATE: 12-31-09

\*\*\*\*\*

APPROVED AND ORDERED this 6th day of January, 2010

ALABAMA SECURITIES COMMISSION

P.O. Box 304700

Montgomery, AL 36130-4700

(334) 242-2984

BY:

  
JOSEPH P. BORG  
Director