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 Tawsha 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
operate an ezWireless outlet at [redacted] in Tracy, California.

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

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

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

7. The franchise agreement provides that all advertising and promotions done by [redacted], franchisee, must meet franchisor’s standards and specifications.

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

10. The Commissioner is informed and believes that franchisors may have sold as many as
ten (10) unregistered franchises in the state of California.

   Based upon the foregoing findings, the California Corporations Commissioner is of the
opinion that the contract between ezWireless, Inc. and [REDACTED] constituted the sale of an
unregistered franchise. The California Corporations Commissioner is of the further opinion that
ezWireless, Inc., Eddie A. Jebri, and Ziyad N. Tawasha have offered and/or sold franchises and are
continuing to offer and sell franchises in California that were subject to registration under the
Franchise Investment Law without the offers and/or sales first being registered, in violation of
Corporations Code section 31110. Pursuant to section 31402 of the Corporations Code, ezWireless,
Inc., Eddie A. Jebri, and Ziyad N. Tawasha are hereby ordered to desist and refrain from the further
offer or sale of ezWireless, Inc. franchises unless and until the offers have been duly registered under
the Franchise Investment Law, or are exempt.

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

Dated: November 2, 2006
Sacramento, California

PRESTON DuFAUCHARD
California Corporations Commissioner

By: _______________________________
    SHARON A.LUERAS
    Lead Corporations Counsel
    Enforcement Division