

STATE OF RHODE ISLAND  
PROVIDENCE, SC.

SUPERIOR COURT

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STATE OF RHODE ISLAND,  
*Plaintiff,*

v.

CENTURION FILING SERVICES, LLC,  
d/b/a RI CERTIFICATE SERVICE,  
BUSINESS DOCUMENT CENTER LLC,  
and DEAN MARSHLACK,  
*Defendants.*

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C.A. No.: PC 22 -

### **COMPLAINT**

The State of Rhode Island *ex rel.* Peter F. Neronha, Attorney general, and for its Complaint against Defendants states:

#### **I. INTRODUCTION**

1. This is a consumer protection action brought to redress and restrain violations of the Rhode Island Deceptive Trade Practices Act, R.I. Gen. Laws § 6-13.1.1 – § 6-13.1.11.

2. As described further below, Defendants are engaging in a course of continuing conduct directed at Rhode Island businesses constituting unfair and deceptive trade practices.

3. Specifically, Defendants are misleading Rhode Island businesses into paying an exorbitant fee for a readily available certificate that businesses do not need and can be obtained directly from the Rhode Island Secretary of State at lower cost.

4. Defendants' entire business model is premised on the deception that newly registered businesses have "one step left" to complete and that Defendants' proffered service is a reasonable method to complete that step.

5. In truth, a Certificate of Good Standing, the offered paperwork, is readily obtainable from the Rhode Island Secretary of State's website for \$7.00 or \$22.00.

6. Defendants charge at least a stunning 384% markup to for-profit companies and least a 1,200% markup for nonprofit corporations to obtain the certificate.

7. Rhode Island businesses, anxious to comply with the law, have fallen victim to this scheme, and if the conduct is not swiftly enjoined, many more will follow.

## II. PARTIES

8. Rhode Island Attorney General Peter F. Neronha is authorized to bring this action on behalf of the State of Rhode Island by R.I. Gen. Laws § 6-13.1, *et seq.*

9. Defendant Centurion Filing Services, LLC (“Centurion” or “RI Certificate Service”) is a Florida Limited Liability Company with its principal place of business at 2312 4th Street North, Suite 104, St. Petersburg, Florida 33704. “RI Certificate Service” is a d/b/a Centurion uses, created by application to the Office of the Secretary of State (the “Secretary’s Office”). On mailers sent to newly formed Rhode Island businesses, Centurion, d/b/a RI Certificate Service identifies its address as 11 South Angell Street, Suite 498, Providence, RI 02906, which is a UPS store.

10. Defendant Business Document Center LLC (“BDC”) is a Delaware Limited Liability company with a principal place of business at 16192 Coastal Hwy, Lewes, Delaware, 19958. On mailers sent to newly formed Rhode Island businesses, BDC identifies its address as 11 South Angell Street, Box #374, Providence, RI 02908<sup>1</sup>, which is a UPS store.

11. Defendant Dean Garrett Marshlack (“Marshlack”) is, on information and belief, a resident of the State of Florida, and resides at 424 45<sup>th</sup> Avenue NE, St. Petersburg, Florida 33703. Marshlack is the creator, sole owner, President, manager, and registered agent for Centurion. In these roles, Marshlack oversees and engages in the day-to-day operations of Centurion. In addition, Marshlack signed the application for certificate of authority for Centurion and the fictitious name resolution for

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<sup>1</sup> There is no “Angell Street” in Providence at zip-code 02908. Use of the “02908” zip-code may be a typographical error and is likely intended to be “02906.”

RI Certificate Service, both of which were filed with the Secretary's Office. Defendant Marshlack exercised complete control over the activities of Defendant Centurion and its d/b/a RI Certificate Service; was a primary participant in; directed the unfair practices and false, deceptive, misleading conduct alleged herein, and intentionally directed that conduct toward businesses in Rhode Island.

### **III. JURISDICTION AND VENUE**

12. This Court has subject matter jurisdiction over this matter under R.I. Gen. Laws § 6-13.1-5.

13. This Court has personal jurisdiction over Centurion because it regularly transacts business in the State of Rhode Island and the claims asserted herein arise from Centurion's business intentionally directed toward the State of Rhode Island.

14. This Court has personal jurisdiction over BDC because it regularly transacts business in the State of Rhode Island and the claims asserted herein arise from BDC's business intentionally directed toward the State of Rhode Island.

15. This Court has personal jurisdiction over Marshlack because of his personal acts in perpetuating the deceptive acts alleged herein as the sole member/manager of Centurion Filing Services, LLC. Furthermore, Marshlack exercised complete control over Centurion and was a primary participant in the activities alleged herein, which were intentionally directed at residents of the State of Rhode Island.

### **IV. FACTUAL ALLEGATIONS**

#### **Defendants' Background**

16. Centurion, under the direction and control of Marshlack, registered to conduct business in multiple jurisdictions across the United States.

17. Several lawsuits alleging similar deceptive and predatory practices have been filed against Defendants Centurion and Marshlack in several jurisdictions, including in Iowa, Michigan, and Mississippi.

18. The mechanism of the deceptive and unfair practices is similar across all jurisdictions.

### **Defendants' Operation in Rhode Island**

19. On November 18, 2020, Centurion registered to transact business in the State of Rhode Island.

20. As part of its Application for Registration, signed by Marshlack, Centurion asserted that its purpose in pursuing business in Rhode Island was as a "Third party service provider of company documents/or forms for use by Rhode Island businesses."

21. On December 1, 2020, Centurion applied to operate in Rhode Island under the fictitious name "RI Certificate Service."

22. On October 18, 2021, BDC registered to transact business in the State of Rhode Island.

23. As part of its Application for Registration, signed by an individual whose name appears to start with a "D" but is otherwise unintelligible, BDC asserted that its purpose in pursuing business in Rhode Island is for "Mail Marketing."

### **Defendants' Deceptive and Unfair Practice in Rhode Island**

#### **The Mechanics of the Scam**

24. The Secretary's Office publishes a list of new entities registered with the Secretary's Office on its website on a weekly basis (the "New Entity List").

25. Upon information and belief, Defendants send solicitations to businesses appearing on the New Entity List.

26. At least 10,264 businesses have appeared on the New Entity List since Defendants registered to do business in the State of Rhode Island.

27. Defendants' solicitations invite businesses to pay Defendants \$84.50 or \$87.25 for a Certificate of Good Standing. *See* Solicitations, attached at Exhibit 1.

28. A Certificate of Good Standing is a document issued by the Secretary's Office and used to verify that a business entity is in good standing with the Secretary's Office.

29. A business is not required to obtain a Certificate of Good Standing to complete its registration with the Secretary's Office.

30. The solicitations mislead consumers into overpaying for a Certificate of Good Standing when such certificates cost only \$7.00 for non-profit entities and \$22.00 for all other entities.

31. Defendants provide no added value to the businesses that pay them to obtain a Certificate of Good Standing. Once Defendants obtain payment from businesses, Defendants submit requests for certificates the Secretary's Office, which are delivered to the consumers, while Defendants pocket the difference.

### **The Deceptive Solicitation**

32. The design of the solicitation misleads recipients by its use of elements common to official forms for necessary filings.

33. At least some business owners have reported that they believed the solicitation from Centurion was from a State entity, rather than Defendants, and believed that obtaining the Certificate of Good Standing was a requirement imposed by the Secretary's Office.

34. Numerous elements of the Centurion solicitation (see Exhibit 1) mislead, including but not limited to:

- i. The format and appearance of the solicitation, including the series of rectangular boxes, bar code, "Key Code," and numbers on the bottom of the letter, suggest that it is a government document;
- ii. The return address on the letter "RI Certificate Service, 11 South Angell Street, Suite 498, Providence, RI 02906," is the address of a UPS store in Rhode Island, and thus disguises the fact that the sender's place of business is in Florida;

- iii. There is no “Suite 498” at 11 South Angell Street. The use of a fictitious “Suite 498” in the solicitation gives the impression that Defendants have a physical office in Rhode Island, not merely a rented mailbox at a UPS store;
- iv. A “Notice Date” and deadline to respond are included in the solicitation, even though there is no deadline or requirement for newly formed businesses to order a Certificate of Good Standing from the Secretary’s Office;
- v. The purported “importance” of responding to the solicitation is emphasized by the statement “IMPORTANT! FOLLOW INSTRUCTIONS EXACTLY WHEN COMPLETING THIS FORM. PLEASE PRINT CLEARLY” in a box near the top of the page in large, bold, capitalized font;
- vi. The statement “Congratulations on registering your business with the State of Rhode Island. Your Articles have been filed with the secretary of state and are complete,” suggests specialized knowledge of the processes and filings of the Secretary’s Office;
- vii. The statement “You have one step left . . .” implies that the completion of the form and payment of \$84.50 to RI Certificate Service is required by a Rhode Island State entity, or is somehow necessary for a valid business registration in Rhode Island.

35. Numerous elements of the BDC solicitation (see Exhibit 1) mislead, including but not limited

to:

- i. The format and appearance of the solicitation, including the series of rectangular boxes, bar code, and “Document Number,” suggest that it is a government document;

- ii. The return address on the letter “Business Document Center, 11 South Angell St. Box #374, Providence, RI 02908,” is the address of a UPS store in Rhode Island, and thus disguises the fact that the sender’s place of business is in Delaware;
- iii. A “Notice Date” and deadline to respond are included in the solicitation, even though there is no deadline or requirement for newly formed businesses to order a Certificate of Good Standing from the Secretary’s Office;
- iv. The purported “importance” of responding to the solicitation is emphasized by the statement “IMPORTANT! FOLLOW INSTRUCTIONS EXACTLY WHEN COMPLETING THIS FORM. PLEASE PRINT CLEARLY” in a box near the top of the page in large, bold, capitalized font;
- v. The statement “Congratulations on registering your business with the State of Rhode Island. Your Articles have been filed with the secretary of state and are complete,” suggests specialized knowledge of the processes and filings of the Secretary’s Office;
- vi. The statement “You have one step left . . .” implies that the completion of the form and payment of \$87.25 to BDC is required by a Rhode Island State entity, or is somehow necessary for a valid business registration in Rhode Island.

36. Between January 4, 2021 and October 4, 2021, the Secretary’s Office has processed 773 orders from RI Certificate Service for Certificates of Good Standing for businesses in Rhode Island.

37. The Secretary’s Office affirmatively warns businesses about RI Certificate Service by sending letters, emails, and posting a warning on the website of the Secretary’s Office. *See* Warnings, attached at Exhibit 2.

38. Recently, BDC has issued a nearly identical solicitation, targeting Rhode Island Businesses. *See* Exhibit 1.

39. Despite the warnings by the Secretary's Office, businesses in Rhode Island are still being misled into paying Defendants inflated prices for a document they do not need.

40. Upon information and belief, Defendants are still issuing solicitations to businesses in Rhode Island and pocketing inflated fees from businesses (including small businesses, nonprofits, and sole proprietorships)

**V. COUNT**

**COUNT I: VIOLATION OF THE RHODE ISLAND  
DECEPTIVE TRADE PRACTICES ACT  
R.I. GEN. LAWS § 6-13.1-2**

41. Paragraphs 1 through 34 are incorporated herein.

42. By sending mailers in the form of Exhibit 1 to brand new businesses Defendants have passed off their services as that of another entity, the Secretary of State;

43. The solicitations attached as Exhibit 1 causes a likelihood of confusion or misunderstanding as to the source or approval of Defendants' services;

44. The solicitations attached as Exhibit 1 causes a likelihood of confusion or misunderstanding as to Defendants' affiliation with the Rhode Island Secretary of State's Office;

45. Defendants' business names, business registrations, and solicitations deceptively represent geographic location in Rhode Island when all of Defendants activities originate in Florida or Delaware and are targeted to Rhode Island;

46. Therefore, Defendants engaged in unfair acts or practices in the conduct of trade or commerce, in violation of R.I. Gen. Laws § 6-13.1-2, as defined by R.I. Gen. Laws § 6-13.1-1(6).

47. Therefore, Defendants engaged in deceptive acts or practices in the conduct of trade or commerce, in violation of R.I. Gen. Laws § 6-13.1-2, as defined by R.I. Gen. Laws § 6-13.1-1(6).



48. Each and every instance in which a business received a flyer in the form of Exhibit 1 or a substantially similar form constitutes a separate instance of violation.

**VI. PRAYER FOR RELIEF**

WHEREFORE, the State of Rhode Island requests that this Honorable Court, after trial on the merits, grant the following relief:

- A. Enter an order permanently enjoining Defendants from operating in the State of Rhode Island pursuant to R.I. Gen. Laws § 6-13.1-5.
- B. Order Defendants to reimburse every business or entity for which Defendants received payment in the amount of the difference in the cost charged by Defendants, and the actual cost that would have been charged to the consumer by the Secretary of State.
- C. Order Defendants to pay the State's costs and attorneys' fees.
- D. Order Defendants to pay a civil penalty of up to ten thousand dollars (\$10,000.00) per violation of the Deceptive Trade Practices Act as provided by R.I. Gen. Laws § 6-13.1-8.

Respectfully submitted,

STATE OF RHODE ISLAND,  
BY ITS ATTORNEY

PETER F. NERONHA,  
ATTORNEY GENERAL,  
BY HIS ATTORNEY

/s/ Etie-Lee Z. Schaub  
Etie-Lee Z. Schaub (#8783)  
Special Assistant Attorney General  
150 South Main Street  
Providence, RI 02903  
(401) 274-4400, ext. 2401  
[cschaub@riag.ri.gov](mailto:cschaub@riag.ri.gov)