

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of

PETITION FOR ORDER

ENVIT CAPITAL, LLC, a/k/a
ENVIT CAPITAL GROUP, INC., f/k/a
FORTEL, INC., d/b/a ENVIT CAPITAL
HOLDINGS, INC., EDWARD M. LABORIO,
and MASTER S. MAYS,

File No. S – 222297 (EX)

Respondents.

The staff of the Bureau of Enforcement of the Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an investigation in this matter pursuant to § 551.602, Wis. Stats., and as a result thereof alleges as follows:

1. Envit Capital, LLC, also known as Envit Capital Group, Inc. (“Envit”), formerly known as Fortel, Inc. (CIK #731647), is a Delaware corporation with last known business addresses of 2234 N. Federal Highway, Suite 315, Boca Raton, FL 33431 and 58 Batterymarch Street, Suite 300, Boston, MA 02110.
2. Envit Capital Holdings, Inc., is described in offering memoranda as a Delaware corporation that is allegedly the parent company of its subsidiary, Envit. However, a search of the Delaware Division of Corporations website identified no corporation registered by that name.
3. Edward Michael Laborio (“Laborio”) (CRD # 4536056) is an individual born in April 1979, who at all times material hereto has been an owner, officer, or controlling person of Envit with a last known business address of 2234 N. Federal Highway, Suite 315, Boca Raton, FL 33431 and a last known home address of 20 Glenham Road, Cranston, RI 02921.
4. Master S. Mays (“Mays”) (CRD # 5223323) is an individual born in October 1979, who at all times material hereto has been an agent of Envit with a last known business address of 2234 N. Federal Highway, Suite 315, Boca Raton, FL 33431 and a last known home address of 732 NW 47th Street, Pompano Beach, FL 33064.
5. Records obtained from the Securities and Exchange Commission (“SEC”) website reveal that on May 12, 2009, the SEC filed an Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934. The order declared that in 2008, Fortel, Inc., changed its corporate address from California to Delaware by merging into a Delaware corporation of the same name (Fortel, Inc.). Shortly after the merger, Fortel, Inc., changed its name in the Delaware Secretary of State’s records to Envit. Throughout its existence, Fortel, Inc., was delinquent in its periodic filings with the SEC, and had not filed any periodic reports since filing the Form 10-Q for the period ended June 30, 2002. In fact, on June 27, 2008, Envit filed a form with the SEC in an attempt to deregister its securities; however, the form did not become effective. Due to its years of non-compliance with set guidelines, the SEC ordered Envit to cease trading its securities for the period from May 12, 2009 through May 26, 2009. Furthermore, on August 13, 2009, the SEC filed its initial decision which revoked the registration of Envit’s registered securities.

6. During July and August of 2009, Mays, on behalf of Laborio and Envit, offered and sold the alleged stock of Envit Capital Holdings, Inc. to at least one person in Wisconsin.
7. According to information provided by the Wisconsin investor, the investor invested an aggregate of \$3,000 in what was allegedly Class A Common Stock in Envit Capital Holdings, Inc. after receiving an unsolicited telephone call from Mays, and did so by following Envit's written instructions provided to that investor via Fed Ex overnight delivery.
8. According to the offering materials received by the Wisconsin investor, the common stock shares had not been registered under the 1933 Act or under the securities laws of any State or other jurisdiction and were only being offered to Accredited Investors.
9. Upon information and belief, the Wisconsin investor is not an Accredited Investor under the terms defined in Rule 501(a) of Regulation D of the Securities Act of 1933.
10. According to the offering materials, Envit Capital Holdings, Inc. alleges that it has negotiated the purchase of Rib World and as a direct result of the offering will allow Envit Capital Holdings, Inc. to assume 100% ownership in Rib World, which is located in Ireland, by using the capital of the offering to make the acquisition. It also intends on purchasing two other Rib Companies located in Denmark; the rib producing section of Jenson Foods and another Scandinavian company named Suhl. In addition, any other proceeds of the offer will be used to fund Envit Capital Holdings, Inc.'s existing business operations, along with acquiring other revenue generating entities in order to provide an increase in growth to the profit of the company.
11. Envit Capital Holdings, Inc.'s stock was not registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats., at the time of the offer to the Wisconsin investor.
12. Each Respondent has violated § 551.301, Wis. Stats., by offering unregistered securities in Wisconsin.
13. In connection with the offer of the securities to the Wisconsin investor described above, Mays transacted business in Wisconsin as an "agent" for Envit, as that term is defined by § 551.102(2), Wis. Stats.
14. Mays was not licensed as a securities agent pursuant to Ch. 551, Wis. Stats., during the offer and sale of stock to the Wisconsin investor.
15. Mays has violated § 551.402(1), Wis. Stats., by transacting business in Wisconsin as a securities agent without a license.
16. Laborio and Envit have violated § 551.402(4), Wis. Stats., by employing an unlicensed agent to represent them in the offer and sale of securities to a Wisconsin investor.
17. All respondents failed to disclose to the Wisconsin investor that Envit had merged with a corporation that had previously filed for bankruptcy in the U.S. Bankruptcy Court for the Northern District of California.
18. All respondents failed to disclose to the Wisconsin investor that Envit Capital Holdings, Inc., is not currently, nor has it ever been registered as a corporation in the State of Delaware.

19. All respondents failed to disclose to the Wisconsin investor the pending SEC Administrative Proceeding to revoke Envit's registration.
20. All respondents failed to disclose to the Wisconsin investor that the SEC issued an Order of Suspension of Trading to Envit on May 12, 2009, in which the company was prohibited from trading its securities for the period from May 12, 2009 through May 26, 2009.
21. The conduct of all respondents alleged in ¶¶ 17-20 constitutes a violation of § 551.501(2), Wis. Stats., by omitting 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, in connection with the offer and sale of securities to persons in Wisconsin.
22. The SEC issued a final order revoking the securities registration of Envit on September 11, 2009.
23. Staff of the Division requested specific information and documents from respondents concerning the securities-related transactions of persons in Wisconsin, but to date have received no response.

Therefore, the staff of the Bureau of Enforcement petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Dated this 2nd day of July, 2012.



Chad MacHolz
Examiner
Bureau of Enforcement



Leslie M. Van Buskirk
Attorney Supervisor
Bureau of Enforcement