

This document is a Business Plan and does not constitute an offer to sell or a solicitation to purchase. It contains confidential information, including trade secrets, and may not be reproduced without the express permission of the company named below.

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 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*

TABLE OF CONTENTS:

Executive Summary...	Company Offerings.....	PAGES 2-3
Financial Summary.....		PAGE 4

AVAILABLE UPON REQUEST:

Executive Summary...	Financial Summary.....	PAGES 2-3
Company.....	Services.....	PAGES 4-5
Market.....	Industry.....	PAGES 6-7
Strategy.....	Implementation.....	PAGES 8-9
Management.....	Risk Assessment.....	PAGES 10-11
Capitalization Plan....	Business Projections.....	PAGES 12-13
Sales.....	Net Income.....	PAGES 14-15
Cash Flow.....	Balance Sheet.....	PAGES 16-17
References.....		PAGE 18

Medical Staffing Pros, LLC, dba Medical Staffing Pros
3377 Boardwalk, North Sandy Beach, SC 45008
Phone: (567) 366-4545 • E-Mail: medstaffing@msn.com

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.

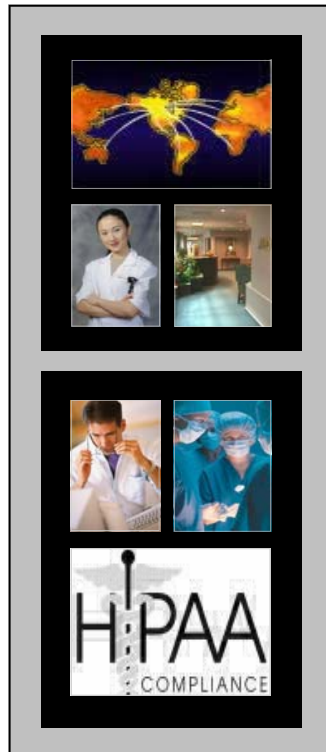
Risk Assessment. Medical Staffing Pros is poised to exploit the critical, long-term shortage of registered nurses that exists in the U.S. and which threatens the quality of healthcare in America. Successful financing, strategic alliancing, effective marketing and continued expansion are all viewed as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

Company Offerings

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.

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	

