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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

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IN THE MATTER OF DETERMINING
Whether there has been a violation
Of the Franchise Investment Protection Act by:

LADY OF AMERICA FRANCHISE CORP.; ROGER
WITTENBERNS; WILLIAM S. LANDMAN; their
agents and employees,

Respondents.

SDO - 77 - 01

SUMMARY ORDER TO CEASE AND DESIST AND
SUSPENDING EFFECTIVENESS OF F-70011779
AND NOTICE OF INTENTION TO REVOKE
EFFECTIVENESS OF F-70011779

Case No. 01-09-342

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THE STATE OF WASHINGTON TO: Lady of America Franchise Corp.
2400 E. Commercial Boulevard, Suite 808
Fort Lauderdale, FL 33308

 Roger Wittenberns, President
Lady of America Franchise Corp.
2400 E. Commercial Boulevard, Suite 808
Fort Lauderdale, FL 33308

 William S. Landman, Senior-Vice President
Lady of America Franchise Corp.
2400 E. Commercial Boulevard, Suite 808
Fort Lauderdale, FL 33308

STATEMENT OF CHARGES

Please take notice that the Securities Administrator of the State of Washington has reason to believe that Respondents, Lady of America Franchise Corp., Roger Wittenberns, and William S. Landman have violated the Franchise Investment Protection Act and that their violations justify the entry of an order of the Securities Administrator under RCW 19.100.248 and RCW19.100.120 to cease and desist from such violations and to suspend the effectiveness of Respondents' registration statement. The Securities Administrator finds that delay in

SUMMARY ORDER TO CEASE AND DESIST AND
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INTENTION TO REVOKE EFFECTIVENESS OF F-70011779

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**DEPARTMENT OF FINANCIAL INSTITUTIONS
Securities Division
PO Box 9033
Olympia, WA 98507-9033
360-902-8760**

1 ordering the Respondents to cease and desist from such violations would be hazardous to investors and the public
2 and that a Summary Order To Cease and Desist and Suspending Effectiveness of F-70011779 should be entered
3 immediately. The Securities Administrator finds as follows:

4 **TENTATIVE FINDINGS OF FACT**

5 **I. Respondents**

6 1. **LADY OF AMERICA FRANCHISE CORP.** (“Lady of America”) is a Florida corporation with a
7 principal business address of 2400 E. Commercial Boulevard, Suite 808, Fort Lauderdale, Florida 33308. Lady of
8 America offers franchises for the establishment of business centers to provide aerobic and health services on a
9 membership basis.

10 2. **ROGER WITTENBERNS** was the Chairman of the Board of Directors and President of Lady of
11 America at all times relevant to the matters set for the herein.

12 3. **WILLIAM S. LANDMAN** was the Senior Vice President of Lady of America at all times relevant
13 to the matters set forth herein.

14 **II. Nature of the Offer**

15 4. In or around April of 2001, a Washington resident (hereinafter referred to as the “purchaser”),
16 entered into a deposit agreement with Lady of America whereby the purchaser made formal application for a Lady
17 of America franchise. In connection with the offer of the franchise by Lady of America and its representative
18 William Landman, and pursuant to the terms of the deposit agreement, the purchaser deposited \$2,500 with Lady
19 of America as an indication of his bona fide intent to enter into a Lady of America Franchise Agreement with Lady
20 of America. In the deposit agreement, the purchaser acknowledged receipt of Lady of America’s franchise
21 offering circular. The deposit agreement stated that if the applicant desired to cancel the application, the deposit
22 would be returned, less Lady of America’s out-of-pocket expenses and time and effort expended by Lady of
23 America on behalf of the applicant.

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III. Emergency

The Securities Administrator finds that an emergency exists, that the continued violation of RCW 19.100.170 constitutes a threat to the investing public, and that a summary order to cease and desist from those violations is in the public interest and necessary for the protection of the investing public.

SUMMARY ORDER

Based upon the above Tentative Findings of Fact and Conclusions of Law, NOW, THEREFORE, IT IS HEREBY SUMMARILY ORDERED that Lady of America, Roger Wittenberns, William S. Landman, and their agents and employees, each cease and desist from further violations of RCW 19.100.170; and

It is further SUMMARILY ORDERED that the effectiveness of the franchise registration application F-70011779 is hereby suspended.

NOTICE OF INTENTION TO REVOKE REGISTRATION

Based upon the above Tentative Findings of Fact and Conclusions of Law, the Securities Administrator intends to permanently revoke the effectiveness of the franchise registration of Lady of America, file number F-70011779.

AUTHORITY AND PROCEDURE

These Orders are entered pursuant to the provisions of RCW 19.100.248, RCW 19.100.120, and RCW 19.100.130, and are subject the provisions of ch. 34.05. Each of the Respondents may make a written request for a hearing as set forth in the NOTICE OF OPPORTUNITY TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this order.

If a Respondent does not request a hearing, the Securities Administrator intends to adopt the above

1 Tentative Findings of Fact and Conclusions of Law as final, enter a final order to cease and desist against each of
2 the Respondents, and permanently revoke the effectiveness of the franchise registration of Lady of America, file
3 number F-70011779.

4 DATED this _____ day of _____, 2001.
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9 DEBORAH R. BORTNER
Securities Administrator

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11 Approved by:

Presented by:

12
13 _____
14 Michael E. Stevenson
Chief of Enforcement

15 _____
16 Chad Standifer
Staff Attorney