

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 exclusive establishment of
stock-share holding company or a joint venture company ("JVC")
to improve the Present health facility for interior Sakhalin Region
and the UPI Tourist and Aviation Project and together 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 retirement house to take care of elderly foreigners in
Sakhalin. Sakhalin health will provide the land and all necessary
local utility, facility, know-how and assistance to United.
United will provide all international knowledge, management.
The details of participants of JVC will be specified in the
contract.

Both parties agree that:

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 the Soviet/Sakhalin

law and each commints to the pursuit of that ultimate result. This Memorandum isn't intended to be a protokol of intent but is the first contractual step of the JVC agreement.

This Memorandum is created for convience and proof of the JVC and in consideration of time containts.

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

This Memorandum is legally binding agreement fully enforceable by any party pursuant to Soviet/Sakhalin law.

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

Sakhalin Regional Executive Committee Health Service

Alrxander A. Moshenskiy
chief manager

UNITED PERSONS INCORPORATED

F. K. Yazdy
president & Managing Director

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1 2.07.91

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1 July 02.91