

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: IMERGE ADVISORS, INC. f/n/a EBIZBROKERS,)
Inc., THEIR OFFICERS, DIRECTORS,)
EMPLOYEES, AFFILIATES, SUCCESSORS,)
AGENTS AND ASSIGNS; AND GLORIA BAYNE)

File No. 00700553

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENTS: Imerge Advisors, Inc. f/k/a eBizBrokers, Inc.
397 Moody Street, # 3
Waltham, MA 02474

Gloria Bayne
c/o Imerge Advisors Inc., f/k/a eBizBrokers, Inc.
397 Moody Street, # 3
Waltham, MA 02474

Gloria Bayne
c/o Imerge Advisors Inc., f/k/a eBizBrokers, Inc.
60 State Street, Suite 700
Boston, Massachusetts 02109

Imerge Advisors Inc., f/k/a eBizBrokers, Inc.
60 State Street, Suite 700
Boston, Massachusetts 02109

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, having been fully advised in the premises by the staff of the Illinois Securities Department, Office of the Secretary of State, herein find:

1. Respondent Imerge Advisors, Inc. f/k/a eBizBrokers, Inc., ("Respondent") is a Massachusetts Corporation and maintains its principal business address at 397 Moody Street, #3, Waltham. Ma 02472.
2. Respondent Gloria Bayne, ("Bayne", collectively with "eBizBrokers., Inc." "Respondents") an individual who maintained her last known address at 60 State Street, Suite 700, Boston, Massachusetts 02109.

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3. That on or about March 11, 2006, eBizBrokers, Inc., listed itself on the website <http://www.bizbuysell.com> an alliance with The Wall Street Journal Online, as a business broker.
4. That from on or about March 14, 2006, the Illinois resident ("Purchaser") responded to the ad and the Respondents individually and by and through their Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns Respondents offered and held themselves out as providing businesses for sale and services to potential business sellers and purchasers for a fee.
5. That on or about May 31, 2006 Respondents in return for a fee assisted in procuring a Purchaser and assisted a Seller in the negotiating the sale of a business to Purchaser.
6. That section 10-5.10. of the Act provides in part: "Business Broker' means any person who is required to register under Section 10-10 of this Act and...(4) advertises or represents himself as a business broker...."
7. That the Respondents are business brokers as that term is defined pursuant to Section 10-5.10. of the Illinois Business Brokers Act of 1995 [815 ILCS 307/10-1 et seq.] (the "Act").
8. That Section 10-85 (b)(1) of the Act provides, inter alia, that it is prohibited under the Act for a business broker to either directly or indirectly engage in the business of acting as a business broker without registration under the Act unless exempt under the Act.
9. That at all times relevant hereto, the Respondents failed to file an application for registration as a business broker with the Secretary of State prior to the aforementioned activities in the State of Illinois.
10. That by virtue of the foregoing, the Respondents have violated Section 10-85(b)(1) of the Act.
11. That Section 10-55(c) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated any provision of this Act, the Secretary of State may, by written order temporarily prohibit or suspend such person from acting as a business broker.
12. That Section 10-55(d) of the Act provides, inter alia, that if the Secretary of State shall find any person is acting or has acted as a business broker as defined in Section 10-5.10 of this Act, without prior thereto or at the time thereof having

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complied with the registration requirements of the Act, the Secretary of State may by written order prohibit such person from acting as a business broker in the State.

13. That Section 10-55(e) of the Act provides, inter alia, that anything herein contained to the contrary notwithstanding, the Secretary of State may temporarily prohibit or suspend, for a maximum period of 90 days, by an order effective immediately, the business of providing business brokerage services, without notice and prior hearing, if the Secretary of State shall in his or her opinion, based upon credible evidence, deem it necessary to prevent an imminent violation of the Act or to prevent losses to clients which the Secretary of State reasonably believes will occur as result of a prior violation of this Act.
14. That based upon the foregoing, the Secretary of State deems it necessary, in order to prevent imminent and additional violations of the Act, and to prevent losses to clients as a result of the referenced prior violation of the Act, to enter an order pursuant to the authority granted under Sections 10-55(c) (d) and (e) of the Act which prohibits the Respondents from acting as a business broker in the State of Illinois.
15. That based upon the credible evidence available to the Secretary of State, the entry of this Temporary Order is in the public interest and is consistent with the purposes of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Sections 10-55 (c), (d) and (e) of the Act, the Respondents are hereby PROHIBITED from engaging in the business of business brokering in the State of Illinois until further order of the Secretary of State.

NOTICE is hereby given that the Respondent may request a hearing on this matter by transmitting such request in writing to Securities Director, Illinois Securities Department, 69 W. Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) days of the date of entry of this Temporary Order. Upon receipt of a request for hearing, a hearing will be scheduled. Request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for ninety days from the date the hearing request is received by the Department.

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FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER ENTRY OF THIS TEMPORARY ORDER SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND CONSTITUTES SUFFICIENT BASIS TO MAKE THE TEMPORARY ORDER FINAL.

ENTERED: This 5th day of March 2009.

A handwritten signature in black ink that reads "Jesse White" followed by a stylized monogram "JW".

JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
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