SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report: February 1, 2002

JNS MARKETING, INC.
(Exact name of registrant as specified in its charter)

COLORADO	0-13215	84-090146
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4150 Long Beach Boulevard, Long Beach, CA 90807
(Registrant's Address)

Registrant's telephone number, including area code: (562) 997-4420

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL STATEMENTS & EXHIBITS

SEE THE INDEX TO FINANCIAL STATEMENTS

EXHIBITS:

None.

INDEX TO FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
LatinoCare Management Corporation
Long Beach, California

We have audited the balance sheets of LatinoCare Management Corporation as of December 31, 1999 and December 31, 2000 and the related statements of operations, shareholders' accumulated deficit and cash flows for each of the two years in the periods ended December 31, 1999 and 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted the audit in accordance with generally accepted auditing standards. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that the audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of LatinoCare Management Corporation as of December 31, 1999 and 2000 and the results of their operations and their cash flows for each of the two years in the periods ended December 31, 1999 and 2000 in conformity with generally accepted accounting principles.

The financial statements have been prepared assuming that the Company will continue as a going concern. As described in Note 2, the Company have no earnings to date and has a significant accumulated deficit. These circumstances raise substantial doubt about its ability to continue as a going concern. Management's plan in regard to this matter are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Culver City, California
September 28, 2001

LATINOCARE MANAGEMENT CORPORATION
BALANCE SHEET
DECEMBER 31, 2000 AND SEPTEMBER 30, 2001 (UNAUDITED)

ASSETS

	December 31, 2000	September 30, 2001 (Unaudited)
Current assets:		
Cash and cash equivalents	$ 65,532	$ 91,058
Due from related party - trade receivables	197,126	0
Accounts receivable	13,199	2,624
Advances to vendors	0	25,510
Prepaid expenses and other current assets	12,434	1,890
Total current assets	288,291	121,082
Property and equipment:		
Net of accumulated depreciation	212,683	203,718
Total property and equipment	212,683	203,718
Other assets:		
Advances applied to an acquisition	0	150,000
Deposit and other assets	15,478	15,478
Total other assets	15,478	165,478
	$ 516,452	$ 490,278

LIABILITIES AND SHAREHOLDERS' DEFICIT

	December 31, 2000	September 30, 2001 (Unaudited)
Current liabilities:		
Accounts payable	$ 105,865	$ 136,228
Accrued expenses	67,651	143,349
Accrued interest payable	200,469	19,769
Income tax payable	800	1,600
Due to related party	0	635,257
Note payable - related party	812,460	1,750,000
Total current liabilities	1,187,245	2,686,203
Shareholders' equity (deficit):		
Common stock, no par value; 100,000 shares authorized; 1,250 and 1,000 shares issued and outstanding for periods ended above, respectively	1,001,000	1,000
Additional paid-in capital	0	299,108
Accumulated deficit	(1,671,793)	(2,496,033)

Total shareholders' deficit	(670,793)	(2,195,925)
	$ 516,452	$ 490,278

See accompanying notes and Independent Auditors' report which are integral parts of this statement

<TABLE>
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LATINOCARE MANAGEMENT CORPORATION
STATEMENT OF OPERATIONS AND DEFICIT
FOR YEARS ENDED DECEMBER 31, 1999 AND 2000
AND FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2000 AND 2001 (UNAUDITED)

	Years Ended December 31,		Nine Months Ended September 30,	
	1999	2000	2000	2001
			(Unaudited)	
<S>	<C>	<C>	<C>	<C>
Revenue:				
Management fees- related party	$ 1,400,342	$ 2,666,719	$ 1,831,830	$1,258,521
Management fees- others	33,027	216,126	278,485	72,232
	1,433,369	2,882,845	2,110,315	1,330,753
Costs and expenses:				
Salaries and benefits	916,965	1,384,227	949,376	1,301,247
Professional and consulting fees	299,321	321,184	207,770	304,390
General and administrative	464,660	984,312	663,378	450,828
Loss on assets abandoned	0	28,865	0	0
Depreciation	53,871	102,810	44,634	50,898
	1,734,817	2,821,398	1,865,158	2,107,363
Operating income (loss)	(301,448)	61,447	245,157	(776,610)
Other income (expense):				
Interest expense	(50,235)	(52,457)	(39,253)	(46,830)
Other income (loss) before income taxes	(351,683)	8,990	205,904	(823,440)
Provision for income taxes	800	800	800	800
Net income (loss)	$ (352,483)	$ 8,190	$ 205,104	$(824,240)

</TABLE>

See accompanying notes and Independent Auditors' report which are integral parts of this statement

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LATINOCARE MANAGEMENT CORPORATION
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
FOR YEARS ENDED DECEMBER 31, 1999 AND 2000
AND FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2001 (UNAUDITED)

	Common Stock Shares	Common Stock Amount	Additional Paid-in	Retained Earnings Accumulated Deficit	Total Shareholders' Equity
<S>	<C>	<C>	<C>	<C>	<C>
Balance at January 1, 1999	1,250	$ 1,001,000	$ 0	$(1,327,500)	$ (326,500)
Net income (loss)	0	0	0	(352,483)	(352,483)
Balance at December 31, 1999	1,250	1,001,000	0	(1,679,983)	(678,983)
Net income (loss)	0	0	0	8,190	8,190
Balance at December 31, 2000	1,250	1,001,000	0	(1,671,793)	(670,793)
Issuance of common stock to convert debt to equity	139	750,000	290,183	0	1,040,183
Additional paid-in capital from private investors	0	0	8,925	0	8,925
Redemption of shares Issued	(389)	(1,750,000)	0	0	(1,750,000)
Net income (loss)	0	0	0	(824,240)	(824,240)
Balance at September 30, 2001 (Unaudited)	1,000	$ 1,000	$ 299,108	$(2,496,033)	$(2,195,925)

</TABLE>

See accompanying notes and Independent Auditors' report
which are integral parts of this statement

<TABLE>
<CAPTION>
LATINOCARE MANAGEMENT CORPORATION
STATEMENT OF CASH FLOWS
FOR YEARS ENDED DECEMBER 31, 1999 AND 2000 AND
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2000 AND 2001 (UNAUDITED)

Years Ended Nine Months Ended

	December 31,		September 30,	
	1999	2000	2000	2001
	----	----	----	----
			(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:				
<S>	<C>	<C>	<C>	<C>
Net income (loss) from operations	$(352,483)	$ 8,190	$ 205,104	$(824,240)
Adjustment to reconcile net income (loss) from operations to cash provided (used) in operating activities:				
Depreciation	53,871	88,377	44,634	50,898
Loss on abandonment of assets	0	43,298	0	0
(Increase) decrease in:				
Due from related party	275,694	(215,182)	(96,464)	76,781
Accounts receivable	22,425	27,341	(5,124)	10,575
Advances to related parties	(88,020)	88,020	(91,780)	0
Advances to JNS	0	0	0	(150,000)
Prepayments to PPM	0	(10,000)	0	10,000
Deposits and other assets	10,973	(12,285)	(8,951)	(24,966)
Increase (decrease) in:				
Due to related party	13,499	(41,075)	(54,633)	755,602
Accounts payable	68,911	21,923	61,584	30,363
Accrued expense	26,342	28,627	(16,288)	75,698
Accrued interest	53,294	54,506	40,880	(180,700)
Income tax	0	800	800	800
	-------	-------	-------	--------
Net cash provided (used) from operating activities	84,506	82,540	79,762	(169,189)
	-------	-------	-------	--------
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchase of equipment	(130,269)	(123,077)	(117,230)	(41,933)
	-------	-------	-------	--------
Net cash used from investing activities	(130,269	(123,077)	(117,230)	(41,933)
	-------	-------	-------	--------
CASH FLOWS FROM FINANCING ACTIVITIES:				
Conversion of debt into equity	0	0	0	227,723
Private placement offering	0	0	0	8,925
	-------	-------	-------	--------
Net cash provided from financing activities	0	0	0	236,648
	-------	-------	-------	--------
Net increase (decrease) in cash	(45,763)	(40,537)	(37,468)	25,526
Cash, beginning of the year	151,832	106,069	106,069	65,532
	-------	-------	-------	--------
Cash, end of the year	$ 106,069	$ 65,532	$ 68,601	$ 91,058
	=======	=======	=======	========
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:				
Cash paid during the period for interest	$ 0	$ 0	$ 0	$ 0
	=======	=======	=======	========
Cash paid during the period for income taxes	$ 0	$ 0	$ 0	$ 0
	=======	=======	=======	========
SUPPLEMENTAL DISCLOSURES OF NON-CASH FINANCING ACTIVITIES:				
Conversion of debt to equity	$ 0	$ 0	$ 0	$1,040,183
	=======	=======	=======	=========
Accrued interest on debt to equity Conversion	$ 54,507	$ 54,507	$ 27,254	$ 27,254
	=======	=======	=======	========
Conversion of equity to debt	$ 0	$ 0	$ 0	$1,750,000
	=======	=======	=======	=========
Accrued interest on the equity to debt conversion	$ 0	$ 0	$ 0	$ 19,769
	=======	=======	=======	========

</TABLE>

See accompanying notes and Independent Auditors' report which are integral parts of this statement

(1) General Background and Nature of Operations:

LatinoCare Management Corporation dba Latino Health Care (the Company) was founded and incorporated February 23, 1995 as a California for-profit stock corporation. Its sole purpose, when originally organized, was to manage all operations of LatinoCare Network Medical Group (IPA), a related party who have common shareholders who influence the activities of both entities.

The Company, a management service organization, is in the business of providing management and administrative services, and has developed a system of operations, management and marketing for independent practice associations engaged in providing health care services.

The Company has targeted and successfully reached four primary groups: health plans, hospitals, health service recipients and physicians with significant focus on the Latino market.

LatinoCare Network Medical Group, Inc., an Independent Physician Association (IPA), was incorporated on September 30, 1994, as a licensed medical group able to accept physician services risk from third-party payors and self-insured employers. The IPA was organized for the purpose of meeting the comprehensive health care needs of the Latino population and the lack to access to quality health care services available to the Latino community. The IPA has a network of private practicing physicians who provide quality health care services that are accessible, friendly, affordable, and culturally sensitive. It offers a wide range of comprehensive health care programs and services to keep its members and families healthy and productive.

On November 1995, the Company has entered into a twenty-five (25) year Management Services Agreement with LatinoCare Network Medical Group, Inc. to provide all management and administrative support, allowing the IPA to focus efforts on physician network development. These services include, among others; clerical and billing services, claims settlement and collection, accounting, financial and cash flow management, marketing and general administrative services (collectively, "Management Services"). LatinoCare Management Corporation acts as the exclusive agent to the IPA with regards to seeking, negotiating, renewing, and executing managed care contracts.

See Independent Auditors' report

(2) Summary of Significant Accounting Policies:

The Company's cash and available credit are not sufficient to support operations for the next year. A net loss of $1,671,793 was incurred from inception on February 1995 until December 31, 2000. For the nine months ended September 30, 2001, the Company had a net loss of $824,240. The Company also has had negative working capital and stockholders deficit at September 30, 2001.

Management plan is to raise enough equity for the on-going twelve (12) months through private placements (see Note 13 - Subsequent Events) and individual investors to complete the purchase of an inactive public company (a public shell); pay off the note issued to a related party; pay off a related party shareholder's equity interest; and to raise enough working capital to pay off liabilities and sustain operations. These financial statements have been prepared on the basis that adequate equity financing will be obtained.

The Company has prepared interim financial statements that include all adjustments which, in the opinion of management, are necessary to make the financial statements not misleading. The Company believes that all adjustments of a normal recurring nature that are necessary for a fair presentation of the results of the interim periods presented in this report have been made.

a. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

b. Revenue Recognition:

Revenues from professional services, primarily from management fees, are recognized on an accrual basis of accounting as services are performed or the amounts earned (in compliance with SOP 00-2), based on a percentage of capitation revenues received by the IPA, which is a related party transaction.

The IPA has managed care contracts with various Health Maintenance Organizations (HMO) to provide medical services to subscribing members. Under these agreements, the IPA receives monthly capitation payments based on the number of each HMO's subscribing members whether or not a member requests services to be performed by the IPA. The Company receives 16% of all IPA collections.

See Independent Auditors' report

(2) Summary of Significant Accounting Policies (cont'd):

b. Revenue Recognition (cont'd):

Revenues are also generated from risk pool settlements. Revenues from risk pool settlements (cash received) are surpluses distributed by the IPA from the HMO.

Currently, two separate types of risk pools exist - specialty risk pools and hospital (institutional) risk pools. Specialty risk pool are reserve for specialist medical expenses whereas hospital risk pool relate to reserves for hospital expenses. These reserves are held by the HMO and surpluses are distributed, after year-end accounting of all claims, to the related physicians at fifty percent (50%), IPA at twenty-five percent (25%) and MSO (the Company) at twenty-five percent (25%).

c. Cash and Cash Equivalents:

The Company considers all money market funds and highly liquid debt instruments with maturities of three months or less when acquired to be cash equivalents. Cash balances at December 31,2000 and September 30, 2001 (unaudited) include money market funds of approximately $18,256 and $85,949, respectively.

d. Accounts Receivable:

The Company considers accounts receivable to be fully collectible; accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

e. Prepaid Private Placement Costs:

Specific incremental costs directly attributable to proposed or actual offering of securities are deferred and charged against the gross proceeds of the offering. Management salaries and other general and administrative expenses are not allocated as costs of the offering. In the event that the offering does not take place, the prepaid private placement costs will be expensed immediately.

f. Property, Equipment and Related Depreciation:

Property and equipment are stated at cost. Maintenance, repairs and minor renewals and betterment's are expensed; major improvements are capitalized.

See Independent Auditors' report

(2) Summary of Significant Accounting Policies (cont'd):

f. Property, Equipment and Related Depreciation (cont'd):

Depreciation of property and equipment is provided for using the straight-line method over the estimated useful lives of the assets as follows:

	Estimated Useful Lives
Leasehold improvements	Life of lease
Computer, equipment and office furniture	5 - 10 Years

Upon retirement, sale, or other disposition of property and equipment, the costs and accumulated depreciation are eliminated from the accounts, and any resulting gain or loss is included in operations.

g. Advertising Expenses:

All advertising expenses are expensed as incurred.

h. Income Taxes:

The Company is taxed at C Corporation income tax rates. The Company recognizes deferred income tax under the asset and liability method of accounting. This method requires the recognition of deferred income taxes based upon the tax consequences of "temporary differences" by applying enacted statutory tax rates applicable to future years to differences between the financial statements carrying amounts and the tax basis of existing assets and liabilities.

i. Adoption of Recent Accounting Standards:

In June 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 131 ("SFAS" No. 131"), "Disclosure About Segments of an Enterprise and Related Information." SFAS No. 131 established standards for the way companies report information about operating segments in annual financial statement. It also established standards for related disclosures about products and services, geographic areas and major customers.

The disclosures prescribed in SFAS No. 131 became effective for the year ended December 31, 1998. The Company has determined that it operates as one business segment.

The Company is not affected by the adoption of new accounting standards for Accounting for Derivative Instruments and Hedging Activities as well as the Accounting for Comprehensive Income as these activities did not occur in its operations.

See Independent Auditors' report

(3) Property and Equipment:

Property and equipment consists of the following:

	December 31, 2000	September 30, 2001 (Unaudited)
Furniture, fixtures and office equipment	$ 122,534	$ 98,037
Leasehold improvement	80,669	77,157
Computers and software	207,228	204,058
	410,431	379,252

Less accumulated depreciation	197,748	175,534
	$ 212,683	$ 203,718

Depreciation expense for the years ended December 31, 1999 and 2000 and nine months ended September 30, 2000 and 2001 (unaudited) was:

	Years ended December 31, 1999	2000	Nine Months ended, September 30, 2000	2001
			(Unaudited)	
Depreciation	$ 53,871	$ 102,810	$ 44,634	$ 50,898

(4) Other Assets - Advances applied to an acquisition:

On July 23, 2001, the Company signed an agreement to purchase JNS Marketing, Inc. (See subsequent events Note 13). The total purchase price for the shares to be paid by the Company is $300,000 (see Note 13 - Subsequent Event). As of September 30, 2001, $150,000 was paid to the seller (recorded as Advances applied to an acquisition) and is deemed non-refundable consideration to seller for granting the Share Purchase Agreement.

See Independent Auditors' report

(5) Notes Payable - Related Party:

Notes payable are all current and comprised of the following amounts as of:

	December 31, 2000	September 30, 2001
		(Unaudited)
Cedars Sinai, shareholder, due on demand with interest at 5.25% to 8% due annually	$ 100,000	$ 0
Cedars Sinai, shareholder, due on demand with interest at 5.81% due annually	275,000	0
Cedars Sinai, shareholder, due on demand with interest at 8% due annually	375,000	0
Cedars Sinai, shareholder, due on demand with interest at 5.25% due annually	62,460	0
Cedars Sinai, due July 23, 2002 with interest at 6.0% per annum	0	1,750,000
Total	$ 812,460	$ 1,750,000

On June 12, 2001 Cedars Sinai (the Payee), exercised its option to convert all of the indebtedness evidenced by the above notes, including accrued interest, into shares of the Company's common stock which when combined with the number of shares of Common Stock issued to Payee equals twenty-eight (28%) of the issued and outstanding shares of the Common Stock, on a fully-diluted, convertible basis. Accrued interests from the above notes were recorded as additional paid-in capital upon conversion.

On July 23, 2001, the total shares issued to Cedar Sinai amounting to $1,750,000 of common stock was redeemed by the Company by issuing a convertible note to Cedars Sinai for $1,750,000 bearing simple interest at the rate of 6% per annum (see Related party transactions - Note 11 for the retirement of the common stock).

The notes for Cedars Sinai, due on July 23, 2002 matures as follows:

$500,000 shall be paid on or before 120 days on or before the date of the note;

$500,000 shall be paid on or before 240 days on or before the date of the note; and

(5) Notes Payable - Related Party (cont'd):

$750,000 and all accrued but unpaid interest shall be paid on or before the expiration of 360 days from the date of the note.

This note shall be secured and that in the event of a breach by the Company, Cedars-Sinai's sole recourse shall be the repossession of that portion, if any, of its shareholdings (28% of the outstanding shares) from the Company pursuant to the following provision:

a. For the first seven hundred fifty thousand dollars ($750,000) repaid by the Company, recourse shareholdings shall be reduced from twenty-eight percent (28%) of the issued and outstanding shares to not less than twenty percent (20%) of such issued and outstanding shares, or the portion thereof;

b. For the next one million dollars repaid ($1,000,000) by the Company, recourse shareholdings shall be reduced from twenty percent (20%) of the issued and outstanding shares to zero percent (0%) of such issued and outstanding shares, or the portion thereof.

If this note is not paid when due, the Company shall pay all costs of collections, including attorney's fees and costs and all expenses incurred on account of collection, whether or not suit is filed.

(6) Additional Paid-in Capital:

On March 1, 2001, the Company issued a Private Placement Memorandum for qualified investors in connection with the Company's offer of sale of its common stock. There are no escrow refund or minimum funding provisions applicable to this offering. The offering ended on October 29, 2001 (See Note 13 - Subsequent Events) with net proceeds of $8,925. Detail as follows:

Gross proceeds	$ 231,700
Professional fees relating to above proceeds	222,775
Net proceeds	$ 8,925

Net proceeds from this offering was recorded as Additional paid-in capital.

(7) Provision for Income Taxes:

At year end December 31, 1999 and 2000, other than the minimum tax due to the State of California, no income tax accruals were recorded because the Company incurred a loss for the current year and has available net operating loss (NOL) carryforwards of approximately $ 1,279,000 and $ 1,632,000, respectively, available to offset future taxable income. These NOL carryforwards expire beginning in 2010 and ending in 2014, fifteen years from the year in which the losses were incurred.

Deferred tax assets and liabilities were not presented because the amounts were insignificant.

(8) Advertising:

Advertising expense consists of the following:

	Years ended December 31, 1999	Years ended December 31, 2000	Nine Months Ended, September 30, 2000	Nine Months Ended, September 30, 2001 (Unaudited)
Advertising	$ 50,743	$ 25,773	$ 10,657	$ 1,957

(9) Employee Savings Plan:

On August 1, 2000, the Company adopted a 401(K) Profit Sharing Plan and Trust for the benefit of its employees and beneficiaries.

Eligible employees may contribute a portion of their pretax annual compensation within specified limits. A discretionary matching contribution will be provided by the employer which may or may not be limited to its current accumulated net profit.

There are no employer contributions to the plan for the years ended December 31, 1999 and 2000 and nine months ended September 30, 2000 and 2001 (unaudited).

See Independent Auditors' report

(10) Commitments:

The Company has entered into various operating leases for equipment and occupies its facility under a long-term lease agreement expiring in March 31, 2010 with option to cancel after five (5) years or extend. Future minimum lease payments under the non-cancelable leases for the remaining years are as follows:

Period Ending December 31,	Office Space	Equipment	Total
2000	111,163	42,840	154,003
2001	157,632	38,282	195,914
2002	157,632	38,856	196,488
2003	157,632	38,856	196,488
Thereafter	157,632	93,774	251,406
Total	$ 741,691	$ 252,608	$ 994,299

Total lease and rent expense consist of the following:

	Years ended December 31, 1999	Years ended December 31, 2000	Nine Months Ended, September 30, 2000	Nine Months Ended, September 30, 2001 (Unaudited)
Equipment lease	$ 27,078	$ 48,145	$ 34,527	$ 42,054
Office rent	128,150	120,028	81,982	157,039

$ 155,228	$ 168,173	$ 116,509	$ 199,093
=======	=======	=======	=======

(11) Related Party Transactions

a. LatinoCare Network Medical Group, Inc.:

The CEO/President of LatinoCare Network Medical Group, Inc. (IPA) is a member of the board of directors for both the IPA and the MSO and retains a forty nine (49%) percent ownership in the LatinoCare Management Corporation. The above CEO/president is also a stockholder of the IPA holding 100% interest in the IPA.

The Company (MSO) and the IPA, are bound by a twenty-five year management services agreement. Under this agreement, the IPA has effectively transferred total contract and management control to the MSO for the term of the agreement. In return for management and administrative services provided under the management service agreement, the Company receives management fees of sixteen percent (16%) of monthly capitation payments (based on predetermined rates) received by the IPA.

See Independent Auditors' report

(11) Related Party Transactions (cont'd):

a. LatinoCare Network Medical Group, Inc. (cont'd):

The Company has been charging the IPA a management fee according to sliding scale based on enrollment. The management fee percentage was charged against the total capitation the IPA receives from members. The following matrix reflects this management fee arrangement:

Rate	Enrollment
16%	0 - 20,000
15	20,000 - 30,000
14	30,000 - 40,000
12	40,000 - 50,000

In addition to management fees the Company is also entitled to receive fifty percent (50%) of the IPA's share of hospital (with hospital or HMO) and specialty risk pool settlements. Hospital and risk pools are revenues estimated for hospital and specialist medical expenses held in reserve until actual claims are adjudicated. Surpluses are distributed accordingly after all financial obligations are met.

The Company also renders services on business development and marketing of products and services of the IPA.

The management fees, settlement fees, marketing and business development from the IPA, paid and due to the Company were approximately:

	Years ended December 31,		Nine Months Ended, September 30,	
	1999	2000	2000	2001
			(Unaudited)	
Management fee	$ 1,111,753	$ 1,961,978	$ 1,480,643	$ 1,102,134
Settlement fee	161,304	334,976	231,515	156,387
Marketing & business development	127,285	369,765	119,672	0
Total	$ 1,400,342	$ 2,666,719	$ 1,831,830	$ 1,258,521

Related party receivables and advances payable:

	December 31, 2000	September 30, 2001
		(Unaudited)
Receivable from		

related party	$ 229,550	$ 152,769
Payable to related party	(32,424)	(788,026)
Receivable/payable- Related party	$ 197,126	$(635,257)

See Independent Auditors' report

(11) Related Party Transactions (cont'd):

a. LatinoCare Network Medical Group, Inc. (cont'd):

The IPA accounts for more than ninety percent (90%) of the Company's revenue. IPA has a concentration of customers of approximately eight (8) customers which are health maintenance organizations.

As of September 30, 2001, the Company has an outstanding net payable to the IPA of approximately $635,257 which was used as working capital.

The Company, in the November 2000 Board of Directors' Minutes, has reached an agreement to repurchase 490 common stock shares of the CEO/President of the IPA or a 35% interest in the Company at June 30, 2001. The agreement calls for a payment of $ 1 Million and subsequent payments over a three-year period for a total of $ 2.5 Million plus 6% interest on the unpaid balance.

The above repurchase of the common stock is contingent upon the future equity financing anticipated subsequent to September 30, 2001. See Note 13 on Subsequent Events and Note 2 on going concern comments.

b. Gonzales-D'Avila Enterprise dba JJ&M Management:

The Company's above CEO/President is employed as a consultant/independent contractor (JJ & M Management) of the Company up to July 2001 and retains a fifty one (51%) ownership in the LatinoCare Management Corporation, in addition to being a member of its board of directors. The above shareholder is also a board member of the IPA.

Consultant fees and reimbursement of expenses paid to the CEO/President are:

	Years ended December 31,		Nine Months Ended, September 30,	
	1999	2000	2000	2001
			(Unaudited)	
Management fees	$ 144,000	$ 123,500	$ 108,000	$ 78,000

See Independent Auditors' report

(11) Related Party Transactions (cont'd):

c. Cedars Sinai Medical Center:

Cedars Sinai Medical Center, the Company's strategic partner, has been the largest single investor to the Company providing over $2 million including the accrued interest of approximately $290,000 that was converted to equity in June 2001. Cedar Sinai's financial support consisted of a convertible note payable of $1,000,000, issued November 30, 1996, and was converted into a twenty percent (20%) of the Company's common stock in 1997. The $750,000 and $62,460 of notes payable issued in 1996 and 1997 were converted into an additional eight percent (8%) equity interest, including accrued interest, on June 12, 2001.

The Company has existing promissory notes to Cedars Sinai payable on demand with the balance (including interest) as of December 31, 2000 of $812,460. These notes were converted to eight percent (8%) of the outstanding common stock of Company in June 2001.

On July 23,2001, the Company issued a convertible note to Cedars Sinai in the amount of $1,750,000 bearing simple interest at the rate of 6% per annum payable in full on or before July 23, 2002, to redeem all shares issued to Cedars-Sinai. If the note is not repaid by that time, Cedar Sinai has the right to convert it into 28% of the outstanding common stock of the Company, subject to a pro-rata adjustment if the note is partially repaid (see Note 5 Notes Payable - Related Party). A full or partial conversion of the note would cause dilution in the ownership of the Company by its existing shareholders.

Accordingly, capital stock is reduced for the redeemed value of the stock. For accounting purposes, the stock redemption is treated as a retirement of stock since California no longer allows for treasury stock reporting.

(12) Significant Management Investment:

Current management and directors as a group beneficially own approximately eighty percent (80%) of the total shares outstanding at December 31, 2000 and approximately ninety-nine percent (99%) of the total shares outstanding at September 30, 2001 (unaudited). By virtue of such stock ownership, the current management and directors as a group will generally exercise control over the affairs of the Company.

(13) Subsequent Events:

a. Management agreement with IPA:

The Company has recently changed the management agreement from a sliding scale agreement to a "cost plus" agreement. In the cost-plus model, the Company will charge the IPA, and all future acquired IPAs or IPAs managed by the Company, the entire cost of managing the business plus a fixed amount as profit margin. The cost component will vary among IPAs depending on negotiated terms of management.

b. Stock option plan:

Upon approval by the Board of Directors, the Company will offer a stock option plan to executives, key employees and others providing valuable services to the Company. The Options issued may be incentive stock options or nonqualified stock options. As of January 10, 2002, the plan is still subject to board of directors' approval.

c. Private Placement Offering:

The Private Placement Memorandum issued on March 1, 2001 in connection with the Company's offer of sale of its common stock ended in October 29, 2001 with a total gross receipts of $231,700 (See Note 6 - Additional Paid-in Capital). The price per share for this offering was $2.50 per share. Net proceeds of $8,925 was recorded as additional paid-in capital.

The Company anticipates that upon completion of its Reorganization (see item d and e below), the Company will issue shares of its common stock among the Private Placement Investors on a pro-rata basis in order to give them an effective purchase price for their common stock of $1.25 per share instead of $2.50 per share. On November 30, 2001, a new Private Placement Memorandum was issued for qualified investors in connection with the Company's offer of sale of its common stock. This offering will terminate on May 31, 2002, unless the Company extends the offering period up to an additional 180 days. The Company is offering 800,000 Units for a purchase price of $1.25 per Unit (maximum gross proceeds of $1,000,000). Each Unit includes one share of the Company's common stock and one Warrant to purchase on share of the Company's common stock for a purchase price of $2.00 per share at any time until one year after the date that they are issued. The Company has the option to increase a total amount of the offering by up to an additional $150,000 (120,000 shares). There is no minimum amount of the offering and the maximum offering is $1,150,000 (if the Company exercises its option to increase the maximum amount of the offering). The purchase price for the shares will be payable in full in cash upon subscriptions.

(13) Subsequent Events (cont'd):

c. Private Placement Offering (cont'd):

The net proceeds from the offering are expected to be approximately $900,000 after the payment of offering costs including printing, mailing, legal, and accounting costs, and potential selling commissions and finder's or referral fees that may be incurred. The new proceeds from this offering are estimated to be utilized to pay marketing and promotion costs to obtain new enrollees; to finance acquisitions of IPAs; and for working capital purposes.

d. Acquisition:

On July 23, 2001, the Company signed an agreement to purchase 3,270,000 of the issued and outstanding common stock of JNS Marketing, Inc. a public reporting Colorado corporation trading on the OTC Bulletin Board, in exchange for $300,000 of which $150,000 was paid as of September 30, 2001 (see Note 4 Other Assets - Advances applied to an acquisition). On October 22, 2001, the Company fully paid the balance and on November 24, 2001 completed the Share Purchase Agreement. Prior to its business combination, JNS Marketing had no tangible assets and no significant liabilities.

e. Reorganization:

The Company plans to enter into an Agreement and Plan Reorganization. JNS Marketing is to be renamed as Latinocare Management Corporation and to reincorporate in the State of Nevada. The California corporation will become a wholly owned subsidiary and will become the controlling shareholders of the Company. The reorganization will result in a share exchange between the controlling Company and the subsidiary.

Upon completion of the Reorganization, the 3,270,000 shares of the common stock that will be acquired by the Company will be retired and cancelled. Subsequent to this acquisition, the reorganized company, Latinocare Management Corporation, will have a total of approximately 14,529,100 common stock issued and outstanding. It was approved by the Board of Directors that the reorganized company will issue approximately 95% of its shares to the acquiring company. Approximately ninety three percent (93%) or 13,471,645 shares of the total issued and outstanding of 14,529,100 shares went to the acquiring Company's President and Director. The remaining 7% of the reorganized company's outstanding common stock is in the public float or will be owned by the other prior private shareholders of the Company or by other unaffiliated parties.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 1, 2002 LATINOCARE MANAGEMENT CORP.

BY: /s/ Jose J. Gonzalez

Jose J. Gonzalez, President

END OF FILING