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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO:

Sally Kline, President
Beyond Juice, dba Beyond Juice Inc.
Beyond Juice LLC
Automotive Business Solutions (ABS)
10170 Splendor Ridge Avenue
Las Vegas, Nevada 89135
and
7750 East Gelding Street, Suite 2
Scottsdale, Arizona, 85260

Morrie S. Friedman, aka Morris Friedman, President
O.L.D., Incorporated
3155 E. Patrick Lane, Suite 1
Las Vegas, Nevada 89120-3481

DESIST AND REFRAIN ORDER

(For violations of sections 25110 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. Beyond Juice, which also does business as Beyond Juice Inc. and Beyond Juice LLC are Nevada Corporations (referred to hereafter collectively as “Beyond Juice”), which have a registered place of business at 10170 Splendor Ridge Avenue, Las Vegas, Nevada 89135. Sally Kline is the President of Beyond Juice and Beyond Juice LLC. Beyond Juice also does business at 7750 East Gelding Street, Suite 2, Scottsdale, Arizona, 85260 and has a website located at www.beyondjuice.com. Beyond Juice are the sellers of franchise opportunities described in the offering materials as “licenses” to own and operate retail restaurants, called Beyond Juice Cafés that serve blended juice drinks also referred to in their promotional literature as “Meal In A Cup”.

2. O.L.D., Incorporated is a Nevada corporation with a registered place of business at 3155 E. Patrick Lane, Suite 1, Las Vegas, Nevada 89120-3481. Morrie S. Friedman, also known as Morris Friedman, is the President, Secretary and Treasurer of O.L.D., Incorporated. Morrie S. Friedman is

1 the founder of Beyond Juice, and is active in the management of that company. Morrie S. Friedman
2 and O.L.D., Incorporated act as agents on behalf of Beyond Juice in the sale of Beyond Juice
3 franchises. Beyond Juice requires that the lease for the franchisee restaurants locations be held in the
4 name of O.L.D., Incorporated. Morrie S. Friedman also acts as an agent of Beyond Juice with regard
5 to solicitation and sale of stock in Beyond Juice.

6 3. Automotive Business Solutions (ABS) is a Nevada corporation, which was incorporated on
7 March 4, 2002. Its corporate status was revoked on April 4, 2006. According to records of the
8 Nevada Secretary of State, Automotive Business Solutions (ABS) has the same registered place of
9 business, 10170 Splendor Ridge Avenue, Las Vegas, Nevada 89135, and the same president, Sally
10 Kline, as Beyond Juice. Morrie S. Friedman also acts as agent for Automotive Business Services
11 (ABS) with regard to solicitation and sale of stock in Automotive Business Solutions (ABS).

12 4. Morrie S. Friedman, Sally Kline, Beyond Juice and Automotive Business Solutions (ABS),
13 offered and sold stock in Beyond Juice and Automotive Business Solutions (ABS) to residents of
14 California. No prospectus, financial reports or other materials about the stock were provided to the
15 purchasers of the stock either before or after the purchase of the stock.

16 5. It was not disclosed to prospective purchasers of the stock in Beyond Juice and
17 Automotive Business Solutions (ABS) that Morrie S. Friedman had two prior felony convictions
18 involving theft and fraud. These included one conviction by the United States District Court for the
19 Northern District of Illinois for violations of sections 1343 and 1341 of Title 18 of the United States
20 Code, for fraud by means of use of the US mail on March 4, 1975, and a second conviction for theft
21 and conspiracy by the Circuit Court of Lake County, Illinois on September 25, 1980. It was also not
22 disclosed to prospective purchasers of the stock that Morrie S. Friedman had judgment entered
23 against him in a civil law suit filed in United States District Court in South Carolina by a former
24 Beyond Juice licensee Lauren Meeks ("Meeks"). The complaint was filed in United States District
25 Court, for the District of South Carolina, Charleston Division on September 5, 2003, and is entitled
26 Lauren Meeks v Morrie Friedman, action number C.A. No. 2:03-2867-23. The complaint alleged
27 causes of action against Morrie S. Friedman for Breach of Contract, Fraud, and Misrepresentation
28 relating to the sale of a Beyond Juice license. It was also not disclosed that judgment was entered in

1 that action in favor of Meeks and against Morrie S. Friedman for \$180,000, including \$100,000 in
2 punitive damages for fraud and that Morrie S. Friedman was subsequently ordered by the court to pay
3 an additional \$21,000 for civil contempt as a result of his willfully refusing to comply with the courts
4 orders regarding Meeks efforts to collect the judgment

5 6. It was also not disclosed to prospective purchasers of the stock that Morrie S. Friedman,
6 Beyond Juice, Inc., Sally Kline and Automotive Business Solutions (ABS) and O.L.D. Incorporated
7 had also been named as defendants in a civil complaint filed by a former Beyond Juice franchise
8 owner on September 25, 2003 in San Francisco County Superior Court which alleged causes of
9 action for fraud, Violation of California Franchise Registration laws, Violation of California
10 Securities Registration Laws and Federal Racketeering laws under 18 U.S.C. sections 1961(4) and
11 1961(1)(A). Judgment against Morrie S. Friedman, Beyond Juice, Sally Kline and Automotive
12 Business Solutions (ABS) and O.L.D., Incorporated was subsequently entered against all defendants
13 in that action on November 30, 2007 in the total amount of \$257,000 for compensatory damages. The
14 judgment included a finding that defendants were also liable for punitive damages for fraud. They
15 also failed to disclose that Morrie S. Friedman Beyond Juice, Inc., Sally Kline and Automotive
16 Business Solutions (ABS) and O.L.D., Incorporated have refused and failed to pay the judgments
17 obtained against them in these suits.

18 7. Morrie Friedman, Beyond Juice, Inc., Sally Kline and Automotive Business Solutions
19 (A.BS) and O.L.D., Incorporated also failed to disclose to purchasers of Beyond Juice stock that the
20 California Department of Corporations had issued a Desist and Refrain Order on April 26, 2006 to
21 Beyond Juice, Morrie S. Friedman, O.L.D., Incorporated and Sally Kline, which had found that the
22 “licenses” Beyond Juice had sold to California residents were unregistered franchises that were sold
23 in violation of Corporations Code Section 31110. They also failed to disclose that the State of
24 Washington Department of Financial Institutions, Securities Division had also issued a statement of
25 charges and intent to issue an order to Cease and Desist to Beyond Juice and Beyond Juice LLC also
26 related to the offer and sale of unregistered franchises on December 16, 2005, and that on July 5,
27 2006 Beyond Juice and Beyond Juice LLC had agreed to enter into a consent order agreeing to cease
28 and desist from further violations of the Washington Franchise laws. The State of Washington

1 subsequently issued a second statement of charges and intent to issue an order to Cease and Desist
2 and for imposition of fines to Beyond Juice Inc., Morrie S. Friedman and Sally Kline on June 29,
3 2007 for illegally offering and selling unregistered securities in the form of stock in Beyond Juice and
4 for doing so by means of misstatements of fact or omissions in violation of Washington securities
5 laws. The State of Minnesota Department of Commerce also issued a Cease and Desist order on
6 March 19, 2008 to Beyond Juice for engaging in the sales of unregistered Beyond Juice franchises in
7 the form of "licenses" in that state and for refusing to comply with a request for documents served on
8 Beyond Juice by the Minnesota Department of Commerce. It was also not disclosed to prospective
9 purchasers that most Beyond Juice Café businesses had not made any money for their owners and
10 had failed within 3 years of opening or less.

11 8. The California Department of Corporations has not issued any permit, license or other
12 form of authorization, approval or qualification to allow any person or entity to offer and sell stock in
13 Beyond Juice or Automotive Business Solutions (ABS) in California.

14 Based upon the foregoing findings, the California Corporations Commissioner is of the
15 opinion that the stock in Beyond Juice and Automotive Business Solutions (ABS) sold to California
16 Residents constitute securities, which are subject to qualification under the California Corporate
17 Securities Law of 1968, and that these securities have been and are being offered and sold without
18 being qualified or exempt.

19 The California Corporations Commissioner is of the further opinion that securities in the form
20 stock in Beyond Juice and Automotive Business Solutions (ABS) have been offered and sold in this
21 State by means of written and oral communications, which include untrue statements or omissions of
22 material facts, in violation of section 25401 of the California Corporate Securities Law of 1968.

23 Pursuant to Corporations Code section 25532, Beyond Juice doing business as Beyond Juice
24 Inc., Beyond Juice LLC, O.L.D., Incorporated, Morrie S. Friedman Sally Kline and Automotive
25 Business Solutions (ABS) are hereby ordered to desist and refrain from the further offer or sale in the
26 State of California of securities, including but not limited to stock in Beyond Juice, Beyond Juice
27 Inc., Beyond Juice LLC and Automotive Business Solutions (ABS) unless and until qualification has
28 been made under the California Corporate Securities Law or unless exempt.

1 Pursuant to Corporations Code section 25532, Beyond Juice doing business as Beyond Juice
2 Inc., Beyond Juice LLC, O.L.D., Incorporated, Automotive Business Solutions (ABS), Morrie S.
3 Friedman and Sally Kline are hereby further ordered to desist and refrain from the further offer or
4 sale in the State of California of securities, including but not limited to stock in Beyond Juice,
5 Beyond Juice Inc., Beyond Juice LLC and Automotive Business Solutions (ABS) by means of any
6 written or oral communication which includes untrue statements or omissions of material facts.

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 Corporate Securities Law of 1968.

9 Dated: February 23, 2009
10 Los Angeles, California

11 PRESTON DuFAUCHARD
12 California Corporations Commissioner

13 By _____
14 ALAN S. WEINGER
15 Lead Corporations Counsel
16 Enforcement Division
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