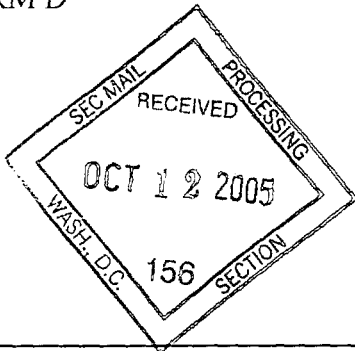


FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response: 16



Name of Offering (check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section (6) ULOE Type of Filing: X New Filing Amendment

1341180

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer Name of the Issuer (check if this is an amendment and name has changed, and indicate change.) AVMS, Inc. Address of Executive offices (Number and Street, City, State, Zip Code) 270 South Hibiscus Drive Miami Beach, FL 33139 Telephone Number (Including Area Code) (305) 674-5858 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business Maintain and Staff Veteran Administration Health Clinics Type of Business Organization (X) corporation () limited partnership, already formed () other please specify: () business trust () limited partnership, to be formed

PROCESSED 3 OCT 18 2005 THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month 0 9 Year 0 5 (X) Actual () Estimated Jurisdiction of Incorporation of Organization: (Enter two letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTION:

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.301 et seq. or 15 U.S.C. 77d (6). When to file: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to file: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the info material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that ha on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice must be completed.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuer and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partn

Full Name (Last name first, if individual)

Fruge, Donald

Business or Residence Address (Number and Street, City, State, Zip Code)

270 South Hibiscus Drive, Miami Beach, FL 33139

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Noro-Moseley Partners V, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

9 North Parkway Square, 4200 Northside Parkway, NW, Atlanta, GA 30327-3054

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partn

Full Name (Last name first, if individual)

Noro-Moseley Partners V-B, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

9 North Parkway Square, 4200 Northside Parkway, NW, Atlanta, GA 30327-3054

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partn

Full Name (Last name first, if individual)

Lunsford Capital, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

4360 Brownsboro Road, Suite 305, Louisville, KY 40207

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partn

Full Name (Last name first, if individual)

Aurora Ventures IV, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

2525 Meridian Parkway, Suite 220, Durham, NC 27713

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partn

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Lunsford, Bruce

Business or Residence Address (Number and Street, City, State, Zip Code)

270 South Hibiscus Drive, Miami Beach, FL 33139

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Moseley, Allen

Business or Residence Address (Number and Street, City, State, Zip Code)

270 South Hibiscus Drive, Miami Beach, FL 33139

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jackson, Grant

Business or Residence Address (Number and Street, City, State, Zip Code)

270 South Hibiscus Drive, Miami Beach, FL 33139

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Taracido, Manuel

Business or Residence Address (Number and Street, City, State, Zip Code)

1425 South Eighteenth Street, St. Louis, MO 63104

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Lanier, Ray

Business or Residence Address (Number and Street, City, State, Zip Code)

270 South Hibiscus Drive, Miami Beach, FL 33139

Check Box(es) that Apply: Promoter Beneficial Owner Executive officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Thaman, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)

270 South Hibiscus Drive, Miami Beach, FL 33139

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 300,000

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state of states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]

FORM D

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$2,750,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify:).....	\$ _____	\$ _____
Total.....	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Amount of Investors Purchases	Aggregate Dollar Number
Accredited Investors	4	\$ 2,750,000
Non-Accredited Investors.....	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$80,000
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify)	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ 80,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS


b. Enter the difference between the aggregate offering price given in response to Part C—Question 1 and total expenses furnished in response to Part C—Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$2,670,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payment to Others
Salaries and Fees.....	<input checked="" type="checkbox"/> \$285,500	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant, buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$276,220
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$2,108,280
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$285,500	<input type="checkbox"/> \$2,384,500
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ 2,670,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.

Issuer (Print or Type)	Signature	Date
AVMS, Inc,		10/5/2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Ray Lanier	President, AVMS, Inc.	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 16 U.S.C. 1001.)

