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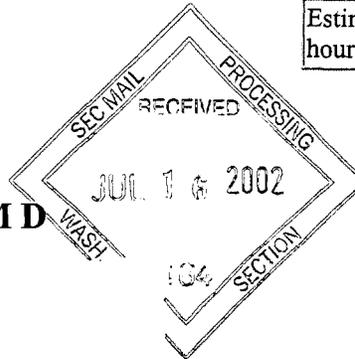
ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response. . 1

FORM D



PROCESSED

JUL 27 2002
THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
ST. JOSEPH'S PHYSICIAN ASSOCIATES, INC.

Address of Executive Offices
(Number and Street, City, State, Zip Code)
4900 Habana Avenue, Tampa, FL 33614

Telephone Number
(Including Area Code)
(813) 854-4668

Address of Principal Business Operations
(Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number
(Including Area Code)

Brief Description of Business The Company operates as an association of qualified physicians to engage directly in health care related businesses and to serve as a panel or panels of qualified physicians (either directly or indirectly) to provide services to various managed care entities.

Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: 1 1 8 7 Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) F L

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any

Check Box(es) that Promoter Beneficial Executive Director General and/or
Apply: Owner Officer Partner

Full Name (Last name first, if individual) Docobo, Angel, M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)
4503 N. Armenia Ave., Suite 102, Tampa, FL 33603

Check Box(es) that Promoter Beneficial Executive Director General and/or
Apply: Owner Officer Partner

Full Name (Last name first, if individual) Edgerton, N. Bruce, M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)
2706 W. Dr. Martin Luther King, Jr. Blvd., Suite A, Tampa, FL 33607

Check Box(es) that Promoter Beneficial Executive Director General and/or
Apply: Owner Officer Partner

Full Name (Last name first, if individual) Jungerberg, Dennis, M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)
2901 St. Isabel St., Suite A3, Tampa, FL 33607

Check Box(es) that Promoter Beneficial Executive Director General and/or
Apply: Owner Officer Partner

Full Name (Last name first, if individual) Luria, L. William, M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)
2727 W. Dr. Martin Luther King, Jr. Blvd., Suite 500, Tampa, FL 33607

Check Box(es) that Promoter Beneficial Executive Director General and/or
Apply: Owner Officer Partner

Full Name (Last name first, if individual) Maniscalco, Benedict, M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)
2727 W. Dr. Martin Luther King, Jr. Blvd., Suite 800, Tampa, FL 33607

Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| | | | | |
|-----------------------------|----|-------------|----|---|
| Partnership Interests | \$ | 0 | \$ | 0 |
| Other (Specify _____). | \$ | 0 | \$ | 0 |
| Total | | \$1,047,370 | \$ | 0 |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|---|---------------------|--|
| Accredited Investors | 0 | \$ 0 |
| Non-accredited Investors | 0 | \$ 0 |
| Total (for filings under Rule 504 only) | 0 | \$ 0 |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

| Type of offering | Type of Security | Dollar Amount Sold |
|---------------------------|---------------------|-----------------------|
| Rule 505 | 0 | \$ 0 |
| <u>Regulation A</u> | 0 | \$ 0 |
| Rule 504 | 0 | \$ 0 |
| Total | 0 | \$ 0 |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | | |
|--|-------------------------------------|-----------|
| Transfer Agent's Fees | <input type="checkbox"/> | \$ 0 |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ 0 |
| Legal Fees | <input checked="" type="checkbox"/> | \$ 10,000 |
| Accounting Fees | <input checked="" type="checkbox"/> | \$ 7,000 |
| Engineering Fees | <input type="checkbox"/> | \$ 0 |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ 0 |
| Other Expenses (identify) _____ | <input type="checkbox"/> | \$ 0 |
| Total | <input checked="" type="checkbox"/> | \$ 17,000 |

APPENDIX N/A

| 1 | 2 | | 3 | 4 | | | | 5 | |
|-------|---|----|---|--|--|------------------------------------|--------|-----|--|
| | Intend to sell to non-accredited investors in State (Part B-Item 1) | | | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
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<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
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