


CLERK OF THE COURT

AVIVA Y. GORDON, ESQ.
Ellis & Gordon
Nevada Bar No. 5333
510 South Ninth Street
Las Vegas, NV 89101
Phone: (702) 385-3727
Attorneys for plaintiff

**DISTRICT COURT
CLARK COUNTY, NEVADA**

ZENITH GLOBAL ENTERPRISES)
LIMITED, a foreign corporation,)

Plaintiff,)

-vs-)

DAVI SKIN, INC., a Nevada corporation,)
and JAN WALLACE,)

Defendants.)

Case No. A - 1 0 - 6 1 2 5 7 1 - B

Dept. No. XXV

BUSINESS COURT REQUESTED
Exempt From Arbitration
(Injunctive Relief Sought)

COMPLAINT

COMES NOW the plaintiff, ZENITH GLOBAL ENTERPRISES LIMITED, a
foreign corporation (hereinafter "plaintiff" or "Zenith") and as and for its complaint
against the defendants, and each of them, alleges as follows:

GENERAL ALLEGATIONS

1. The plaintiff is a stockholder of DAVI SKIN, INC. (hereinafter "Davi" or
"defendant corporation") being the owner and holder of two hundred fifty thousand
(250,000) shares of Series A Preferred Stock, one hundred ninety nine thousand
(199,000) of which are currently being converted to nineteen million nine hundred

1
2 thousand (19,900,000) shares of common stock of the defendant corporation. Upon the
3 conversion, the plaintiff will own more than ten percent (10%) of the shares of the
4 defendant corporation.

5
6 2. The defendant corporation was organized under and by virtue of the laws
7 of the State of Nevada, with its registered office in Clark County, Nevada. Currently, the
8 Nevada Secretary of State has revoked the defendant corporation's charter.

9
10 3. The defendant corporation is authorized to issue ninety million
11 (90,000,000) shares of common stock and ten million (10,000,000) shares of preferred
12 stock, of which according to the last Form 10-Q filed with the Securities and Exchange
13 Commission on August 19, 2008, fifty one million four hundred seventy three thousand
14 six hundred sixty eight (51,473,668) of common shares have been issued, and two
15 hundred fifty thousand (250,000) shares of preferred stock have been issued, all of which
16 are owned by the plaintiff.

17
18 4. The defendant corporation is a public company with over five hundred
19 sixty (560) stockholders. Defendant corporation's common stock is listed for trading on
20 the Pink Sheets LLC trading platform under the trading symbol "DAVN."

21
22 5. The defendant JAN WALLACE (hereinafter "Wallace") is, and at all
23 times relevant hereto was, a director, president and general manager of the defendant
24 corporation.

25
26 6. Under NRS 78.150 each Nevada corporation is required to file with the
27 Nevada Secretary of State an annual list of officers and directors, listing, among other
28 things, the names and addresses of all officers and directors of the corporation. Wallace
has not caused an annual list of officers and directors to be filed with the State for the last

1
2 two years. Currently, the Nevada Secretary of State has revoked the defendant
3 corporation's charter.

4 7. Pursuant to NRS 78.175 the defendant corporation's right to transact
5 business has been forfeited. The failure of Wallace to cause the filing of the annual list
6 of officers and directors, and in allowing the defendant corporation's charter to be
7 revoked, has deprived the plaintiff, and all other shareholders, of information about the
8 defendant corporation.
9

10 8. Pursuant to NRS 78.330, the defendant corporation is required to elect
11 directors annually at an annual meeting of the stockholders. On information and belief,
12 the last meeting of the stockholders to elect directors occurred in June 2007. The failure
13 of the defendant corporation to hold stockholders' meetings has disenfranchised the
14 stockholders, including the plaintiff.
15

16 9. As a public company, the defendant corporation is required to file periodic
17 reports with the Securities and Exchange Commission ("SEC"), including, but not
18 necessarily limited to, an annual Form 10-K, a quarterly Form 10-Q and upon the
19 occurrence of certain events a Form 8-K. According to the SEC's website the defendant
20 corporation last filed a Form 10-Q on August 19, 2008. It did not file a Form 10-Q for the
21 third quarter of 2008, or for any quarter in 2009. The defendant corporation did not file
22 its 2008 annual report on Form 10-K that was due no later than March 31, 2009. The
23 defendant corporation has not conducted a shareholders' meeting in more than thirty
24 months. Finally, the defendant corporation has not filed any current reports on Form 8-K
25 since August 19, 2008, although certain events have occurred that would require the
26 filing of such a report. As such, the defendant corporation is in violation of the Securities
27
28

1
2 Exchange Act of 1934, as amended. As a result of defendant corporation's failure to file
3 the periodic reports required to be filed under the Securities Exchange Act of 1934, as
4 amended, the defendant corporation's stock has been delisted from Nasdaq's OTC
5 Bulletin Board and is now quoted on the Pink Sheets trading platform.
6

7 10. As a result of the violation of the Securities Exchange Act of 1934, as
8 amended, the stockholders, including the plaintiff, have no current information regarding
9 the defendant corporation's location, financial condition, its results of operations, its
10 management, its assets, any litigation, or regarding the transactions between the
11 defendant corporation and management, including Wallace.

12 11. In particular, according to the defendant corporation's last Form 10-Q, the
13 business office is listed at 11990 San Vicente Blvd., Suite 300, Los Angeles, CA 90049.
14 Its prior business office was located at 4223 Glencoe Avenue, Suite B130, Marina Del
15 Rey, California 90292 (which is the address listed on the SEC's website and in the last
16 filing of the list of officers and directors with the Nevada Secretary of State). However,
17 the plaintiff is informed and believes, and thereupon alleges, that the defendant
18 corporation is not located at either address.
19

20 12. The plaintiff is also informed and believes, and thereupon alleges, that the
21 defendant corporation is insolvent. Based upon the last Form 10-Q filed by Davi with the
22 SEC, the defendant corporation had total assets of \$618,000 and total liabilities of
23 \$1,186,000. In addition, in the last Form 10-Q it was disclosed that the financial
24 statements of Davi contained a "going concern" qualification, in which Davi disclosed
25 that "The Company has incurred net losses of \$1,131,014 for the six month period ending
26 June 30, 2008, and has incurred cumulative net losses of \$13,200,299 since its inception
27
28

1
2 and will require additional capital for its operational activities" and that "factors raise
3 substantial doubt about the Company's ability to continue as a going concern."

4
5 13. Since the filing of the last Form 10-Q on August 19, 2008, the plaintiff is
6 informed and believes, and thereupon alleges, that Wallace has caused the defendant
7 corporation to improperly issue a large number of additional shares of common stock to
8 Wallace and others.

9 **FIRST CLAIM FOR RELIEF**

10 14. The plaintiff incorporates herein by this reference as though fully set forth
11 herein, paragraphs 1-13 above.

12
13 15. NRS 78.630 provides, inter alia, that whenever any corporation becomes
14 insolvent or suspends its ordinary business for want of money to carry on the business, or
15 if its business has been and is being conducted at a great loss and greatly prejudicial to
16 the interest of its stockholders, any stockholder owning 10 percent of the outstanding
17 stock entitled to vote, may, by petition setting forth facts and circumstances of the case,
18 apply to the district court for a writ of injunction and the appointment of a receiver.

19
20 16. If the defendant corporation's assets are not taken into judicial custody
21 inequitable transfers will continue to be made as against the plaintiff and the other
22 stockholders of the defendant corporation.

23 17. As the plaintiff has no adequate remedy at law and by reason of the
24 negligent, intentional and wrongful acts of the defendants as detailed hereinabove the
25 plaintiff will suffer irreparable harm, the plaintiff requests that this court issue an
26 injunction to restrain the defendant corporation and its officers and directors from
27 exercising any of its privileges or franchises and from collecting and receiving any debts
28

or paying out, selling, assigning or transferring any of its estate, money, lands, tenements or effects, except to a receiver appointed by the court with the full power and authority granted under NRS 78.635, until the court otherwise orders.

18. It has been necessary for plaintiff to retain the services of Ellis & Gordon in order to prosecute this action, and it is entitled to its reasonable attorney's fees in connection therewith.

SECOND CLAIM FOR RELIEF

19. The plaintiff incorporates herein by this reference as though fully set forth herein, paragraphs 1-18 above.

20. NRS 78.650 provides that holders or any holder of one-tenth of the issued and outstanding stock may apply to the district court for an order appointing a receiver, and by injunction restrain the corporation from exercising any of its powers or doing business whatsoever, except by and through a receiver appointed by the court whenever, inter alia, any of the following has occurred:

(a) The corporation has willfully violated its charter;

(b) Its trustees or directors have been guilty of fraud or collusion or gross mismanagement in the conduct or control of its affairs;

(c) The trustees or directors have been guilty of misfeasance, malfeasance or nonfeasance;

(d) The corporation is unable to conduct the business or conserve its assets by reason of the act, neglect or refusal to function of any of the directors or trustees; or

1
2 (e) The assets of the corporation are in danger of waste, sacrifice or loss
3 through attachment, foreclosure, litigation or otherwise
4

5 21. As set forth in detail hereinabove, the defendant corporation through the
6 actions and inactions of the director Wallace, has willfully violated its charter and is
7 unable to conduct the business or conserve its assets by reason of the acts, neglect or
8 refusal to function of the director, and Wallace has been guilty of fraud, collusion and
9 gross mismanagement in the conduct or control of its affairs and has been guilty of
10 misfeasance, malfeasance or nonfeasance.

11 22. As the plaintiff has no adequate remedy at law and by reason of the
12 negligent, intentional and wrongful acts of the defendants as detailed hereinabove will
13 suffer irreparable harm, the plaintiff requests that this court issue an injunction to restrain
14 the defendant corporation and its officers and directors from exercising any of its
15 privileges or franchises and from collecting and receiving any debts or paying out,
16 selling, assigning or transferring any of its estate, money, lands, tenements or effects,
17 except to a receiver appointed by the court with the full power and authority granted
18 under NRS 78.635, until the court otherwise orders.
19

20 23. Pursuant to NRS 78.650, subsection 2, this application for the appointment
21 of a receiver is without applying for the dissolution of the corporation, but rather for the
22 receiver, pursuant to the powers granted under NRS 78.635, to reinstate the corporate
23 charter for the defendant corporation with the State of Nevada, file all necessary reports
24 with the SEC and do all things necessary to comply with the Securities Exchange Act of
25 1934, as amended, hold a meeting of stockholders to elect a board of directors, prepare a
26
27
28

1
2 full accounting of the affairs of the defendant corporation and thereafter return the
3 defendant corporation to proper corporate governance.

4 24. It has been necessary for plaintiff to retain the services of Ellis & Gordon
5 in order to prosecute this action, and it is entitled to its reasonable attorney's fees in
6 connection therewith.
7

8 **THIRD CLAIM FOR RELIEF**

9 25. The plaintiff incorporates herein by this reference as though fully set forth
10 herein, paragraphs 1-24 above.
11

12 26. The plaintiff is unable to obtain any relief from the director Wallace, and
13 if demand were made upon her to bring this suit, it would be in effect asking her to bring
14 suit against herself, as the actions taken by her, as set forth hereinabove, were for her
15 personal advantage, and the plaintiff has no adequate remedy at law.
16

17 27. This action is brought by the plaintiff not only on its behalf but on behalf
18 of all stockholders of the defendant corporation who may care to come in and take
19 advantage of this suit and also on behalf of the defendant corporation itself.

20 28. As the plaintiff has no adequate remedy at law and by reason of the
21 negligent, intentional and wrongful acts of the defendants as detailed hereinabove will
22 suffer irreparable harm, the plaintiff requests that this court issue an injunction to restrain
23 the defendant corporation and its officers and directors from exercising any of its
24 privileges or franchises and from collecting and receiving any debts or paying out,
25 selling, assigning or transferring any of its estate, money, lands, tenements or effects,
26 except to a receiver appointed by the court with the full power and authority granted
27 under NRS 78.635, until the court otherwise orders.
28

1
2 29. It has been necessary for plaintiff to retain the services of Ellis & Gordon
3 in order to prosecute this action, and it is entitled to its reasonable attorney's fees in
4 connection therewith.
5

6 **FOURTH CLAIM FOR RELIEF**

7 30. The plaintiff incorporates herein by this reference as though fully set forth
8 herein, paragraphs 1-29 above.

9 31. The defendant Wallace owes the plaintiff a fiduciary duty as director of
10 the defendant corporation.

11 32. Defendant Wallace breached her fiduciary duty to plaintiff all as more
12 specifically set forth in detail hereinabove.

13 33. Defendant Wallace breached her fiduciary duty to plaintiff by failing to
14 account to plaintiff with respect to its interest in the defendant corporation.
15

16 34. The defendant Wallace breached her fiduciary duty to plaintiff, and thus it
17 has been damaged in an amount in excess of \$10,000.

18 35. It has been necessary for plaintiff to retain the services of Ellis & Gordon
19 in order to prosecute this action, and it is entitled to its reasonable attorney's fees in
20 connection therewith.
21

22 **FIFTH CLAIM FOR RELIEF**

23 36. The plaintiff incorporates herein by this reference as though fully set forth
24 herein, paragraphs 1-35 above.

25 37. As a shareholder of the defendant corporation, plaintiff is entitled to an
26 accounting, and hereby demands the same.
27
28

1
2 38. It has been necessary for plaintiff to retain the services of Ellis & Gordon
3 in order to prosecute this action, and it is entitled to its reasonable attorney's fees in
4 connection therewith.
5

6 **Wherefore plaintiff prays for judgment as follows:**

7 1. For a mandatory preliminary injunction and permanent injunction
8 restraining and enjoining the defendant corporation and its officers and directors from
9 exercising any of its privileges or franchises and from collecting and receiving any debts
10 or paying out, selling, assigning or transferring any of its estate, money, lands, tenements
11 or effects, except to a receiver appointed by the court with the full power and authority
12 granted under NRS 78.635, until the court otherwise orders;
13

14 2. For the appointment of a receiver for the defendant corporation pursuant
15 to the powers granted under NRS 78.635;

16 3. For an award of damages against the defendant Wallace in favor of the
17 plaintiff for an amount in excess of \$10,000;

18 4. For a full accounting of the operations and profits of the defendant
19 corporation from 2007, through the present;
20

21 5. For a reasonable sum as and for attorney's fees;

22 6. For costs of suit incurred herein;
23

24 ////

25 ////

26 ////

27 ////

28 ////

1
2
3
4 7. For such other and further relief as to this court seems just and proper in the
5 premises.

6 DATED this 24th day of March, 2010.

7
8 ELLIS & GORDON

9
10 By: /s/ Aviva Y. Gordon
11 AVIVA Y. GORDON, ESQ.
12 Nevada Bar No. 5333
13 510 South Ninth Street
14 Las Vegas, NV 89101
15 Attorneys for plaintiff
16
17
18
19
20
21
22
23
24
25
26
27
28