

**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS**

TO: Joey Dee, President and Chairman of the Board
Lea Dee
Pacific Health Partners, Inc.
5161 Pomona Blvd., Suite 208
Los Angeles, CA 90022

251 W. Arlight St.
Monterey Park, CA 91754

DESIST AND REFRAIN ORDER

The California Corporations Commissioner finds that:

1. Respondents Joey Dee and Lea Dee are residents of Los Angeles who provide continuing education courses to nurses under the fictitious business name Pacific Education Center.
2. Respondent Pacific Health Partners, Inc. ("PHP") is a California corporation with its principal place of business at 5161 Pomona Boulevard, Suite 214, Los Angeles, CA 90022, and its registered office at 251 Arlight Street in Monterey Park, CA 91754. Joey Dee is the president and registered agent of PHP. Lea Dee is an agent and manager of PHP.
3. Beginning in or about June 2000, Joey Dee and Lea Dee offered and sold securities in California in the form of common stock in PHP. On or about June 25, 2000, Joey Dee and Lea Dee held a seminar in Los Angeles, attended by former students, to induce them to invest in PHP.
4. During the seminar, Joey Dee and Lea Dee represented to investors that:
 - a. the primary business of PHP concerned the acquisition and operation of a blood dialysis unit;
 - b. the federal government pays "very high" reimbursement rates to dialysis centers for the dialysis treatment of patients under care, thus the acquisition of a dialysis center would be a very profitable venture;
 - c. the dialysis center would gain the contracts to approximately 100 patents, building a client base for the dialysis center and its eventual profitable operation;
 - d. the operation and management of the dialysis center would be viable given Lea Dee's experience in dialysis;
 - e. "millions are available", and that investors would be able to "retire early";
 - f. investors could expect to "double" their money within one year.

5. Joey Dee and Lea Dee induced approximately 45 of their students to invest in PHP, raising approximately \$233,500.

6. Thereafter, Joey Dee and Lea Dee did not purchase a blood dialysis center, but instead used investor funds to establish a nurse registry service. Notwithstanding their failure to purchase a blood dialysis center, Joey Dee and Lea Dee have retained the funds paid to them by investors for common stock of PHP.

7. The Department of Corporation has not issued a permit or other form of qualification authorizing any person to offer and sell common stock of PHP in this state. The securities offered and sold were not exempt from the qualification requirement under Section 25110 of the California Corporate Securities Law of 1968.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that the common stock of PHP is a security subject to qualification under the California Corporate Securities Law of 1968 (CSL) and is being or has been offered or sold without being qualified. Pursuant to Section 25532 of the California Corporate Securities Law of 1968, Joey Dee, Lea Dee, and Pacific Health Partners, Inc. are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities, including but not limited to stock, unless and until qualification has been made under said law or unless exempt. This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies and provisions of the Corporate Securities Law of 1968.

Dated: January 16, 2002
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

By _____
ALAN S. WEINGER
Supervising Counsel
Enforcement and Legal Services Division