

**STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT**

\_\_\_\_\_)  
**IN THE MATTER OF:** )  
**Fran Span Global, LLC, its Partners.** )  
**Members, Officers, Directors, Agents, Employees,** )  
**Affiliates, Successors and Assigns; and** )  
**Directors, Agents, Employees, Affiliates, Successors;** )  
**The Healthy Life Style Place of Oak Park, LLC,** ) **File No. C1100208**  
**its Partners. Members, Officers,** )  
**Directors, Agents, Employees, Affiliates, Successors** )  
**And Assigns** )  
**And** )  
**Physicians Wellcare Centers of America A/K/A PWCA** )  
**Its Partners. Members, Officers,** )  
**Directors, Agents, Employees, Affiliates, Successors** )  
**And Assigns** )  
\_\_\_\_\_)

**CONSENT ORDER OF PROHIBITION**

**TO THE RESPONDENTS:**

Fran Span Global, LLC  
U.S. Corporate Headquarters  
Oak Brook Pointe  
700 Commerce Drive  
Suite 500  
Oak Brook, Illinois 60523

The Healthy Life Style Place of Oak Park, LLC  
700 Commerce Drive  
Suite 500  
Oak Brook, Illinois 60523

Physicians Wellcare Centers of America  
Attention: Roger Akey, Attorney at Law  
841 Prudential Drive  
Suite 1200  
Jacksonville, Florida 32207

## CONSENT ORDER OF PROHIBITION

- 2 -

**Courtesy Copy to  
Respondent Attorney:**

Chris Galloway  
Francorp, Inc.  
20200 Governors Drive  
Olympia Fields, IL 60461-1032

WHEREAS, Respondents Fran Span Global, LLC its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, The Healthy Life Style Place of Oak Park, LLC, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, and Physicians Wellcare Centers of America, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns ("Respondents"), on the 21<sup>st</sup> day of December, 2011, executed a certain Stipulation to Enter Consent Order of Prohibition (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Fran Span Global, LLC its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, The Healthy Life Style Place of Oak Park, LLC, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, and Physicians Wellcare Centers of America, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns have admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, issued May 6, 2010 and the Amended Notice of Hearing issued dated September 17, 2009, in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Prohibition ("Consent Order").

WHEREAS, by means of the Stipulation, Fran Span Global, LLC its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, The Healthy Life Style Place of Oak Park, LLC, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, and Physicians Wellcare Centers of America, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns have acknowledged that the following Findings of Fact are intended to be a final determination of the issues and Respondents agree that they shall be estopped from making arguments contrary to the Findings of Fact in any collateral proceeding(s).

WHEREAS, by means of the Stipulation, Fran Span Global, LLC its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, The Healthy Life Style Place of Oak Park, LLC, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, and Physicians Wellcare Centers of America, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns have acknowledged that the following shall be adopted as the Secretary of State's Findings of Fact, and has admitted to the truth thereof:

## CONSENT ORDER OF PROHIBITION

- 3 -

### BACKGROUND FACTS

- 1) Fran Span Global, LLC (Respondent “Fran Span Global” or collectively with Respondents The Healthy Life Style Place of Oak Park, LLC and Physicians Wellcare Centers of America “Respondents”) is an unknown entity. Its last known address is 700 Commerce Drive, Oak Brook, Illinois.
- 2) The Healthy Life Style Place of Oak Park, LLC, (Respondent “Healthy Life Style” or collectively with Respondents Fran Span Global, LLC and Physicians Wellcare Centers of America “Respondents”) is a Nevada Limited Liability Company which is currently in default. Its last known address is 700 Commerce Drive, Oak Brook, Illinois.
- 3) Physicians Wellcare Centers of America A/K/A PWCA, (Respondent “Physicians Wellcare Centers of America” or collectively with Respondents Fran Span Global, LLC and The Healthy Life Style Place of Oak Park, LLC “Respondents”) is an unknown entity. The Respondents Private Offering Memorandum states Physicians Wellcare Centers of America is a subsidiary of Fran Span Global, LLC.
- 4) Respondents solicited thousands of Illinois investors with a general solicitation with lists purchased from the American Medical Association (AMA) database of physicians in Illinois.
- 5) That starting in 2010, Respondents offered and sold securities in the form of Membership Interest Shares in The Healthy Life Style Place of Oak Park, LLC. Respondent offering is “on a “best efforts” basis, 35 Units of Class “A” Membership Interest Share with each Unit equal to One and Four Tenths Percent (1.4%) equity ownership in The Healthy Life Style Place of Oak Park, LLC”.
- 6) Respondents’ cold called the investors using “Business Analysts”, and Carol Myers d/b/a Chris Morgan. These Business Analysts were formerly pharmacy representatives, from outside of Illinois
- 7) During the cold calls the Respondents had the Business Analysts fill out a database, the database failed to ascertain if investors were accredited.
- 8) Respondents sent the investors a Private Placement Memorandum (PPM) which determined if the investor was accredited.
- 9) That the activities set forth in paragraphs above constitute the offer and sale of Membership Interest Shares, and therefore a security, as those terms are defined in Section 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*

## CONSENT ORDER OF PROHIBITION

- 4 -

### COUNT I

#### **815 ILCS 5/12.A and D violations: Respondents are unregistered securities.**

- 1-9. Paragraphs 1-9 are re-alleged and incorporated by reference.
- 10) Respondents failed to file an application for registration of the above-referenced securities with the Secretary of State and as a result, the securities were not registered pursuant to Section 5 of the Act prior to their offer and sale in the State of Illinois.
- 11) Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
- 12) Section 12.A of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, (the "Act") states that it shall be a violation of the provisions of this Act for any person to "offer or sell any security except in accordance with the provisions of this Act."
- 13) Section 12.D of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, states that it shall be a violation of the provisions of the Act for any person to "fail to file with the Secretary of State any application, report or document under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to this Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
- 14) By virtue of the foregoing, Respondents violated Sections 12.A and 12.D of the Act.

### COUNT II

#### **815 ILCS 5/12.C violations: Respondents are unregistered Dealer/Salesperson.**

- 1-9. Paragraphs 1-9 are re-alleged and incorporated by reference.
10. Through the conduct described in paragraphs above, the respondents acted as a dealer and/or salesperson for the sale of Membership Interest Shares to investors.
11. That 12.C of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to act as a dealer and/or salesperson unless registered such, where such registration is required under this Act.

## CONSENT ORDER OF PROHIBITION

- 5 -

12. That at all relevant times, the respondents were not registered as a dealer and/or salesperson under the Act.
13. That by acting as a salesperson and/or dealer in the State of Illinois, without being registered as such, respondent violated section 12.C of the Act.

WHEREAS, by means of the Stipulation Respondents have acknowledged that the following shall be adopted as the Secretary of State's Conclusion of Law:

The Respondents violated Sections 12.A and 12.D of the Act.

The Respondents violated section 12.C of the Act.

WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that they shall be PERMANENTLY PROHIBITED from offering and selling of securities in or from the State of Illinois in compliance with the Illinois Securities Law of 1953 815 ILCS 5/1 et seq. (The "Act").

WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that they shall be fined in this matter in the amount of Five Thousand Dollars (\$5,000.00). Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondent shall be PERMANENTLY PROHIBITED from offering and selling securities in or from the State of Illinois in compliance with the Illinois Securities Law of 1953.
2. The Respondent is levied costs of investigation in this matter in the amount Five Thousand Dollars (\$5,000.00), payable to the Office of the Secretary of State, and on December 21, 2011 has submitted Five Thousand Dollars (\$5,000.00) in payment thereof.
3. The Department shall retain jurisdiction over this proceeding for the sole purpose of enforcing the terms and provisions of the Stipulation herein.

**CONSENT ORDER OF PROHIBITION**

- 6 -

4. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 21<sup>st</sup> day of December, 2011

A handwritten signature in black ink, appearing to read "Jesse White" with a stylized flourish at the end.

JESSE WHITE  
Secretary of State  
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 Felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, {735 ILCS 5/3-101 et seq.} and the Rules and Regulations of the Illinois Securities Act, {14 Ill. Admin. Code Ch. I, Section 130.1123}. Any action for Judicial Review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:  
Mary A. Lopez  
Office of the Secretary of State  
Illinois Securities Department  
69 West Washington Street, Suite 1220  
Chicago, Illinois 60602  
Telephone: (312) 793-3023  
[mlopez@ilsos.net](mailto:mlopez@ilsos.net)