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CYBER CARE INC
Form S-8
December 18, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CyberCare, Inc.
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

65-0158479
(I.R.S. employer
identification no.)

2500 Quantum Lakes Dr., Suite 1000,
Boyton Beach, Florida
(Address of principal executive offices)

33426
(Zip code)

Fee Agreement
(Full title of the plan)

Frederick M. Mintz, Esq.
Mintz & Fraade, P.C., 488 Madison Avenue, Suite 1100, NY, NY 10022
(Name and address of agent for service)

(212) 486-2500
(Telephone number, including area code,
of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.001	2,000,000	\$.07	\$140,000	\$12.88

PART I

INFORMATION REQUIRED IN THE SECTION 10 (a) PROSPECTUS

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Item 1. Plan Information

(a) General Plan Information

- (1) The name of the plan is the Fee Agreement (the "Plan") made as of the 4th day of December, 2002 by and between Mintz & Fraade, P.C. (the "Firm"), Alan P. Fraade and Frederick M. Mintz (the "Attorneys"), having their principal place of business at 488 Madison Avenue, New York, New York, 10022 and CyberCare, Inc. (the "Company" or "Registrant") a Florida corporation with offices at 2500 Quantum Lakes Drive, Suite 1000, Boyton Beach, Florida 33426.

1,000,000 shares of the Company's common stock, par value \$.001 (the "Common Stock") are being issued to each of Alan P. Fraade and Frederick M. Mintz under the Plan. The aggregate number of shares of Common Stock of the Company that are being issued to the Attorneys is 2,000,000.

- (2) The general nature and purpose of this Plan is to issue stock in lieu of payment for substantial professional services.
- (3) The plan is not subject to any provisions of the Employee Retirement Income Security Act of 1974.
- (4) Additional information about the Plan may be obtained from:

Mintz & Fraade, P.C.
488 Madison Avenue
New York, New York 10022
Attn: Frederick M. Mintz
Telephone No.: (212) 486-2500

(b) Securities to be Offered

- (1) 2,000,000 shares of the Company's Common Stock.
- (2) The Company's securities are registered under Section 12(g) of the Securities Exchange Act of 1934.

(c) Employees Who May Participate in the Plan

The Attorneys are the sole individuals eligible to participate in the plan.

(d) Purchase of Securities Pursuant to the Plan and Payment for Securities Offered

The securities are being offered as compensation in lieu of professional services rendered and to be rendered.

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(e) Resale Restrictions

There are no restrictions on the resale of the Securities being registered pursuant to the Plan.

(f) Tax Effects of Participation

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The value of the shares shall be deemed to be ordinary income to the Attorneys and a business expense for the Registrant.

(g) Investment of Funds

N/A

(h) Withdrawal from the Plan; Assignment of Interest

N/A

(i) Forfeitures and Penalties

N/A

(j) Charges and Deductions and Liens Therefore

N/A

Item 2. Registrant Information and Employee Plan Annual Information

The Registrant shall provide to the Attorneys without charge, upon their written or oral request, the documents which are incorporated by reference in Item 3 of Part II of this Registration Statement. Such documents are incorporated by reference in the Section 10(a) prospectus. The Registrant shall also provide to the Attorneys, without charge, upon their written or oral request, with all other documents required to be delivered to employees pursuant to Rule 428(b). Any and all such requests shall be directed to the Registrant at its office at 2500 Quantum Lakes Drive, Suite 1000, Boynton Beach, Florida 33426.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents are incorporated by reference into this Registration Statement and made a part hereof:

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(a) The Registrant's Form 10-QSB for the quarter ended September 30, 2002 filed on November 19, 2002 pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(b) All other reports which may be filed by the Registrant pursuant to Section 13 (a) or 15 (d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred to in (a) immediately above.

(c) Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purpose of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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Item 4. Description of Securities

The class of securities to be offered hereby has been registered under Section 12 of the Exchange Act by the registrant, and incorporated by reference.

Item 5. Interests of Named Experts and Counsel

The validity of the securities offered will be passed upon for the Company by the law firm of Mintz & Fraade, P.C., of New York, New York.

The law firm of Mintz & Fraade, P.C. has rendered legal services for and on behalf of the Registrant. The Firm is located at 488 Madison Avenue, Suite 1100, New York, New York, 10022.

The Company has agreed under the Plan to issue to Frederick M. Mintz and Alan P. Fraade, members of Mintz & Fraade, P.C., an aggregate of 2,000,000 shares of the Company's Common Stock in lieu of payment for professional services to be rendered.

Item 6. Indemnification of Directors and Officers

As permitted by the Florida General Corporation Law (the "Florida Law"), the Company's Certificate of Incorporation includes a provision that eliminates the personal liability of its directors to the Company or its stockholders

Item 8. Exhibits

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The exhibits to the Registration Statement are listed in the Index to Exhibits included on Page 7 herein.

Item 9. Consultants and Advisors

The following consultants and advisors will be issued securities pursuant to this Registration Statement:

Name -----	Number -----	Type of Services Provided -----
Alan P. Fraade	1,000,000	Legal Advisory Services
Frederick M. Mintz	1,000,000	Legal Advisory Services

Item 10. Undertakings

(a) The undersigned Registrant hereby undertakes to file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement to include any material information about the plan not previously disclosed in the

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Registration Statement or any material change to any such information in the Registration Statement.

- (b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. If a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Boynton Beach, State of Florida, on this 4th day of December, 2002.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Name -----	Title -----	Date -----
CyberCare, Inc.		
By:/s/ Joseph Robert Forte ----- Joseph Robert Forte	President, CEO and Director	December 6, 2002
/s/ Alan Adelson ----- Alan Adelson	Executive Vice President and Director	December 13, 2002
/s/ Jeff Schulman ----- Jeff Schulman	Chief Accounting Officer	December 16, 2002
/s/ John St. Genis ----- John St. Genis	Director	December 10, 2002

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/s/ Thomas B. Andres Director December 13, 2002

Thomas B. Andres

/s/ Rodney C. Barrington Director December 13, 2002

Rodney C. Barrington

/s/ Paul M. Wieseneck Director December 13, 2002

Paul M. Wieseneck

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CYBERCARE, INC.

EXHIBITS

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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INDEX TO EXHIBITS

Exhibit No.	Description
-----	-----
4	Fee Agreement By and Between Mintz & Fraade, P.C. and Frederick M. Mintz and Alan P. Fraade and CyberCare, Inc.
4.1	Unanimous Written Consent of Directors in lieu of a Meeting of the Board of Directors of CyberCare, Inc.
5	Opinion of Mintz & Fraade, P.C.
23	Consent of Mintz & Fraade, P.C. (contained in its opinion filed as Exhibit 5)

