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

TO: Mr. Eddie A. Jebri
Mr. Ziyad N. Tawasha
City Cel Wireless, Inc.
ezWireless, Inc.
2525 McHenry Ave, Suite B
Modesto, CA 95350

DESIST AND REFRAIN ORDER

(For violations of section 31110 of the Corporations Code)

The California Corporations Commissioner (Commissioner) finds that:

1. City Cel Wireless, Inc. is a California Corporation that incorporated on February 27, 2002. Its principal business address is 2525 McHenry Ave., Modesto, California, 95350. Eddie Jebri is listed as its President.

2. ezWireless, Inc. is a California Corporation that incorporated on October 28, 2004. Its principal place of business is 2525 McHenry Ave. #B, Modesto, California, 95350. Eddie Jebri is listed as its President.

3. Eddie Jebri and Ziyad N. Tawasha are natural persons and residents of California. As of April 28, 2006, both Messrs. Jebri and Tawasha held themselves out to be Co-Presidents and CEOs of ezWireless on their website.

4. On February 8, 2006, both Messrs. Jebri and Tawasha entered into a Franchise Agreement with [REDACTED]. This agreement was entered into in the state of California and provides that the franchise, ezWireless, grants the franchisee, [REDACTED], a license and franchise to

1 operate an ezWireless outlet at [REDACTED] in Tracy, California.

2 5. Under the terms of the agreement, ezWireless granted [REDACTED] the right to open an
3 ezWireless franchise and to use the trademarks associated therewith. The term of the agreement was
4 for 10 years with automatic 10 year renewal periods. [REDACTED] paid \$100,000 for the franchise and
5 was required to pay \$500.00 a month as a continuing royalty.
6

7 6. According to the terms of the franchise agreement, in consideration of [REDACTED]
8 (franchisee's) payment of \$100,000 and continuing promise to pay monthly royalties, ezWireless,
9 Eddie A. Jebri, and Ziyad N. Tawasha (franchisors) promised the following:
10

- 11 (a) the use of all promotional and advertising designs, materials, media, and methods
12 conforming to franchisor's specifications;
- 13 (b) any and all assistance required to design, prepare, and place advertising;
- 14 (c) the use of all of the franchisor's trade names and trademarks;
- 15 (d) the use of training facilities, an operating manual, promotional recommendations, a
16 trained supervisor for three out of the first six days of operation;
- 17 (e) the use of the franchisor's training facility for future employees;
- 18 (f) an existing lease for the business site.

19 7. The franchise agreement provides that all advertising and promotions done by [REDACTED]
20 [REDACTED], franchisee, must meet franchisor's standards and specifications.
21

22 8. The offer of franchises by ezWireless, Inc. in California has not been registered under
23 the Franchise Investment Law and is not exempt in violation of Corporations Code section 31100, et
24 seq.
25

26 9. As of October 30, 2006, ezWireless, Inc., Eddie A. Jebri, and Ziyad N. Tawasha
27 continue to offer franchises for sale on their website www.ezwirelessinc.com.
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1 10. The Commissioner is informed and believes that franchisors may have sold as many as
2 ten (10) unregistered franchises in the state of California.

3 Based upon the foregoing findings, the California Corporations Commissioner is of the
4 opinion that the contract between ezWireless, Inc. and [REDACTED] constituted the sale of an
5 unregistered franchise. The California Corporations Commissioner is of the further opinion that
6 ezWireless, Inc., Eddie A. Jebri, and Ziyad N. Tawasha have offered and/or sold franchises and are
7 continuing to offer and sell franchises in California that were subject to registration under the
8 Franchise Investment Law without the offers and/or sales first being registered, in violation of
9 Corporations Code section 31110. Pursuant to section 31402 of the Corporations Code, ezWireless,
10 Inc., Eddie A. Jebri, and Ziyad N. Tawasha are hereby ordered to **desist and refrain** from the further
11 offer or sale of ezWireless, Inc. franchises unless and until the offers have been duly registered under
12 the Franchise Investment Law, or are exempt.
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15 This Order is necessary, in the public interest, for the protection of investors and consistent
16 with the purposes, policies and provisions of the Franchise Investment Law.
17

18 Dated: November 2, 2006
19 Sacramento, California

20 PRESTON DuFAUCHARD
21 California Corporations Commissioner

22 By: _____
23 SHARON A. LUERAS
24 Lead Corporations Counsel
25 Enforcement Division
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