

in the Commonwealth without being registered as a broker-dealer, broker-dealer agent, investment adviser, or investment adviser representative. The Enforcement Section further alleges that the offers and sales of securities were part of a pyramid scheme to defraud Massachusetts investors.

Specifically, the Enforcement Section seeks, after notice and an opportunity for a hearing, an order: (1) finding as fact the allegations and facts set forth below; (2) requiring Respondents to permanently cease and desist from acting as unregistered broker-dealers and/or investment advisers and/or investment adviser representatives; (3) requiring Respondents to permanently cease and desist from effectuating the offer and sale of unregistered securities in the Commonwealth; (4) requiring Respondents to permanently cease and desist from fraudulent activity in violation of the Act and Regulations; (5) requiring Respondents to provide an accounting of all proceeds received as a result of the alleged wrongdoing, (6) requiring Respondents to disgorge all proceeds and other direct or indirect remuneration received as a result of the alleged wrongdoing; (7) requiring Respondents to offer remuneration to fairly compensate all investors who suffered losses attributable to the alleged wrongdoing; (8) imposing an administrative fine on Respondents in such amount and upon such terms and conditions as the Director or Presiding Officer may determine; and (9) taking any other necessary action which may be in the public interest and appropriate for the protection of Massachusetts investors.

II. SUMMARY

The Enforcement Section of the Division brings this action as a result of the alleged fraudulent activities of Respondents in connection with the offer and sale of securities targeting the Spanish and Portuguese-speaking communities in the Commonwealth. Specifically, Respondents offer a multilevel marketing business opportunity called "Wings Network". Wings Network is one of the most recent multilevel marketing schemes to target minority communities.

According to information provided by Wings Network, within five months of starting its operations, a total of \$12,546,226.00 has been collected by Wings Network from eight thousand nine hundred and fourteen (8,914) Massachusetts investors. This Administrative Complaint details the operation of one Wings Network promoter group within the Boston area, that of Respondents Geovani and Priscila Bento who used Wings Network to divest Massachusetts investors of over \$348,460.00 beginning in December of 2013. The Enforcement Section believes the Wings Network scheme operated by Geovani and Priscila Bento is typical of the Wings Network scheme perpetrated throughout Massachusetts.

Wings Network purportedly offers for sale a product involving technologically advanced and innovative mobile marketing platforms that allows consumers to download electronic content for a fee. However, the product is ancillary to the business of recruiting other investors to become participants in Wings Network by purchasing one of the starter packages. The marketing materials, online selling presentations and assertions by the individual Respondents make it clear that the primary purpose of Wings Network is to recruit additional members. Furthermore, the opportunity can only be realized if the prospective investors make mandatory payments for a starter package and pay a membership fee. The Enforcement Section asserts that the Wings Network multilevel marketing business opportunity is actually a thinly veiled pyramid scheme.

The use of trendy internet terms combined with meaningless high technology buzzwords and slick websites are all devices to dazzle prospective investors and induce them to purchase their way into the Wings Network scheme. The product itself is redundant because it is not necessary to use any product, including Respondents' product, to download electronic content. In fact, none of the Massachusetts investors ever used the product and were told that the product

and sales of the product were unimportant to the true purpose of the program. The true purpose of the program was to recruit additional participants into the Wings Network and investors were told that recruitment was how the investor was going to make any significant money.

Respondents Geovani and Priscila Bento are presenters and promoters of Wings Network in the Boston area. Since February 2014, they have hosted English and Spanish language presentations at a Somerville hotel on Thursdays and additionally make door-to-door sales visits targeting Spanish and Portuguese-speaking communities. The Wings Network websites and presentations included pictures of cash, luxury properties, and luxury cars. On websites and in presentations, Respondents employ relentless selling tactics designed to entice members of these communities with the Wings Network get rich quick scheme and induce them to invest their hard-earned savings in the “opportunity of a lifetime.”

In reality, the Wings Network business model is unsustainable because any money that Wings Network makes is money that comes from the purchase of starter packages by new participants and not derived from the sale of products. The starter packages make it clear that the focus of Wings Network is on the recruitment of others into the program and that selling the product is unnecessary to make money. The starter package barely mentions the product and mainly provides virtual tools geared almost exclusively toward the recruitment of other participants. Ostensibly, three starter packages are offered to prospective investors, but participants are always pressured to purchase the most expensive package – the “Elite” package that costs the investor \$1499.00. Purchase of the Elite package allows the participant to buy their way into the “Consultant” level that promises to provide large passive residual income returns immediately. Wings Network promoters and presenters universally repeat the mantra that purchase of the Elite package with the recruitment of two additional Elite package

participants will result in guaranteed income of \$750.00 a month for all participants who purchase the Elite package.

Respondents Priscila and Geovani Bento, also made promises that each investor in Wings Network needed only recruit two additional members at the Elite level to gain guaranteed income of \$750.00 a month. Once the prospective investor decides to join he or she write a checks or wire transfers \$1548.00 (the Elite package price plus \$49.00 membership fee) to Respondents Geovani Bento or Priscila Bento. The Wings Network utilizes a system of points that are awarded to each participant based upon the package purchased and the recruitment of additional participants. Once a participant pays for a package, the participant is given access to the Back Office area of the Wings Network website where points can be viewed. In order to be paid, Massachusetts investors are instructed to transfer their points to the Wings Network account of Respondents Geovani or Priscila Bento.

Once the points are received, Respondents Geovani or Priscila Bento make a payout in cash, although such payments were always considerably less than the guaranteed monthly amount. When Massachusetts investors received the first monthly payment falling far short of the guaranteed \$750.000 many of them attempted to question Respondent Priscila Bento without success. Similarly, when investors tried to cancel their Wings Network membership, they received no response.

From December 2013 through April 2014, Respondents Geovani and Priscila Bento induced at least one hundred and twenty-nine (129) Massachusetts residents to join Wings Network by purchasing starter packages, typically the Elite package. During this same five month time period, Respondents Geovani and Priscila Bento collected over \$348,460.00 from Massachusetts investors. Of the collected amount, \$231,044.00 was wire transferred to

Respondent Sergio Tanaka and Respondent Tropikgadget. These numbers are only a small portion of the \$12,546,226.00 overall sales made in Massachusetts by promoters including Vinicius Aguiar and his businesses Grupo Internacional, Eagle Team and Grupo Aguiar. Wings Network starter packages continue to be sold in the Commonwealth.

With this action, the Enforcement Section of the Division seeks to stop Wings Network and the other Respondents from offering and selling unregistered and non-exempt securities in the Commonwealth and to prevent further financial harm to Spanish and Portuguese-speaking communities from Respondents' illegal pyramid scheme disguised as a multilevel marketing business opportunity.

III. JURISDICTION AND AUTHORITY

1. The Massachusetts Securities Division is a Division of the Office of the Secretary of the Commonwealth with jurisdiction over matters relating to securities as provided for by the Massachusetts Uniform Securities Act, MASS. GEN. LAWS ch. 110A (the "Act") and the regulations promulgated thereunder. The Act authorizes the Division to regulate: (a) the offers and/or sales of securities; (b) those individuals offering and/or selling securities within the Commonwealth; and (c) those individuals transacting business as broker-dealers and investment advisers within the Commonwealth.

2. The Division brings this action pursuant to the enforcement authority conferred upon it by Section 407A of the Act and MASS. GEN. LAWS ch. 30A, wherein the Division has the authority to conduct an adjudicatory proceeding to enforce the provisions of the Act and all regulations and rules promulgated thereunder.

3. This proceeding is brought in accordance with §§ 101, 201, 301 and 407A of the Act and its Regulations. Specifically, the acts and practices constituting violations originated from and/or occurred within the Commonwealth of Massachusetts.

4. The Division specifically reserves the right to amend this Complaint and/or bring additional administrative complaints to reflect information developed during the current and ongoing investigation.

IV. RELEVANT TIME PERIOD

5. Except as otherwise expressly stated, the conduct described herein occurred during the period from November 1, 2013 up to and including the present.

V. RESPONDENTS

6. Wings Network, WingsNetwork, Wingsnetwork.com, and Wingsnetworkglobal.com (collectively "Wings Network") are multilevel marketing business names and websites created and paid for by Respondent Sergio Tanaka.

7. Tropikgadget refers to Tropikgadget FZE and Tropikgadget Unipessoal LDA located at P.O. Box 53855, Office no. E-12F-37, Hamriyah Free Zone, Sharjah, United Arab Emirates and with an additional location in Morada Caminho Do Engenho Velho 24, Madeira Portugal.

Tropikgadget also maintains administrative headquarters at Avenida D. Joao II 1.06.25B lot, building Red Sea – 1st Floor B, 1990-095 Lisbon, Portugal. Tropikgadget holds rights to Wings Network marketing and brand services and operates through Wings Network. Sergio Tanaka and Josefar de Sousa Silva are listed as the founders of Tropikgadget. Narendrakumar Mansukhlal Modha is listed as the owner of Tropikgadget FZE.

8. Success Wealth101 Inc. was incorporated in Massachusetts on December 5, 2013 and is located at 119 Prospect Street, Marlborough, Massachusetts 01752. Respondent Geovani Bento is listed as the President, Treasurer, Secretary, and Director.
9. Grupo Internacional refers to Eagle Team and Grupo Aguiar and all three are doing business as names for the Wings Network business of Respondent Vinicius Aguiar located at 200 E. Main Street, Suite 14, Marlborough, Massachusetts 01752.
10. Sergio Tanaka ("Tanaka") is an individual with United States addresses in Sunny Isles Florida and Davie Florida. Under the umbrella of SAWA BONA, he purportedly owns fourteen companies: Seta Points, Aikon LLC, Wings Network, Sawabona Resources Mining, 7 Payment Processor, Louvre ECO, Coaching Club, Seta Global Sports, Teleactiva Portugal, Real Emperor, Data Center, Inst. Investigacao Sawabona, RHMTEC MMN and TNK Comunicacao. Tanaka is also one of the founders of Tropikgadget that operates its business through Wings Network and associated individuals and business entities. In the United States, Tanaka is also listed as a corporate officer of the PDT 5204 LLC, a limited liability company organized in Florida on September 6, 2013 with a location at 21301 Powerline Road, Ste. 207, Boca Raton, Florida 33433. Tanaka is also listed as a corporate officer of Echo 406 LLC, a limited liability company organized in Florida on October 10, 2013 with a location at 21301 Powerline Road, Ste. 207, Boca Raton, Florida 33433. Tanaka is also listed as a corporate officer of Aikon LLC, a limited liability company organized in Florida on October 25, 2013 with a location at 21301 Powerline Road, Ste. 207, Boca Raton, Florida 33433.
11. Vinicius Aguiar ("Aguiar") is an individual with a business address at 223 Main Street, Marlborough, Massachusetts 01752; 200 E. Main Street, Suite 14, Marlborough, Massachusetts 01752 and 14 Hudson Street, Marlborough, Massachusetts 01752. He also has a residential

address in Marlborough, Massachusetts. According to the corporations records of the Massachusetts Secretary of State, Respondent Vinicius Aguiar operated a company called BRAZUSA Communication Company from July 25, 2009 through April 24, 2014. He also uses the names Eagle Team, Grupo Aguiar and Grupo Internacional to conduct transactions in the Wings Network multilevel marketing scheme. Respondent Aguiar and his wife, Thais Aguiar, are listed as Directors of Wings Network in the February 2014 Wings Network magazine called "Connect."

12. Geovani Bento is a Massachusetts resident who has addresses located in Auburn, Massachusetts and Marlborough, Massachusetts. Respondent Geovani Bento is a Brazilian national and according to his sworn testimony is not permitted to work in the United States.

13. Priscila Bento is a Massachusetts resident who has addresses in Auburn, Massachusetts and Marlborough, Massachusetts. Respondent Priscila Bento is a Brazilian national and according to her sworn testimony is permitted to work in the United States.

VI. RELATED PARTY

14. Carlos Luis da Silveira Barbosa ("Barbosa") is an individual residing in Portugal. He is listed on the Wings Network website as the CEO of Wings Network and is listed as a member of the Economists Order of Portugal with twenty years of experience in the market (market is not defined in any Wings Network materials). Barbosa was videotaped in April 2014 giving a Wings Network presentation in Boston to over nine hundred and sixty (960) Massachusetts Investors.

VII. FACTUAL ALLEGATIONS

1. Respondent Tanaka claims to be the owner of Tropikgadget and Wings Network.

Respondent Tanaka also claims to be the owner of SAWABONA, an umbrella organization that includes Wings Network and Tropikgadget.

2. Related party Barbosa is the CEO of Wings Network according to the Wings Network website and online presentations.

3. Respondent Tropikgadget operates its business through Wings Network and associated individuals and business entities. According to the Wings Network website, Tropikgadget has its administrative headquarters in Madeira Island, Portugal and its tax headquarters in Dubai, UAE.

4. The business license of Tropikgadget was reported as revoked in Madeira, Portugal on April 29, 2014.

5. The Wings Network website states that Tropikgadget “holds marketing rights to the product and brand services of the trademark Wings Network” and that Tropikgadget “operates, through Wings Network, with digital products and services.”

6. Respondents Geovani and Priscila Bento are promoters and presenters of Wings Network operating in Massachusetts. Respondents Geovani and Priscila Bento operate through Respondent Success Wealth 101, Inc., a Massachusetts corporation.

7. Respondent Aguiar is also a promoter and presenter of Wings Network operating in Massachusetts. Respondent Aguiar operates through the doing business as names of Grupo Internacional and Eagle Team and Grupo Aguiar.

8. According to the February 2014 “Connect” magazine, Vinicius Aguiar and his wife, Thais Aguiar, have attained the Wings Network compensation level of “Director.”

9. On information and belief, at least eight thousand nine hundred fourteen (8,914) Massachusetts investors have joined Wings Network.

10. Massachusetts residents were specifically targeted through a Wings Network event held in Boston on or about April 5, 2014. According to the Wings Network "Connect" magazine, 960 people attended the event which was organized by Respondent Aguiar. Related party Barbosa and Respondent Tanaka also attended the event.

A. Solicitation of Investors

1. Introduction to the Wings Network Pyramid Scheme

11. Wings Network claims to sell mobile and online platforms that allow subscribers to purchase movies, apps, games, and e-books.

12. Certain Wings Network materials and presentations also state that Wings Network investors make money through royalties on every downloaded movie, e-book, app, or game.

13. Nowhere on its websites, marketing materials or presentations does Wings Network explain how it obtains royalties on electronic content.

14. Upon information and belief, Wings Network does not own the rights to sell the electronic content that it claims to sell.

15. The products that Wings Network sells are described vaguely as "unique highly consumable in demand products." However, movies, e-books, apps, and games are easily downloaded every day by consumers without using Wings Network products or services.

16. The cost of products or services cannot be found in any Wings Network materials, advertisements or presentations.

17. Because it is not necessary to sell the product in order to make money through Wings Network, participants are advised not to concern themselves with product sales, but to

immediately start making money by purchasing the Elite package which pays their way into the "Consultant" level of the compensation plan. From there, Massachusetts investors were told that even more money could be made by recruiting new participants and inducing them to purchase Wings Network starter packages.

19. Many Massachusetts investors were introduced to Wings Network through Respondents Geovani and Priscila Bento. Throughout February, March and April of 2014, Respondents Geovani and Priscila Bento made Wings Network presentations at a Somerville hotel.

20. Rental of the meeting rooms for Wings Network presentations at the Somerville, Massachusetts hotel were paid for by Respondents Geovani and Priscila Bento, Vinicius Aguiar and other Wings Network promoters.

21. In addition, Respondents Geovani and Priscila Bento also went door-to-door in Spanish and Portuguese-speaking communities in the Boston area to induce Massachusetts residents to join Wings Network through the purchase of starter packages.

22. Respondents Geovani and Priscila Bento would also make informal group presentations held at the houses of new participants to recruit investors to purchase Wings Network starter packages.

23. In addition, some Massachusetts investors also logged onto the web to view Wings Network webinars and online presentations offered by Respondents Geovani and Priscila Bento prior to purchasing starter packages.

24. Respondents Geovani and Priscila Bento initially required the participant to complete a "Pre-Registration" form and pays for his or her starter package. Almost all Massachusetts investors purchased the Elite package.

25. Massachusetts investors paid by cash, check or wire transfer to bank accounts controlled by Respondents Geovani and Priscila Bento.
26. Once an investor paid to join Wings Network, usually at the Elite level, the investor received access to the "Back Office" area of the Wings Network website.
27. Through the Back Office, the investor could view the number of points in his or her account and through the Recruiter portion track the number of people that he or she sponsored and make sure that the points had been correctly awarded.
28. These points translate directly to dollars: 1 point equals \$1.00.
29. New participants are required to give the name of their sponsor prior to logging in for the first time.
30. In order to be paid, Massachusetts investors were required to transfer their points to Respondent Priscila Bento's Wings Network account. After she received these points, she paid the investor either with a check or in cash.
31. However, in all payouts involving Massachusetts investors, the money paid to investors was less than the points transferred and substantially less than the amount guaranteed (\$750.00 per month) before becoming an investor.

2. *Recruitment of New Participants*

32. A review of the sales materials, websites and presentations reveals that the actual cost of the product is not provided.
33. The sales materials, websites and presentations describe the market for the products and make vague statements about the retail product and services, but most of the materials focus on the recruitment of additional participants.

34. The Wings Network website states, “[t]he way to do the business is run through Independent Associates. It is important to understand that your success and the success of your fellow Associates depend on the integrity of the people who *market* our Products and Services.” (sic). (emphasis added).

35. Massachusetts investors believed that recruitment of additional Elite package purchasers was how they could make money and none of the known Massachusetts investors expected any income from product sales.

a. Materials Provided by Respondents Geovani and Priscila Bento

36. The “Overview of the Wings Network” section of the marketing materials provided to Massachusetts investors states:

The markets we participate in

- Mobile apps & application development
- Streaming video & online gaming
- Cloud data storage contracts
- Personal Web development tools
- Small business web development tools
- Business recruiting and marketing tools

37. The “Recruiting” handout provided to Massachusetts investors explains in detail how to find recruits, provides some sales scripts, and provides advice on how to interest the new recruit. For example, the recruiting handout states that participants should base their Wings Network introductory conversations on the following:

A group of local business people have been asked to LAUNCH a new International Company here in the U.S. They are the top people in the industry and are putting the LEADERSHIP team together right now. I thought of you immediately. They are showing a select group of people the business model Thursday Night at 7-ARE YOU AVAILABLE???

38. In addition, two invitation scripts are provided to the participants to help with the recruiting process. Both of them state, “[t]he business pays us royalties on virtual products like

online movies and gaming. The company is opening in a few weeks – so we are truly in on the ground floor.”

39. The marketing materials provided to Massachusetts investors also included a handout titled “Business Steps” that emphasize only the recruiting aspect of Wings Network. It states that once the participant purchases the Elite package and recruits six other people to invest at the Elite package level, \$550.00 will be paid out **daily** to the participant.

40. This same “Business Steps” handout provides a place to start gathering names and numbers using another handout titled “Recall Sheet.” The Recall Sheet lists two columns of types of people that the participant should contact to help generate leads. A few examples include:

- Who is dissatisfied with their job
- Who is unhappy with their income
- Who was laid off
- Who was injured at work
- Who works too hard
- Who lives in your neighborhood
- Who you met on the street
- Who has lots of friends

b. Statements Made in Presentations

41. Many of the Massachusetts investors viewed online videos and presentations before deciding to join Wings Network.

42. Statements from online presentations include:

A true ground floor opportunity. It’s a perfect storm of leadership combining with technology and services in perfect timing.

The number of people you personally bring into this company is unlimited. Meaning this money is unlimited also.

(Emphasis added.)

This is gonna be a worldwide multilevel marketing company . . . there’s a lot of top leaders that will be joining this company and you need to lock in your position as soon as possible because this thing is gonna go haywire.

43. None of the presentations offer basic information on the product, focusing instead on the recruitment of other investors to join Wings Network.

3. ***Minimum Recruitment Effort Required to Reap Profits***

44. Massachusetts investors were told by Respondents Geovani and Priscila Bento that it was not necessary to sell any products to achieve guaranteed income.

45. In addition, Respondents Geovani and Priscila Bento stated that even though each investor could recruit as many people as he or she wanted to, it was only necessary to enroll two Elite package purchasers to start making \$750.00 a month.

46. The "Overview" of the Wings Network marketing materials states "[a]s few as two people can complete your organization!"

47. The "Overview" of the Wings Network marketing materials further states, "Add one Elite Member per team (or a total of 500 points) and earn \$750 per month through the first year of activity."

48. In addition, online presentation videos emphasize that little work is necessary to immediately start making \$750.00 per month, stating:

This is an amazing opportunity where we go out and make true residual income on services people not only need but are addicted to. Imagine having one conversation with somebody, getting a customer once, ***sharing a service one time and getting paid month after month over and over again.***
(Emphasis added.)

About the Quick Start Bonus: "I love this because it's ***immediate income.*** . . . every independent representative that you personally bring into this opportunity, they're gonna pay you ***bonus money.***
(Emphasis added.)

Once the products are out and company is launched and you refer someone to just the product, you earn 50% commissions.

We will have the opportunity to sell in two different ways. Being a product of the product, using Wings' products yourselves and offering to your friends, family members and others and you will have an automated system on the internet that will work for you. *It will be selling the products for you.* This is very good because even without you being present, you will be selling the different types of products.

(Emphasis added.)

Basically commit to the business, 7-10 hours a week for one year. You'll become a chairman.

No pressure, business sells itself. . . invest risk free! . . Does not take much to start making consultant bonuses . . . set yourself up with **guaranteed \$750 residual income** in the first month . . . all the work there is . . . sponsor two people and make \$750 every month, every month.

(Emphasis added.)

49. Respondents Geovani and Priscila Bento and other promoters through online presentations told Wings Network participants that Wings Network would take care of all the technology and creation of apps, games and cloud services.

50. Recent presentations such as those produced in April of 2014 state that one of the products that would help participants make money is the "Wings Communicator" described as a combination of Skype, WeChat, WhatsApp, and WAZE. Online presentations claim that "Wings Communicator will play a major role in the launch of Wings to the world and *explode each members' profits exponentially.*" (emphasis added).

51. On information and belief, the Wings Communicator is not an actual product or service and the use of Skype, WeChat, WhatsApp, and WAZE company names and logos are without permission.

B. Terms of the Offering

1. Structure of the Pyramid Scheme

52. Respondents purportedly offer four (4) types of packages. The participant levels are as follows:

| | |
|-------------------|---|
| Membership | \$49.00 |
| Start Package | <p>\$299.00</p> <p>Full personal page system with 1 template version Complete recruiting system including 1 landing page, an auto-responder full automated system, 2 banners and 2 facebook covers Voice and video group calls and instant messages, compatible with IOS and Android 10 GB of file storage in the cloud</p> |
| Executive Package | <p>\$749.00</p> <p>Full personal page system with 3 template versions Complete recruiting system including 3 landing pages, an auto-responder full automated system, 4 banners and 4 facebook covers Voice and video group calls and instant messages, compatible with IOS and Android 20 GB of file storage in the cloud</p> |
| Elite Package | <p>\$1499.00</p> <p>Full personal page system with 6 template versions Complete recruiting system including 6 landing pages, an auto-responder full automated system, 10 banners and 10 facebook covers Voice and video group calls and instant messages, compatible with IOS and Android 40 GB of file storage in the cloud</p> |

53. The Wings Network presentation on their website explicitly states that participants receive 50% of the points garnered for product sales, but only if the membership level alone is purchased.

54. Wings Network presentations and websites state that participants may join by purchasing a membership for \$49.00 and earn money on product sales. However, Wings Network marketing materials and promoters state, "\$49 one-time registration, plus the selection of one of three packages, all of which include varying levels of services and compensation plans" indicating that purchase of the membership alone is not an option.

55. This inability to enter in at membership level, the only level with any compensation tied to sales of the product, underscores that there is no viable product and that the entire scheme rests upon the recruitment of new participants.

56. In addition, even though three starter packages are presented to prospective investors, almost all of the investors purchased the Elite package which is also the most expensive at \$1499.00. The Elite package is supposedly the most lucrative and offers the most benefits since it is first package level that offers residual income or income from recruitment.

57. All of the known Massachusetts investors stated that Respondent Priscila Bento said she would not even talk about any other package except for the Elite package because that is the package where you "really make money."

58. Respondents Geovani and Priscila Bento aggressively push the purchase of the Elite package emphasizing the passive residual income that only comes with that level's Consultant status.

59. On information and belief, Respondents do not realize any appreciable revenue from anything other than the sale of starter packages to new investors.

60. All of the known Massachusetts investors were pressured by Respondents Geovani and Priscila Bento to purchase the Elite package and all of them purchased at least one Elite package. (Some Massachusetts investors purchased additional packages with the expectation of earning additional money per month).

61. Online presentations touting the Elite package state:

[I]f you were an Elite member, for you to make \$450 in profit share every month for 12 months, whether you do anything else or not in the business, you would simply need to sponsor 1 Elite on your right leg and 1 Elite on your left. Make more money is easy by simply helping your members do the same.

Be an elite, sponsor two elites. Come in at whatever position you can afford and then sponsor two elites. That's the goal, that's the mission.

62. On information and belief, almost all investors in Wings Network purchase at least one Elite package.

2. *The Wings Network Compensation Plan*

63. The compensation plan describes eight cumulative levels of payment to the participant with an overall emphasis on the large amounts of money each participant will make by recruiting new members to join.

64. The following chart outlines the Wings Network compensation plan.

| Bonus Level | Promised Return |
|------------------------|---|
| Sales Bonus | 50% on the sales of the product |
| Quick Start Bonus | For every person that the participant directly sponsors payments according to the type of package: Start - \$10.00 Executive - \$25.00 Elite - \$50.00 |
| Team Bonus (Binary) | Once the participant has established two participants in his or her downline, the initial participant is paid according to what package level was purchased by those in the smaller downline branch: Start – 25% Executive – 35% Elite – 50% |
| Group Bonus | Pays out a bonus on each tier of the binary matrix up to 10 tiers Tier 1 – 5% Tier 2 – 5% Tier 3 – 5% Tier 4 – 5% Tier 5 – 5% Tier 6 – 5% Tier 7 – 5% Tier 8 – 5% Tier 9 – 3% Tier 10 – 2% |
| Consultant Bonus | Monthly payout according to what package level was purchased: |

| | |
|---------------------|---|
| | Start – 2% or \$60.00-\$150.00 Executive – 5% or \$150.00-\$375.00 Elite – 15% or \$450.00-\$750.00 |
| Generation Bonus | Only paid at the Director level and above: 3% of the group earnings if a sponsored member becomes a Director 6% of the group earnings if a sponsored member becomes an Executive Director 9% of the group earnings if a sponsored member becomes President 12% of the group earnings if a sponsored member becomes Chairman |
| Global Bonus | Pay points (equivalent to dollars) based on the number of points that flow through the organization. For example, if a participant has 150,000 points flowing through the organization his or her team will receive 1% of the Global Bonus every month. |
| Qualification Prize | One time prizes for participants when they achieve certain levels: Supervisor - \$1,000.00 Senior Supervisor - \$2,500.00 Manager - \$5,000.00 Chairman - \$1,000,000.00 |

65. The Wings Network plan of compensation mentions sales of products only once at the Sales Bonus level. The Sale Bonus level is only available with the purchase of only the \$49.00 membership fee that is rarely if ever sold alone to investors.

66. The remaining plan categories describe compensation derived exclusively from recruitment activities.

C. Fraudulent Conduct

1. The Bento Bank Account

67. Respondents Priscila and Geovani Bento opened a bank account in the name of Respondent Geovani Bento on February 27, 2010 (the "Bento Bank Account").

68. Wings Network purchases by individual Massachusetts investors from Respondents Geovani and Priscila Bento were deposited into the Bento Bank Account.

69. The Bento Bank Account records show deposits in the form of checks and wire transfers that were payments for joining the Wings Network multilevel marketing scheme.

70. The deposited funds were commingled and pooled in the Bento Bank Account.

71. Funds from the Bento Bank Account were used to pay the personal expenses of Priscila and Geovani Bento.

72. Funds from the Bento Bank Account were wire transferred to bank accounts controlled by Respondents Priscila and Geovani Bento.

73. Pooled funds from the Bento Bank Account were wire transferred to two different bank accounts belonging to Respondent Tanaka.

74. Between December 3, 2013 and December 4, 2013, \$22,660.00 was wire transferred from the Bento Bank Account to Respondent Tanaka's bank account.

75. On information and belief, some of the cash withdrawn from the Bento Bank Account was paid to Massachusetts investors as compensation for participation in Wings Network.

76. On information and belief, these payments to Massachusetts investors were Ponzi payments – payments using new participant funds to pay prior investors.

2. *The Success Wealth Bank Account*

77. Respondents Priscila and Geovani Bento opened a bank account in the name of Respondent Success Wealth 101, Inc. on or about December 11, 2013 (the "Success Wealth Bank Account").

78. Payments for Wings Network starter packages by individual Massachusetts investors were deposited in the Success Wealth Bank Account. Success Wealth Bank Account records show deposits in the form of checks and wire transfers that were payments for joining the Wings Network multilevel marketing scheme.

79. The deposited funds were commingled and pooled in the Success Wealth Bank Account.
80. Funds from the Success Wealth Bank Account were used to pay the personal expenses of Respondents Geovani and Priscila Bento.
81. Funds from the Success Wealth Bank Account were wire transferred to bank accounts controlled by Respondents Geovani and Priscila Bento.
82. Pooled funds from this single account were wire transferred to two different bank accounts belonging to Respondent Tanaka.
83. Pooled funds from this single account were wire transferred to bank accounts belonging to Tropikgadget Unipessoal LDA.
84. Between January 22, 2014 and March 4, 2014, \$208,384.00 was wire transferred from the Wings Network Bank Account to two bank accounts in the name of Respondent Tanaka and one bank account in the name of Tropikgadget Unipessoal LDA.
85. On or about January 28, 2014, the Wings Network Bank Account received a wire transfer of \$4,060.00 from Respondent Tanaka's bank account.
86. On or about March 6, 2014, the Wings Network Bank Account received a wire transfer of \$13,932.00 from Respondent Tanaka's bank account.
87. The Wings Network Bank Account shows checks made out to Wings Network Investors.
88. On information and belief, cash withdrawn from the Wings Network Bank Account was paid to Massachusetts investors.
89. On information and belief, these payments to Massachusetts investors were Ponzi payments – payments using new investor funds to pay prior investors.

3. *Fraudulent Pyramid Scheme*

90. From November 2013 through April 2014, Respondents Geovani and Priscila Bento collected over \$348,460.00 from Massachusetts Wings Network investors.

91. From December 2013 through April 2014, at least 129 Massachusetts investors paid money to Respondents Geovani and/or Priscila Bento to join Wings Network.¹

92. During this time, Respondents Geovani and Priscila Bento paid approximately \$27,866.00 out to Wings Investors using checks drawn from the Success Wealth 101 Inc. bank account.

93. During this time, cash payments of between \$400.00 to \$1,200.00 were made by Respondents Geovani and Priscila Bento to other Wings Network investors.

94. During this time, \$231,044.00 was wire transferred to bank accounts belonging to Respondent Sergio Tanaka.

95. From November 2013 through April 2014, Respondents Geovani and Priscila Bento netted approximately \$89,530.00 from their efforts to recruit new Wings participants.

96. Bank records show that money from Wings Network investors and deposited into bank accounts controlled by Respondents Geovani and Priscila Bento was used to pay for personal expenses.

97. Bank records do not indicate that Wings Network investors were credited for the enrollment of additional participants; instead those monies were deposited into bank accounts controlled by Respondents Geovani and Priscila Bento.

¹ 129 is a conservative number since it does not account for individual investors that paid cash to join Wings Network and that cash was subsequently pooled into a single deposit slip.

98. On information and belief, Respondents Geovani and Priscila Bento were paid by Respondent Tanaka solely to promote and present Wings Network and recruit Massachusetts residents to purchase Wings Network starter packages.

99. On information and belief, Respondents Aguiar and Grupo Internacional alone and through their doing business as names of Eagle Team and Grupo Aguiar also offered and sold Wings Network securities to Massachusetts Residents.

100. On information and belief the scheme operated by promoter Respondents Geovani and Priscila Bento was typical of the Wings Network scheme perpetrated throughout Massachusetts.

101. Through other Wings Network promoters and members, eight thousand, nine hundred fourteen (8,914) Massachusetts residents invested a total of \$12,546,226.00 in Wings Network.

102. The following chart outlines the amounts made by Respondents Geovani and Priscila Bento and all promoters above them since the inception of Wings Network.

| Number | Amount Made |
|---------------------|----------------|
| 1 (Vinicius Aguiar) | \$1,302,880.00 |
| 2 | \$791,745.00 |
| 3 | \$557,240.00 |
| 4 | \$497,925.00 |
| 5 | \$434,150.00 |
| 6 | \$394,020.00 |
| 7 | \$386,715.00 |
| 8 | \$370,090.00 |
| 9 | \$282,080.00 |
| 10 | \$248,795.00 |

| | |
|---|--------------|
| 11 | \$236,750.00 |
| 12 | \$167,105.00 |
| 13 (Respondents Geovani and Priscila Bento) | 163,845.00 |

D. Material Misrepresentations and Omissions

103. Wings Network sales materials state that Wings Network “has already won the pre-approval of the DSA (Direct Selling Association), the industry watchdog in Network Marketing and Direct Sales.”

104. However, the DSA does not have a “pre-approval process.”

105. The DSA also has no member or pending member under the name of Wings Network or any variation of the Wings Network name as set forth in paragraph 6 in section II above.

106. The Wings Network website generically states that it “never compensates participants, directly or indirectly, merely for introduction or enrollment of other participants into the program.”

107. This statement is directly contradicted by the Quick Start Bonus described in the above chart that specifically awards monetary compensation to participants for enrolling new participants.

108. This statement is further contradicted by Wings Network promoters including Geovani and Priscila Bento emphasizing that the recruitment of new participants Wings Network is the path to great wealth.

109. Wings Network promoters including Geovani and Priscila Bento repeatedly claim that a guaranteed income of \$750.00 per month can be achieved by every Elite package purchaser who sponsors a minimum of two other Elite package purchasers into the Wings Network program.

110. No matter what level the participant joined Wings Network at, he or she is encouraged to "UPGRADE AT ANY TIME" to earn more money.

111. Almost all participants join at the Elite level lured by the promise of passive residual income, but Wings Network promoters apply constant pressure to upgrade beyond the Consultant (Elite package) level by paying in additional sums to advance to higher levels that have higher residual income payouts.

112. In addition, none of the materials, websites or promoters give specific information about the product, including basic information such as the price of the subscription or how royalties are obtained on electronic content that is neither licensed or owned by Wings Network.

113. No financial, accounting or sales product information is made available to participants.

114. Wings Network presentations and websites state that participants may join by purchasing a membership for \$49.00 and earn money on product sales. However, Wings Network marketing materials and promoters state, "\$49 one-time registration, plus the selection of one of three packages, all of which include varying levels of services and compensation plans" indicating that purchase of the membership alone is not an option.

115. Respondents claim that purchase of the membership package entitles the participant to 50% of the profits from the sale of products.

116. Although the \$49.00 membership level looks available on paper it is not offered to any prospective investor. Instead, the \$49.00 membership is described to investors as a one-time fee that attends the purchase of each of the three starter packages.

117. Additionally, the way that promoters present the different package levels demonstrates that purchasing the \$49.00 membership alone is impossible.

118. Also, the Pre-Registration form lists only the Start, Executive, and Elite packages as options and calls the \$49.00 a “one time membership fee” that is to be “added to the package.”
119. Respondents do not encourage the purchase of any package other than the Elite package.
120. Respondents promise in their marketing materials that the Elite package purchaser is to “earn \$750 per month through the first year of activity” by merely adding two participants at the Elite package level to an individual’s team.
121. None of the known Massachusetts investors received \$750.00 in the first month or the first year despite fulfilling the requirement to sponsor two participants at the Elite package level to their team.
122. Massachusetts investors questioned Respondents Geovani and Priscila Bento regarding the \$750.00 per month that they were told was guaranteed income, but received no answers.
123. The Wings Network information that was misrepresented or omitted was material to Wings Network investors because reasonable investors would have wanted to know this information prior to investing.
124. Respondents had a duty to correct any misrepresentations and provide complete and accurate information to investors.
125. Respondents knew or should have known that information provided to investors and prospective investors was incomplete and/or misleading.

E. Unregistered and Non-Exempt Offering

126. Respondents individually and through the Respondent corporations offered and sold securities in the form of packages that included an online subscription service that enables downloads of electronic content. Each package offered promised returns in the form of points that could be redeemed in cash.

127. Investors earn the points/cash by recruiting new members or they can earn points/cash passively through residual income based on the growth of Wings Network and its profits.

128. To earn guaranteed minimum of \$750.00 per month, investors must have purchased the Elite package and signed up two other participants at the Elite level.

129. The packages and points are securities in the form of investment contracts. They represent an investment of money in a common enterprise with the expectation of profits to be derived mainly from the efforts of a third party. The investment is primarily an investment in the efforts of promoters and other participants to constantly expand membership in Wings Network through individual and group marketing campaigns.

130. The Division has no record indicating any registration or exemption from registration filing for Wings Network or any other Respondent.

F. Unregistered and Non-Exempt Sellers

131. Respondents Wings Network, WingsNetwork, Wings Network.com, Wingsnetworkglobal.com; Tropikgadget; Success Wealth101, Inc., and Grupo Internacional are not registered as broker-dealers or investment advisers in the Commonwealth of Massachusetts or with any federal agency.

132. Individual Respondents Tanaka, Aguiar, Geovani Bento and Priscila Bento are not registered as broker-dealers, broker-dealer agents, or investment advisor representatives in the Commonwealth of Massachusetts or with any federal agency.

133. Respondents indirectly and directly received compensation for the solicitation and sale of securities in the Commonwealth.

134. Respondents indirectly and directly received compensation for advising Massachusetts investors on purchases of Wings Network securities.

135. Respondent Priscila Bento appeared before the Enforcement Section pursuant to a subpoena ad testificandum on May 13, 2014. Respondent Priscila Bento invoked her Fifth Amendment rights and rights under Article 12 of the Massachusetts Declaration of Rights with respect to all questions regarding Wings Network, Success Wealth101, Inc., the other named Respondents and related party.

136. Respondent Geovani Bento appeared before the Enforcement Section pursuant to a subpoena ad testificandum on May 14, 2014. Respondent Geovani Bento invoked his Fifth Amendment rights and rights under Article 12 of the Massachusetts Declaration of Rights with respect to all questions regarding Wings Network, Success Welath101, Inc., the other named Respondents and related party.

VIII. VIOLATIONS OF THE MASSACHUSETTS UNIFORM SECURITIES ACT

A. Count 1: Violation of Section 101

1. Section 101 of the Act states that:

It is unlawful for any person, in connection with the offer, sale or purchase of any security, directly or indirectly

- (1) to employ any device, scheme, or artifice to defraud,
- (2) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, or
- (3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

MASS. GEN. LAWS ch. 110A, § 101.

2. The Division herein restates and re-alleges the factual allegations set forth in paragraphs 1 through 136 above.

3. The conduct of Respondents, as described above, constitutes a violation of MASS. GEN. LAWS ch. 110A, § 101.

B. Count 2: Violation of Section 201

4. Section 201(a) of the Act provides, in pertinent part:

(a) It is unlawful for any person to transact business in this commonwealth as a broker-dealer or agent unless he is registered under this chapter.

(c) It is unlawful for any person to transact business in the commonwealth as an investment adviser or as an investment adviser representative unless he is so registered under this chapter.

MASS. GEN. LAWS ch. 110A, § 201(a).

5. The Division herein restates and re-alleges the factual allegations set forth in paragraphs 1 through 136 above.

6. The conduct of Respondents, as described above, constitutes a violation of MASS. GEN. LAWS ch. 110A, § 201(a) and (c).

C. Count 3: Violation of Section 301

7. Section 301 of the Act provides:

It is unlawful for any person to offer or sell any security in the commonwealth unless:--

- (1) the security is registered under this chapter;
- (2) the security or transaction is exempted under section 402; or
- (3) the security is a federal covered security.

MASS. GEN. LAWS ch. 110A, § 301.

8. The Division herein restates and re-alleges the factual allegations set forth in paragraphs 1 through 136 above.

9. The conduct of Respondents, as described above, constitutes a violation of MASS. GEN. LAWS ch. 110A, § 301.

IX. STATUTORY BASIS FOR SECURITIES DIVISION'S ACTION

10. Section 407A of the Act, entitled Violations; Cease and Desist Orders; Costs, provides in pertinent part:

(a) If the secretary determines, after notice and opportunity for hearing, that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of this chapter or any rule or order issued thereunder, he may order such person to cease and desist from such unlawful act or practice and may take such affirmative action, including the imposition of an administrative fine, the issuance of an order for an accounting, disgorgement or rescission or any other such relief as in his judgment may be necessary to carry out the purposes of [the Act].

MASS. GEN. LAWS ch. 110A, § 407A(a).

11. The Division herein restates and re-alleges the facts and allegations set forth in paragraphs 1 through 136 above.

12. Respondents directly and indirectly engaged in the acts, practices and courses of business as set forth above in this Complaint and it is the Division's belief that Respondents will continue to engage in the acts and practices similar in subject and purpose which constitute violations if not ordered to cease and desist.

X. PUBLIC INTEREST

For any and all of the reasons set forth above, the following relief is necessary and appropriate in the public interest and for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Massachusetts Uniform Securities Act.

XI. RELIEF REQUESTED

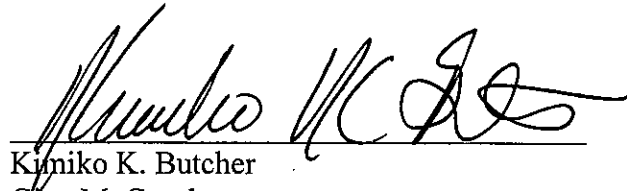
WHEREFORE, the Enforcement Section of the Division requests that the Director or Hearing Officer take the following actions:

A. Find as fact all the facts and allegations set forth in paragraphs 1 through 133, inclusive of the Complaint;

- B. Find that all sanctions and remedies detailed herein are in the public interest and necessary for the protection of Massachusetts investors;
- C. Order Respondents to permanently cease and desist from acting as unregistered broker-dealers, broker-dealer agents, and/or investment advisers and investment adviser representatives;
- D. Order Respondents to permanently cease and desist from effectuating the offer and sale of unregistered securities in the Commonwealth;
- E. Order Respondents to permanently cease and desist from fraudulent activity in the Commonwealth;
- F. Order Respondents to provide an accounting of all proceeds that were received as a result of the alleged wrongdoing and offer remuneration to fairly compensate all investors who suffered losses attributable to the alleged wrongdoing;
- G. Order Respondents to disgorge all proceeds and other direct or indirect remuneration received as a result of alleged wrongdoing;
- H. Order Respondents to offer remuneration to fairly compensate all investors who suffered losses attributable to the alleged wrongdoing;
- I. Impose an administrative fine on Respondents in an amount and upon such terms and conditions as the Director or Hearing Officer may determine; and
- J. Take such further action against Respondents as may be deemed just and appropriate for the protection of investors.

**MASSACHUSETTS SECURITIES DIVISION
ENFORCEMENT SECTION**

By its attorneys,

A handwritten signature in black ink, appearing to read "Kimiko K. Butcher", is written over a horizontal line.

Kimiko K. Butcher

Gina M. Gombar

Timothy O'Hara

Enforcement Section

Massachusetts Securities Division

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Dated: May 15, 2014