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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 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.

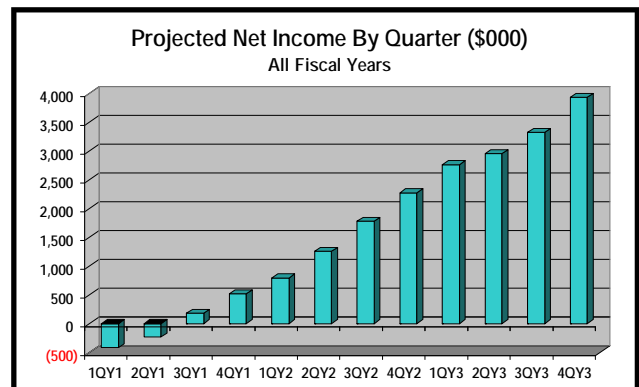
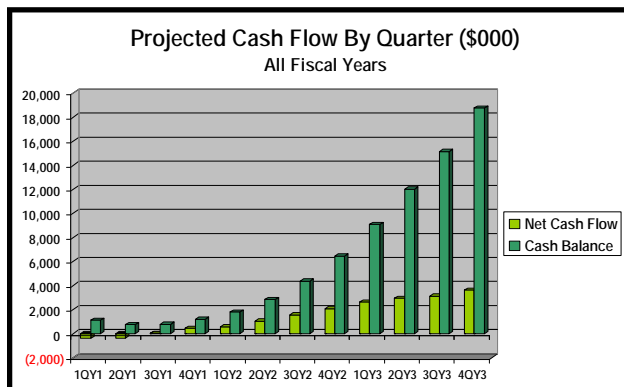
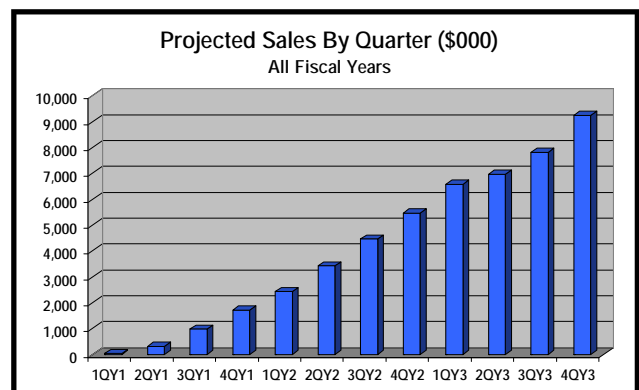
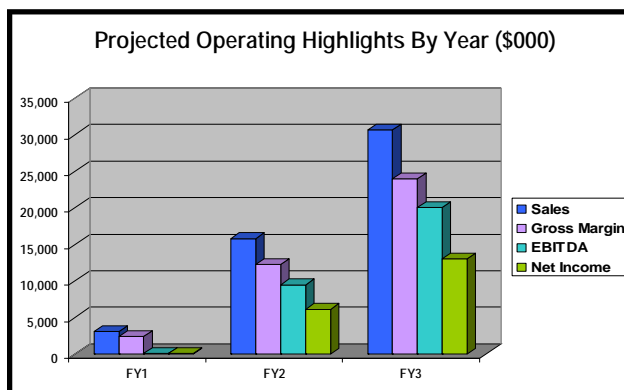
Financial Summary

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



Company

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

Mission-Vision. The company's three-year mission is to become a leading, global recruiter of registered nurses and other healthcare professionals, to meet the dire, and growing, shortage of qualified nursing care that exists in the U.S. Leveraging decades of professional recruiting experience and well-honed relationships in potential source countries, such as the Philippines and Canada, Medical Staffing Pros will provide a dependable supply of nurses, for permanent placement or contracted use, at hospitals, nursing homes, ambulatory centers and other healthcare venues, throughout the U.S. The long-term vision is to become the U.S. healthcare recruiter of choice and to integrate this service with other synergistic business opportunities.

Business Opportunity. The U.S. is suffering from an acute shortage of RNs that will reach crisis proportions, as America continues to age — through 2012, over one million new and replacement nurses will be needed, which presently makes registered nursing the country's top occupational opportunity, in terms of job growth.¹ Sadly, declining enrollment in U.S. nursing schools,² along with a shortage of school faculty,³ will shrink new entrants into the profession, at a time when job stress and 40% dissatisfaction among existing nurses⁴ is already contributing to a 13% nurse vacancy rate in America's hospitals.⁵ The life-threatening implications of these shortages have prompted emergency legislation, at federal and state levels, which encourage professional staffing firms to seek and recruit qualified nurses from English-speaking countries with advanced healthcare systems, such as the Philippines and Canada.⁶ Medical Staffing Pros intends to exploit the business opportunity that this dislocation of supply and demand creates, by applying its 25 years of recruiting experience, direct knowledge of the healthcare industry and strong offshore relationships, to provide a dependable supply of registered nurses to the U.S. In 2004, the U.S. market for recruitment of RNs is \$2.1 billion — by 2009, this figure will reach \$3.4 billion, an average annual increase of nearly 17%.⁷ Keys to success include establishing full commercial capacity, effectively marketing company services, proliferating strategic alliances, and researching and developing new services and markets. In order to achieve its strategic objectives, Medical Staffing Pros is seeking \$1,500,000 in investor contributions, by August 1, 2004.

Legal Entity and Ownership. The company is presently a Virginia LLC, which is in the process of converting to a Nevada LLC. Its founder and sole owner is Samuel J. Fine, who will actively manage company operations, in conjunction with his wife, Marjorie Fine, Jim Miller and Benjamin Rossi.

History. Mr. Fine possesses 25 years of professional recruiting experience, including over 5 years in the healthcare industry. He has successfully placed over 100 foreign nurses in contract positions nationwide, involving ICU, CCU, ER, OR, Cath-Lab, PICU, Telemetry and Medical-Surgical functions. In 2004, combining the IT expertise of his wife and the communication skills of Mr. Miller, who is a well renowned motivational speaker and nationally recognized HIPAA spokesperson, Mr. Fine formed Medical Staffing Pros. His contacts in the Philippines, Canada and other RN sourcing countries have already resulted in commitments for over 1,500 permanent placement or contracted nursing positions.

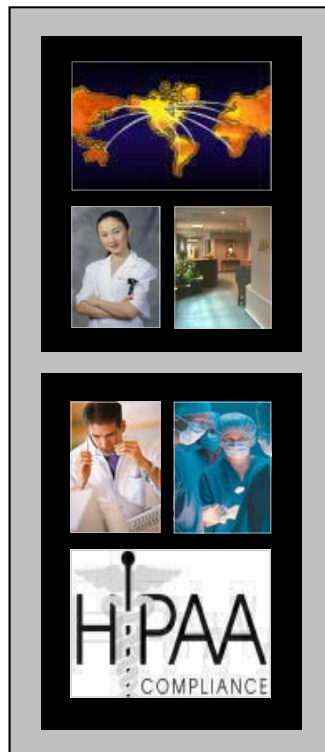
Location and Facilities. The company is in the process of relocating to approximately 3,000 sq. ft. of permanent commercial space, in North Sandy Beach, SC, which will serve as its headquarters. A satellite office will also be established in Makati, a key business district of Manila, in the Philippines.

Financial History		
Inception To Business Plan Start-Up		
	YTD Actual 6/30/04	Forecasted 7/31/04
ASSETS:		
Cash or Cash Equivalents		
Accounts Receivable		
Inventory		
Other Assets		
Property, Plant & Equipment	8,900	8,900
Deferred Charges	17,500	26,800
Less: Depreciation & Amort.		
Total Assets	26,400	35,700
LIABILITIES:		
Accounts Payable		
Other Current Liabilities		
Short-Term Notes Payable		
Long-Term Notes Payable		
Total Liabilities	0	0
EQUITY:		
Paid-In Capital	26,400	35,700
Retained Earnings		
Total Equity	26,400	35,700
Total Liabilities & Equity	26,400	35,700

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%.⁸ Legislative initiatives to alleviate this criticality have focused on financial incentives and relaxation of immigration

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%.⁹ 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%.¹⁰ 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.