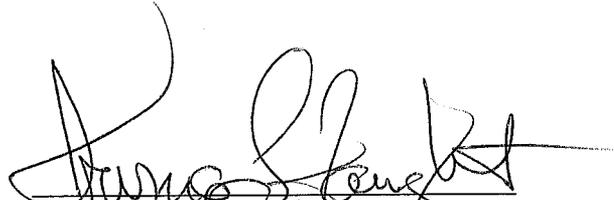


FURTHER AFFIANT SAYETH NOT.

Dated this 31st day of October, 2006.

(SEAL)



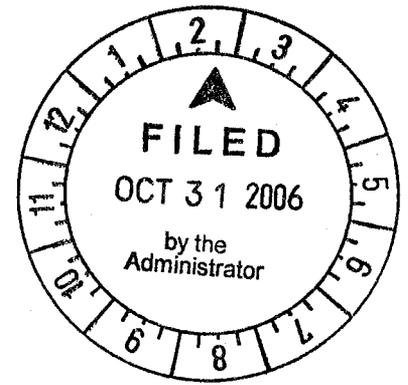
Irving L. Faught, Administrator

Subscribed and sworn to before me this 31st day of October, 2006.


BRENDALONDON
Notary Public
State of Oklahoma
Commission # 05009046 Expires 09/28/09


Brenda London
Notary Public

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Mood Beverage Corporation, and
Brion Ware a/k/a Brian Ware,

Respondents.

ODS File No. 06-078

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 813 of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), the Administrator (Administrator) of the Oklahoma Department of Securities authorized an investigation into the activities of Mood Beverage Corporation and Brion Ware a/k/a Brian Ware (Respondents), in connection with the offer, sale, and/or purchase of business opportunities in and/or from the state of Oklahoma.
2. On the 31st day of October, 2006, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.
3. Pursuant to Section 814.B of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing to show why an order based on the Recommendation should not be issued (Notice).
4. Pursuant to Section 814.B of the Act, the request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of this Notice. Failure to request a hearing within this time shall result in the issuance of an order against Respondents to cease and desist from the offer and sale of business opportunities in violation of Sections 806 and 808 of the Act and imposing a civil penalty of Five Thousand Dollars (\$5,000.00) on each Respondent.
5. A request for hearing shall be in writing and Respondents shall specifically admit or deny each allegation made in the Recommendation as required by 660:2-9-2(a) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).
6. Upon receipt of a written request pursuant to 660:2-9-2(a) of the Rules, a hearing on this Notice shall be set to commence within ninety (90) days or a written order denying hearing shall be issued.

7. Notice of the date, time, and location of the hearing shall be given to Respondents not less than forty-five (45) days in advance thereof pursuant to 660:2-9-2(c) of the Rules.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 31st day of October, 2006.

(SEAL)



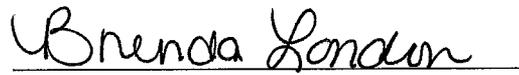
IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 31st day of October, 2006, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

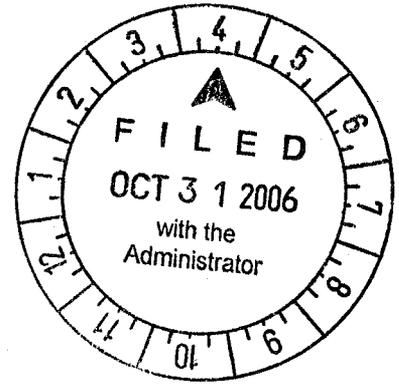
Mood Beverage Corporation
503 8th Avenue North
Myrtle Beach, SC 29577

Brion Ware a/k/a Brian Ware
503 8th Avenue North
Myrtle Beach, SC 29577



Brenda London
Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Mood Beverage Corporation, and
Brion Ware a/k/a Brian Ware,

Respondents.

ODS File No. 06-078

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), an investigation was conducted into the activities of Mood Beverage Corporation and Brion Ware a/k/a Brian Ware (collectively "Respondents"), in connection with the offer and/or sale of business opportunities in and/or from the state of Oklahoma. Based thereon, the following Findings of Fact, Authorities and Conclusions of Law are submitted to the Administrator, or his designee, in support of the issuance of an order to cease and desist against Respondents.

Findings of Fact

1. Mood Beverage Corporation ("MBC") is a Wyoming corporation that was, at all times relevant hereto, doing business in the state of Oklahoma.
2. Brion Ware a/k/a Brian Ware was, at all times relevant hereto, an agent for MBC.
3. Beginning in at least March, 2005, Respondents offered and sold distributorship agreements ("Agreements") to the public ("Purchasers") in and/or from the state of Oklahoma that provided the Purchasers with the right to market drink products. Respondents represented that they would assist the Purchasers in finding outlets for the MBC products. Respondents also represented that they would provide initial and ongoing sales training regarding the distributorship operation, provide and circulate advertising materials to major and chain stores, and provide for any support the Purchasers needed.
4. The Agreements are not registered under the Act.
5. Respondents did not deliver to Purchasers a written disclosure document containing the information required by Section 808 of the Act.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

1. Section 802 of the Act provides in pertinent part:

* * *

3.a. "Business opportunity" means a contract or agreement, between a seller and purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any products, equipment, supplies or services enabling the purchaser to start a business and the seller represents directly or indirectly, orally or in writing, that:

* * *

(2) The seller or a person recommended by the seller will provide or assist the purchaser in finding outlets or accounts for the purchaser's products or services;

* * *

(6) The seller will provide a marketing plan.

* * *

6. "Marketing plan" means advice or training, provided to the purchaser by the seller or a person recommended by the seller, pertaining to the sale of any products, equipment, supplies or services and the advice or training includes, but is not limited to, preparing or providing:

a. Promotional literature, brochures, pamphlets or advertising materials;

b. Training regarding the promotion, operation or management of the business opportunity; or

c. Operational, managerial, technical or financial guidelines or assistance.

7. "Offer" or "offer to sell" includes every attempt to dispose of a business opportunity for value or solicitation of an offer to purchase a business opportunity.

* * *

11. "Sale" or "sell" includes every contract or agreement of sale, contract to sell, disposition of a business opportunity or interest in a business opportunity for value.

2. Section 806 of the Act provides:

It is unlawful for any person to offer or sell any business opportunity, as defined in Section 802 of this title, in this state unless the business opportunity is registered under the provisions of the Oklahoma Business Opportunity Sales Act or is exempt under Section 803 of this title.

3. Section 807 of the Act provides in part:

A. In order to register a business opportunity, the seller shall file with the Administrator one of the following disclosure documents with the appropriate cover sheet as required by Section 808 of this title, a consent to service of process as specified in subsection B of this section, the appropriate fee set forth in Section 829 of this title, and any other information determined by the Administrator to be necessary:

1. A Uniform Franchise Offering Circular prepared in accordance with the guidelines adopted by the North American Securities Administrators Association, Inc. The Administrator may by rule adopt any amendment to the Uniform Franchise Offering Circular that has been adopted by the North American Securities Administrators Association, Inc.;

2. A disclosure document prepared pursuant to the Federal Trade Commission rule entitled Disclosure Requirements and Prohibitions Concerning Franchising and Business Opportunity Ventures; 16 C.F.R. Section 436. The Administrator may by rule adopt any amendment to the disclosure document prepared pursuant to 16 C.F.R. Section 436 that has been adopted by the Federal Trade Commission; or

3. A disclosure document prepared pursuant to Section 808 of this title.

4. Section 808 of the Act provides in part:

A. It shall be unlawful for any person to offer or sell any business opportunity required to be registered pursuant to the Oklahoma Business Opportunity Sales Act unless a written disclosure document as filed pursuant to Section 807 of this title is delivered to each purchaser at least ten (10) business days prior to the execution by a purchaser of any contract or agreement imposing a binding legal obligation on the purchaser or the payment by a purchaser of any consideration in connection with the offer or sale of the business opportunity.

5. Section 814 of the Act provides in pertinent part:
- A. Whenever it appears to the Administrator that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, the Administrator may:
1. Issue an order directing each person to cease and desist from continuing the act or practice and/or issue an order imposing a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or transaction or of Fifty Thousand Dollars (\$50,000.00) for multiple violations or transactions in a single proceeding or a series of related proceedings[.]

Conclusions of Law

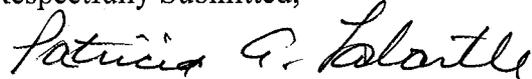
1. The Agreements are business opportunities as defined by Section 802 of the Act.
2. Respondents offered and sold business opportunities in and/or from the state of Oklahoma.
3. Respondents engaged in the offer and sale of the business opportunities without registration of the business opportunities under the Act, in violation of Section 806 of the Act.
4. Respondents failed to provide Purchasers with the disclosure document required by Section 808 of the Act.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

WHEREFORE, it is recommended that the Administrator issue an order against Respondents to cease and desist the offer and sale of business opportunities in and/or from this state and impose a civil penalty against each Respondent in the sum of Five Thousand Dollars (\$5,000.00).

Dated this 31st day of October, 2006.

Respectfully Submitted,



Patricia A. Labarthe
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700