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SEC 1972 Potential persons who are to respond to the collection of information con-(6/99) required to respond unless the form displays a currently valid OMB control



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

FORM D

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

| OMB APF | PROVAL |
|------------------|--------------|
| OMB Number: | 3235-0076 |
| Expires: | May 31, 2002 |
| Estimated avera | ge burden |
| hours per respor | ıse1 |

| SEC USE ONLY | | | | | | | | |
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PROCESSED

FEB 0.7 2003

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Health Express USA, Inc.

THOMSON FINANCIAL

apply):

Filing Under (Check box(es) that

[] Rule 504 [] Rule 505 [x] 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 indiciate change.) Health Express USA, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code)

Telephone Number

1761 W. Hillsboro Blvd., Suite 203, Deerfield Beach, FL 33442

954/570-5900

M

| (Includ | ss of Principal Busing Area Code) erent from Executive | · | (Number and St | reet, City, S | tate, Zip C | ode) Telepho | ne Number |
|---------|--|------------------|---|---------------|-------------|---|-------------------|
| Brief [| Description of Busine | ess | | | | | |
| Туре | of Business Organiza | ation | *************************************** | | | *************************************** | |
| [x] | corporation | [] li | mited partnership, | already for | med | [] other | (please specify): |
| [] | business trust | [] iii | mited partnership, | to be forme | ed | | |
| | | | | Month | Year | | |
| Actua | or Estimated Date of | of Incorporation | or Organization: | [7] | [98] | [x] Actual | [] Estimated |
| Jurisd | iction of Incorporatio | n or Organizatio | • | | | ice abbreviatior ign jurisdiction) | |
| | | | | | | | |

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 material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

| Check Box(es) that [] Promoter [] Benefici Apply: Owner | al [x] Executive Officer | [x] Director [] General and/or Managing Partner |
|---|--|---|
| Full Name (Last name first, if individual) Baker, Douglas | | |
| Business or Residence Address (Number and 1761 W. Hillsboro Blvd., Suite 203, Deerfield E | | Code) |
| Check Box(es) that [] Promoter [] Beneficing Apply: | ial [x] Executive Officer | [x] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) D'Alonzo, Marco | | |
| Business or Residence Address (Number and 1761 W. Hillsboro Blvd., Suite 203, Deerfield B | | Code) |
| Check Box(es) that [] Promoter [] Benefic Apply: | ial [] Executive Officer | [x] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) Greenfield, Susan | | |
| Business or Residence Address (Number and 1761 W. Hillsboro Blvd., Suite 203, Deerfield B | | Code) |
| Check Box(es) that [] Promoter [] Benefic Apply: Owner | ial [] Executive Officer | [x] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) Meyer, Edward | | |
| Business or Residence Address (Number and 1761 W. Hillsboro Blvd., Suite 203, Deerfield B | | Code |
| Check Box(es) that [] Promoter [] Benefic Apply: | cial [x] Executive Officer | [] Director [] General and/or Managing Partner |
| Full Name (Last name first, if individual) | aday mangaga (CCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCC | |

| Check Apply: | • |) that | [] Pron | noter [] | Benefici Owner | al | | Execu Office | | [x]D | irector [| | ral and/or ging Partner | |
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| [MT] | [NE] | [NV] | [NH] | [NJ] | [MM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | |
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| | | Total | (for filin | gs unde | r Rule 50 | 04 only) | | | | | | | |

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 | Dol | llar Amount Sold |
|--|------------------------------|-----|---------------------|
| Rule 505 | | \$ | |
| Regulation A | | \$ | |
| D 1. 504 | | \$ | |
| Total | | \$ | |
| 4.a. Furnish a statement of all expenses in connection with the is distribution of the securities in this offering. Exclude amounts relatin organization expenses of the issuer. The information may be given future contingencies. If the amount of an expenditure is not known, testimate and check the box to the left of the estimate. | g solely to as subject to | | |
| Transfer Agent's Fees | [x] | | \$ 0 |
| Printing and Engraving Costs | [x] | | \$ 10,000 |
| Legal Fees | [x] | | \$ 60,000 |
| Accounting Fees | [x] | | \$ 15,000 |
| Engineering Fees | | | \$ 0 |
| Sales Commissions (specify finder fees separately) | [x] | | \$ 175,000 |
| Other Expenses (identify) commitment fees | [x] | | \$0 |
| Total | [x] | | \$260,000 |
| b. Enter the difference between the aggregate offering price given Part C - Question 1 and total expenses furnished in response to Part fThis difference is the "adjusted gross proceeds to the issuer." | C - Question 4.a. | | \$4,990,000 |

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| | Payments to Officers, Directors, & Affiliates | Payments To Others |
|--|--|-----------------------|
| Salaries and fees | [x] \$0 | [x] \$0 |
| Purchase of real estate | [x] \$0 | [x] \$0 |
| Purchase, rental or leasing and installation of machinery and equipment | [x] \$0 | [x] \$0 |
| Construction or leasing of plant buildings and facilities | . [x] \$0 | [x] \$0 |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | [x] \$0 | [×] \$0 |

| Repayment of indebtedness | | [x] \$0 |
|--|--|--|
| Working capital | | [x] \$4,990,000 |
| Other (specify): | [x] \$0 | [x] \$0 |
| | [x] \$0 | [x] \$0 |
| Column Totals | | [x] \$4,990,000 |
| Total Payments Listed (column totals added) | ••••• | [x] \$4,990,000 |
| D. FEDERAL SIGNATURE | | |
| The issuer has duly caused this notice to be signed by the undersigned du Rule 505, the following signature constitutes an undertaking by the issuer to Commission, upon written request of its staff, the information furnished by pursuant to paragraph (b)(2) of Rule 502. | to furnish to the | U.S. Securities and Exchai |
| Issuer (Print or Type) Signature | | Date |
| HEALTH EXPRESS USA, INC. | 21 | 1.3.03 |
| Name of Signer (Print or Type) | (Print or Type) | |
| Douglas Baker Chief Execut | tive Officer | |
| Dodgido Balkol | | |
| ATTENTION Intentional misstatements or omissions of fact constitute federal | criminal violati | ons. (See 18 U.S.C. 1001. |
| | criminal violati | ons. (See 18 U.S.C. 1001. |
| E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any | of the disqualifi | cation Yes No |
| Intentional misstatements or omissions of fact constitute federal E. STATE SIGNATURE | of the disqualific | cation Yes No |
| Intentional misstatements or omissions of fact constitute federal E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any provisions of such rule? | of the disqualific response. | cation Yes No |
| E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any provisions of such rule? See Appendix, Column 5, for state of the subject to any subje | of the disqualific response. administrator of state law. | cation Yes No [] [x] any state in which this notic |
| Intentional misstatements or omissions of fact constitute federal E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any provisions of such rule? See Appendix, Column 5, for state of the sta | r of the disqualific response. administrator of state law. administrators, up the conditions that | cation Yes No |
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| E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any provisions of such rule? See Appendix, Column 5, for state of the undersigned issuer hereby undertakes to furnish to any state of filed, a notice on Form D (17 CFR 239,500) at such times as required by some such that the issuer to offerees. The undersigned issuer hereby undertakes to furnish to the state of the furnished by the issuer to offerees. The undersigned issuer represents that the issuer is familiar with the entitled to the Uniform limited Offering Exemption (ULOE) of the state in we issuer claiming the availability of this exemption has the burden of establishment. | response. administrator of a state law. administrators, up the conditions the which this notice is shing that these of | cation Yes No |
| E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any provisions of such rule? See Appendix, Column 5, for state of the undersigned issuer hereby undertakes to furnish to any state of filed, a notice on Form D (17 CFR 239,500) at such times as required by some such that the issuer is familiar with the entitled to the Uniform limited Offering Exemption (ULOE) of the state in we issuer claiming the availability of this exemption has the burden of establishalf by the undersigned duly authorized person. | response. administrator of a state law. administrators, up the conditions the which this notice is shing that these of | cation Yes No |
| E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any provisions of such rule? See Appendix, Column 5, for state of the state | response. administrator of a state law. administrators, up the conditions the which this notice is shing that these of | cation Yes No |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | 2 | | 3 | 1 | | ******* | | | | | |
|---------------------------------------|--|---|--|--|--|--|---|--|--|--|--|
| 4 | | 1 | Type of security | | | 4 | | 5 Disqualification under State ULOE | | | |
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| State | Yes | No | | Number of Accredited Investors | | Number of Non- Accredited Investors | Amount | | No | | |
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| Number of Accredited Investors | fication te ULOE attach ition of ranted) | 5 Disquali under Sta (if yes, explana waiver g (Part E- | te | 4 nvestor and hased in Sta :-Item 2) | ype of in | | 3 Type of security and aggregate offering price offered in state (Part C-Item 1) | to sell ccredited s in State -ltem 1) | Intend to non-ad investors | 1 |
|--|--|--|----------|---|--|---|--|--|----------------------------------|-------------------------------|
| NJ | No | Yes | Amount | Non- Accredited | | Accredited | | No | Yes | State |
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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999