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MEDICAL STAFFING PROS

*Premier Global Recruitment Firm
Specializing In Healthcare Professionals*

Seeks Investor Contributions In The Amount Of

\$1,500,000

August 1, 2004

Business Mini-Plan Highlights:

- ◆ *Global recruiter of registered nurses and other healthcare professionals*
- ◆ *Exploits dire shortage of RNs, which will reach crisis proportions by 2010*
- ◆ *Targets U.S. market of \$2.1 billion, with an annual growth rate of 17%*
- ◆ *Company is led by a 25-year veteran, with a strong management team*

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Executive Summary

The U.S. is suffering from an acute shortage of registered nurses (RNs) that will reach crisis proportions, as America continues to age — an additional 139,000 qualified nurses are needed immediately, but in 10 years, this shortage will more than triple. Sadly, declining enrollment in U.S. nursing schools and high rates of attrition among existing nurses suggest that the present dislocation of supply and demand will not correct itself. The life-threatening implications of these shortages have prompted emergency legislation, at federal and state levels, which now encourage professional staffing firms to actively recruit qualified nurses from English-speaking countries with advanced healthcare systems, such as the Philippines and Canada. Medical Staffing Pros intends to exploit this business opportunity, by applying its 25 years of recruiting experience, direct knowledge of the healthcare industry, and strong global relationships, to deliver a dependable supply of registered nurses to the U.S. In 2004, the U.S. market for recruitment of RNs is projected to be \$2.1 billion — by 2009, this figure will reach \$3.4 billion, an average annual increase of nearly 17%. Keys to success include establishing full commercial capacity, effectively marketing company services, proliferating strategic alliances, and researching and developing new services and markets. The company is led by a veteran recruiter and supported by a strong management team.

Company. Medical Staffing Pros will be a premier, global search firm, specializing in recruitment of registered nurses and other healthcare professionals. It is a limited liability company with administrative headquarters, located in North Sandy Beach, SC, and a satellite office located in metro Manila, in the Philippines.

Services. The company specializes in recruiting qualified RNs, from domestic or foreign sources, to meet the dire shortage of nursing care that exists in the U.S. Healthcare professionals are recruited for U.S. hospitals, nursing homes and other medical providers on a permanent placement or temporary contract basis.

Market. The present U.S. demand for RNs exceeds supply by 139,000 positions — by 2010, the shortage will increase to 455,000, an increase of 227%. In 2004, the U.S. recruiting market for registered nurses is \$2.1 billion — by 2009, this figure will escalate to \$3.4 billion, an average annual growth rate of nearly 17%.

Industry. Existing providers include recruiting firms that are generalists, with little experience in the healthcare industry, or end users who rely on their own efforts, but have few professional recruiting skills. Medical Staffing Pros has specialized skills and global contacts that will allow it to dominate existing competition.

Strategy. Strategies for success include: establishing commercial capacity, by October 1, 2005; maximizing company revenues, through multi-channel advertising; optimizing operating processes, to maximize efficiency and customer satisfaction; and promoting research and development of new services and markets.

Implementation. The operating plan will focus on creating retail infrastructure, by establishing permanent, domestic and international offices, and by forging strategic alliances with key customer groups. The marketing plan will rely on an aggressive, multi-channel marketing campaign, along with a robust R&D program.

Management. The company is led by a veteran recruiter, who has specialized in the healthcare industry and has successfully placed over 100 foreign RNs. He will be supported by a strong management team, with extensive experience and key healthcare contacts, along with an anticipated Board of Advisors.

Risk Assessment. Medical Staffing Pros is poised to exploit the critical, long-term shortage of registered nurses that exists in the U.S. and which threatens the quality of healthcare in America. Successful financing, strategic alliancing, effective marketing and continued expansion are all viewed as highly achievable.

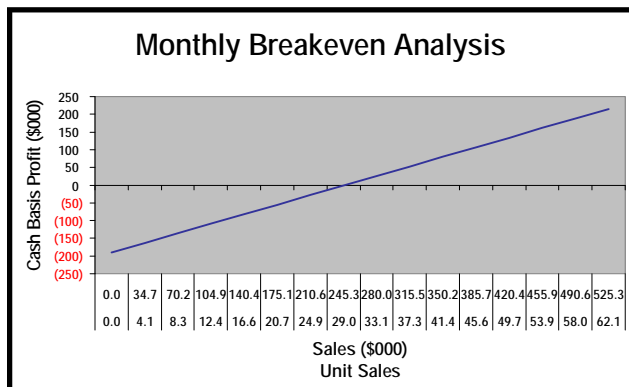
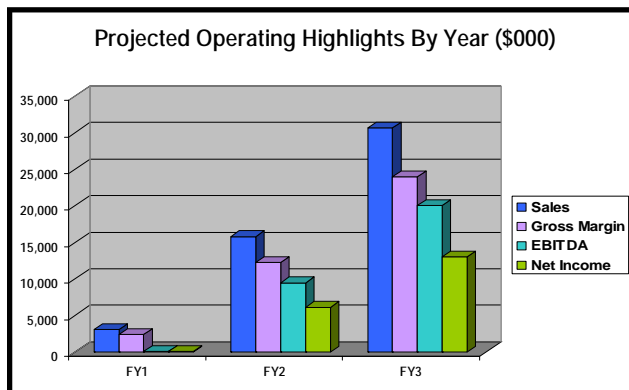
Financial Summary

Medical Staffing Pros is seeking investor contributions, totaling \$1,500,000, by August 1, 2004. This cash infusion would result in dramatic revenue and income growth, during the three-year planning period, and position the company to expand its recruiting services, throughout the U.S.

Capitalization Plan. Medical Staffing Pros proposes to pursue its strategic objectives, by obtaining investor contributions, totaling \$1,500K, by August 1, 2004. These funds would be applied to identifiable working capital requirements of \$755K, relating to advertising & promotion and professional services expenses, identifiable capital expenditures, totaling \$45K, and the creation of contingent cash reserves, totaling \$700K.

Projected Operating Results. Sales are projected to rise, from \$3.0 million in FY1, to \$30.6 million in FY3. During this period, net income is projected to increase, from \$43K in FY1, to \$13.0 million in FY3. Monthly net cash flow reflects pre-operating losses; minimum cash balance is \$706K; ending cash is \$18.8 million.

Projected Operating Highlights (\$000)															
Start-Up: 8/1/04	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	FY1	FY2	FY3
Sales	0	0	30	62	69	187	188	341	453	501	593	624	3,048	15,791	30,626
Gross Margin	0	0	13	45	43	144	145	272	366	397	463	468	2,356	12,237	23,952
Operating Expenses	230	216	207	206	198	178	171	169	174	173	175	176	2,273	2,799	3,902
EBITDA	(230)	(216)	(194)	(161)	(155)	(34)	(26)	103	192	224	288	292	83	9,438	20,050
Income Before Taxes	(231)	(218)	(195)	(163)	(156)	(36)	(27)	101	191	222	287	291	66	9,402	20,001
Net Income	(150)	(142)	(127)	(106)	(101)	(23)	(18)	66	124	144	187	189	43	6,113	13,000
Percentages:															
Gross Margin/Sales	N/A	N/A	43%	73%	62%	77%	77%	80%	81%	79%	78%	75%	77%	77%	78%
EBITDA/Sales	N/A	N/A	-647%	-260%	-225%	-18%	-14%	30%	42%	45%	49%	47%	3%	60%	65%
Net Income/Sales	N/A	N/A	-423%	-171%	-146%	-12%	-10%	19%	27%	29%	32%	30%	1%	39%	42%
Net Cash Flow	(103)	(148)	(141)	(147)	(104)	(105)	(22)	(24)	60	121	141	183	(289)	5,253	12,300
Cash Balance - Ending	1,397	1,249	1,108	961	857	752	730	706	766	887	1,028	1,211	1,211	6,464	18,764



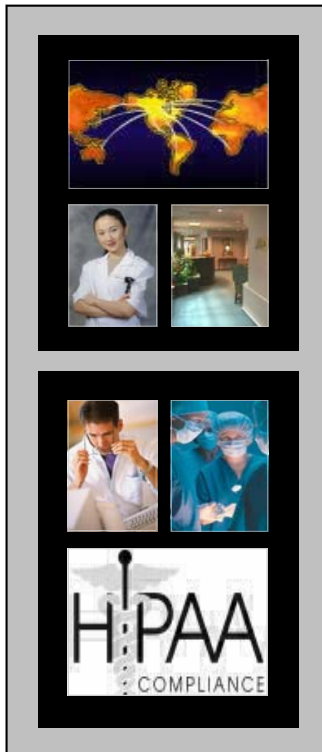
Financial Indicators			
	FY1	FY2	FY3
Profitability %'s:			
Gross Margin	77%	77%	78%
Net Profit Margin	2%	39%	42%
Return on Assets	3%	72%	59%
Return on Equity	3%	79%	63%
Activity Ratios:			
Accounts Receivable Turnover	0.08	0.08	0.08
Collection Days	30.00	30.00	30.00
Inventory Turnover	N/A	N/A	N/A
Accounts Payable Turnover	12.00	12.00	12.00
Asset Turnover	1.60	1.85	1.38
Debt Ratios:			
Debt To Equity	0.21	0.11	0.07
Short-Term Liabilities To Liabilities	1.00	1.00	1.00
Liquidity Indicators:			
Current Ratio	5.56	10.04	15.12
Quick Ratio	5.56	10.04	15.12
Net Working Capital (\$000)	1505	7587	20569
Interest Coverage Ratio	N/A	N/A	N/A
Additional Indicators:			
Assets to Sales Ratio	0.63	0.54	0.72
Debt To Assets Ratio	17%	10%	7%
Current Debt To Total Assets Ratio	17%	10%	7%
Acid Test	3.67	7.70	12.88
Sales To Equity Ratio	1.93	2.05	1.48
Dividend Payout %	0%	0%	0%

Company and Services

The company specializes in recruiting qualified RNs, from domestic or foreign sources, to meet the dire shortage of nurses that exists in the U.S. Qualified healthcare professionals are provided to U.S. hospitals, nursing homes and other healthcare providers on a permanent or contract basis.



Business Summary. Medical Staffing Pros will be a leading, global recruiter of registered nurses and other healthcare professionals for permanent placement or temporary contract, by hospitals, nursing homes, ambulatory centers, and other healthcare providers, in the U.S. By leveraging vast professional recruiting experience, direct knowledge of the healthcare industry, and a strategic network of international recruiters and agents, Medical Staffing Pros is perfectly positioned to help address the critical need for RNs in the U.S. that will extend to at least 2020. The company works directly with end users to fulfill their nursing requirements, or may work on a brokered basis, with other recruiting firms. Main revenues are derived from percentage or hourly recruiting commissions, earned on permanent placements or temporary contracts.



REGISTERED NURSE RECRUITMENT

U.S. and International

Following two months of pre-operating activities, Medical Staffing Pros will launch operations, as a premier recruiter of registered nurses and other healthcare professionals, drawing from domestic and offshore labor sources.

- ◆ *Broad Experience:* 25 years of domestic and foreign recruiting experience.
- ◆ *Recruiter Network:* Access to national and international industry contracts.
- ◆ *End Use Adaptability:* Process permits permanent or temporary placement.
- ◆ *Compensation Flexibility:* Capable in brokered or direct to end user role.
- ◆ *Value-Added Services:* Full training and technical support will be available.

PROJECTED REVENUE STREAMS

Beginning October 2004

Permanent Placement:

- ◆ *Brokered:* Pre-screens candidates for other recruiters, resulting in a 25% revenue sharing.
- ◆ *Direct To End User:* Order received directly from end user, resulting in a full commission.

Temporary Placement:

- ◆ *Brokered:* Provision of candidates for other recruiters, who bear relevant labor expenses.
- ◆ *Direct To End User:* Order received directly from end user, resulting in hourly billing rate.

AVG. UNIT REVENUES

Permanent Placement

Brokered: \$8,300

Direct: \$12,000

Temporary Placement

Brokered: \$700/Mo.

Direct: \$9,000/Mo

Gross Margin: 77%

Fulfillment. The company will utilize job fairs, state-of-the-art web presence and a multi-media blitz to identify domestic RN requirements and qualified, U.S.-based nurses. A network of immigration attorneys, training centers and international agents will extend the search for qualified RNs to English-speaking countries, with well-developed healthcare educational systems, such as the Philippines, Canada, Ireland and the U.K.

Competitive Comparison. As a veteran healthcare recruiter, the company owner has profound knowledge and contacts that recruiting peers, most of whom are IT casualties of the .com era, simply do not possess.

Long-Term Positioning. Medical Staffing Pros intends to leverage its inaugural successes, by expanding its global reach, and by exploiting synergistic business opportunities that may arise. This will include providing web-based HIPAA-compliant certification, as a requirement for all RNs or other individuals th,jbhvced.

Market and Industry

In 2004, the U.S. recruiting market for registered nurses is projected to be \$2.1 billion — by 2009, this figure will reach \$3.4 billion, an average annual growth rate of nearly 17%. Medical Staffing Pros has specialized skills and global contacts that will allow it to dominate existing competition.

General Market Analysis. The quality of healthcare in the U.S. is under assault, by an acute, and growing, shortage of registered nurses. In 2004, the demand for qualified nurses is 2.1 million, but declining matriculation from nursing schools and stress-related attrition from the existing workforce has resulted in a shortage, totaling 139,000 — in only 10 years, this shortage will escalate to 455,000, an increase of 227%. Legislative initiatives to alleviate this criticality have focused on financial incentives and relaxation of immigration rules.

Market Segmentation. In 2005, it is projected that 37 states will report RN shortages — by 2010, all but 4 states will have shortages, some as high as 63%. Medical Staffing Pros is targeting the top 12 states with the most urgent need. In 2004, a nationwide RN shortage of 139,000 will result in a projected RN recruiting market, totaling \$2.1 billion. By 2009, this figure is anticipated to reach \$3.4 billion, an average annual growth rate of 16.8%. This broad, national market is comprised of **California (12%)**, **New Jersey (9%)**, **New York (8%)**, **Tennessee (8%)**, **Pennsylvania (7%)**, **Texas (7%)**, **Florida (6%)**, **Georgia (6%)**, **Virginia (5%)**, **Connecticut (5%)**, **Arizona (5%)**, **Indiana (4%)** and **All Other U.S. (18%)**.



Secondary Markets. In addition to its primary markets, the company will target a large, secondary market for HIPAA-compliant training that is compulsory for U.S. and foreign-based healthcare professionals.

General Industry Characteristics. Key providers of RNs include hospitals and other end users, which are not very proactive, and professional recruiting firms, which tend to be generalists with few global contacts. There is also a cottage industry of source-country exploitation specialists, who prey on their own nationals.

KEY COMPETITOR	STRENGTHS	WEAKNESSES
End User - HR Search: <ul style="list-style-type: none"> ◆ Catholic Health West ◆ Tenet Hospitals ◆ HCA Hospital Corp. of Am. 	Large healthcare institutions with in-house HR functions; direct insight into immediate needs; ability to recruit in-house or at job fairs.	Not generally proactive; rely on candidates to reveal themselves; focused on HR procedures, not professional recruiting techniques.
Professional Recruiters: <ul style="list-style-type: none"> ◆ American Mobile (Nashville) ◆ Cross Country (Boca Raton) ◆ Kforce Staffing (Tampa) ◆ Robert Half (Menlo Park) 	Large, experienced firms, capable of providing permanent and contracted placement, including travel nurses, with range of credentials.	Recruiting generalists, not specialists in healthcare professionals; focused on nurses available in the U.S.; rudimentary global contacts.

Competitive Edge. Medical Staffing Pros has vast recruiting experience, including a long tenure as a healthcare specialist. Profound knowledge, regarding RN licensing and certification requirements in the U.S. is supported by a global network of immigration attorneys, source-country agents and competent trainers.

Management and Risk Assessment

The company is led by an industry veteran, with decades of relevant experience, who will be supported by a strong management team and an anticipated Board of Advisors. Key success factors, along with critical risk factors have been evaluated — success is viewed as highly achievable.

Management Team. Key positions that are filled include Chief Executive Officer, Vice President of Operations, Director of Business Development and Chief Financial Officer — a Board of Advisors is anticipated.

Samuel J. Fine

Chief Executive Officer, Medical Staffing Pros

25 year of domestic and foreign recruiting experience. Specialist in the healthcare industry, with extensive history involving IT & nurse staffing. Holds M.A., Communications, San Diego State U.; B.A., U. of Hawaii; former Marine.

Benjamin Rossi

Vice President of Operations

Extensive application in the financial arena in option and stock trading for private investors. Consulting with numerous private investment firms through various trading scenarios.

Jim Miller

Director of Business Development

Renowned motivational speaker and performance enhancement expert. National Spokesperson, UHIPPAU. Background includes musician and vocalist; U.S. Marine Corps officer.

Marjorie Fine

Chief Financial Officer

25 years of extensive management consulting and IT experience, as a top software application engineer. Holds B.A., Management Information Systems, National University.

Personnel Plan															
Start-Up: 8/1/04	1QY1	2QY1	3QY1	4QY1	1QY2	2QY2	3QY2	4QY2	1QY3	2QY3	3QY3	4QY3	FY1	FY2	FY3
Personnel Count															
Sales & Marketing	2.0	3.0	3.0	3.0	5.0	6.0	8.0	10.0	12.0	12.0	12.0	16.0			
General & Administrative	8.0	10.0	10.0	10.0	15.0	19.0	21.0	24.0	28.0	28.0	28.0	39.0			
Payroll Count	10.0	13.0	13.0	13.0	20.0	25.0	29.0	34.0	40.0	40.0	40.0	55.0			
Contracted Labor	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0			
Total Personnel	10.0	13.0	13.0	13.0	20.0	25.0	29.0	34.0	40.0	40.0	40.0	55.0			
Labor Costs (\$000)															
Sales & Marketing	12	22	31	40	62	82	108	133	162	167	178	222	105	385	729
General & Administrative	92	109	109	109	149	180	195	224	262	262	262	348	419	748	1,134
Payroll	104	131	140	149	211	262	303	357	424	429	440	570	524	1,133	1,863
Payroll Burden	21	26	28	30	42	52	61	71	85	86	88	114	105	226	373
Contracted Labor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Labor Costs	125	157	168	179	253	314	364	428	509	515	528	684	629	1,359	2,236

Key Success Factors. The company assumes that the existence of the following factors or assumptions would positively influence success, and that these factors **will occur**:

- *Investor financing will be available in the amount requested, based on reasonable plan projections.*
- *Industry experience, global alliances and effective marketing will create long-term competitive edge.*

CONTINGENCY PLAN		
Contingent Event	Likely Consequence	Management Response
Investor financing cannot be obtained, in the amount sought.	Deferral of large, cash-intensive initiatives; slower revenue growth.	Pursue business plan, in modified form; seek scalable results.
Delays or operational problems retard business commencement.	Lower than projected FY1 results; reduced sales, income and cash.	Reduce cash-intensive outlays; adopt recovery plan and proceed.
Deep-pocket market entrant seeks market share dominance.	Reduced market share; lower revenue and income growth.	Emphasize marketable distinctions; cut prices; forge alliances.

Capitalization Plan

Medical Staffing Pros is seeking investor contributions, totaling \$1,500,000, by August 1, 2004, to fund identifiable working capital and capital expenditure requirements of \$800,000, and to provide contingent reserves, totaling \$700,000. Exit strategies exist and later-round financing may occur.

Start-Up Condition. The company's start-up requirements total \$1,536K, including \$1,500K in cash, \$9K in property, plant & equipment and \$27K in organization costs, classified as deferred charges. Resources total \$36K, comprised exclusively of owner investments, resulting in a net resource shortfall, totaling \$1,500K.

Capitalization Plan. Medical Staffing Pros proposes to cover its start-up shortfall, by obtaining investor contributions, totaling \$1,500K, by August 1, 2004. These funds would be applied to identifiable working capital requirements of \$755K, relating to advertising & promotion and professional services expenses, identifiable capital expenditures, totaling \$45K, and the creation of contingent cash reserves, totaling \$700K.

CAPITALIZATION PLAN (\$000)			
REQUIREMENTS		RESOURCES	
YTD Expenses Thru 7/31/04:		Loans:	
Cost of Sales	0.0	Accounts Payable	0.0
Operating Expenses	0.0	Other Current Liabilities	0.0
Less: Sales	0.0	Short-Term Loans	0.0
		Long-Term Loans	0.0
YTD Loss (Gain)	0.0	Total Loans	0.0
Start-Up Assets:		Investments (% Ownership):	
Cash	1,500.0	S. Fine (100%)	35.7
Accounts Receivable	0.0	Investor	1,500.0
Inventory	0.0	Total Investments	1,535.7
Other Assets	0.0	TOTAL RESOURCES	1,535.7
Property, Plant & Equipment	8.9		
Deferred Charges	26.8		
Accum. Deprec. & Amort.	0.0		
Total Start-Up Assets	1,535.7		
TOTAL REQUIREMENTS	1,535.7		
ESTIMATED FINANCIAL CONDITION AT START-UP			
Total Resources Available	1,535.7	Start-Up ASSETS	1,535.7
Less: Assets Purchased	1,535.7	Start-Up LIABILITIES	0.0
Start-Up Loss (Gain)	0.0	Start-Up EQUITY	1,535.7

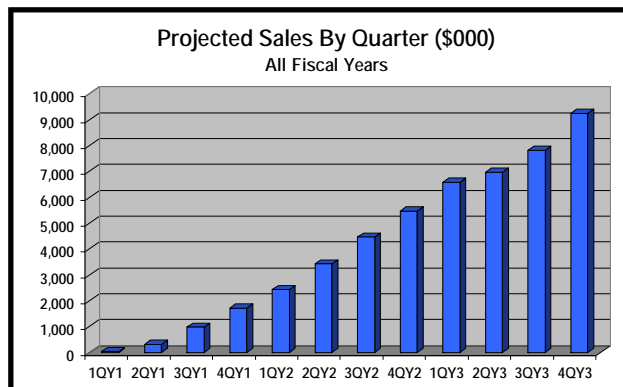
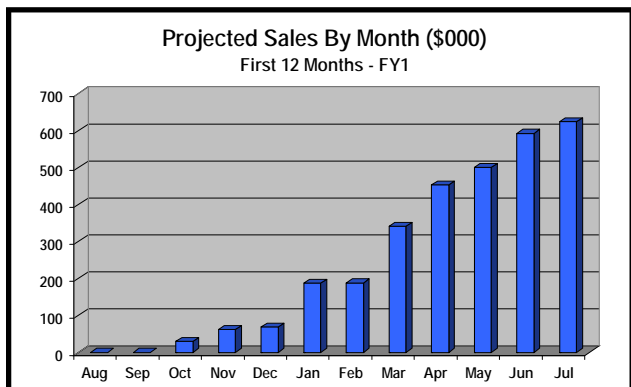
USE OF PROCEEDS	
Working Capital:	
Advertising & Promotion	380.0
Professional Services	375.0
Contingency Fund	500.0
Total Working Capital	1,255.0
Capital Expenditures:	
Property, Plant & Equip.	45.0
Contingency Fund	200.0
Total Capital Expenditures	245.0
TOTAL USES	1,500.0

Exit Strategy and Possible Later-Round Financing. The company's competitive advantages are anticipated to result in broad, target market acceptance. The most probable investor exit strategies include strategic acquisition of the company or execution of a management buyout. If, as is expected, expansionary business opportunities arise, then the company may seek additional financing, in the range of \$5-10 million.

Sales for FY1 through FY3 are forecasted to be \$3.0 million, \$15.8 million and \$30.6 million, respectively. Primary revenues are generated from recruiting fees earned, either on a split-commission or full-commission basis, for RN Temporary Contracts and Permanent Placements.

Forecasted Sales and Cost of Sales (\$000)																
Start-Up: 8/1/04	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	FY1	FY2	FY3	
Unit Volume (1):																
Temporary Contract:																
Brokered			2	2	3	3	4	5	6	8	10	10	53	421	955	
Direct To End User			2	2	3	5	5	8	10	12	15	18	80	410	770	
Permanent Placement:																
Brokered			1	2	3	9	9	19	27	30	30	30	160	806	1,540	
Direct To End User				2	1	5	5	8	10	10	15	15	71	385	795	
Total Unit Sales	0	0	5	8	10	22	23	40	53	60	70	73	364	2,022	4,060	
Unit Price (\$/Unit) (2):																
Temporary Contract:																
Brokered			693	693	693	693	693	693	693	693	693	693				
Direct To End User			10,400	10,400	10,400	10,400	10,400	10,400	10,400	10,400	10,400	10,400				
Permanent Placement:																
Brokered			8,111	8,111	8,111	8,111	8,111	8,368	8,333	8,333	8,333	8,333				
Direct To End User				12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000				
Forecasted Sales (\$000) (3):																
Temporary Contract:																
Brokered	0	0	1	1	2	2	3	3	4	6	7	7	36	292	662	
Direct To End User	0	0	21	21	31	52	52	83	104	125	156	187	832	4,264	8,008	
Permanent Placement:																
Brokered	0	0	8	16	24	73	73	159	225	250	250	250	1,328	6,615	12,416	
Direct To End User	0	0	0	24	12	60	60	96	120	120	180	180	852	4,620	9,540	
Total Sales	0	0	30	62	69	187	188	341	453	501	593	624	3,048	15,791	30,626	
Unit COS (\$/Unit) (4):																
Temporary Contract:																
Direct To End User			8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667	8,667				
Forecasted COS (\$000) (5):																
Temporary Contract:																
Direct To End User	0	0	17	17	26	43	43	69	87	104	130	156	692	3,554	6,674	
Total Cost of Sales	0	0	17	17	26	43	43	69	87	104	130	156	692	3,554	6,674	

NOTES: (1) UNIT VOLUME: Medical Staffing Pros benefits from four revenue streams, most of which are anticipated to become operational, beginning October 1, 2005, following a 2-month pre-operating period, during which preparatory activities will be undertaken. Temporary Contract revenues arise from the non-permanent placement of independent contractors, and continue for the duration of contractor retention, under one of two compensation methodologies:
 (1) Brokered, allocated commissions, involving Medical Staffing Pros and another intermediary recruiter that holds the actual requirements order from the end user and bears the burdened costs of the contracted labor; or
 (2) Direct To End User, full commission basis, when Medical Staffing Pros holds the order and bears all labor costs.
 Permanent Placement revenues arise from the permanent placement of employees, and are collected in a single fee, at the time of hire, under one of two compensation methodologies:
 (1) Brokered, split-fee basis, involving another intermediary recruiter that holds the actual requirements order; or
 (2) Direct To End User full fee basis, when Medical Staffing Pros holds the end user requirements order.
 (2) UNIT PRICE:
 TEMPORARY - BROKERED: Allocated Commission = 2,080 nursing hours/year, divided by 12 months x \$4/hour worked.
 TEMPORARY - DIRECT TO USER: Full Commission = 2,080 nursing hrs./yr., divided by 12 months x \$60/hour worked.
 PERMANENT - BROKERED: Average Split-Fee = Forecasted Sales, divided by Unit Volume.
 PERMANENT - DIRECT TO USER: Full Fee = Average \$60,000/yr. salary x 20% fee.
 (3) FORECASTED SALES - All Revenue Streams: Unit Volume x Unit Price.
 (4) UNIT COST OF SALES - TEMPORARY - DIRECT TO USER: 2,080 nursing hours/yr., divided by 12 mo. x \$50/hour.
 (5) COST OF SALES - TEMPORARY - DIRECT TO USER: Unit Cost of Sales x Unit Volume.

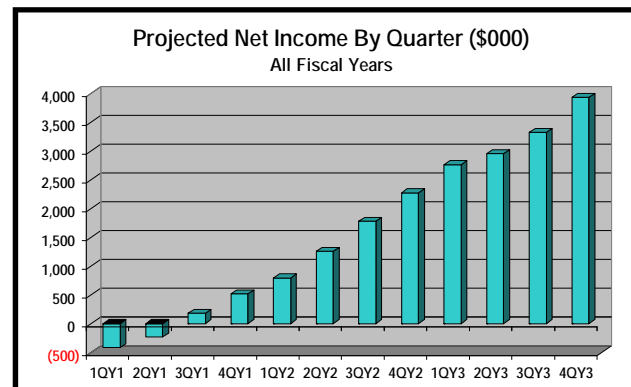
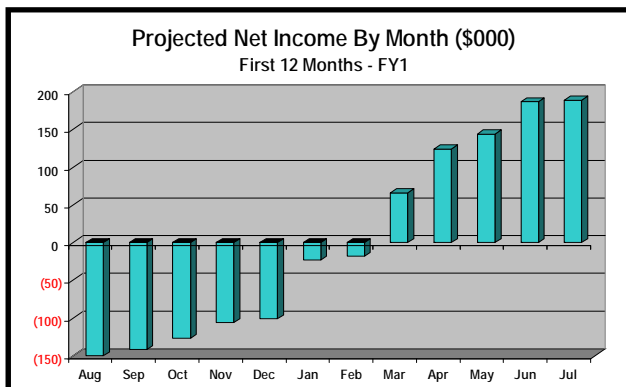


Net Income

Net income is positive, beginning in Month 8, and for FY1 through FY3, is projected to be \$43K, \$6.1 million and \$13.0 million, respectively. During this period, gross margin, as a percentage of sales, ranges from 77% to 78%; net income, as a percentage of sales, ranges from 1% to 42%.

Projected Income Statement (\$000)																
Start-Up: 8/1/04	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	FY1	FY2	FY3	
Sales	0	0	30	62	69	187	188	341	453	501	593	624	3,048	15,791	30,626	
Direct Cost of Sales	0	0	17	17	26	43	43	69	87	104	130	156	692	3,554	6,674	
Production Labor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Total Cost of Sales	0	0	17	17	26	43	43	69	87	104	130	156	692	3,554	6,674	
Gross Margin	0	0	13	45	43	144	145	272	366	397	463	468	2,356	12,237	23,952	
Gross Margin/Sales %	N/A	N/A	43%	73%	62%	77%	77%	80%	81%	79%	78%	75%	77%	77%	78%	
Operating Expenses:																
Sales & Marketing Labor	4	4	4	7	7	8	10	10	11	13	13	14	105	385	729	
Advertising & Promotion (1)	90	80	70	60	50	30	20	20	20	20	20	20	500	525	551	
Sales & Marketing	94	84	74	67	57	38	30	30	31	33	33	34	605	910	1,280	
Sales & Marketing/Sales %	N/A	N/A	247%	108%	83%	20%	16%	9%	7%	7%	6%	5%	20%	6%	4%	
General & Admin. Labor	31	31	30	36	36	37	36	36	37	36	36	37	419	748	1,134	
Payroll Burden (2)	7	7	7	9	9	8	9	9	10	10	10	10	105	226	373	
Rent & Utilities (3)	6	6	6	6	6	6	6	6	6	6	6	6	72	96	108	
Insurance	1	1	1	1	1	1	1	1	1	1	1	1	6	6	6	
Leased Vehicles & Equip.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Office Expense	7	7	7	7	7	7	7	7	7	7	7	7	84	126	189	
Communications	8	6	6	6	6	6	6	6	6	6	6	6	74	108	162	
Professional Services (4)	62	62	62	62	62	63	62	62	62	62	62	63	746	408	470	
Travel & Entertainment (5)	13	12	13	12	13	12	13	12	13	12	13	12	150	158	166	
Other	1	1	1	1	1	1	1	1	1	1	1	1	12	13	14	
Gen. & Administrative	136	132	133	139	141	140	141	139	143	140	142	142	1,668	1,889	2,622	
Gen. & Admin./Sales %	N/A	N/A	443%	224%	204%	75%	75%	41%	32%	28%	24%	23%	55%	12%	9%	
Total Operating Expenses	230	216	207	206	198	178	171	169	174	173	175	176	2,273	2,799	3,902	
EBITDA	(230)	(216)	(194)	(161)	(155)	(34)	(26)	103	192	224	288	292	83	9,438	20,050	
EBITDA/Sales %	N/A	N/A	-647%	-260%	-225%	-18%	-14%	30%	42%	45%	49%	47%	3%	60%	65%	
Depreciation & Amort. (6)	1	2	1	2	1	2	1	2	1	2	1	1	17	36	49	
Interest Expense	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Income Before Taxes	(231)	(218)	(195)	(163)	(156)	(36)	(27)	101	191	222	287	291	66	9,402	20,001	
Tax Expense (7)	(81)	(76)	(68)	(57)	(55)	(13)	(9)	35	67	78	100	102	23	3,289	7,001	
NET INCOME	(150)	(142)	(127)	(106)	(101)	(23)	(18)	66	124	144	187	189	43	6,113	13,000	
Net Income/Sales %	N/A	N/A	-423%	-171%	-146%	-12%	-10%	19%	27%	29%	32%	30%	1%	39%	42%	

- NOTES: (1) Reflects an aggressive, multi-channel marketing campaign, involving print and web-based advertising, job fairs and networking.
 (2) Assumes 20% payroll burden rate, covering federal and state statutory burdens, plus employee vacation and medical benefits.
 (3) Reflects rent & utilities associated with approximately 3,000 sq. ft. of commercial office space, in North Sandy Beach, SC.
 (4) Includes legal fees (\$300K), accounting services (\$30K), publicist fees (\$300K), agent fees - Philippines and Canada (\$113K), website development (\$250K) and website maintenance (631K).
 (5) Reflects extensive domestic and international travel, in support of broad-based recruiting campaign.
 (6) Reflects D&A of 5-year (\$122K) and 7-year (\$66K) class assets purchased during the operating and pre-operating periods, plus 5-year straightline D&A of capitalized expenditures (\$1K) occurring during the pre-operating period, plus D&A of 5-year (\$5K) and 7-year (\$4K) class assets, existing on July 31, 2004, plus 5-year straightline D&A of Deferred Charges (\$27K), existing on July 31, 2004.
 (7) Assumes cumulative, effective federal and state income tax rate of 35%.

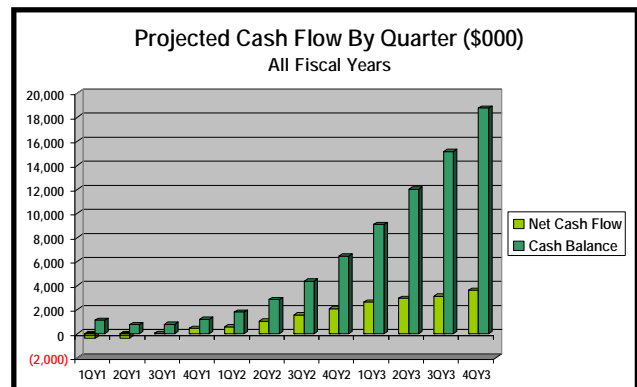
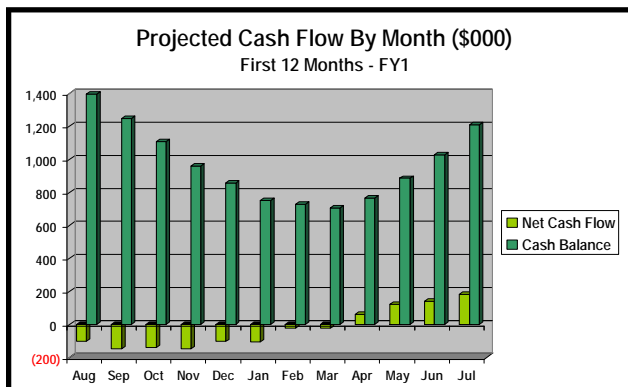


Cash Flow

Net cash flow is negative, during early months, reflecting pre-operating losses and variation in key cash determinants, including accounts payable and accounts receivable. Ending cash for FY1 is \$1.2 million, increasing to \$18.8 million, in FY3. The minimum cash balance is \$706K, in Month 8.

Projected Cash Flow Statement (\$000)																
Start-Up: 8/1/04	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	FY1	FY2	FY3	
Net Income	(150)	(142)	(127)	(106)	(101)	(23)	(18)	66	124	144	187	189	43	6,113	13,000	
Plus:																
Depreciation & Amort.	1	2	1	2	1	2	1	2	1	2	1	1	17	36	49	
Increase (Decrease) In:																
Accounts Payable (1)	91	(8)	15	(1)	3	34	(4)	61	47	23	45	24	330	509	618	
Other Current Liab.													0	0	0	
Short-Term Notes													0	0	0	
Long-Term Notes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Paid-In Capital													0	0	0	
Sources of Cash	92	(6)	16	1	4	36	(3)	63	48	25	46	25	347	545	667	
Less:																
Increase (Decrease) In:																
Accounts Receivable (2)	0	0	30	32	7	118	1	153	112	48	92	31	624	1,338	1,300	
Inventory	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Other Assets													0	0	0	
Prop., Plant & Equip. (3)	45	0	0	10	0	0	0	0	0	0	0	0	55	67	67	
Deferred Charges													0	0	0	
Dividends													0	0	0	
Uses of Cash	45	0	30	42	7	118	1	153	112	48	92	31	679	1,405	1,367	
Net Cash Flow	(103)	(148)	(141)	(147)	(104)	(105)	(22)	(24)	60	121	141	183	(289)	5,253	12,300	
Cash Balance - Beginning	1,500	1,397	1,249	1,108	961	857	752	730	706	766	887	1,028	1,500	1,211	6,464	
Cash Balance - Ending	1,397	1,249	1,108	961	857	752	730	706	766	887	1,028	1,211	1,211	6,464	18,764	

NOTES: (1) Reflects monthly changes in account balances, as presented in the Financial History and Balance Sheet.
 (2) Reflects monthly changes in account balances, as presented in the Financial History and Balance Sheet.
 (3) Reflects purchases of computers and software (\$122K), furniture, fixtures & equipment (\$66K) and signage (\$1K).



Balance Sheet

Total assets are projected to increase, from \$1.9 million, at the end of FY1, to \$22.1 million, by the end of FY3. Working capital does not fall below \$788K, in Month 7, and grows to \$1,505K, by yearend FY1. Debt-to-equity ratio declines, from 0.21 at the end of FY1, to 0.07 at the end of FY3.

Projected Balance Sheet (\$000)																
Start-Up: 8/1/04	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	FY1	FY2	FY3	
ASSETS																
Cash	1,397	1,249	1,108	961	857	752	730	706	766	887	1,028	1,211	1,211	6,464	18,764	
Accounts Receivables (1)	0	0	30	62	69	187	188	341	453	501	593	624	624	1,962	3,262	
Inventory	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Other Assets	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Current Assets	1,397	1,249	1,138	1,023	926	939	918	1,047	1,219	1,388	1,621	1,835	1,835	8,426	22,026	
Property, Plant & Equipment	54	54	54	64	64	64	64	64	64	64	64	64	64	131	198	
Deferred Charges	27	27	27	27	27	27	27	27	27	27	27	27	27	27	27	
Less: Depreciation & Amort.	1	3	4	6	7	9	10	12	13	15	16	17	17	53	102	
Long-Term Assets	80	78	77	85	84	82	81	79	78	76	75	74	74	105	123	
Total Assets	1,477	1,327	1,215	1,108	1,010	1,021	999	1,126	1,297	1,464	1,696	1,909	1,909	8,531	22,149	
LIABILITIES																
Accounts Payable (1)	91	83	98	97	100	134	130	191	238	261	306	330	330	839	1,457	
Other Current Liabilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Short-Term Notes Payable	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Current Liabilities	91	83	98	97	100	134	130	191	238	261	306	330	330	839	1,457	
Long-Term Notes Payable	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Long-Term Liabilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Total Liabilities	91	83	98	97	100	134	130	191	238	261	306	330	330	839	1,457	
EQUITY																
Paid-In Capital (3)	1,536	1,536	1,536	1,536	1,536	1,536	1,536	1,536	1,536	1,536	1,536	1,536	1,536	1,536	1,536	
Retained Earnings	(150)	(292)	(419)	(525)	(626)	(649)	(667)	(601)	(477)	(333)	(146)	43	43	6,156	19,156	
Total Equity	1,386	1,244	1,117	1,011	910	887	869	935	1,059	1,203	1,390	1,579	1,579	7,692	20,692	
Total Liabilities & Equity	1,477	1,327	1,215	1,108	1,010	1,021	999	1,126	1,297	1,464	1,696	1,909	1,909	8,531	22,149	
NOTES: (1) Percentage of sales on credit assumed to be 100%, subject to 30-day collection period. (2) Estimated balances, assuming 10% of expenses paid in cash and average 30-day payment period. (3) Reflects original owner investment (\$36K), plus paid-in-capital of new investors (\$1,500K), assumed to occur, on August 1, 2004.																

Key Financial Indicators. Working capital is not anticipated to fall below \$788K, once investor contributions are obtained, and it is expected to increase from \$1,505K, at the end of FY1, to \$20.6 million, by the end of FY3. The debt-to-equity ratio ratably declines, from 0.21 at the end of FY1, to 0.07 at the end of FY3.

Management Representation. The financial projections included in this business plan represent, to the best of management's knowledge and belief, the results of operations, cash flow and account balances, which would likely occur, assuming Medical Staffing Pros obtained investor contributions, totaling \$1,500,000, by August 1, 2004, in support of operations, commencing on October 1, 2004. Management represents that assumptions underlying these projections are reasonable and supported, and that financial presentations were prepared in conformity with generally accepted accounting principles, but were not compiled, nor examined, by an independent public accountant, and should not be viewed in that context.