

Cane, Kyleen

From: Cane, Kyleen
Sent: Tuesday, April 11, 2006 12:19 PM
To: jan wallace
Subject: docs
Attachments: pdf84da8.pdf

Full Message Headers

Received: from venus.ad.lati.com (mail.canecclark.com[207.168.91.194](untrusted sender))
by worldnet.att.net (mtiwmxc14) with ESMTP
id <200604111619590140011jp6e>; Tue, 11 Apr 2006 16:19:59 +0000
X-Originating-IP: [207.168.91.194]
Received: from pluto.ad.lati.com ([10.10.2.175]) by venus.ad.lati.com with
Microsoft SMTPSVC(6.0.3790.1830); Tue, 11 Apr 2006 09:19:48 -0700
Importance: normal
Priority: normal
Subject: docs
Date: Tue, 11 Apr 2006 09:19:47 -0700
Message-ID: <FA87467ADF7D964B9D78DA6B1A556F4411B1ED@pluto.ad.lati.com>
X-MS-Has-Attach: yes
X-MS-TNEF-Correlator:
Thread-Topic: docs
thread-index: AcZdg7xKKZ3LjPe8T5iuRTESRqEecA==
From: "Cane, Kylene" <kcane@canecclark.com>
To: "jan wallace" <janwallace@att.net>
Return-Path: <kcane@canecclark.com>
X-OriginalArrivalTime: 11 Apr 2006 16:19:48.0789 (UTC)
FILETIME=[C1118E50:01C65D83]
Status: RO
MIME-Version: 1.0
Content-Type: multipart/mixed;
boundary="--boundary-LibPST-iamunique-1313694060_-_-"

LAW OFFICES OF DAVID L. KAGEL
A PROFESSIONAL CORPORATION

1801 CENTURY PARK EAST, SUITE 2500
LOS ANGELES, CALIFORNIA 90067

TELEPHONE
(310) 553-9009

E-MAIL
dkagel@earthlink.net

TELECOPIER
(310) 553-9693

FAX TRANSMITTAL SHEET

DATE: April 10, 2006

To: **Joseph Spellman**

FAX: **(310) 205-9909**

From: David L. Kagel

Re: Promissory Note

TOTAL NUMBER OF PAGES, INCLUDING
THIS COVER SHEET IS: 7
IF THERE ARE ANY PROBLEMS WITH THE TRANSMISSION
OF THIS TELECOPY, PLEASE CONTACT Nancy Harris
AT TELEPHONE # (310) 553-9009

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MESSAGE:

Please see attached letters.

cc: **Kyleen Cane, Esq. (Via Fax – (702) 944-7100)**
Crystal Makin, CPA (Via Fax – (801) 281-4701) and U.S. Mail

Kagel 2006\Spellman.fax

LAW OFFICES OF
DAVID L. KAGEL
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1801 CENTURY PARK EAST, 25TH FLOOR
LOS ANGELES, CALIFORNIA 90067
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E-MAIL: dkagel@earthlink.net

April 10, 2006

VIA FAX – (310) 205-9909 and U.S. MAIL

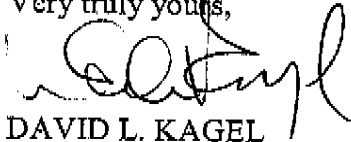
Joseph Spellman, Chief Executive Officer
Davi Skin, Inc.
301 No. Canon Drive, Suite 207
Beverly Hills, California 90210

Dear Mr. Spellman:

Please be advised that I am the holder of that certain Promissory Note issued by the Company (as MW Medical, Inc.) on March 15, 2003 and partially cancelled in June 2004. Copies of the Note, the Notice of Partial Cancellation and the Assignment are enclosed for your convenience.

In accordance with the terms of the Note I wish to convert the principal amount (\$200,000) into 1,000,000 shares of your common stock. The interest on the Note may be paid to me in cash although I may elect to receive shares in lieu thereof. Please instruct your counsel to contact me so that we can effect this transaction.

Very truly yours,



DAVID L. KAGEL

DLK/njh

Enclosures

cc: Kyleen Cane, Esq. (Via Fax – (702) 944-7100)
Crystal Makin, CPA (Via Fax – (801) 281-4701) and U.S. Mail

Kagel2006\Spellman.ltr

Principal Amount: \$248,325.00

W Exhibit - A

PROMISSORY NOTE

FOR VALUE RECEIVED, the undersigned, MW Medical, Inc., a Nevada corporation (or its successor or assigns) promises to pay to the order of Jan Wallace, an individual, at such address as may be designated in writing by the holder of this Note, the principal sum of TWO HUNDRED AND FORTY EIGHT THOUSAND, THREE HUNDRED AND TWENTY FIVE DOLLARS and NO CENTS (\$248,325.00) in U.S. currency. The entire amount of principal with ten percent (10%) interest per annum shall become due and payable on June 15, 2003.

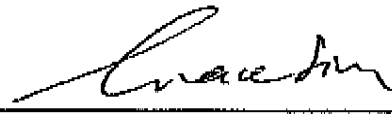
The undersigned and its successors and assigns, hereby waives presentment and demand for payment, diligence, notice of dishonor, protest and notice of protest of this Note, and any defense by reason of an extension of time for payment or other indulgence. Failure of the holder to assert any right herein shall not be deemed to be a waiver thereof.

This Promissory Note is made in settlement of all wages and employment fees owed to payee to date.

The holder of this note may, at its option, convert all or any portion of the promissory note to equity of MW at the same price as is available to those investors participating in the any private placement while this debt is outstanding. In the event that the holder of this Note wishes to convert during a period of time when no private offering of common stock is open, then the Note holder may convert at 50% of the market price at that time, or at \$0.20 per share, whichever is lower.

Signed this 15th day of March, 2003

MW Medical, Inc.

By 

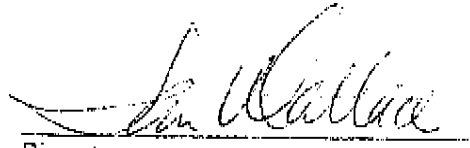
Its: Chief Financial Officer

NOTICE OF PARTIAL CANCELLATION OF
PROMISSORY NOTE

To: Davi Skin, Inc., f.k.a. MW Medical, Inc.

Pursuant to that certain agreement for the sale of stock, the undersigned hereby elects to cancel a portion of the attached Promissory Note dated March 15, 2003 in the amount of \$301,719.90, and agrees to reduce the amount of principal owing on the Note by that amount, leaving a balance owing of \$200,000.00 plus any accrued interest from the date of issuance.

Dated: June __, 2004


Signature

Apr 13 04 10:54a

P. 3

LOAN EXTENSION

I hereby agree to extend the maturity date of a \$200,000 loan to December 31, 2005.



Ian Wallace

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ASSIGNMENT OF PROMISSORY NOTES

For Value Received, the undersigned note holder, hereby assigns, conveys and transfers all of her right, title and interest in the attached Promissory Note issued by Davi Skin, Inc., fka MW Medical, Inc., along with any other rights she may have as a creditor of said Corporation, to the individuals identified in Schedule A attached hereto in the amounts specified.

Dated: April 6, 2006

A handwritten signature in cursive script, appearing to read "Jan Wallace", is written over a horizontal line.

Jan Wallace
6929 E. Cheney Rd.
Paradise Valley, AZ 85253

SCHEDULE A

David L. Kagel - 100% of Promissory Note