ROAMING MESSENGER INC
Form 8-K12G3
May 15, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
(12g3)

CURRENT REPORT

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

Date of Report: May 15, 2003

ROAMING MESSENGER, INC.
(Name of Registrant)

Nevada	000-13215	30-0050402
(State or other jurisdiction of incorporation post-merger)	(Commission File Number)	(IRS Employer Identification No. post-merger)

6144 Calle Real Suite 200, Santa Barbara, CA 93117
(NEW ADDRESS)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (805) 683-7626

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ITEM 1. CHANGES IN CONTROL OF REGISTRANT

On April 1, 2003, the company entered into a Plan and Agreement of Reorganization with Warp 9, Inc., and its shareholders whereby the company is acquiring 93% of the issued and outstanding common stock of Warp 9, Inc. in exchange for 122,620,913 shares of common stock of the company.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

When completed, Warp 9, Inc., a Delaware corporation, will be a subsidiary of the company.

Warp 9, Inc. ("Warp 9") has developed Roaming Messenger, a proprietary solution for delivering real-time information for homeland security, emergency response, military and enterprise applications. Unlike solutions based on existing messaging technology such as e-mail, text messaging, and voicemail, Roaming Messenger packages time-critical information into "smart courier" messages. These messages automatically roam throughout the wired and wireless worlds - from mobile devices to desktop PCs to central servers - tracking down people and getting responses in real-time.

Company History

Warp 9 Technologies, LLC, a California limited liability company ("Warp 9 LLC"), was founded in February 1996 by Jon Lei and Roger Endo to provide Internet products and services. In May 1996, Warp 9 LLC launched SBnet, an Internet service provider dedicated to providing high-quality Internet access and customer service. Warp 9 LLC began developing its core e-commerce business in late 1996 and introduced the Warp 9 Internet Commerce System to its first major customer in March 1997. In July 1998, Warp 9 LLC sold its SBnet consumer dial-up subscriber accounts to MindSpring Enterprises, Inc. (merged with Earthlink, NASDAQ: "ELNK"), a national Internet service provider, in order to allow Warp 9 LLC to focus its resources on higher margin business accounts and on building the Warp 9 ICS business. Warp 9 LLC retained approximately 200 business accounts that the Company continues to service under the SBnet name.

On September 30, 1999, Warp 9 LLC was reorganized and merged into eCommerceland, Inc. ("eCommerceland"), a Delaware corporation formed on August 27, 1999. As a result of that reorganization, eCommerceland succeeded to all the rights, assets, liabilities, and obligations of Warp 9 LLC. On December 21, 2000, eCommerceland changed its corporate name to Warp 9, Inc.

The Company's Business

The Company's strategy is to provide a proprietary solution for real-time communication over wired and wireless devices. The Company's flagship product, Roaming Messenger, is a "smart courier" for delivering real-time information for homeland security, emergency response, military and enterprise applications. Unlike solutions based on existing messaging technology such as e-mail, text messaging, and voicemail, Roaming Messenger packages time-critical information into "smart courier" messages. These messages automatically roam throughout the wired and wireless worlds - from mobile devices to desktop PCs to central servers - tracking down people and getting responses in real-time.

Roaming Messenger Product Line:

The Roaming Messenger Gateway Appliance Family offers a range network appliances configured to meet the various mobile communication demands of users and organizations. All the necessary Roaming Messenger software are pre-installed in the Gateway Appliances for instant deployment.

The entire Roaming Messenger software suite is available for licensing to strategic VAR and OEM partners for creating customized or private labeled

Roaming Messenger systems.

Applications For Roaming Messenger:

Emergency Response

Roaming Messenger can be the mobile messaging extension for any Emergency Response Management system in automating the notification, authorization and deployment of an Emergency Response Team. For example, a response team can be dynamically assembled by sending off a Roaming Messenger to the mobile devices of Emergency Managers, informing them of the situation and requesting authorization to deploy a Response Team. After receiving authorization, Roaming Messenger could then proceed to all Tier 1 First Responders, get their acknowledgment and also deliver the emergency incident report.

Security

Roaming Messenger can be integrated with any security monitoring system to deliver real-time notification with actionable responses. Notifications regarding security breaches such as fire alarms, HVAC failures, motion sensors and restricted access can be enhanced by Roaming Messenger. Responsible personnel are presented with information regarding the breach, as well as actions such as informing law enforcement, turning on or off mechanisms to resolve the breach - all from mobile or desktop devices.

Military and Defense

The battlefield is going hi-tech with the goal of enabling real-time command and control capabilities from the highest to the lowest tactical echelons. Roaming Messenger can be used for delivering situational awareness and command and control information to tactical personnel with wireless mobile devices. Roaming Messenger can facilitate a seamless flow of battle command information across the battle space by roaming from person to person.

Healthcare

In the fast-paced healthcare environment, there is no room for error and delays can be costly. Roaming Messenger can be deployed along side existing healthcare management systems to improve response time and patient satisfaction within a hospital. Patient requests or patient monitoring systems can alert appropriate RNs of problems or escalate accordingly to ensure timely response. When Roaming Messenger finds the RN, the RN accepts that task or delegates it to an appropriate aide. After the nurse's aid has resolved the patent request, Roaming Messenger can go back to the RN, inform the RN of the resolution and if appropriate log the incident into the hospital's central patient monitoring system. Communication processes at the doctor's level can also be automated in the same way.

Real-time Enterprise

The essence of a Real-time Enterprise is event-driven. When something happens, the people who care about it needs to respond. As the workforce becomes increasingly mobile, Enterprise information systems need to be able to securely and efficiently contact them. Roaming Messenger is an ideal mobile extension to any Enterprise system by providing an intelligent message that can track down appropriate people and get approvals to push the business process along. Whether it is getting an invoice paid, ordering more parts for the production line,

updating a customer management system, Roaming Messenger can be used as the mobile messaging component.

Manufacturing

In a manufacturing environment, reaching the right people at the right time and monitoring and assessing critical information from production lines and security systems can significantly reduce costs and improve employee safety. Roaming Messenger can be integrated to any manufacturing monitoring system to deliver actionable notifications regarding equipment failures, security breaches, chemical spills, and other critical events to responsible technicians, as well as keep plant managers informed of situation progress and resolution.

Mobile Commerce

Roaming Messenger can also facilitate mobile commerce transactions. For example, wireless mobile vending solutions today require the physical machine to have a dedicated Internet connection, which makes mass deployment very difficult and costly. Using Roaming Messenger, a purchase transaction can be completed with end-to-end security by allowing the vending machine to piggy-back on the Internet connection of the user's smart phone or PDA via a local Infrared or Bluetooth connection. Roaming Messenger can be initiated by the vending machine, to the user's handheld device, request item and payment selections, interact with an Internet payment server, report inventory and status to a different server and return back to the vending machine to complete the transaction in real-time.

Competitive Advantages

Unlike most competitive offerings that are based on client/server architecture using e-mail, text messaging, or voicemail technologies, the Roaming Messenger solutions is built from the ground up based on distributed and peer-to-peer architecture that mirrors the nature of mobile devices and networks.

- Patent pending approach to mobile data applications
- Encapsulation of data and logic into an intelligent message
- Roaming feature gives an messages inherent presence detection and management without extra hardware or software
- Messages can automatically escalate from one device to another, one person to another, facilitating real-time communication
- High grade security through public key encryption technology
- Lower total cost of ownership by reducing device side software upgrades and web based management interfaces
- Addresses both device-to-device as well as device-to-server transactions

Revenue Model

The Company's management believes that most of the Company's revenues will come from the licensing of its Roaming Messenger product, customer training and support, and software upgrades to Application Developers and System Integrators.

The Company's management has decided to use a deployment pricing model based on the number of Roaming Messenger enabled devices. Customers will be asked to pay a one-time license fee for each device that is activated for Roaming Messenger communication. Customers will then be invited to subscribe to an ongoing service plan (optional) that would provide training, support, maintenance and software upgrades.

Distribution Strategy

The Company's sales strategy is to conduct high-level direct sales to application developers, system integrators and in-house IT departments of enterprise or government agencies. In addition, the Company will develop relationships with channel partners such as independent software vendors, information technology consultants, wireless application service providers and interactive agencies. The Company will also manage its own direct sales force along with a professional services division to facilitate client solutions.

Proprietary Technology

Patent Application #1: Self-Contained Business Transaction Capsules was invented by Jonathan Lei. All rights to this patent were assigned to the Company under the terms of Mr. Lei's employment agreement. Mr. Lei did not receive compensation for the assignment.

An application for a U.S. patent in the name of Jonathan L. Lei and assigned to Warp 9 for Self-Contained Business Transaction Capsules (Docket No. 23803-250394) was filed on January 2, 2001, by the Company's intellectual property counsel, Pillsbury Winthrop, LLP.

A self-contained business transaction capsule, or eCapsule, is a small electronic capsule that contains all the necessary data and logic to complete a business transaction. The eCapsule is a "thin" and "lightweight" small computer-readable file that is device independent. The eCapsule allows a business, for example, to encapsulate an individual product or offer into an intelligent object that is capable of completing entire transactions. The eCapsule includes data about the product or service being provided, such as the product price, a textual description, or options of the product or service (a transaction description). The eCapsule also includes transaction logic or business logic capable of completing the transaction, such as billing and shipping information, order routing information, order status information, shipping status information, and any other transaction rules necessary to process the transaction. Moreover, the eCapsule is adapted to be broadcasted to, and stored on, a portable electronic device, such as a mobile wireless-enabled device, like a cellular telephone, a personal digital assistant (PDA) or a laptop computer.

Patent Application #2 - Utilizing Mobile Devices as a Communication Proxy for Non-Connected Terminals was invented by Jonathan Lei and Brian Fox. All rights to this patent were assigned to the Company under the terms of Mr. Lei's and Mr. Fox's employment agreements. Neither Mr. Lei nor Mr. Fox received compensation for the assignment.

An application for a U.S. patent in the name of Jonathan L. Lei and Brian J. Fox and assigned to Warp 9 for Utilizing Mobile Devices As A Communication Proxy For Non-Connected Terminals (Docket No. 23803-277301) was filed on February 21, 2002, by the Company's intellectual property counsel, Pillsbury Winthrop, LLP.

This invention is a method and system in which terminals, appliances and machines without dedicated Internet connections, can complete Internet based transactions by using the connection on the user's handheld device. An example of an application of this invention is a vending machine that can conduct electronic payments without having an internal wireless device that communicates

with a server on the Internet. Existing solutions require the vending machine to be equipped with an internal cell phone. Using this invention, the vending machine can communicate with the consumer's handheld device via Infrared or Bluetooth and simply uses the handheld device as the conduit to the Internet for remote payment processing. This invention also covers many other applications including secured doorways, factory floors and smart data acquisition sensors.

Other Products and Services

Warp 9 ICS

The Company began developing its core e-commerce business in late 1996 and introduced the Warp 9 Internet Commerce System ("Warp 9 ICS") to its first major customer in 1997. The Warp 9 ICS is a proprietary and extensible system that enables any business to expand its operation to the Internet with minimal investment, overhead and risk. A business does not need to invest in new hardware or software in order to utilize the Warp 9 ICS, because the product is offered as a fully managed online catalog solution that includes hosting on the Warp 9 Web server. It provides project management, development, and integration into a company's existing business processes. The Company has packaged the process and technology required for complete e-commerce site deployment.

Warp 9 EMS

Warp 9 EMS is a web-based e-mail campaign and list management system designed for high performance and reliability. EMS's sophisticated technology will allow marketers to send targeted e-mail campaigns that help grow, retain and maximize the lifetime value of their customers. Through content personalization and list segmentation, campaign efforts will result in higher response rates, higher conversion rates and improved customer loyalty. Warp 9 EMS enables unprecedented response rates that are not achievable through traditional forms of direct marketing.

Revenue Model

The Company charges its customers a monthly subscription fee to the Warp 9 ICS and Warp 9 EMS product using an application service provider (ASP) model.

A customer has a high level of incentive to continue the Warp 9 ICS and EMS contract because the Company retains ownership of the underlying technology, source code, software programs and scripts that give the web site its functionality. A customer's alternative is to start again from scratch, spending at least $100,000 to build a comparable web site elsewhere (plus on-going maintenance), or cancel its online presence altogether. The Company believes most customers will renew because it is a very cost effective solution.

Competitors

The Company will be subject to intense competition. Several large companies, with greater financial and managerial resources than the Company, and greater name recognition are offering mobile messaging solutions, and the competition is intense for such a lucrative market.

While certain market overlaps exist between the Company's product and other solutions, the Roaming Messenger solution is designed to provide unique competitive advantages.

Companies that the Company may compete with in the mobile messaging market

include:

ViaFone

ViaFone's flagship product, ViaFone OneBridge(TM), delivers voice and wireless data applications across all popular communications devices -- land-line, cellular and WAP-enabled phones, PocketPC and Palm handhelds, and RIM BlackBerry pagers. ViaFone OneBridge, which integrates with e-business and legacy systems, enables enterprises to extend workplace productivity beyond the arbitrary boundaries of walls, buildings, and wires. ViaFone OneBridge has a database-driven architecture that runs on any Java application server. It was built on a solid foundation of industry software standards including Java, Extensible Markup Language (XML), and Extensible Stylesheet Language (XSL). At its core is an open, XML-based framework allowing automatic, device-specific rendering over any mobile device.

Brience

Brience 3.0 - Mobile Processing Server is a highly scalable Java and XML based software that operates on a wide range of hardware platforms and supports a multitude of relational databases, legacy systems, packaged software or infrastructure software from leaders such as Openwave, Nokia, Oracle, IBM, BEA, Broadvision, Tibco, Siebel, PeopleSoft, SAP, ATG and several others. The software platform has support for over 200+ mobile devices that are commercially available and operate seamlessly across all major service provider networks.

BroadBeam

BroadBeam provides a wireless software platform called Axio with the following components:

- ExpressQ - Wireless messaging server.
- ExpressWeb - Wireless content server.
- Applications Connectors - The Axio platform offers a number of back-end connectors to enterprise applications.
- Development Tools - Broadbeam offers Java, C++ and XML interfaces to enable rapid application development using familiar programming tools.

BroadBeam is a respected big player in "transcoding" technology. Its solution is highly client/server based, very much like Brience with the exception of its advanced store-and-forward messaging server, ExpressQ.

Bonita Software

Bonita Software is a startup, providing Java-based client/server technologies and applications to wireless service providers and device manufacturers. Its platform is composed of the following components:

- ToGo Client Engine - A Java 2 software that provides data sharing and task switching features that enable greater functionality and ease-of-use than standalone J2ME/MIDP applications.

- ToGo Server Engine - Java 2 Enterprise Edition software that sits on the server side and handles incoming commands to complete operations the client side requests.

ThinAirApps

ThinAirApps offers a product called ThinAir Server Platform that is client/server based over a real-time live connection between the client and the server. The server provides a rich execution environment, capable of supporting access from many different types of wireless devices, and allowing applications to serve data and interact with the users of these devices.

MobileSys

MobileSys is a leading wireless infrastructure services provider that includes a global wireless network and wireless messaging software and integrations for major enterprise applications. This company's primary product offerings include:

o MobileSys MX - an extremely reliable, highly scalable 2-way wireless messaging engine that can be integrated with mission-critical, enterprise applications.

o The MobileSys Network(TM) - a global wireless data network that links enterprise applications, ASPs, and eBusinesses with employees, customers, and partners.

Marketing Strategy

The Company intends to enhance, promote and support the idea that Roaming Messenger is the most compelling and efficient solution available in the marketplace for mobile messaging.

In order to create a favorable environment for sales, the Company plans to undertake advertising and promotion efforts. These efforts will be outsourced and will require the services of an advertising firm and public relations firm.

The Company plans to interview various firms and select those most capable of assisting the Company with comprehensive advertising and promotion plans. At this time, the company does not intend to hire additional employees to undertake these efforts.

Sales Strategy

After creating a high level of perceived value and building significant demand for sales through its marketing campaign, the Company intends to aggressively sell the Roaming Messenger product in the United States. International sales will follow after achieving initial success in the domestic marketplace.

The Company has no revenue generating customers for the Roaming Messenger products at this time.

The Company's management has identified the following primary target market segments for the Roaming Messenger solution:

- Homeland Security
- Emergency Response, Public Health and Safety
- Military and Defense
- Enterprises
- Wireless Carriers

Distribution Channels

Roaming Messenger is a mobile messaging component with applications in many markets. The Company plans to sell and license the Roaming Messenger products to

system integrators in markets such as Homeland Security, Emergency Response, Military and Enterprise Automation. For example, the Company might sell a Roaming Messenger Gateway appliance to a Systems Integrators that is designing an emergency management system for the US Coast Guard.

The Company plans to sell Roaming Messenger through several channels of distribution, including:

Direct Sales

The Company's policy is to sell directly to its customers only when other channels of distribution are unavailable. The Company's management expects that direct sales will occur most often with smaller customers.

Channel Partners and/or Certified Integration Partners

The Company plans to identify a number of independent organizations that may serve as channel partners and or certified integration partners. These organizations are likely to have well-established relationships with mid-size to large size customers. Many may also provide specific vertical market applications.

The Company's requirements for channel partners and certified integration partners include: established branding, established market segment, solid reputation, high volume transactions and independent marketing and services organizations.

Executive Sales

Because many of the Company's large customers will tend to be top corporate managers, it is important that its Company president and senior managers present its products and services to its customers.

Field Sales Force

The majority of the Company's selling efforts to large accounts will be handled internally through its field sales force. The Company has chosen to use a direct sales force because its large accounts require considerable customer education and post-sales support -- directly from the Company. The Company's price points, pricing structure and profits are such that its cost of sales warrants a "person-to-person" selling strategy.

Manufacturers' Representatives

The Company can supplement its own field sales force by entering into agreements with manufacturers' representatives. Because manufacturers' representatives carry several product/service lines that are compatible with the Company's products and services, the Company plans to select manufacturers representatives carrying complementary and compatible products and services, as well as manufacturers' representatives that sell dissimilar products and services yet ones that are appropriate to their customers' customer.

Security Ownership of Certain Beneficial Owners and Management.

The following table sets forth, as of May 10, 2003, the number of shares of Common Stock owned of record and beneficially by executive officers, directors and persons who hold 5.0% or more of the outstanding Common Stock of the Company. Also included are the shares held by all executive officers and directors as a group.

SHAREHOLDERS/BENEFICIAL OWNERS	NUMBER OF SHARES	OWNERSHI PERCENTA
Jonathan L. Lei (1) c/o Roaming Messenger, Inc. 6144 Calle Real, Suite 200 Santa Barbara, CA 93117	96,087,525	68%
Louie Ucciferri (2) c/o Roaming Messenger, Inc. 6144 Calle Real, Suite 200 Santa Barbara, CA 93117	3,750,000	2.7%
Tom Djokovich (3) c/o Roaming Messenger, Inc. 6144 Calle Real, Suite 200 Santa Barbara, CA 93117	302,500	.2%
All directors and executive officers as a group (3 persons)	100,140,025	71%

(1) Jonathan L. Lei is Chairman of the Board of Directors, President, Secretary, Chief Executive Officer, and Chief Financial Officer of the Company Secretary

(2) Louie Ucciferri is a director of the Company.

(3) Tom Djokovich is a director of the Company.

Each principal shareholder has sole investment power and sole voting power over the shares.

ITEM 3. BANKRUPTCY OR RECEIVERSHIP

None.

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

Armando C. Ibarra, CPAs, former CPAs for the Company, resigned as auditor on April 5, 2003. Rose Snyder & Jacobs, CPAs of Encino, California were engaged as auditors for the Company on April 5, 2003.

The Change of Accountants was approved by the Board of Directors. No audit committee exists other than the members of the Board of Directors.

In connection with audit of the most recent fiscal year and through the date of termination of the accountants, no disagreements exist with any former accountant on any matter of accounting principles or practices, financial statement disclosure, or auditing scope of procedure, which disagreements if not resolved to the satisfaction of the former accountant would have caused them to make reference in connection with his report to the subject of the disagreement(s).

The audit report by Armando C. Ibarra, CPAs for the year ended December 31, 2002, contained an opinion which included a paragraph discussing uncertainties related to continuation of the Registrant as a going concern. Otherwise, the audit report by Armando C. Ibarra, CPAs forthe year ended December 31, 2002 did not contain an adverse opinion or disclaimer of opinion, nor was qualified or modified as to uncertainty, audit scope, or accounting principles.

ITEM 5. OTHER EVENTS

Pursuant to the Plan and Agreement of Reorganization the following matters has occured:

1. The name of the company has been changed to Roaming Messenger, Inc. on May 2, 2003.

2. A complete management change occurred.

The Company has elected to change the Company's fiscal year end to June 30. An NT-10K will be filed for the period ended June 30, 2003.

Resignation and Appointment of Officers

a) Jose Gonzalez has resigned as President, Chief Financial Officer and Secretary effective at the end of the business day in California on April 1, 2003.

b) Jon Lei has been appointed President, Chief Financial Officer and Secretary of the Company to serve at the discretion of the Board of Directors effective at the end of the business day in California on April 1, 2003. (See Biographical Information under Directors herein below).

Executive Officers

Name	Position
Jon Lei	President, CEO, CFO and Secretary

ITEM 6. APPOINTMENT OF NEW DIRECTORS

Pursuant to the Agreement and Plan of Reorganization with Warp 9, Inc. the new Board of Directors' appointments are effective ten days after mailing of Notice to shareholders pursuant to Section 14f of the Securities Exchange Act of

1934 as amended (the "Exchange Act")

The previous director, Jose Gonzales, will resigned upon the effectiveness of the appointment of the new directors. (April 19, 2003)

The biographical information of the new directors and officers is as follows:

Board of Directors

Jonathan L. Lei, age 30, has been the President, Chief Executive Officer, Chief Financial Officer, and Secretary of the Company since the closing of the first 90% Reorganization on April 1, 2003. Mr. Lei was founder, President, and Director of Warp 9, Inc. 1996 to date. Mr. Lei received a Bachelor Degree in Electrical and Computer Engineering from the University of California, Santa Barbara ("UCSB") in 1995 and a Master of Science Degree in Electrical and Computer Engineering from UCSB in 1996. While at UCSB, he studied and worked in the field of computer aided design and development of VLSI and ASIC silicon chips. Mr. Lei was employed by Lockheed Martin in 1993 where he built data acquisition systems for spacecraft testing. In 1995, he worked for Intel Corporation where he developed the Triton II Pentium PCI chipset. From 1995 to 1996, Mr. Lei worked for RC Electronics where he designed PCI based data acquisition systems. Mr. Lei founded Warp 9, Inc. in 1996 and in 1998, he negotiated a transaction to sell Warp's consumer ISP division, Sbnet, to MindSpring Enterprises. During that same period, Mr. Lei co-developed Warp's e-commerce products. He is the visionary behind the patent pending eCapsule technology and Warp's mobile data direction. Mr. Lei was an officer and is a lifetime member of Tau Beta Pi, a national engineering honor society.

Louie Ucciferri, age 42, is the founder and President of Westlake Financial Architects, an investment-banking firm formed in 1995 to provide financial and investment advisory services to early stage companies. He has raised investment capital for both private and public companies and has created liquidity for investors in the form of public offerings. Since November 1998, he has also served as President of Camden Financial Services, a NASD registered broker dealer that serves as the dealer manager for a real estate company that has raised in excess of $150 million in equity capital for the acquisition of commercial office properties in southern California and Arizona.

Tom M. Djokovich, age 46, was the founder and served from 1995 to 2002 as the Chief Executive Officer of Accesspoint Corporation, a vertically integrated provider of electronic transaction processing and e-business solutions for merchants (OTCBB:ASAP.OB). Under Mr. Djokovich's guidance, Accesspoint became a member of the Visa/MasterCard association, the national check processing association NACHA, and developed one of the payment industry's most diverse set of network based transaction processing, business management and CRM systems for both Internet and conventional points of sale. During his tenure, Accesspoint became an early adopter of WAP based e-commerce capabilities and the industry's first certified Level 1 Internet payment processing engine. In his last year as executive manager, Accesspoint grew its processing revenues by over 800% and overall revenues by nearly 300%. Prior to Accesspoint, Mr. Djokovich founded TMD Construction and Development where he developed an early business-to-business ordering system for the construction industry

RESIGNATION OF DIRECTORS

Jose Gonzalez has resigned as a director effective ten days after Notice to

Shareholders pursuant to Section 14f of the Exchange Act. (April 19, 2003)

ITEM 7. FINANCIAL STATEMENTS, UNAUDITED CONSOLIDATED FINANCIALS, & EXHIBITS

Financial Statements –

1. 12/31/02 unaudited financial statements for Warp 9.

2. Consolidated Pro Forma at 3/31/03

Exhibits – 10.1 Agreement and Plan of Reorganization (Previously filed)

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: May 15, 2003

ROAMING MESSENGER, INC.

By: /s/ Jonathan Lei

Jonathan Lei, President

WARP 9, INC.
FINANCIAL STATEMENTS
DECEMBER 31, 2002

WARP 9, INC.
BALANCE SHEETS
UNAUDITED

ASSETS

	(Unaudited) December 31, 2002	June 30, 2002
CURRENT ASSETS		
Cash	$ 57,319	$ 87,094
Accounts receivable, net of allowance for doubtful account of $0	59,857	81,812
Advance to shareholder	-	5,250
Prepaid expenses	5,099	18,934
TOTAL CURRENT ASSETS	122,275	193,090
PROPERTY & EQUIPMENT		
Furniture, Fixtures & Equipment	75,127	75,127
Computer Equipment	137,596	126,170
Commerce Server	50,000	50,000
Computer Software	3,535	3,535
Tenant Improvements	42,194	42,194
	308,452	297,026
Less: Accumulated depreciation & amortization	(175,451)	(151,609)
NET PROPERTY & EQUIPMENT	133,001	145,417
OTHER ASSETS		
Lease deposit	7,029	7,029
Other assets	2,261	2,261
TOTAL OTHER ASSETS	9,290	9,290
TOTAL ASSETS	$ 264,566	$ 347,797

LIABILITIES AND SHAREHOLDERS' DEFICIT

CURRENT LIABILITIES		
Note payable	$ 50,000	$ 50,000
Accounts payable	84,697	97,988
Accrued liabilities	26,464	29,878
Officer salaries payable	278,366	251,849
Staff salaries payable	17,658	19,211
Current portion -obligations under capitalized leases	17,868	17,868
TOTAL CURRENT LIABILITIES	475,053	466,794
LONG TERM LIABILITIES		
Obligations under capitalized leases	14,166	15,648
Deposit - shareholder	17,650	-
TOTAL LONG TERM LIABILITIES	31,816	15,648
TOTAL LIABILITIES	506,869	482,442
COMMITMENTS & CONTINGENCIES		

SHAREHOLDERS' DEFICIT		
Capital Stock	39,933	39,333
Additional Paid-in Capital	1,403,355	1,343,955
Stock Issuance Costs	(293,166)	(285,715)
Accumulated deficit	(1,392,425)	(1,232,218)
TOTAL SHAREHOLDERS' DEFICIT	(242,303)	(134,645)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	$ 264,566	$ 347,797

See notes to financial statements.
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WARP 9, INC.
STATEMENTS OF OPERATIONS
UNAUDITED

	Three months ended December 31, 2002	Six months ended December 31, 2002	mo Decem
REVENUE	$ 225,287	$ 432,408	$ 2
COST OF REVENUE	(29,078)	(57,187)	(
GROSS PROFIT	196,209	375,221	1
OPERATING EXPENSES			
Selling, general and administrative expenses	186,866	424,098	2
Depreciation and amortization	12,103	23,843	
Research and development	36,250	72,504	
Business development	-	-	
TOTAL OPERATING EXPENSES	235,219	520,445	3
OPERATING LOSS	(39,010)	(145,224)	(1
OTHER INCOME (EXPENSES)			
Interest income	-	99	
Interest expense	(5,471)	(11,040)	
Other income (expenses)	(5,512)	(4,042)	
TOTAL OTHER INCOME (EXPENSES)	(10,983)	(14,983)	

NET LOSS	$ (49,993)	$ (160,207)	$ (1
BASIC AND DILUTED LOSS PER SHARE	$ (0.00)	$ (0.02)	$
WEIGHTED AVERAGE NUMBER OF SHARES	10,365,268	10,334,770	9,9

See notes to financial statements.
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WARP 9, INC.
STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2002 AND 2001
UNAUDITED

	Shares	Common Stock	Additional Paid-in Capital	Stoc Issuan Cost
Balance at June 30, 2001	9,743,041	$ 33,534	$ 769,802	$ (202,528
Issuance of common stock	333,293	3,333	329,961	(49,434
Net loss	-	-	-	-
Balance at December 31, 2001	10,076,334	36,867	1,099,763	(251,962
Issuance of common stock	246,760	2,466	244,192	(33,753
Net loss	-	-	-	-
Balance at June 30, 2002	10,323,094	39,333	1,343,955	(285,715
Issuance of common stock	60,000	600	59,400	(7,451
Net loss	-	-	-	-
Balance at December 31, 2002	10,383,094	$ 39,933	$ 1,403,355	$ (293,166

See notes to financial statements.
F-3

WARP 9, INC.
STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2002 AND 2001
UNAUDITED

	Six months ended December 31, 2002	m Dece
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (160,207)	
Adjustment to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	23,842	
Decrease (increase) in account receivable	21,955	
Decrease (increase) in prepaid expenses	13,835	
Decrease (increase) in other assets	-	
Decrease (increase) in accounts payable	(13,291)	
Decrease (increase) in officer salaries payable	31,767	
Decrease (increase) in other liabilities	(4,967)	
NET CASH USED IN OPERATING ACTIVITIES	(87,066)	
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property & equipment	(1,081)	
NET CASH USED IN INVESTING ACTIVITIES	(1,081)	
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock	52,549	
Deposit for shares of common stock	17,650	
Payments on capitalized lease obligations	(11,827)	
NET CASH PROVIDED BY FINANCING ACTIVITIES	58,372	
NET INCREASE (DECREASE) IN CASH	(29,775)	
CASH AT BEGINNING OF PERIOD	87,094	
CASH AT END OF PERIOD	$ 57,319	
Supplementary disclosures:		
Interest paid	$ 11,040	
Capitalized lease contracted	$ 10,345	

See notes to financial statements.
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1. BASIS OF PRESENTATION AND GOING CONCERN

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all normal recurring adjustments considered necessary for a fair presentation have been included. Operating results for the six-month period ended December 31, 2002 are not necessarily indicative of the results that may be expected for the year ending June 30, 2003. For further information refer to the financial statements and footnotes thereto included in the Company's Form 10-SB for the year ended June 30, 2002.

The accompanying financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company's losses, negative cash flows from operations and the working capital deficiency raise substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern and appropriateness of using the going concern basis is dependent upon, among other things, additional cash infusion.

2. CAPTIAL STOCK

The weighted average number of shares used for the basic and diluted loss per share was calculated as if the stock-split occurred at July 1, 2000. The weighted average number of shares used for the calculation of diluted loss per share is the same as the one used for the basic loss per share. The inclusion of any potential shares to be issued would have had an anti-dilutive effect due to the Company generating a loss.

3. WARRANTS

During the six months ended December 31, 2002, the Company granted warrants to purchase 128,771 shares of common stock at $1 per share to six individuals. These warrants expire in 2007.

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WARP 9, INC.
CONSOLIDATED PRO FORMA

PF-1

WARP 9, INC.
CONSOLIDATED PRO FORMA

ASSETS

	Warp 9, Inc.	Latinocare
CURRENT ASSETS		
Cash	$ 60,411	$ 100,105
Accounts receivable, net of allowance for doubtful account of $0	82,036	-
Advance to shareholder	-	
Prepaid expenses	20,406	-
TOTAL CURRENT ASSETS	162,853	100,105
PROPERTY & EQUIPMENT		
Furniture, Fixtures & Equipment	75,127	-
Computer Equipment	151,469	-
Commerce Server	50,000	-
Computer Software	3,535	-
Tenant Improvements	42,194	-
	322,325	
Less: Accumulated depreciation & amortization	(187,935)	-
NET PROPERTY & EQUIPMENT	134,390	-
OTHER ASSETS		
Lease deposit	7,029	-
Other assets	2,261	-
TOTAL OTHER ASSETS	9,290	-
TOTAL ASSETS	$ 306,533	$ 100,105
LIABILITIES AND SHAREHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Note payable	$ 50,000	$ -
Accounts payable	36,929	100,105
Accrued liabilities	33,459	-
Officer salaries payable	292,866	-
Staff salaries payable	23,448	-
Current portion -obligations under capitalized leases	17,868	-
TOTAL CURRENT LIABILITIES	454,570	100,105
LONG TERM LIABILITIES		
Obligations under capitalized leases	20,177	-
Deposit - shareholder	17,650	-
TOTAL LONG TERM LIABILITIES	37,827	-
TOTAL LIABILITIES	492,397	100,105

COMMITMENTS & CONTINGENCIES		
SHAREHOLDERS' DEFICIT		
Capital Stock	40,998	1,037,652
Additional Paid-in Capital	1,508,790	-
Stock Issuance Costs	(294,196)	-
Accumulated deficit	(1,441,456)	(1,037,652)
TOTAL SHAREHOLDERS' DEFICIT	(185,864)	-
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	$ 306,533	$ 100,105

WARP 9, INC.
PRO FORMA

	Nine months ended March 31, 2003	Year ended June 30, 2002
HISTORICAL AND PRO FORMA NET LOSS	$ (209,238)	$ (586,630)
PRO FORMA BASIC AND DILUTED LOSS PER SHARE	$ (0.00)	$ (0.00)
PRO FORMA WEIGHTED AVERAGE NUMBER OF SHARES	144,186,198	140,022,773

Background Information Regarding Pro Forma Financial Statements

On April 1, 2003, Latinocare Management Corporation consummated a Plan and Agreement of Reorganization pursuant to which Warp 9, Inc. became a wholly-owned subsidiary of Laitnocare Management Corporation. In the transaction, the stockholders of Warp 9, Inc. received 12.5 shares of Latinocare Management Corporation for every share of Warp 9, Inc., representing approximately 131,000,000 shares of Latinocare Management Corporation (approximately 90% of outstanding shares after conversion of all the shares).

The following unaudited pro forma combined balance sheet reflects the combination of Warp 9, Inc. and Latinocare Management Corporation and the issuance of shares of Latinocare Management Corporation common stock to Warp 9,

Inc. stockholders. The unaudited pro forma combined balance sheet has been derived from unaudited consolidated historical financial statements of both Latinocare Management Corporation and Warp 9, Inc. The financial statements of Latinocare Management Corporation as of March 31, 2003 are contained in our Quarterly Report on Form 10-QSB/A filed with the SEC on April 30, 2003. The financial statements of Warp 9, Inc. as of March 31, 2003 are contained in this filing. The unaudited pro forma condensed combined balance sheet as of March 31, 2003 was prepared as if the merger had occurred on that date.

Although from a legal perspective, Latinocare Management Corporation acquired Warp 9, Inc., from an accounting perspective, the transaction is viewed as a recapitalization of Warp 9, Inc. accompanied by an issuance of stock by Warp 9, Inc. for the net assets of Latinocare Management Corporation. This is because Latinocare Management Corporation did not have operations immediately prior to the transaction, and following the transaction, Warp 9, Inc. is the operating company. Warp 9, Inc.'s directors and officers now serve as the directors and officers of the new combined entity. Additionally, Warp 9, Inc.'s stockholders will own approximately 90% of the outstanding shares of Latinocare Management Corporation after the completion of the transaction.

Given these circumstances, the transaction is accounted for as a capital transaction rather than as a business combination. That is, the transaction is equivalent to the issuance of stock by Warp 9, Inc. for the net assets of Latinocare Management Corporation, accompanied by a recapitalization. Because the transaction is accounted for as a capital transaction, the pro forma financial statements do not include an income statement, but only pro forma information regarding loss per share. In addition, the pro forma balance sheet has been prepared in such a manner that the pro forma equity section reflects the total outstanding Latinocare Management Corporation shares for the new merged entity. Additionally, Latinocare Management Corporation' accumulated deficit has been eliminated, while Warp 9, Inc.'s accumulated deficit remains.

The unaudited pro forma combined balance sheet has been prepared under the assumption that 100% of the Warp 9, Inc.'s shares of common stock will be converted in Latinocare Management Corporation common stock.

In the opinion of management of Latinocare Management Corporation and Warp 9, Inc., all adjustments necessary to present fairly the pro forma combined balance sheet have been made based on the terms and structure of the transaction.

The unaudited pro forma combined balance sheet is not necessarily indicative of what actual results would have been had the transaction or issuance of Latinocare Management Corporation common stock to Warp 9, Inc. occurred at the beginning of the period nor do they purport to indicate the results of future operations of Latinocare Management Corporation and Warp 9, Inc. The unaudited pro forma combined balance sheet should be read in conjunction with the accompanying notes and historical financial statements and notes to the financial statements of Latinocare Management Corporation and Warp 9, Inc.

Notes to Pro Forma Combined Balance Sheet (unaudited)
March 31, 2003

(1) To record payment of accrued liabilities by Latinocare management, which occurred before the merger.

(2) To record the issuance of 131,119,925 shares of Latinocare management corp. in exchange for the outstanding shares of common stock of Warp 9, Inc., and to record the recapitalization of Warp 9, Inc. for the reverse acquisition.