

MEMORANDUM OF AGREEMENT

Sakhalin Regional Executive Committee for health Services
Division of the Ministry of Health of the government of the
Russian Soviet Federative Socialist Republic of the Union of
the Soviet Socialist Republics or in future independent free
zone or free enterprise or free economic zone (Sakhalin Health)
and UNITED PERSONS INCORPORATED, a corporation existing under
and by virtue of the laws of the State of Georgia of the United
States of America also register in the USSR. Each party acknowledge
hereby that each is bound, committed and contracted to each other
for the establishment of a joint venture company ("JVC") to improve
the present health facility for the UPI Project and of Aviation
Project and develop:

1. a new international hospital with all necessary facilities
and equipment including mobile clinics.

2. two ambulances equipped helicopter and availability of American,
European, Japanese, Korean doctors, medical assistance and medicines.

3. a retainment house to take care of orderly foreigners in
Sakhalin. Sakhalin Health will be proud of the land and all necessary
local utility and knowledge and assistance will be proud of all
international knowledge management the obstacles of participants
of JVC will be specified in the contract.

Both parties agree.

Each party commits all of each one's respective resources, assets
and energy, without limitation, to the use of the JVC for pursuit
and successful accomplishment of the development. The parties agree
that this Memorandum is the initial document in the process of forming
the JVC pursuant to Soviet law and each commits to the pursuit of
ultimate result. This Memorandum isn't intended to be a protocol of
intent but is the first contractual step of the JVC agreement. This
Memorandum is created for convenience and proof of the JVC and in
consideration of time constraints.

This Memorandum shall remain in effect as long as the parties agree
and is not terminable at will by either of the parties. Further agreement in
pursuit of the JVC agreement shall be simply amendments and additions
to this Memorandum for the purpose of setting forth details of the
operation and complying with Soviet law. As may be allowed under Soviet
the JVC agreement, as it is finally written, will reflect the date of
Memorandum as the date of initiation of the JVC. Among the terms of
final JVC agreement, the parties agree that each development shall
provide for a division of equity and ownership in the assets one-sixth
for Health and five-sixth for United.

This Memorandum is a legally binding agreement fully enforceable
by either party pursuant to Soviet law.

In witness of this agreement, SAKHALIN HEALTH and UNITED have each
each one's respective duly authorized representatives to affix the
and seal of each one's respective entities to this Memorandum of
Agreement, this 30th day of June 1991, doing so in identical versions
Russian and English.

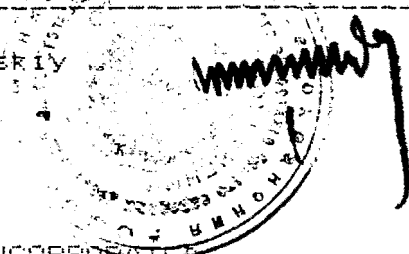
Sakhalin Regional Executive Committee

Health Service

USSR, 693000, Yuzhno-Sakhalinsk, Dzerzhiskiy St.

Alexander A. Moshenskiy

chief manager



UNITED PERSONS INCORPORATED

Handwritten signature

F. K. Yazdy

president & Managing Director