

**IN THE CIRCUIT COURT OF THE NINTH JUDICIAL CIRCUIT  
IN AND FOR ORANGE COUNTY, FLORIDA**

Case No.:  
Division: Civil

RAINMAKER GROUP CONSULTING LLC, a  
limited liability Company, EMERGING  
MARKETS CONSULTING LLC, a limited liability  
Company, STRATEGIC CAPTIAL  
MARKETS INC., VISION CAPITAL LLC, a  
limited liability Company, FRANK SALERNO III,  
JOSEPH STALEY III, SUZANNE STALEY,  
DAVID GIDDENS JR., and ROB WAMSLEY

Plaintiffs,

vs.

DIVERSIFIED RECYCLING, INC.,  
a domestic corporation, INTEGER HOLDIGNS  
INC., a Florida corporation, and  
BRUCE MANSSUER

Defendants.

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**COMPLAINT**

Plaintiff's, Rainmaker Group Consulting LLC, Emerging Markets Consulting LLC, Strategic Capital Markets, Inc., Vision Capital Inc., Frank Salerno III, Joseph Staley III, Suzanne Staley, and David Giddens Jr., and Rob Wamsley files this Complaint against Diversified Recycling Inc., Integer Holdings Inc., and Bruce Manssuer, Defendants herein, and alleges:

**PARTIES**

1. Plaintiff, Rainmaker Group Consulting LLC, a limited liability company, has a principal place of business at 5063 Dr. Phillips Blvd., Suite 322, in Orange County, Florida.
2. Plaintiff, Emerging Markets Consulting LLC, a limited liability company, has a principal place of business at 15701 State Road 50, Suite 205, Clermont in Lake County, Florida.
3. Plaintiff, Strategic Capital Markets Inc., a Florida corporation, has a principal place of business at 1301 4<sup>th</sup> Ave. N.E., St. Petersburg in Pinellas County, Florida.

4. Plaintiff, Vision Capital LLC, a limited liability company, has a principal place of business at 400 Jericho Turnpike, Jericho in Nassau County, New York.

5. Plaintiff, Frank Salerno III, an individual, resides at 1023 Hidden Bluff, Clermont in Lake County, Florida.

6. Plaintiff, Joseph Staley III, an individual, resides at 1120 Brandy Lake View Circle, Winter Garden in Orange County, Florida.

7. Plaintiff, Suzanne Staley, an individual, resides at 1120 Brandy Lake View Circle, Winter Garden in Orange County, Florida.

8. Plaintiff, David Giddens, an individual, resides at 1070 Black Acre Trail, Winter Springs in Seminole County, Florida.

9. Plaintiff, Rob Wamsley, an individual, resides at 1712 Whitney Isles DR., Windermere in Orange County, Florida.

10. Defendant, Diversified Recycling, a corporation, has a principal place of business at 2700 Hazelhurst Ave., Orlando in Orange County, Florida.

11. Defendant, Integer Holdings Inc., a corporation, has a principal place of business at 2700 Hazelhurst Ave., Orlando in Orange County, Florida.

12. Defendant, Bruce Manssuer, an individual, resides at 2700 Hazelhurst Ave., Orlando in Orange County, Florida.

### **JURISDICTIONAL STATEMENT**

13. The amount in controversy exceeds \$15,000.00, excluding interest, costs and attorney's fees, which is within the jurisdiction of the court in accordance with Section 26.012 of the Florida Statutes.

### **VENUE**

14. Venue in Orange County, Florida is proper in this action under Section 47.011 of the Florida Statutes because all acts or occurrences giving rise to this cause of action took place in Orange County, and Defendants contractually agreed to submit to this Court's jurisdiction.

### **ALLEGATIONS COMMON TO ALL COUNTS**

15. On or about March 31, 2015, Defendant, Integer Holdings, Inc. ("Integer

Holdings”) and Bruce Manssuer (“Manssuer”) entered into stock purchase agreements with Plaintiffs, Rainmaker Consulting LLC (“Rainmaker”) (See attached Exhibit A).

16. On or about March 31, 2015, Defendant, Integer Holdings and Manssuer entered into stock purchase agreements with Plaintiff, Emerging Markets Consulting LLC.

17. On or about November 18, 2015 Defendants, Manssuer and Diversified Recycling Inc. (“Diversified Recycling”) entered into stock purchase agreements with Plaintiff, Strategic Capital Markets Inc. (“Strategic Capital”) (See attached Exhibit B).

18. On or about February 5, 2016, Defendants, Manssuer and Diversified Recycling, entered into stock purchase agreements with Plaintiff, Vision Capital LLC (“Vision Capital”) (See attached Exhibit B).

19. Plaintiffs, Emerging Markets, Rainmaker Consulting, Strategic Capital, and Vision Capital are in the business of providing financial consulting and funding to small and midsize businesses looking to become publicly traded entities.

20. On or about October 7, 2015 Defendants, Manssuer and Diversified Recycling, entered into stock purchase agreements with Plaintiffs, David Giddens, Jr., (“Giddens”), Frank Salerno III (“Salerno”), Joseph Staley III (“J. Staley”), Suzanne Staley (“S. Staley”) and Rob Wamsley (“Wamsley”). (See Attached Exhibit C; List of Shareholders of Diversified Recycling, Inc.)

21. Plaintiff, Salerno, J. Staley, S. Staley, Giddens, and Wamsley are individual investors who are not in the business of providing financial consulting and funding to small and midsize businesses looking to become publicly traded entities.

22. At all times relevant, Integer has operated under the name of Diversified Recycling Inc., with the Florida Department of State, Division of Corporations with Document number P15000021787 (See attached Exhibit D).

23. Defendant, Diversified Recycling is in the business of providing IT Asset Disposition and Secure Data Destruction services as well as recycling, refurbishing and remarketing surplus computer equipment, scrap, or end of life electronic components.

24. At all times relevant, Defendant, Manssuer, has been the Chief Executive Officer (“CEO”) of Diversified Recycling, and responsible for the day-to-day management and business affairs of the company. Manssuer is also the registered agent for Diversified Recycling.

25. Defendants made various representations to each of the Plaintiffs in this action,

including, among other things that: (a) their investment was being made in connection with Diversified Recycling becoming a Securities and Exchange Commission (“SEC”) Reporting Company; (b) their investment was being made in connection with Diversified Recycling becoming a publicly traded vehicle; (c) as a publicly traded vehicle, the Plaintiffs would be able to sell their shares in a publicly traded market on the Over-The-Counter Bulletin Board (“OTCBB”); and (d) the Plaintiffs’ shares would be registered on an S-1 Registration Statement filed with the Security Exchange Commission (“SEC”) to become an SEC reporting company.

26. Defendants’ representations made to the Plaintiffs were false and/or constituted omissions of material fact.

27. Defendants representations and omissions in paragraph 25 were made to induce the Plaintiffs to make their individual investments in Diversified Recycling; however, the Defendants had no intention of becoming an SEC reporting or publicly traded vehicle since approximately three months after Plaintiff’s made their initial investment.

28. Defendants intentionally misled or withheld information concerning the financial health and condition of Diversified Recycling.

29. Defendants intentionally withheld information pertaining to a bankruptcy petition filed on behalf of Diversified Asset Recovery LLC, a company owned by Manssuer, in the U.S. Bankruptcy Court in and for the Middle District of Florida.

30. Defendants intentionally misled or withheld information concerning pending litigation, in this District, against former employees and or independent contractors of Diversified Recycling. These omissions were material when made and perpetuate an ongoing scheme to defraud investors.

31. As CEO of Diversified Recycling, Manssuer has a duty to disclose relevant and material information to potential investors and shareholders.

### **COUNT I** **CIVIL THEFT**

32. On or about March 31, 2015 Plaintiff, Rainmaker Consulting, and Defendants entered into a Stock Purchase Agreement(s) and/or Unit Purchase Agreement(s).

33. Plaintiff, Rainmaker Consulting, tendered \$7,500.00 for 1.5 million shares of Integer with the understanding that Defendants would register their shares on an S-1 registration

statement filed with the Security and Exchange Commission (“SEC”).

34. Upon receiving said funds, Defendants issued 1.5 million shares of Diversified Recycling but failed to file an S-1 registration statement with the SEC rendering Rainmaker Consulting’s shares worthless.

35. On or about March 31, 2015 Plaintiff, Mr. Painter, and Defendants entered into a Stock Purchase Agreement(s) and/or Unit Purchase Agreement(s).

36. Plaintiff, Mr. Painter, tendered \$7,500.00 for 1.5 million shares of Integer with the understanding that Defendants would register their shares on an S-1 registration statement filed with the Security and Exchange Commission (“SEC”).

37. Upon receiving said funds, Defendants issued 1.5 million shares of Diversified Recycling but failed to file an S-1 registration statement with the SEC rendering Mr. Painter’s shares worthless.

38. On or about November 18, 2015, Plaintiff, Strategic Capital, and Defendants entered into a Stock Purchase Agreement(s) and our Unit Purchase Agreement(s).

39. Plaintiff, Strategic Capital, tendered \$75,000.00 for 750,000 shares of Diversified Recycling with the understanding that Defendants would register their shares on an S-1 registration statement filed with the Security and Exchange Commission (“SEC”).

40. Upon receiving said funds, Defendants issued 750,000 shares of Diversified Recycling but failed to file an S-1 registration statement with the SEC rendering Strategic Market’s shares worthless.

41. On or about February 5, Plaintiff, Vision Capital, and Defendants entered into a Stock Purchase Agreement(s) and/or Unit Purchase Agreement(s).

42. Plaintiff, Vision Capital, tendered \$85,000.00 for 750,000 shares of Diversified Recycling with the understanding that Defendants would register their shares on an S-1 registration statement filed with the Security and Exchange Commission (“SEC”).

43. Upon receiving said funds, Defendants failed to issue 750,000 shares of Diversified Recycling and failed to file an S-1 registration statement with the SEC rendering Vision Capital’s shares worthless.

44. On or about October 7, 2015, Plaintiffs Giddens, Wamsley, Salerno, J. Staley, and S. Staley and Defendants entered into Stock Purchase Agreements and/or Unit Purchase Agreements.

45. Plaintiffs, Giddens, Wamsley, Salerno, J. Staley, and S. Staley, tendered \$2,500.00; \$3,000.00; \$6,000.00; \$4,000.00; \$1,500.00 respectively for 68,000 shares of Diversified Recycling with the understanding that Defendants would register their shares on an S-1 registration statement filed with the SEC.

46. Upon receiving said funds, Defendants issued 68,000 shares of Diversified Recycling and failed to file an S-1 registration statement with the SEC; rendering Plaintiffs, Giddens, Wamsley, Salerno, J. Staley, and S. Staley's shares worthless.

47. On or about May 5, 2016, Plaintiffs discovered that Defendants had knowingly obtained and used \$199,300.00 which belonged to Plaintiffs with the felonious intent to, either temporarily or permanently, deprive Plaintiffs of the right to the money and to appropriate the money to Defendants' own use in violation of Section 812.012 of the Florida Statutes.

48. As a result, Plaintiffs have been injured because of the violation of Section 812.012 of the Florida Statutes and have lost the above sum plus interest from the date of the theft.

49. In an attempt to avoid criminal prosecution and recoup this loss, Plaintiffs offered Defendants an opportunity to make restitution.

50. Defendants did not accept this restitution offer.

51. Before filing this suit, Plaintiffs on June 22, 2016 served on Defendants a written demand for payment of the \$800,000.00, which at the time was the amount believed misappropriated by Defendants. A copy of this written demand is attached to this complaint as Exhibit E.

52. Defendants have failed and refused to pay the amount demanded or any other amount.

WHEREFORE, Plaintiffs demands judgment against the Defendants, jointly and severally for compensatory damages in the amount of \$199,300.00, treble damages in the amount of \$597,900.00 and attorney's fees and costs, as deemed appropriate and reasonable by the Court, pursuant to section 772.11, Fla. Stat., and such other relief as this Court deems just and proper.

**COUNT II**  
**UNJUST ENRICHMENT**

53. Plaintiffs, adopt by reference, as if set out fully and completely in this Count, the following statements of this Complaint: Paragraphs 1 through 52.

55. As a result of the conduct described above, Defendants have been unjustly enriched at the expense of Plaintiffs.

55. Defendants should be required to disgorge all monies, profit and gains which they have obtained or will unjustly obtain in the future at the expense of Plaintiffs.

WHEREFORE, Plaintiffs demand judgment against the Defendants, jointly and severally, as follows:

- a. For compensatory damages in the amount of \$199,300.00;
- b. For constructive trust upon the Defendants membership interest or stock ownership and any proceeds or distributions relative thereto for the benefit of Plaintiffs;
- c. For injunctive relief as this Court deems appropriate, including a preliminary injunction restraining Defendants from dissipating the proceeds from the sale of their ownership interest in Diversified Recycling, Inc., and Integer Holdings, Inc. pending a final determination of this case;
- d. For Plaintiff's costs, together with reasonable attorneys' fees; and
- e. For such other relief as this Court deems just and proper

**COUNT III**  
**BREACH OF CONTRACT**

56. Plaintiffs, adopt by reference, as if set out fully and completely in this Count, the following statements of this Complaint: Paragraphs 1 through 54.

57. Between March 31, 2015 and February 5, 2016, Plaintiffs, and Defendants entered into Stock and Unit Purchase Agreements ("Agreement") whereby Plaintiffs would purchase 5,068,000 shares of common stock of issuer for \$232,000.00. This was memorialized by the aforementioned Agreement(s), and incorporated therein and signed by Defendant, Bruce Manssuer. See attached Exhibits (A)-(D).

58. The Agreement(s) required Defendants to sell un-registered shares of Diversified Recycling under the 1933 Act, in reliance upon an exemption from securities registration afforded by Section 4(2) of the 1933 Act. After issuance, Diversified Recycling was required to register Plaintiff's shares by filing an S-1 Registration statement with the SEC.

59. Defendants breached the Agreement by failing to do the following:

- a. Failing to file Form S-1 Registration Statement registering Plaintiffs' shares of Diversified Recycling and Integer Holdings, Inc.;
- b. Withheld vital information pertaining to the health and financial condition of Diversified Recycling and Integer Holdings;
- c. Intentionally withheld information pertaining to actions pending against Diversified Recycling or Integer Holdings in contravention of 4(g) of the Agreement(s);
- d. Failing to repay \$199,300.00 upon due demand.

WHEREFORE, Plaintiffs demands judgment against the Defendants, jointly and severally for compensatory damages for breach of contract in the amount of \$199,300.00 and other such relief this Court deems just and proper.

**COUNT IV**  
**FRAUDULENT MISREPRESENTATION**

60. Plaintiffs, adopts by reference, as if set out fully and completely in this Count, the following statements of this Complaint: Paragraphs 1 through 59.

61. At the time when Defendants approached Plaintiffs to invest \$232,000.00 for 5,068,000 million common shares of stock, Defendants falsely and fraudulently represented to Plaintiffs that Plaintiffs' funds would be used to purchase 5,068,000 million common shares of stock in Diversified Recycling which then would be registered on an S-1 Registration statement with the SEC.

62. At the time when Defendants made the false representations to Plaintiffs, Defendants had no intention of filing a registration statement with the SEC. Instead, Defendants were using Plaintiffs capital investment for the benefit of it's CEO, Bruce Manssuer.

63. The representations, made by Defendants to Plaintiffs, were material and false when made.

64. Defendants, representations to Plaintiffs, induced Plaintiffs to tender \$199,300.00 to Diversified Recycling and Integer Holdings.

65. Plaintiffs tendered funds in the amount of \$199,300.00 in reliance on the truth of Defendants representations to their detriment.

66. At all times material, Defendants knowingly, solicited, obtained, and received the



benefit of Plaintiffs' funds, with the felonious intent to permanently deprive the Plaintiffs of the right to its funds and to appropriate the Plaintiffs money to their own use, in violation of §812.014(1), Florida Statutes.

67. In furtherance of the fraud and intent to steal and appropriate Plaintiffs' monies, Defendants failed and refused to repay the sums tendered to by Plaintiffs after numerous requests.

68. Defendants knowingly obtained and appropriated, for their own use and benefit, Plaintiffs \$199,300.00, with the felonious intent to permanently deprive the Plaintiffs of their right to receive reimbursement of their moneys, in violation of §772.11, Florida Statutes.

WHEREFORE, the Plaintiffs demand judgment against Defendants, jointly and severally, for compensatory damages in the amount of \$199,300 treble damages in the amount of \$597,900 and attorney fees and costs, as deemed appropriate and reasonable by the Court, pursuant to §772.11, Fla. Stat., and such other relief as this Court deems just and proper.

**COUNT V**  
**BREACH OF FLA. STAT. §517.301**

69. Plaintiffs, adopts by reference, as if set out fully and completely in this Count, the following statements of this Complaint: Paragraphs 1 through 68.

70. At the time when Defendants solicited Plaintiffs to invest \$232,000.00 for 5,068,000 million common shares of stock, Defendants falsely and fraudulently represented to Plaintiffs that Plaintiffs' funds would be used to purchase 5,068,000 million common shares of stock in Diversified Recycling which then would be registered on an S-1 Registration statement with the SEC.

71. At the time when Defendants made the false representations to Plaintiffs, Defendants had no intention of filing an S-1 Registration statement with the SEC. Instead, Defendants were using Plaintiffs capital investment for the benefit of the CEO, Bruce Manssuer.

72. Plaintiffs, justifiably relied on Defendants representations to their detriment, and tendered \$199,300.00 to Defendants based upon Defendants aforementioned misrepresentations.

73. Plaintiffs reliance on Defendants misrepresentations and the damage resulting therefrom, were the direct, natural and foreseeable consequences of Defendants conduct.

74. As a result of Defendants actions, Plaintiffs have been damaged in the amounts previously set forth or such other damages as may be established at trial.

WHEREFORE, Plaintiffs demand judgment against Defendants for all past and future damages suffered by Plaintiffs as a result of Defendants unjust, unreasonable, and unlawful conduct, plus attorneys' fees authorized by §517.211 of the Florida Securities and Investor Protection Act, costs, interest, punitive damages and such other equitable relief as the trier of fact deems appropriate.

**COUNT VI**  
**ATTORNEY'S FEES**

75. Plaintiffs, have employed the Stephen M. Jones Law Firm, PLLC. (“the Firm”), for representation in this action, and Plaintiffs have agreed to pay a reasonable attorney fee to the Firm.

76. Plaintiffs, are entitled to recover reasonable attorney's fees incurred in connection with this action pursuant to Section 517.211 of the Florida Statutes.

**DEMAND FOR JUDGMENT**

**WHEREFORE**, Plaintiff demands judgment against Defendants and each of them for general damages, for damages in the amount of three times the amount of the theft, and for such other and further relief, in law or in equity, to which Plaintiff may be justly entitled.

*/s/ Stephen M. Jones*

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Stephen M. Jones, Esq.

Attorney for Plaintiff

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