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COMES NOW, Plaintiffs, TED R. BURKE, MICHAEL R. and LAURETTA L. KEHOE, JOHN BERTOLDO, PAUL BARNARD, EDDY KRAVETZ, STEVE FRANKS, PAULA MARIA BARNARD, LEON GOLDEN, C.A. MURFF, GERDA FERN BILLBE, BOB and ROBYN TRESKA,; MICHAEL RANDOLPH, and FREDERICK WILLIS (collectively hereinafter referred to as the "Plaintiffs"), who bring this group action against Defendants, LARRY H. HAHN, in his individual capacity and as President and Treasurer of Kokoweef, Inc., and former President and Treasurer of Explorations Incorporated of Nevada,; HAHN'S WORLD OF SURPLUS, INC., a Nevada corporation; PATRICK C. CLARY, an individual; and DOES 1 thought 100, inclusive (hereinafter collectively referred to as "Defendants"), and allege, based upon information and belief, except as otherwise stated, as follows:

NATURE OF THE ACTION AND FACTUAL ALLEGATIONS

1. This lawsuit involves a scheme among the Defendants through which Plaintiffs were fraudulently induced into purchasing shares of corporate stock in a gold mine investment managed by Defendant, LARRY L. HAHN. The mine is located approximately eleven miles south of state line in San Bernardino County, California. Over the past twenty-five (25) years, Defendant, LARRY L. HAHN (hereinafter "HAHN") has solicited and sold investments in this gold mine to over twelve hundred (1,200) investors throughout the country.

2. EXPLORATIONS INCORPORATED OF NEVADA (hereinafter "EIN") was incorporated on October 24, 1984, for the purpose of exploration and continuing the search for gold in underground caverns. During EIN's corporate existence, Defendant, LARRY L. HAHN, issued an undetermined number of shares to literally hundreds of investors in the gold mine for a sale price of \$6 per share. The issuance of these shares of stock in EIN violated both federal and state securities laws as more fully alleged herein.

3. Defendant, PATRICK C. CLARY, ESQ., was the corporate counsel to EIN, and at all times relevant herein, was and is the corporate counsel to KOKOWEEF, INC. (hereinafter referred to as "KOKOWEEF"). On or about November 10, 2005, EIN entered into an "Agreement and Plan of Reorganization" with KOKOWEEF, whereby EIN agreed to sell and assign to KOKOWEEF all of EIN's assets and KOKOWEEF agreed to assume all of the

1 liabilities of EIN, "excepting liability to the Old Company's [EIN] stockholders", in exchange for
2 voting shares of KOKOWEEF's common stock. KOKOWEEF was incorporated by Defendant
3 HAHN on or about May 25, 2004. Defendant CLARY acted as both corporate counsel for EIN
4 and the surviving corporation, KOKOWEEF.

5 4. On or about October 12, 2006, Defendant CLARY sent a written notice to the
6 stockholders of EIN informing them that he was corporate counsel to both EIN and
7 KOKOWEEF and that on November 10, 2005, EIN and KOKOWEEF entered into a "Agreement
8 and Plan of Reorganization", whereby EIN agreed to sell and assign to KOKOWEEF all of EIN's
9 assets in exchange for the voting shares of KOKOWEEF's common stock. Defendant CLARY's
10 letter instructed each stockholder of EIN to return his or her stock certificates to KOKOWEEF in
11 exchange for a new KOKOWEEF stock certificate.

12 5. Plaintiffs are informed and believe, and thereon allege, that Defendants failed to
13 keep records of the identities of the approximately 1,200 investors in EIN and KOKOWEEF, the
14 amount of consideration paid by each investor for their stock, and the number of shares issued by
15 Defendants to each investor. Further, Plaintiffs are informed and believe, and thereon allege, that
16 Defendants failed to maintain financial statements and follow generally accepted accounting
17 principals for both EIN and KOKOWEEF.

18 6. Plaintiffs are further informed and believe, and thereon allege, that the "Plan of
19 Reorganization" between EIN and KOKOWEEF was a scheme concocted by Defendants HAHN
20 and CLARY to conceal from the stockholders the Defendants' sale of unregistered and non-
21 exempt securities in violation of NRS 90.460.

22 7. Plaintiffs are informed and believe, and thereon allege, that over the past twenty-
23 five (25) years, Defendants, HAHN and DOES 1 through 50, inclusive, solicited the sale of
24 securities in EIN and KOKOWEEF as part of a scheme to defraud Plaintiffs and other investors,
25 whereby Defendants used the sale of unregistered securities to finance the construction of a
26 private compound used solely for the personal use of Defendants at the mine location. Plaintiffs
27 are further informed and believe that in furtherance of this scheme to defraud the Plaintiffs and
28 other investors, Defendants, HAHN and DOES 1 through 50, inclusive, prohibited any

1 unannounced visits to the mine site and would only allow access to the mine and the Defendants'
2 private compound on special occasions, when Defendants would give a tour of the mine, mining
3 equipment and promote the progress of the mining operation, although in fact no serious mining
4 operations were regularly conducted by the Defendants. Plaintiffs are informed and believe, and
5 thereon alleged, that Defendants HAHN and DOES 1 through 50, inclusive, used the proceeds of
6 the sale of unregistered securities to finance their own lifestyle, construction of their compound
7 and living expenses and not in furtherance of a commercial mining operation as represented by
8 the Defendants to the Plaintiffs.

9 8. On or about September 16, 2006, an assayer retained by EIN presented Defendant
10 HAHN with an analytical report, which indicated the presence of gold and silver and other
11 valuable mineral at depth in the mine.

12 9. In the Spring of 2007, the President of Mayan Gold, Inc. met with HAHN and
13 Plaintiff BURKE regarding a proposal of Four Million Dollars (\$4,000,000) in investment capital
14 to recover gold, silver and other valuable minerals in the mine in a joint venture with
15 KOKOWEEF. At this meeting, the President of Mayan Gold, Inc. made a standard request to
16 review the books and financial records of KOKOWEEF as part of his due dilligence
17 investigation. In response to this request, Defendant HAHN abruptly terminated the meeting and
18 rejected Mayan Gold's \$4 million investment offer.

19 10. On or about June of 2007, Plaintiff BURKE and several other shareholders
20 discovered the existence of the Bylaws of KOKOWEEF, and upon reviewing those Bylaws, had
21 reason to suspect that KOKOWEEF's business practices were in conflict with the Bylaws.
22 Plaintiff BURKE asked Defendant HAHN whether or not an annual audit of KOKOWEEF's
23 financial records had ever been performed. Defendant HAHN informed BURKE that no such
24 audit have ever been performed and refused to make KOKOWEEF's books and financial records
25 available to BURKE, despite the fact that BURKE was a Director and Secretary of
26 KOKOWEEF.

27 11. BURKE then informed HAHN that he was going to request a board meeting to
28 address his concerns and to request a formal audit be conducted of KOKOWEEF's books.

1 BURKE also discussed his request for an audit with Defendant CLARY, who informed BURKE
2 that the board meeting could be held on August 28, 2007, at CLARY's office.

3 12. Upon learning that BURKE had requested a meeting of the board of directors of
4 KOKOWEEF to be scheduled on August 28, 2007, HAHN then noticed a "Special Meeting" of
5 all shareholders to be held on the same date to vote on new Board members. Defendant HAHN
6 failed to give proper notice of the "Special Meeting" pursuant to the Bylaws. HAHN noticed the
7 location for this "Shareholder Meeting" to be held at the mine location, which was approximately
8 seventy (70) miles from the location of the Board meeting in Las Vegas making it impossible to
9 attend both meetings. As a result, the Board meeting was never held and BURKE and other
10 Plaintiffs attended the shareholder meeting on August 28, 2007. At the shareholder meeting,
11 HAHN nominated five (5) individuals for the Board of Directors without any prior notice to the
12 shareholders or the existing Board of Directors, again in violation of the Bylaws. HAHN also
13 announced at the shareholder meeting that he would consent to an audit of KOKOWEEF's books
14 and financial records. However, the subsequent audit directed by BURKE was only performed
15 on the financial records of KOKOWEEF for a period of the preceding eight (8) months and no
16 review of the financial records of the predecessor entity, EIN, was allowed by HAHN.

17 13. On or about September 18, 2007, BURKE was invited to attend a meeting with
18 Defendants HAHN and CLARY. At that meeting, BURKE asked Defendant CLARY what his
19 personal liability was as a Director of KOKOWEEF for what BURKE perceived to be
20 KOKOWEEF's violation of the Bylaws and for what he believed to be HAHN's
21 misappropriation of corporate funds to pay for his personal expenses. At this meeting, Defendant
22 CLARY informed BURKE that the reason KOKOWEEF was formed was an attempt to "clean
23 up" the multiple securities violations of EIN. Defendant CLARY further informed BURKE that
24 ninety percent (90%) of EIN's stock sales by Defendant HAHN were unlawful. When BURKE
25 stated his intent to report these unlawful activities to the Securities and Exchange Commission
26 ("SEC"), Defendant CLARY told BURKE going to the SEC was "insane", that the SEC was "the
27 big bad wolf", that the SEC were "assholes", and that "they destroy companies and they destroy
28 people." Further, Defendant CLARY told BURKE, "I just don't want you to do anything stupid,

1 I mean, the idea of going to talk to the SEC is about as insane as anything you could personally
2 do. I mean, if you want to just stick a knife in yourself, it'd be a shorter way to solve the
3 problem."

4 14. Defendant CLARY further advised BURKE that although "99% probably of the
5 securities transactions weren't conducted lawfully. The statute of limitations has run."
6 However, Defendant CLARY did not tell BURKE that Defendants HAHN and DOES 1 through
7 50, inclusive, issued approximately 1,057,565 shares of unregistered securities in KOKOWEEF
8 during 2007 to approximately 580 investors at a price of \$6 per share, which is well within the
9 applicable statute of limitations provided by NRS §960.670.

10 15. Defendant CLARY admitted to BURKE at this meeting that he had concocted the
11 scheme to "reorganize" EIN to exchange EIN's shares for KOKOWEEF shares in order to
12 conceal the illegality of the sale of EIN securities and to conceal these illegal transactions from
13 the shareholders until hopefully the statute of limitations has lapsed before the shareholders
14 discovered this securities fraud.

15 16. During the September 18, 2007 meeting, BURKE asked Defendant CLARY the
16 direct question, "You are general counsel for KOKOWEEF, Inc., right?" Mr. CLARY responded
17 that in fact he was general counsel for the corporation and was not acting as general counsel for
18 Defendant HAHN. However, at that same meeting, BURKE expressed his concerns over
19 improprieties in the issuance of securities for EIN and KOKOWEEF, as well as the corporation's
20 failure to maintain adequate financial records and comply with the Bylaws. In response, attorney
21 CLARY stated that if something went wrong he would correct it or "make it go away." Also,
22 during this meeting, Defendant CLARY informed BURKE that the issuance of 70,000 shares of
23 stock in KOKOWEEF to BURKE was illegal and created a tax liability for BURKE and all other
24 shareholders who had been given shares of stock in exchange for alleged services contributed to
25 the corporation. Defendant CLARY stated that he would inform all of the shareholders that they
26 needed to file amended tax returns, but the Plaintiffs are informed and believe, and thereon
27 allege, that as of the date of filing this action, Defendant CLARY has failed to give notice to the
28 shareholders of this tax liability.

1 17. Plaintiffs are informed and believe, and thereon allege, that commencing in 2003
2 to the present, Defendant HAHN has written checks from the KOKOWEEF and EIN bank
3 accounts to himself and his separately owned company, HAHN'S WORLD OF SURPLUS, INC.,
4 (hereinafter "HAHN'S WORLD") for personal use. Defendant HAHN has wasted corporate
5 assets and converted corporate assets for his own personal benefit and use, thereby breaching his
6 fiduciary duty owed to the Plaintiffs as a director.

7 18. During the September 18, 2007 meeting, Defendant CLARY also advised
8 BURKE that the sales of securities in EIN and KOKOWEEF did not need to be registered with
9 the SEC, because they fell within an exemption provided by Rule 504 of Regulation D.
10 However, Plaintiffs are informed and believe, and thereon allege, that the sale of securities in
11 EIN and KOKOWEEF were not eligible for the exemption provided by Rule 504 of Regulation
12 D of the SEC because neither EIN or KOKOWEEF registered the offering of shares with the
13 State of Nevada or filed a Registration Statement with the State of Nevada or delivered
14 substantive disclosure documents as required to investors such as Plaintiffs. Further, neither EIN
15 nor KOKOWEEF filed a Form D after they first sold their securities, which is a requirement
16 under Rule 504 of Regulation D. Additionally, Defendant CLARY advised BURKE that the sale
17 of securities of EIN and KOKOWEEF were also exempt under Nevada securities laws.
18 However, Plaintiffs are informed and believe, and thereon allege, that these representations were
19 also false in that none of the transactions complied with the exemptions provided by NRS §9.520
20 or NRS §9.530.

21 19. Plaintiff, TED R. BURKE (hereinafter "BURKE"), was and is a resident of Clark
22 County, Nevada, and was at all relevant times until approximately March 26, 2008, was a
23 director and corporate secretary of KOKOWEEF. On or about May 1, 2007, Defendant HAHN
24 issued 75,000 shares of KOKOWEEF stock to BURKE.

25 20. Plaintiffs, MICHAEL R. KEHOE and LAURETTA L. KEHOE (collectively
26 referred to herein as "KEHOES"), were and are residents of Clark County, Nevada. During all
27 relevant times herein, the KEHOES were issued 1,100 shares of KOKOWEEF shares of stock on
28 or about October 4, 2006.

1 21. Plaintiff, JOHN BERTOLDO (hereinafter "BERTOLDO"), was and is a resident
2 of Clark County, Nevada. During all times relevant herein, BERTOLDO was issued 5,000
3 shares of EIN stock, which were exchanged for KOKOWEEF shares on or about October 4,
4 2006.

5 22. Plaintiff, PAUL BERNARD (hereinafter "BERNARD"), was and is a resident of
6 Clark County, Nevada. During all times relevant herein, BERNARD was issued 2,000 shares of
7 EIN stock, which were exchanged for KOKOWEEF shares on or about March 6, 2007.

8 23. Plaintiff, EDDY KRAVETZ (hereinafter "KRAVETZ"), was and is a resident of
9 Clark County, Nevada. During all relevant times herein, KRAVETZ was issued 834 shares of
10 EIN stock, which were exchanged for KOKOWEEF shares on or about March 13, 2007.

11 24. Plaintiffs, JACKIE and FRED KRAVETZ (collectively referred to herein as
12 "KRAVETZ"), were and are residents of Clark County, Nevada. During all times relevant
13 herein, the KRAVETZ were issued 500 shares of EIN stock, which were exchanged for
14 KOKOWEEF shares of stock on or about March 6, 2007.

15 25. Plaintiff, STEVEN FRANKS (hereinafter "FRANKS"), was and is a resident of
16 Clark County, Nevada. During all times relevant herein, FRANKS was issued 400 shares of EIN
17 stock, which were exchanged for KOKOWEEF shares of stock on or about March 2007.

18 26. Plaintiff, PAUL MARIA BARNARD (hereinafter "BARNARD"), was and is a
19 resident of Clark County, Nevada. During all times relevant herein, BARNARD was issued 100
20 shares of EIN stock, which were exchanged for KOKOWEEF shares of stock on or about March
21 18, 2007.

22 27. Plaintiff, LEON GOLDEN (hereinafter "GOLDEN"), was and is a resident of
23 Clark County, Nevada. During all times relevant herein, GOLDEN was issued 100 shares of EIN
24 stock, which were exchanged for KOKOWEEF shares of stock on or about March 1, 2007.

25 28. Plaintiff, C.A. MURFF (hereinafter "MURFF"), was and is a resident of Clark
26 County, Nevada. During all times relevant herein, MURFF was issued 100 shares of EIN stock,
27 which were exchanged for KOKOWEEF shares of stock on or about March 2007.

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1 29. Plaintiff, GERDA FERN BILLBE (hereinafter "BILLBE"), was and is a resident
2 of Clark County, Nevada. During all times herein, BILLBE was issued 1,234 shares of EIN
3 stock, which were exchanged for KOKOWEEF shares on or about March 28, 2007.

4 30. Plaintiffs, BOB and ROBYN TRESKA (hereinafter "TRESKAS"), were and are
5 residents of Clark County, Nevada. During all times relevant herein, the TRESKAS were issued
6 100 shares of EIN stock, which were exchanged for KOKOWEEF shares of stock by the Plan of
7 Reorganization dated August 31, 2006.

8 31. Plaintiff, MICHAEL RANDOLPH (hereinafter "RANDOLPH"), was and is a
9 resident of Clark County, Nevada. During all times relevant herein, RANDOLPH was issued
10 1,000 shares of EIN stock, which were exchanged for KOKOWEEF shares of stock by the Plan
11 of Reorganization dated August 31, 2006.

12 32. Plaintiff, FREDERICK WILLIS (hereinafter "WILLIS"), was and is a resident of
13 Clark County, Nevada. During all times relevant herein, WILLIS was issued 100 shares of EIN
14 stock, which were exchanged for KOKOWEEF shares of stock by the Plan of Reorganization
15 dated August 31, 2006.

16 33. Defendant, LARRY L. HAHN, is and was a resident of Clark County, Nevada,
17 and is and has been the President and Treasurer of Kokoweef since its incorporation in 2004, and
18 was the President and Treasurer of EIN since its incorporation in 1984.

19 34. Nominal Defendant, EIN, a Nevada corporation, was incorporated on October 24,
20 2984 and was dissolved on November 15, 2007.

21 35. Nominal Defendant, KOKOWEEF, is a fully organized Nevada corporation in
22 good standing that was incorporated on May 25, 2004.

23 36. Defendant, HAHN'S WORLD OF SURPLUS, INC. (hereinafter referred to as
24 HAHN'S WORLD") is a Nevada corporation doing business in North Las Vegas, Clark County,
25 Nevada, and is located at 2908 East lake Mead Boulevard, North Las Vegas, Nevada. HAHN'S
26 WORLD was incorporated in 1977 and HAHN was the President of that corporation until the
27 time that he transferred that office to his family members, although HAHN still maintains control
28 of that corporation.

1 37. Plaintiffs are ignorant of the true names of the Defendants sued as DOES 1
2 through 100, inclusive, and therefore Plaintiffs sue these Defendants by such fictitious names.
3 Following further investigation and discovery, Plaintiffs will seek leave of the Court to amend
4 this Complaint to allege their true names and capacities when ascertained. These fictitiously
5 named Defendants may be KOKOWEEF's shareholders, officers, directors, and other members
6 of management, consultants and other entities, who were involved in the wrongdoing detailed
7 herein. These Defendants aided and abetted, participated with and/or conspired with the named
8 Defendants in the wrongful acts and course of conduct or otherwise caused damages and injuries
9 claimed herein and are responsible in some manner for the acts, occurrences and events alleged
10 in this Complaint.

11 38. Plaintiffs are informed and believe, and thereon allege, that KOKOWEEF,
12 HAHN, HAHN'S WORLD and DOES 1 through 100, inclusive, are, and at all times mentioned
13 herein were, the alter-ego of each other, in that there now exists, and at all times mentioned
14 herein there existed, such unity of interest in ownership between these Defendants, and each of
15 them, such that any individuality and separateness has ceased in that each of the Defendants is,
16 and at all times mentioned herein was, a mere shell, instrumentality and conduit through which
17 each of the other Defendants carry on their business in the corporate name, exercising such
18 control and dominance of each of the other Defendants to such an extent that any individuality of
19 separateness of a Defendant did not and does not exist. Any further adherence to the fiction of a
20 separate existence of these several Defendants as entities distinct from each of the other
21 Defendants would permit an abuse of the corporate privilege and would sanction a fraud on
22 Plaintiffs. Plaintiffs are further informed and believe that said Defendants managed and operated
23 the corporate and affiliated entities and intermingled the assets of each to suit their convenience
24 by placing and conveying assets fraudulently among the Defendants in order to evade payment of
25 obligations and to render other Defendants insolvent and unable to meet their obligations to
26 Plaintiffs.

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DERIVATIVE AND DEMAND EXCUSED ALLEGATIONS

39. Plaintiffs bring this derivative action for the benefit of Kokoweef and EIN to redress injuries suffered and to be suffered by Kokoweef and EIN as a result of the breaches of fiduciary duty and unjust enrichment of Hahn and other Defendants.

40. Plaintiffs will adequately and fairly represent the interest of Kokoweef and EIN and its shareholders in enforcing and prosecuting its rights.

41. At all times relevant to this action, Plaintiffs are shareholders of Kokoweef stock and were owners of EIN stock until EIN stock was exchanged for Kokoweef stock in August of 2006.

42. As a result of the facts set forth herein, Plaintiffs have not made any demand on the Kokoweef Board of Directors to institute this action against Hahn. Such demand would be a futile and useless act because the Board is incapable of making an independent and disinterested decision to institute and vigorously prosecute this action for the following reasons:

a. Due to Hahn's positions as President and Treasurer, and holding almost a majority of the shares, he is in a position to and does control the Board, the company and its operations. There are seven board members, two of which are controlled by Hahn. However, a quorum of five is required to hold a board meeting.

b. Hahn will not permit a board meeting to occur unless he institutes it for matters he wants to discuss. This was evident when Burke scheduled a board meeting for August 28, 2007, to discuss an audit and also to request Hahn to step down. Hahn then scheduled a shareholders meeting for that same date to be held 70 miles from the place of the board meeting and it was impossible to attend both meetings.

c. Based on the summary of the September 19, 2007, meeting provided above and the attached Transcript of the meeting among Burke, Hahn, Clary, and other officers, it is obvious Hahn controls Kokoweef, and that he would find ways to obstruct a board meeting regarding the filing of a shareholders' derivative complaint.

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FIRST CAUSE OF ACTION

**(Violation of NRS § 90.460 for the Unlawful Sale of
Unregistered Securities against Defendants HAHN, CLARY and DOES 1-50, Inclusive)**

43. Plaintiffs reallege and incorporate herein by reference the allegations contained in paragraphs 1 through 38 above as though fully set forth herein.

44. Defendants, and each of them, was an “issuer”, “promoter” and/or “control person” as defined by NRS §§ 90.255, 90.275, 90.275 and 90.660(4).

45. Defendants issued securities, which were not exempt from registration, to Plaintiffs without abiding by the registration requirements of Nevada, did not have any preemption therefrom, and therefore Plaintiffs, under NRS § 90.660, may recover the consideration paid for the security and the interest at the legal rate of the state from the date of the payment, costs and reasonable attorneys’ fees, less the amount of income received on the security.

46. Plaintiffs discovered the violations of NRS 90.660 within two (2) years of the filing of this action, and within five (5) years after the act, omission or transaction constituting the violations.

47. Plaintiffs are also entitled to all remedies available under NRS § 90.640, including a temporary restraining order, permanent or temporary prohibitory or mandatory injunction or a writ of prohibition or mandamus; appointment of a receiver, the imposition of a civil penalty of not more than \$2,500 for a single violation or \$100,000 for multiple violations in a single proceeding or a series of related proceedings; declaratory judgment; restitution; the appointment of a receiver or conservator for the Defendants’ assets; an order of payment of the Division’s investigative costs; or an order of such other relief as the court deems just and proper.

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SECOND CAUSE OF ACTION

**(Violation of NRS § 90.570 for the Unlawful Sale of a
Security by Means of a Scheme to Defraud Against Defendants HAHN, CLARY
and Does 1-50, Inclusive)**

48. Plaintiffs reallege and incorporate herein by reference the allegations contained in paragraphs 1 through 38 above as though fully set forth herein.

49. Defendants, through the sale of unregistered securities, have employed a device, scheme or artifice to defraud members of the public described in specificity in paragraphs 1 through 38 above, by making false representations that these securities were exempt from registration and the disclosure and prospectus requirements of both federal and Nevada securities laws and that the Plaintiffs' investment in EIN and KOKOWEEF was for the purpose of mining explorations with the expectation of profit. Further fraudulent representations made by the defendants consisted of representations that the Plaintiffs' investment capital would be used to fund the commercial mining operation, but were in fact used by Defendants for their own personal use and benefit.

50. As alleged herein-above, Defendants made several untrue statements of material facts and/or omitted to state material facts necessary in order to make the statements made not misleading and true under the circumstances concerning the defendants' actual use of the Plaintiffs' investment capital and the fact that defendants knew that the sale of these unregistered securities were illegal and violated both federal and state laws and exposed Plaintiffs to tax liabilities.

51. Defendants, through the false and fraudulent sales of these unregistered securities, engaged in acts, practices and/or a course of business which operated as a fraud or deceit upon Plaintiffs by inducing Plaintiffs to purchase these securities. Moreover, Defendants either knew, and in the existence of reasonable care should have known, of the nature of their untrue statements and misleading omissions, or made the utterances with conscious or reckless disregard for the truth of these statements but made them to defraud Plaintiffs.

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1 52. The Plaintiffs did not know that the statements of material facts made to them by
2 Defendants during the sale of securities to them were untrue or that there was an omission of a
3 statement of material facts.

4 53. Plaintiffs did not receive any written offer, including financial or other
5 information necessary to correct all material misstatements or omissions in the information
6 required to be furnished to Plaintiffs, at the time of sale of these securities.

7 54. Defendants, pursuant to the fraudulent scheme, business practice, and on the basis
8 of untrue material facts and omissions, issued securities to the Plaintiffs, which are not exempt
9 from registration, without abiding by the registration requirements of Nevada, and therefore
10 Plaintiffs, under NRS § 90.660, may recover the consideration paid for the securities and interest
11 at the legal rate of the state from the date of payment, costs and reasonable attorneys' fees, less
12 the amount of income received on the securities.

13 55. Plaintiffs discovered the Defendants' fraud within two (2) years of the filing of
14 this action, and withing five (5) years after the act, omission or transaction constituting the
15 violations.

16 56. Plaintiffs are also entitled to all remedies available under NRS § 90.640, including
17 a Temporary Restraining Order, permanent or temporary prohibitory or mandatory injunction or a
18 writ of prohibition or mandamus; appointment of a receiver, the imposition of a civil penalty of
19 not more than \$2,500 for a single violation or \$100,000 for multiple violations in a single
20 proceeding or a series of related proceedings; declaratory judgment; restitution; the appointment
21 of a receiver or conservator for the Defendants' assets; an order of payment of the Division's
22 investigative costs; or an order of such other relief as the court deems just and proper.

23 **THIRD CAUSE OF ACTION**

24 **(Fraudulent Misrepresentation Against Defendants HAHN**

25 **and DOES 1-100, Inclusive)**

26 57. Plaintiffs reallege and incorporate herein by reference the allegations contained in
27 paragraphs 1 through 38 above as though fully set forth herein.

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1 federal and Nevada securities laws when in fact the sale of these securities were illegal and not
2 exempt from registration under either federal or Nevada securities laws.

3 67. The misrepresentations made to Plaintiffs included the false and fraudulent
4 statements described above in this First Amended Complaint and incorporated herein by
5 reference.

6 68. Defendants, and each of them, made these representations negligently, and
7 without any reasonable basis for believing them to be true.

8 69. Plaintiffs were ignorant of the truth of the misrepresentations and concealments
9 made by Defendants and in fact justifiably relied on the misrepresentations made by Defendants.

10 70. As a direct and proximate result of Defendants' misstatements and
11 misrepresentations of material facts, Plaintiffs purchased securities from the Defendants in EIN
12 and KOKOWEEF and have suffered damages as more fully set forth herein in an amount to be
13 proved at trial.

14 71. As a result, Plaintiffs are, in the alternative, entitled to rescission of the purchase of
15 their securities, an accounting and the return of any and all money or property given, plus interest
16 and expenses.

17 **FIFTH CAUSE OF ACTION**

18 **(Fraud In The Inducement Against Defendants HAHN, CLARY**
19 **and DOES 1-100, Inclusive)**

20 72. Plaintiffs reallege and incorporate herein by reference the allegations contained in
21 paragraphs 1 through 38 above as though fully set forth herein.

22 73. Plaintiffs purchased securities from the Defendants in EIN and KOKOWEEF
23 based upon the false representations made to Plaintiffs in order to induce them to purchase these
24 securities.

25 74. The false representations made to Plaintiffs included, *in alia*, the fraudulent
26 statements described with specificity above and incorporated by reference herein.

27 75. Defendants presented numerous false representations regarding the exemption
28 from registration of the securities under both federal and state law to Plaintiffs, and the fact that

1 Plaintiffs' investment capital would be used exclusively to finance the commercial mining
2 operation of gold and silver and other precious metals at the mine, despite knowing the true and
3 correct facts that the sale of all securities issued by Defendants in EIN and KOKOWEEF violated
4 both federal and Nevada securities laws and that the proceeds of the sale of securities to the
5 Plaintiffs would be used for the Defendants' personal use and benefit.

6 76. Defendants, and each of them, had a duty to disclose the true nature of all known
7 material facts and circumstances surrounding the sale of securities to the Plaintiffs. Defendants
8 had exclusive knowledge of all such material facts and such material facts were not known or
9 reasonably accessible to Plaintiffs.

10 77. The concealment of the true facts from Plaintiffs were done with the intent to
11 induce them to purchase the securities from the Defendants in both EIN and KOKOWEEF.

12 78. Plaintiffs' justifiable reliance on statements made by Defendants was justified as
13 Defendant CLARY purported to have professional legal expertise concerning securities laws and
14 Defendant HAHN had exclusive knowledge that the use of the Plaintiffs' investment capital was
15 used for his own personal benefit instead of financing commercial mining operations at the mine.

16 79. As a result of Defendants false representations, Plaintiffs were unaware of the true
17 nature of the facts concerning the legality of the purchase of shares from the Defendants in that
18 their investments capital would be diverted for the Defendants own personal use and benefit.

19 80. As a result of these the false representations, Plaintiffs purchased securities from
20 the Defendants in EIN and KOKOWEEF and suffered damages in an amount to be proven at
21 trial.

22 81. As a result, Plaintiffs are, in the alternative, entitled to rescission of the contract,
23 securities, an accounting and the return of any and all money or property given, plus interest and
24 expenses.

25 82. Defendants had actual knowledge of the fact that the representations were in fact
26 false, and for these reasons and because the conduct by these Defendants was malicious,
27 oppressive and/or fraudulent, Plaintiffs are, therefore, entitled to punitive damages to make an
28 example of and to punish these Defendants in addition to actual damages.

SIXTH CAUSE OF ACTION

**(Fraudulent Concealment Against Defendants HAHN, CLARY
and DOES 1-100, Inclusive)**

83. Plaintiffs reallege and incorporate herein by reference the allegations contained in paragraphs 1 through 38 above as though fully set forth herein.

84. Plaintiffs purchased securities from the Defendants and relied upon their representations that the purchase of these securities complied with all relevant federal and state securities laws and that the Plaintiffs investment capital would be used to finance the commercial mining operation, which would yield them dividends and a profit on their investment.

85. The material facts concealed from Plaintiffs including, *inter alia*, the fraudulent statements described with specificity above and incorporated herein by reference.

86. Defendants concealed and suppressed the material facts regarding the illegality of the sale of securities to them by the Defendants, despite knowing the true and correct facts regarding the securities. These misrepresentations were made and the true and correct facts concealed by Defendants in order to intentionally induce the Plaintiffs to purchase the securities in EIN and KOKOWEEF.

87. Defendants, and each of them, had a duty to disclose the true nature of all known material facts and circumstances surrounding the sale of securities and use of their investment capital by Defendants. Defendants had exclusive knowledge of all such material facts and such material facts were not known or reasonably accessible to Plaintiffs.

88. Plaintiffs' reliance on statements made by Defendants, and each of them, was justified as Defendant CLARY purported to have professional legal expertise concerning securities laws and Defendant HAHN had exclusive knowledge of the use of the Plaintiffs' investment capital in the mine.

89. As a result of Defendants intentional misrepresentations of material facts, Plaintiffs were unaware of the true nature of the facts alleged with specificity above herein. Had Plaintiffs been aware of the material facts concealed by Defendants, Plaintiffs would not have purchased securities from the Defendants.

1 90. As a result of the concealment alleged herein, Plaintiffs purchased securities from
2 the Defendants and have suffered damages in an amount to be proven at trial.

3 91. As a result, Plaintiffs are, in the alternative, entitled to rescission of the purchase of
4 the securities, an accounting and the return of any and all money or property given, plus interest
5 and expenses.

6 92. Defendants had actual knowledge of the fact that the representations were in fact
7 false, and for these reasons and because the conduct by these Defendants was malicious,
8 oppressive and/or fraudulent, Plaintiffs are, therefore, entitled to punitive damages to make an
9 example of and to punish these Defendants in addition to actual damages.

10 **SEVENTH CAUSE OF ACTION**

11 **(Breach of Fiduciary Duty Against Defendant HAHN**
12 **and DOES 1 through 100, Inclusive)**

13 93. Plaintiffs incorporate herein by reference the allegations set forth in paragraphs 1
14 through 38 above as though fully set forth herein.

15 94. By reason of his position of President and Treasurer of KOKOWEEF and former
16 President and Treasurer of EIN, Defendant HAHN owes Plaintiffs, as shareholders of those
17 corporations, the fiduciary obligations of good faith, trust, loyalty and due care, and is required to
18 use his utmost ability to control and manage the corporate affairs in a fair, just, honest and
19 equitable manner. Defendants are required to act in the best interests of the corporation and its
20 shareholders and not in the furtherance of his own personal interests or financial benefit.
21 Defendants HAHN and DOES 1 through 100, inclusive, owe the corporation and its shareholders
22 the fiduciary duty to exercise good faith and diligence in the administration of those corporations
23 and in the use and preservation of its property and assets, and has the highest obligations of fair
24 dealing.

25 95. Defendants HAHN and DOES 1 through 100, inclusive, violated and breached
26 those duties by their actions described with specificity above.

27 96. As a direct and proximate result of the Defendants' breaches of fiduciary duties,
28 the corporation and its shareholders have sustained damages in an amount to be proven at trial.

97. Plaintiffs are entitled to an order that Defendants HAHN and DOES 1 through 50, inclusive, disgorge to EIN and KOKOWEEF, all proceeds and profits derived from their illegal activities.

EIGHT CAUSE OF ACTION

**(Unjust Enrichment Against Defendants HAHN, HAHN'S WORLD OF SURPLUS,
and DOES 1 through 100, Inclusive)**

98. Plaintiffs incorporate herein by reference the allegations set forth in paragraphs 1 through 38 above as though fully set forth herein.

99. Plaintiffs are informed and believe, and therein allege, that Defendants HAHN, HAHN'S WORLD, and DOES 1 through 100, inclusive, were unjustly enriched by the illegal transactions and activities of HAHN in the sale of unregistered securities and the diversion of corporate funds and assets for the personal use of HAHN and HAHN'S WORLD.

100. It would be unjust and inequitable for these Defendants to retain the proceeds of these illegal transactions.

101. To remedy the Defendants unjust enrichment, the Court should order the Defendants to disgorge to EIN and KOKOWEEF all proceeds and profits derived from their illegal activities.

NINTH CAUSE OF ACTION

**(Constructive Fraud Against Defendants HAHN,
and DOES 1 through 100, Inclusive)**

102. Plaintiffs incorporate herein by reference the allegations set forth in paragraphs 1 through 38 above as though fully set forth herein.

103. As fiduciaries to EIN and KOKOWEEF, Defendants owed EIN and KOKOWEEF, and their shareholders, a duty of candor and full and accurate disclosures regarding the sale of share in the financial transactions involving these corporations.

104. As described above, these Defendants made, or aided and abetted the making of the misrepresentations and concealment of material facts despite their duties to, *in alia*, disclose the true facts regarding EIN and KOKOWEEF to the Plaintiffs.

PRAYER FOR RELIEF


Plaintiffs pray for judgment and relief against Defendants as follows:

1. For damages according to proof;
2. For interest and all damages as allowed by the laws of the State of Nevada according to proof at the time of trial;
3. For a Temporary Restraining Order, permanent or temporary, prohibitory or mandatory injunction or writ of prohibition or mandamus;
4. For the removal of HAHN as a director of KOKOWEEF;
5. For the reinstatement of BURKE as a director and corporate secretary;
6. For the imposition of a civil penalty of not more than \$2,500 for a single violation or \$100,000 for multiple violations in a single proceeding or a series of related proceedings;
7. For the issuance of a declaratory judgment;
8. For an order of rescission and restitution to Plaintiffs;
9. For an order for an accounting;
10. For an order of punitive damages;
11. For the appointment of a receiver or conservator of the Defendants' assets;
12. For an order of payment of the Division's investigative costs;
13. For an order of such other relief as this Court deems just and proper;
14. For consideration paid for the securities and interest at the legal rate of Nevada from the date of payment, plus all expenses incurred, costs and reasonable attorneys' fees, plus the amount of income received on the securities.

DATED this 22nd day of September, 2008.

ROBERTSON & VICK, LLP

By:


ALEXANDER ROBERTSON, IV, Bar No. 8642
JONATHAN S. VICK, Bar No. 8707
JENNIFER L. TAYLOR, Bar No. 5798
401 N. Buffalo Drive, Suite 202
Las Vegas, Nevada 89145

Attorneys for Plaintiffs

ROBERTSON
& VICK, LLP

1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 VERIFICATION

4 Under penalties of perjury, the undersigned declares that he is a Plaintiff named in the
5 foregoing VERIFIED DERIVATIVE COMPLAINT and knows the contents thereof, that the
6 pleading is true of his own knowledge, except as to those matters stated on information and
7 belief, and that as to such matters he believes it to be true, and that during all relevant time
8 periods referenced in the VERIFIED DERIVATIVE COMPLAINT, he held and continues to
9 hold shares of Kokoweef, Inc., stock, and did hold shares of Explorations Incorporated of Nevada
10 stock, which were exchanged for Kokoweef, Inc., shares of stock by the Plan of Reorganization
11 of August 31, 2006.

12
13 
14 TED R. BURKE

15
16 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by TED
17 R. BURKE.

18
19 
20 NOTARY PUBLIC

21 [seal]



1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss


3 VERIFICATION

4 Under penalties of perjury, the undersigned declares that he is a Plaintiff named in the
5 foregoing VERIFIED DERIVATIVE COMPLAINT and knows the contents thereof, that the
6 pleading is true of his own knowledge, except as to those matters stated on information and
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10 stock, which were exchanged for Kokoweef, Inc., shares of stock by the Plan of Reorganization
11 of August 31, 2006.

12
13 
14 MICHAEL RANDOLPH

15 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by
16 MICHAEL RANDOLPH.



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21 
22 NOTARY PUBLIC

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1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 VERIFICATION

4 Under penalties of perjury, the undersigned declares that he is a Plaintiff named in the
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10 stock, which were exchanged for Kokoweef, Inc., shares of stock by the Plan of Reorganization
11 of August 31, 2006.

12 
13 _____
14 JOHN BERTOLDO

15 SIGNED AND SWORN TO before me on this 19th day of September, 2008, by JOHN
16 BERTOLDO.



[seal]

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NOTARY PUBLIC

1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 VERIFICATION

4 Under penalties of perjury, the undersigned declares that she is a Plaintiff named in the
5 foregoing VERIFIED DERIVATIVE COMPLAINT and knows the contents thereof, that the
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10 stock, which were exchanged for Kokoweef, Inc., shares of stock by the Plan of Reorganization
11 of August 31, 2006.

12
13 Paula M Barnard
14 PAULA M. BARNARD

15 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by
16 PAULA M. BARNARD.



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Michael W Randolph
NOTARY PUBLIC

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1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 VERIFICATION

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10 stock, which were exchanged for Kokoweef, Inc., shares of stock by the Plan of Reorganization
11 of August 31, 2006.

12
13 Paul Barnard
14 PAUL BARNARD

15 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by PAUL
16 BARNARD.



Michael W. Randolph
NOTARY PUBLIC

[seal]

1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

VERIFICATION

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10 stock, which were exchanged for Kokoweef, Inc., shares of stock by the Plan of Reorganization
11 of August 31, 2006.


C.A. Murff

SIGNED AND SWORN TO before me on this 21 day of September, 2008, by
16 C.A. Murff.



Myllw Rosh
NOTARY PUBLIC

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ROBERTSON
& VICK, LLP 28

1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 VERIFICATION

4 Under penalties of perjury, the undersigned declares that he is a Plaintiff named in the
5 foregoing VERIFIED DERIVATIVE COMPLAINT and knows the contents thereof, that the
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10 stock, which were exchanged for Kokoweef, Inc., shares of stock by the Plan of Reorganization
11 of August 31, 2006.

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13 
14 LEON GOLDEN

15 SIGNED AND SWORN TO before me on this 21st day of September, 2008, by LEON
16 GOLDEN.



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22 NOTARY PUBLIC

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1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 VERIFICATION

4 Under penalties of perjury, the undersigned declares that she is a Plaintiff named in the
5 foregoing VERIFIED DERIVATIVE COMPLAINT and knows the contents thereof, that the
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10 stock, which were exchanged for Kokoweef, Inc., shares of stock by the Plan of Reorganization
11 of August 31, 2006.

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13 Gerda Fern Billbe
14 GERDA FERN BILLBE

15 SIGNED AND SWORN TO before me on this 21st day of September, 2008, by
16 GERDA FERN BILLBE.



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Michael W. Randolph
NOTARY PUBLIC

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1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 **VERIFICATION**

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11 of August 31, 2006.

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13 
14 STEVEN FRANKS

15 SIGNED AND SWORN TO before me on this 21st day of September, 2008, by
16 STEVEN FRANKS.



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21 NOTARY PUBLIC

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27 [seal]
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1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 VERIFICATION

4 Under penalties of perjury, the undersigned declares that they are Plaintiffs named in the
5 foregoing VERIFIED DERIVATIVE COMPLAINT and know the contents thereof, that the
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11 of August 31, 2006.

12
13 
14 JACKIE KRAVETZ
15 
16 FRED KRAVETZ

17
18 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by
19 JACKIE KRAVETZ and FRED KRAVETZ.



[seal]


NOTARY PUBLIC

1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 **VERIFICATION**

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11 of August 31, 2006.

12
13 
14 EDDY KRAVETZ

15 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by EDDY
16 KRAVETZ.



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22 NOTARY PUBLIC

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1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss
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VERIFICATION

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11 of August 31, 2006.

12
13 Bob Treska
14 BOB TRESKA

15 Robyn L. Treska
16 ROBYN TRESKA

17
18 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by BOB
19 TRESKA and ROBYN TRESKA.



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27 Michael W. Randolph
28 NOTARY PUBLIC

1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

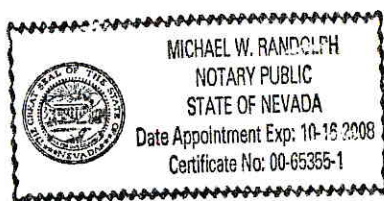
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11 of August 31, 2006.

12
13 Michael R. Kehoe
14 MICHAEL R. KEHOE

15 Lauretta L. Kehoe
16 LAURETTA L. KEHOE

17
18 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by
MICHAEL R. KEHOE and LAURETTA L. KEHOE.



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Michael W. Randolph
NOTARY PUBLIC

28 [seal]

1 STATE OF NEVADA)
2 COUNTY OF CLARK) ss

3 **VERIFICATION**

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11 of August 31, 2006.

12 
13 FREDERICK WILLIS
14

15 SIGNED AND SWORN TO before me on this 22 day of September, 2008, by
16 FREDERICK WILLIS.



21 [seal]

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NOTARY PUBLIC