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STATE OF CALIFORNIA
BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY
DEPARTMENT OF BUSINESS OVERSIGHT

TO: Aventis Healthcare International, Inc. doing business as StartupHomeCare
Geoffrey Mark Dunning
7545 Irvine Center Drive, Suite 200
Irvine, California 92618

DESIST AND REFRAIN ORDER
(For violations of section 31110 of the California Corporations Code)

The Commissioner of Business Oversight finds that:

1. At all relevant times, Aventis Healthcare International, Inc. doing business as StartupHomeCare (hereafter, "AHI") is or was a California corporation formed in October 2008. Prior to August 6, 2012, Aventis Healthcare International, Inc. operated under the name Americare Services, Inc. AHI's principal place of business is located at 7545 Irvine Center Drive, Suite 200, Irvine, California, 92618. AHI maintains websites at www.aventishealthcare.com and www.startuphomecare.com.

2. At all relevant times, Geoffrey Mark Dunning ("Dunning") was the founder, chief executive officer and a control person of AHI.

3. At all relevant times, AHI, through its website, www.startuphomecare.com, solicited persons interested in starting a home care services agency by offering "lifetime membership/support in AHI's international home care organization" and a training course for a \$17,500 fee. The AHI website states, "Start and grow a profitable home care business with \$30,000 - \$35,000. . . AHI's members enjoy the benefits of a senior care franchise (training, ongoing support, networking, lead generation, marketing materials, software, etc.) but without the franchise royalties and territory

1 restrictions..” The website does not contain any language stating that the membership opportunity is
2 not available in California.

3 4. Since as early as November 2010, AHI and Dunning have offered and/or sold franchises to
4 California residents pursuant to “business opportunity & service agreements.” Franchisees are
5 required to attend training in either Irvine, California or Atlanta, Georgia and pay a one-time fee
6 ranging from \$9,995 to \$17,500. For this fee, franchisees are provided an operating manual with
7 detailed sales and marketing plans, a website template with AHI client testimonials, and the right to
8 inform prospective referral sources and clients that they are a member of AHI, as well as use of the
9 Aventis service mark.

10 5. The “business opportunity & service agreements” offered and sold by AHI constitute
11 franchises within the meaning of California Corporations Code section 31005.

12 6. The offer and sale of AHI franchises in California has not been registered under the
13 Franchise Investment Law and are not exempted under Chapter 1, beginning with California
14 Corporations Code section 31100, of that law.

15 7. California Corporations Code section 31402 provides in relevant part:

16 If, in the opinion of the commissioner, the offer of any franchise is subject
17 to registration under this law and it is being, or it has been, offered for sale
18 without the offer first being registered, the commissioner may order the
19 franchisor or offeror of that franchise to desist and refrain from the further
20 offer or sale of that franchise unless and until the offer has been duly
21 registered under this law. If, after the order has been made, a request for a
22 hearing is filed in writing within 60 days from the date of service of the
23 order by the person on to whom the order was directed, a hearing shall be
24 held in accordance with Chapter 5 (commencing with Section 11500) of
25 Part 1 of Division 3 of Title 2 of the Government Code

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27 If that person fails to file a written request for hearing within 60 days of
28 the date of service of the order, the order shall be deemed a final order of
the commissioner and shall not be subject to review by any court or
agency, notwithstanding Section 31501.

Based on the foregoing findings, the Commissioner of Business Oversight is of the opinion
that Aventis Healthcare International, Inc. doing business as StartupHomeCare and Geoffrey Mark
Dunning have engaged in the offer and sale of franchises in this state that is subject to registration

1 under the Franchise Investment Law without the offers first being registered, in violation of California
2 Corporations Code section 31110. Pursuant to California Corporations Code section 31402, Aventis
3 Healthcare International, Inc. doing business as StartupHomeCare and Geoffrey Mark Dunning are
4 hereby ordered to desist and refrain from the further offer or sale of franchises, including but not
5 limited to memberships in Aventis Healthcare International or StartupHomeCare, unless and until the
6 offers have been duly registered under the Franchise Investment Law or unless exempt.

7 This Order is necessary, in the public interest, for the protection of investors and consistent
8 with the purposes, policies and provisions of the Franchise Investment Law.

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Dated: August 12, 2013

JAN LYNN OWEN
Commissioner of Business Oversight

By _____
MARY ANN SMITH
Deputy Commissioner
Enforcement Division