

Adam B. Johnson
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.

A - 1 0 - 6 1 2 5 7 1 - B

Case No.

XX V

Dept. No.
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
corporation.

24
25 6. Under NRS 78.150 each Nevada corporation is required to file with the
26 Nevada Secretary of State an annual list of officers and directors, listing, among other
27 things, the names and addresses of all officers and directors of the corporation. Wallace
28 has not caused an annual list of officers and directors to be filed with the State for the last

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

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

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

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

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 12. The plaintiff is also informed and believes, and thereupon alleges, that the
20 defendant corporation is insolvent. Based upon the last Form 10-Q filed by Davi with the
21 SEC, the defendant corporation had total assets of \$618,000 and total liabilities of
22 \$1,186,000. In addition, in the last Form 10-Q it was disclosed that the financial
23 statements of Davi contained a "going concern" qualification, in which Davi disclosed
24 that "The Company has incurred net losses of \$1,131,014 for the six month period ending
25 June 30, 2008, and has incurred cumulative net losses of \$13,200,299 since its inception
26
27 June 30, 2008, and has incurred cumulative net losses of \$13,200,299 since its inception
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 15. NRS 78.630 provides, inter alia, that whenever any corporation becomes
13 insolvent or suspends its ordinary business for want of money to carry on the business, or
14 if its business has been and is being conducted at a great loss and greatly prejudicial to
15 the interest of its stockholders, any stockholder owning 10 percent of the outstanding
16 stock entitled to vote, may, by petition setting forth facts and circumstances of the case,
17 apply to the district court for a writ of injunction and the appointment of a receiver.
18

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

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

1
2 or paying out, selling, assigning or transferring any of its estate, money, lands, tenements
3 or effects, except to a receiver appointed by the court with the full power and authority
4 granted under NRS 78.635, until the court otherwise orders.
5

6 18. It has been necessary for plaintiff to retain the services of Ellis & Gordon
7 in order to prosecute this action, and it is entitled to its reasonable attorney's fees in
8 connection therewith.
9

SECOND CLAIM FOR RELIEF

10 19. The plaintiff incorporates herein by this reference as though fully set forth
11 herein, paragraphs 1-18 above.
12

13 20. NRS 78.650 provides that holders or any holder of one-tenth of the issued
14 and outstanding stock may apply to the district court for an order appointing a receiver,
15 and by injunction restrain the corporation from exercising any of its powers or doing
16 business whatsoever, except by and through a receiver appointed by the court whenever,
17 inter alia, any of the following has occurred:
18

- 19 (a) The corporation has willfully violated its charter;
- 20 (b) Its trustees or directors have been guilty of fraud or collusion or gross
mismanagement in the conduct or control of its affairs;
- 21 (c) The trustees or directors have been guilty of misfeasance, malfeasance
or nonfeasance;
- 22 (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

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

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

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

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

1
2 full accounting of the affairs of the defendant corporation and thereafter return the
3 defendant corporation to proper corporate governance.
4

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

21 28. As the plaintiff has no adequate remedy at law and by reason of the
22 negligent, intentional and wrongful acts of the defendants as detailed hereinabove will
23 suffer irreparable harm, the plaintiff requests that this court issue an injunction to restrain
24 the defendant corporation and its officers and directors from exercising any of its
25 privileges or franchises and from collecting and receiving any debts or paying out,
26 selling, assigning or transferring any of its estate, money, lands, tenements or effects,
27 except to a receiver appointed by the court with the full power and authority granted
28 under NRS 78.635, until the court otherwise orders.
29

29. 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.

FOURTH CLAIM FOR RELIEF

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

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

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

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

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

35. 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

FIFTH CLAIM FOR RELIEF

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

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

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

8 1. For a mandatory preliminary injunction and permanent injunction
9 restraining and enjoining the defendant corporation and its officers and directors from
10 exercising any of its privileges or franchises and from collecting and receiving any debts
11 or paying out, selling, assigning or transferring any of its estate, money, lands, tenements
12 or effects, except to a receiver appointed by the court with the full power and authority
13 granted under NRS 78.635, until the court otherwise orders;
14

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

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

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

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 ////

7. For such other and further relief as to this court seems just and proper in the premises.

DATED this 24th day of March, 2010.

ELLIS & GORDON

/s/ Aviva Y. Gordon
By: AVIVA Y. GORDON, ESQ.
Nevada Bar No. 5333
510 South Ninth Street
Las Vegas, NV 89101
Attorneys for plaintiff

Ellis & Gordon
Attorneys at law
510 S. NINTH STREET - LAS VEGAS, NV 89101
PHONE: (702) 385-3727 FAXSIMILE: (702) 386-6826