

METROPOLITAN HEALTH NETWORKS INC

Form S-1

May 28, 2004

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As filed with the Securities and Exchange Commission on May 28, 2004.

Registration No. \_\_\_\_\_

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20459**

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**FORM S-1**

**REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933**

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**METROPOLITAN HEALTH NETWORKS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Florida**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**8011**  
(Primary Standard Industrial  
Classification number)

**65-0635748**  
(I.R.S. Employer  
Identification No.)

**250 Australian Avenue South, Suite 400  
West Palm Beach, FL 33401  
(561) 805-8500**  
(Address and Telephone Number of Principal Executive Offices)

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**Michael M. Earley, President and Chief Executive Officer  
250 Australian Avenue South, Suite 400  
West Palm Beach, FL 33401**  
(Name, Address and Telephone Number of Agent For Service)

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**Copies of all communications to:**

**Joel D. Mayersohn, Esq.  
Adorno & Yoss, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, FL 33301  
Telephone: (954) 763-1200  
Facsimile No. (954) 766-7800**

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**Approximate Date of Proposed Sale to the Public:** As soon as practicable after the effective date of this Registration Statement.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [  ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [  ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [  ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. [  ]

If delivery of this prospectus is expected to be made pursuant to Rule 434, please check the following box. [  ]

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**Table of Contents****CALCULATION OF REGISTRATION FEE**

| <b>Title of Each<br/>Class of Securities</b>     | <b>Amount to be</b> | <b>Proposed<br/>Maximum<br/>Offering Price</b> | <b>Proposed<br/>Maximum<br/>Aggregate</b> | <b>Amount of<br/>Registration<br/>Fee</b> |
|--|---------------------|--|---|---|
| <b>To be Registered</b>                          | <b>Registered</b>   | <b>Per Security</b>                            | <b>Offering Price</b>                     |   |
| Common Stock, par value \$0.001<br>per share (1) | 5,715,697           | \$ 0.84  | \$4,801,185                               | \$ 608.31                                 |

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457. Based upon the average of the closing bid and asked prices for the common stock on May 21, 2004.

We hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until we file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting under Section 8(a), may determine.

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Registration No. \_\_\_\_\_

**PROSPECTUS**

**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.**

**SUBJECT TO COMPLETION**

**METROPOLITAN HEALTH  
NETWORKS, INC.**

**5,715,697 Shares of Common Stock**

This prospectus covers the 5,715,697 shares of common stock of Metropolitan Health Networks, Inc. being offered for resale by certain selling security holders.

Our common stock is traded on the OTCBB under the trading symbol **MDPA** . On May 21, 2004, the closing price for our common stock was \$0.84.

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**This investment involves a high degree of risk. You should purchase shares only if you can afford a complete loss of your investment. See Risk Factors beginning on page 4.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**You should rely only on the information contained in this document or that we have referred you to. We have not authorized anyone to provide you with information that is different. This prospectus does not constitute an offer of any securities other than those to which it relates or an offer to sell, or a solicitation of any offer to buy, to any person in any jurisdiction where such an offer or solicitation would be unlawful. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create an implication that the information set forth herein is correct as of any time subsequent to the date hereof.**

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\_\_\_\_\_, 2004

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**All dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.**

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**PROSPECTUS SUMMARY**

This summary contains what we believe is the most important information about us and the offering. You should read the entire document for a complete understanding of our business and the transactions in which we are involved. The purchase of the securities offered by this prospectus involves a high degree of risk. Risk factors include the lack of revenues and history of loss, and the need for additional capital. See the Risk Factors section of this prospectus for additional risk factors.

References throughout this prospectus to Metcare , we , us and our are to Metropolitan Health Networks, Inc. and its subsidiaries.

**The Company**

**Business Description**

Metropolitan Health Networks, Inc. provides healthcare benefits to over 25,000 Medicare Advantage members (formerly Medicare+Choice) in Central and South Florida under full-risk contracts with Humana, Inc., the second largest participant in this Medicare program. Metcare entered into this business in 1999, operating a Provider Service Network (PSN), also known as a Managed Service Organization (MSO).

The PSN includes thirty-three (33) primary care physician practices. Metcare owns six of these practices; the balance are independently owned and operated under capitation contracts with the Company. In addition to the primary care practices, the PSN contracts with specialists, ancillary service providers, and hospitals. The Company also owns and operates an oncology practice, which is part of the network.

Under its risk agreements, Metropolitan receives credit for a significant percentage of the monthly Medicare premiums received by Humana from the Centers for Medicare and Medicaid Services (CMS) and is obligated to provide all of the covered healthcare benefits for the member lives. To the extent the costs of providing such benefits is less than the related premiums received, Metropolitan profits. Conversely, if the costs exceed related premiums, the Company loses money. The Company re-insures against catastrophic losses and certain diseases annually on a per member basis. The annual stop-loss limits are \$100,000 and \$40,000 per member in the Daytona and South Florida markets, respectively.

The Medicare Advantage business accounts for the majority of the Company's revenues. In addition, Metcare cares for commercial insurance members and fee for service patients in its wholly owned practices.

Our executive offices are located at 250 Australian Avenue South, Suite 400, West Palm Beach, Florida 33401, and our telephone number is (561) 805-8500.

**The Offering**

**Selling Shareholders**

This prospectus covers up to 5,715,697 shares of our common stock, which may be sold by the selling stockholders identified in this prospectus.

**Summary financial data**

The following summary of our financial information has been derived from our audited financial statements.

**Result of Operations**

|  | <b>Year<br/>Ended<br/>December 31,<br/>2003</b> | <b>Year<br/>Ended<br/>December 31,<br/>2002</b> | <b>Year<br/>Ended<br/>Dec. 31, 2001</b> | <b>Year<br/>Ended<br/>Dec. 31, 2000</b> | <b>6 Months<br/>Ended<br/>December 31,<br/>1999</b> | <b>Year<br/>Ended<br/>June 30, 1999</b> |
|--|---|---|---|---|---|---|
| Revenues                               | \$ 143,874,488                                  | \$ 140,063,566                                  | \$ 128,186,307                          | \$ 119,047,520                          | \$ 10,020,795                                       | \$ 18,501,497                           |
| Expenses                               | <u>139,472,735</u>                              | <u>157,144,453</u>                              | <u>128,555,548</u>                      | <u>114,724,369</u>                      | <u>\$ 16,235,281</u>                                | <u>\$ 28,821,313</u>                    |
| Net Income<br>(Loss)                   | 4,401,753                                       | (17,080,887)                                    | (369,241)                               | 4,323,151                               | \$ (6,214,486)                                      | (10,319,816)                            |
| Net<br>earnings<br>(loss)<br>Per Share |   |   |   |   |   |   |
| (basic)                                | 0.13  | (0.56)  | (0.02)                                  | 0.25                                    | (0.58)  | (1.44)                                  |
| (diluted)                              | <u>0.10</u>                                     | <u>(0.56)</u>                                   | <u>(0.02)</u>                           | <u>0.21</u>                             | <u>(0.58)</u>                                       | <u>(1.44)</u>                           |



**Table of Contents****Balance Sheet Data**

|                              | <b>As of<br/>Dec. 31, 2003</b> | <b>As Of<br/>Dec. 31, 2002</b> | <b>As of<br/>Dec. 31, 2001</b> | <b>As of<br/>Dec. 31, 2000</b> | <b>As of<br/>Dec. 31, 1999</b> |
|------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| Working Capital<br>(Deficit) | \$(2,370,044)                  | \$ (7,827,412)                 | \$ 3,125,927                   | \$ (1,133,782)                 | \$(12,543,611)                 |
| Total Assets                 | \$ 9,223,729                   | \$10,158,911                   | \$17,379,262                   | \$11,159,834                   | \$ 7,033,580                   |
| Total Liabilities            | \$ 9,726,390                   | \$17,027,204                   | \$10,683,441                   | \$10,924,619                   | \$ 16,546,186                  |
| Shareholder s<br>Equity      | \$ (502,661)                   | \$ (6,868,293)                 | \$ 6,695,821                   | \$ 235,215                     | \$ (9,512,606)                 |

**Result of Operations Quarterly 2003 & 2004**

|                        | <b>Unaudited<br/>3 Months<br/>Ended<br/>March 31, 2004</b> | <b>Unaudited<br/>3 Months<br/>Ended<br/>December 31,<br/>2003</b> | <b>Unaudited<br/>3 Months<br/>Ended<br/>September 30,<br/>2003</b> | <b>Unaudited<br/>3 Months<br/>Ended<br/>June 30, 2003</b> | <b>Unaudited<br/>3 Months<br/>Ended<br/>March 31, 2003</b> |
|------------------------|--|---|--|---|--|
| Revenues               | \$38,543,196   | \$35,452,435  | \$35,680,129   | \$35,865,376  | \$36,876,548   |
| Expenses               | \$37,098,387   | \$33,887,045  | \$34,507,157   | \$34,917,682  | \$36,160,851   |
| Net Income (loss)      | \$ 1,444,809   | \$ 1,565,390  | \$ 1,172,972   | \$ 947,694  | \$ 715,697   |
| Net Earnings<br>(loss) |  |   |  |   |  |
| Per Share (basic)      | 0.03   | 0.04  | 0.03   | 0.03  | 0.02   |
| (diluted)              | 0.03   | 0.04  | 0.03   | 0.02  | 0.02   |

**Result of Operations Quarterly 2002**

|                     | <b>Unaudited<br/>3 Months<br/>Ended<br/>December 31, 2002</b> | <b>Unaudited<br/>3 Months<br/>Ended<br/>September 30, 2002</b> | <b>Unaudited<br/>3 Months<br/>Ended<br/>June 30, 2002</b> | <b>Unaudited<br/>3 Months<br/>Ended<br/>March 31, 2002</b> |
|---------------------|---|--|---|--|
| Revenues            | \$ 34,838,083   | \$34,613,150   | \$36,191,511  | \$34,420,822   |
| Expenses            | \$ 48,287,764   | \$36,602,375   | \$38,283,079  | \$33,968,959   |
| Net Income (loss)   | (13,449,681)  | \$ (1,989,225)   | (2,091,568)   | 451,863  |
| Net Earnings (loss) |   |  |   |  |
| Per Share (basic)   | (0.43)  | (0.06)   | (0.07)  | 0.02   |

(diluted)

(0.43)

(0.06)

(0.07)

0.01

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**RISK FACTORS**

Prospective investors should carefully consider, along with other matters referred to herein, the following risk factors.

**Failure to manage our growth effectively could harm our business and results of operation.**

We have experienced growth in our business during the last three years. Continued growth may impair our ability to provide our services efficiently and to manage our employees adequately. Our strategy is to focus on growth within geographic parameters, identifying regions throughout Florida. Future results of operations could be materially adversely affected if we are unable to manage our growth effectively.

**Our quarterly results will likely fluctuate, which could cause the value of our common stock to decline.**

We are subject to quarterly variations in our medical expenses due to fluctuations in patient utilization. We have significant fixed operating costs and, as a result, are highly dependent on patient utilization to sustain profitability. Our results of operations for any quarter are not necessarily indicative of results of operations for any future period or full year. We experience increased patient population and greater use of medical services in the winter months. As a result, our results of operations may fluctuate significantly from period to period. In addition, there recently has been significant volatility in the market price of securities of health care companies that in many cases we believe has been unrelated to the operating performance of these companies. We believe that certain factors, such as legislative and regulatory developments, quarterly fluctuations in our actual or anticipated results of operations, lower revenues or earnings than those anticipated by securities analysts, and general economic and financial market conditions, could cause the price of our common stock to fluctuate substantially.

**The loss of certain agreements and the capitated nature of our revenues could materially affect our operations.**

The majority of our revenues come from agreements with one managed care organization that provides for the receipt of capitated fees. The principal organization that we contract with is Humana. We have one-year renewable agreements with Humana to provide healthcare services to members in certain healthcare networks established or managed by Humana. For the twelve months ended December 31, 2003, approximately 99% of our revenue was obtained from these agreements. The Humana agreements may be terminated in the event we participate in activities Humana reasonably believes may adversely affect the health or welfare of any member or other material breach, or upon 180-day notice of non-renewal by either party. Failure to maintain these agreements, or successfully develop additional sources of revenue could adversely affect our financial condition. A continuing decline in enrollees in Medicare Advantage could also have a material adverse effect on our profitability.

Under Humana agreements we, through our affiliated providers, generally are responsible for the provision of all covered hospital benefits, as well as outpatient benefits, regardless of whether the affiliated providers directly provide the healthcare services associated with the covered benefits. To the extent that enrollees require more care than is anticipated, aggregate capitation rates may be insufficient to cover the costs associated with the treatment of enrollees. If revenue is insufficient to cover costs, our operating results could be adversely affected. As a result, our success will depend in large part on the effective management of health care costs. Pricing pressures may have a material adverse effect on our operating results. Changes in health care practices, inflation, new technologies, and other factors affecting the delivery and cost of health care are beyond our control and may adversely affect our operating results.

**Reimbursement for Our Managed Care Operations will be affected by the Medicare Risk Adjustment**

The Balanced Budget Act of 1997 directed the Health Care Financing Administration (now CMS) to replace the existing system of risk adjustment, which previously relied solely on demographic factors, with one that took enrollees' health status into account (the Medicare Risk Adjustment or MRA). The demographic-only portion of the payment was adjusted for age, gender, Medicaid eligibility, institutional status and working aged status. The revised MRA portion of the payment, however, includes these same categories but adds health status as a new criteria. Such health status is measured by the previous medical costs for inpatient hospital stays incurred by the individual. These are then used to determine each individual's expected future medical risk and, therefore, how much the health plan in which they are enrolled should be paid. To ensure that health plans had time to adjust to the new payment method, CMS built a five-year transition period into the MRA methodology it adopted. The initial data used to facilitate the transition to MRA was based solely upon inpatient hospital encounter data. For 2000 and 2001, under the Balanced Budget Refinement Act of 1999 (BBRA) the transition to risk adjustment was based upon a blend percentage consisting of 10% risk adjustment payment and 90% on the adjustment for demographic factors. For 2002, the blend percentage was adjusted to 20% risk adjustment payment and 80% on the adjustment for demographic factors. The law requires that the ambulatory data be incorporated beginning January 1, 2004, at which time the blend percentage will consist of 30% risk adjustment payment and 70% on the adjustment for demographic factors. In 2005, the blend percentage will consist of 50% risk adjustment payment and 50% on the

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adjustment for demographic factors. In 2006, the blend percentage will consist of 75% risk adjustment payment and 25% on the adjustment for demographic factors. In 2007, the blend percentage will consist of 100% risk adjustment payment and 0% on the adjustment for demographic factors. Through Fiscal 2003, our payments from the HMOs have substantially been based on the demographic model. However, in Fiscal 2004, we anticipate that the payments we receive from the HMOs will begin reflecting the MRA methodology. At this time, it cannot be determined if this impact will be favorable or unfavorable in future years.

### **The development of management information systems may involve significant time and expense.**

Our management information systems are important components of the business and are becoming a more significant factor in our ability to remain competitive. We already possess a physician billing and collection system. We are participating in the development of an integrated management information system. The development and implementation of such systems involve the risk of unanticipated delay and expense, which could have an adverse impact on our operations.

### **The high cost of insurance could adversely affect our financial operation.**

As a result of the national malpractice award trends and the significant loss of professional insurance underwriting capacity, the cost of our medical malpractice insurance has increased while the coverage afforded under the policies available has decreased. Additionally, as a result of the events of September 11, 2001, as well as recent high profile director and officer related litigation, the cost of our director and officer insurance policy has increased. We anticipate that the cost for both our medical malpractice insurance as well as our director and officer insurance will increase in 2004. We also maintain stop-loss insurance for which the premium is based on a cost per member. We may experience future increases in stop-loss insurance, which could have a material adverse effect on our business, financial condition and results of operations.

### **Our industry is already very competitive; increased competition could adversely affect our revenues.**

The health care industry is highly competitive and subject to continual changes in the method in which services are provided and the manner in which health care providers are selected and compensated. Companies in other health care industry segments, some of which have financial and other resources greater than we do, may become competitors in providing similar services. We may not be able to continue to compete effectively in this industry. Additional competitors may enter our markets and this increased competition may have an adverse effect on our revenues.

### **We are dependent upon our key management personnel for our future success.**

Our success depends to a significant extent on the continued contributions of our key management. We have no insurance policies for our executive officers. The loss of these key personnel could have a material adverse effect on our financial condition, results of operations and plans for future development. While we have employment contracts with certain key members of management, we compete with other companies for executive talent and there can be no assurance that highly qualified executives would be readily available.

### **The health care industry is highly regulated and our failure to comply with laws or regulations, or a determination that in the past we have failed to comply with laws or regulations, could have an adverse effect on our financial condition and results of operations.**

The health care services that we and our affiliated professionals provide are subject to extensive federal, state and local laws and regulations governing various matters such as the licensing and certification of our facilities and personnel, the conduct of our operations, our billing and coding policies and practices, our policies and practices with

regard to patient privacy and confidentiality, and prohibitions on payments for the referral of business and self-referrals. If we fail to comply with these laws, or a determination is made that in the past we have failed to comply with these laws, our financial condition and results of operations could be adversely affected. Changes to health care laws or regulations may restrict our existing operations, limit the expansion of our business or impose additional compliance requirements. These changes, if effected, could have the effect of reducing our opportunities or continued growth and imposing additional compliance costs on us that may not be recoverable through price increases.

Federal anti-kickback laws and regulations prohibit certain offers, payments or receipts of remuneration in return for referring Medicaid or other government-sponsored health care program patients or patient care opportunities or purchasing, leasing, ordering, arranging for or recommending any service or item for which payment may be made by a government-sponsored health care program. In addition, federal physician self-referral legislation, known as the Stark law, prohibits Medicare or Medicaid payments for certain services furnished by a physician who has a financial relationship with various physician-owned or physician-interested entities. These laws are broadly worded and, in the case of the anti-kickback law, have been broadly interpreted by federal courts, and potentially subject many business arrangements to government investigation and prosecution, which can be costly and time consuming. Violations of these laws are punishable by monetary fines, civil and criminal penalties, exclusion from participation in government-sponsored health care programs and forfeiture of amounts collected in violation of such laws, which could have an adverse effect on our business and results of operations. Florida also has anti-kickback and self-referral laws, imposing substantial penalties for violations.

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**Limitations of or reduction in reimbursement amounts or rates by government-sponsored healthcare programs could adversely affect our financial condition and results of operations.**

As of December 31, 2003, approximately 99% of our revenues were derived from reimbursements by various government-sponsored health care programs. These government programs, as well as private insurers, have taken and may continue to take steps to control the cost, use and delivery of health care services. The following events could result in an adverse effect on our financial condition and results of operations:

reductions in or limitations of reimbursement amounts or rates under programs,

reductions in funding of programs,

elimination of coverage for certain individuals or treatments under programs, which may be implemented as a result of increasing budgetary and cost containment pressures on the health care industry, or

new federal or state legislation reducing funding and reimbursements.

**We have anti-takeover provisions which may make it difficult to replace or remove our current management.**

Our Articles of Incorporation authorize the issuance of up to 10,000,000 shares of preferred stock with such rights and preferences as may be determined from time to time by the Board of Directors. Our Board of Directors may, without shareholder approval, issue preferred stock with dividends, liquidation, conversion, voting or other rights, which could adversely affect the voting power, or other rights of the holders of our common stock. The ability of our board to issue preferred stock may prevent or frustrate shareholder attempts to replace or remove current management.

**Due to the substantial number of our shares that will be eligible for sale in the near future, the market price of our common stock could fall as a result of sales of a large number of shares of common stock in the market, or the price could remain lower because of the perception that such sales may occur.**

These factors could also make it more difficult for us to raise funds through future offerings of our common stock. As of April 30, 2004, there were 45,711,008 shares of our common stock outstanding, all of which are freely tradable without restriction with the exception that approximately 6,500,000 shares, which are owned by certain of our officers, directors, affiliates and third parties, and may be sold publicly at any time subject to the volume and other restrictions under Rule 144 of the Securities Act of 1933.

In addition, as of April 30, 2004, approximately 9,700,000 shares of our common stock were reserved for issuance upon the exercise of warrants and options which have been previously granted.

**Our common stock has experienced in the past, and is expected to experience in the future, significant price and volume volatility, which substantially increase the risk of loss to persons owning common stock.**

Because of the limited trading market for our common stock, and because of the possible price volatility, you may not be able to sell your shares of common stock when you desire to do so. The inability to sell your shares in a rapidly declining market may substantially increase your risk of loss because of such illiquidity and because the price for our common stock may suffer greater declines because of its price volatility.

**FORWARD LOOKING STATEMENTS AND ASSOCIATED RISKS**

Except for historical information contained herein, the matters discussed in this report are forward-looking statements made pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995. These forward-looking statements are based largely on the Company's expectation and are subject to a number of risks and uncertainties, including but not limited to economic, competitive and other factors affecting the Company's operations, ability of the Company to obtain competent medical personnel, the cost of services provided versus payment received for capitated and full risk managed care contracts, negative effects of prospective healthcare reforms, the Company's ability to obtain medical malpractice coverage and the cost associated with malpractice, access to borrowed or equity capital on favorable terms, the fluctuation of the Company's common stock price, and other factors discussed elsewhere in this report and in other documents filed by the Company with the Securities and Exchange Commission from time to time. Many of these factors are beyond the Company's control. Actual results could differ materially from the forward-looking statements. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained in this report will, in fact, occur.



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The following table sets forth our capitalization as of March 31, 2004. The table should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this prospectus.

|  | <b>March 31, 2004</b> |
|--|-----------------------|
| Current maturities of long-term debt   | \$ 485,966            |
| Long-term debt   | \$ 802,436            |
| Stockholders' Equity:  |                       |
| Common Stock, \$.001 par value, 80,000,000 shares authorized, 45,692,748 shares issued and outstanding | \$ 45,693             |
| Preferred Stock, \$.001 par value, 10,000,000 shares Authorized, 5,000 shares issued or outstanding    | \$ 500,000            |
| Additional paid-in capital   | \$ 35,419,206         |
| Accumulated deficit  | \$(30,793,524)        |
| Other  | \$ (163,489)          |
| Total stockholders' equity   | \$ 5,007,886          |

**PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY**

Our shares of common stock are traded on the OTCBB under the symbol MDP.AOB. The following tables set forth the high and low closing bid prices for the common stock as reported by OTCBB:

**Common Stock**

| <b>Period</b>                     | <b>High</b> | <b>Low</b> |
|-----------------------------------|-------------|------------|
| January 1, 2001-March 31, 2001    | 1.844       | 0.875      |
| April 1, 2001-June 30, 2001       | 3.340       | 1.930      |
| July 1, 2001-September 30, 2001   | 2.900       | 1.750      |
| October 1, 2001-December 31, 2001 | 2.080       | 1.030      |
| January 1, 2002-March 31, 2002    | 1.400       | 0.670      |
| April 1, 2002-June 30, 2002       | 0.830       | 0.450      |
| July 1, 2002-September 30, 2002   | 0.470       | 0.180      |
| October 1, 2002-December 31, 2002 | 0.470       | 0.170      |
| January 1, 2003-March 31, 2003    | 0.270       | 0.140      |
| April 1, 2003-June 30, 2003       | 0.200       | 0.070      |
| July 1, 2003-September 30, 2003   | 0.340       | 0.130      |
| October 1, 2003-December 31, 2003 | 0.790       | 0.260      |
| January 1, 2004-March 31, 2004    | 1.100       | 0.670      |

As of April 30, 2004, there were approximately 1,200 holders of our common stock. Holders of our common stock are entitled to cash dividends if, and when, declared by the board of directors. We do not intend to pay any dividends in the foreseeable future and investors should not rely on an investment in us if they require dividend income. We intend to retain earnings, if any, to finance the development and expansion of our business. Future dividend policy will be subject to the discretion of our board of directors and will be based upon future earnings, if any, our financial condition, capital requirements, general business conditions and other factors. There can be no assurance that cash

dividends of any kind will ever be paid.

### **USE OF PROCEEDS**

We will not receive any proceeds from the sale of the shares of common stock by the selling shareholders.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS  
AND RESULTS OF OPERATIONS**

**Critical Accounting Policies**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company's management to make a variety of estimates and assumptions. These estimates and assumptions affect, among other things, the reported amounts of assets and liabilities, the disclosure of contingent liabilities and the reported amounts of revenues and expenses. Actual results can differ from the amounts previously estimated, which were based on the information available at the time the estimates were made.

The critical accounting policies described below are those that the Company believes are important to the portrayal of the Company's financial condition and results, and which require management to make difficult, subjective and/or complex judgments. Critical accounting policies cover accounting matters that are inherently uncertain because the future resolution of such matters is unknown. The Company believes that critical accounting policies include accounts receivable and revenue recognition, use of estimates and goodwill.

**Accounts Receivable and Revenue Recognition**

The Company is a party to certain managed care contracts and provides medical care to its patients through owned and non-owned medical practices. In connection with its Provider Service Network (PSN) operations, the Company is exposed to losses to the extent of its share of deficits. Accordingly, revenues under these contracts are reported as PSN revenue, and the cost of provider services under these contracts are reported as an operating expense.

The Company recognizes non-Humana revenues, net of contractual allowances, as medical services are provided. These services are typically billed to patients, Medicare, Medicaid, health maintenance organizations, insurance companies and other third parties. The Company provides an allowance for uncollectible amounts and for contractual adjustments relating to the difference between standard charges and agreed upon rates paid by certain third party payers.

**Use of Estimates-PSN**

In HMO-PSN arrangements, accounts receivable estimates often change as a result of one or more future confirming events. With regard to revenues, expenses and resulting accounts receivable arising from agreements with Humana, the Company estimates amounts it believes will ultimately be realizable through the use of judgments and assumptions. Contractual terms with an HMO are sometimes complex and at times subject to different interpretation by the Company and Humana. As a result, certain revenue, expense and accounts receivable estimates may change from amounts previously recorded in the financial statements and may require subsequent adjustments. To assist in estimating and collecting amounts due from Humana, the Company has contracted with several outside consultants that have worked closely with Humana or other HMOs for extended periods of time. These consultants provide numerous services including, but not limited to, revenue, expense and accounts receivable analysis, and monthly claims and contestation analysis. However, it is possible that actual results may differ from the estimates.

Direct medical expenses include costs incurred directly by the Company and costs paid by the HMO on the Company's behalf. These costs also include estimates of claims incurred but not reported (IBNR), estimates of retroactive adjustments to be applied by Humana and adjustments for charges which the Company believes it is not liable (contestations). The IBNR estimates are made by Humana utilizing actuarial methods and are continually evaluated and adjusted by management of the Company, based upon its specific claims experience and input from outside consultants. The Company bases its estimates of retroactive adjustments on agreements with the HMO to

modify previous charges. Some of these adjustments have been quantified while others involve situations where Humana has agreed the charges were processed at incorrect rates, but the amount of the correction has not yet been quantified. Contestations involve charges where the Company, with the assistance of its consultants, contest certain expenses charged by the HMO. The estimate of direct medical expense includes an estimated recovery of 20% of outstanding contestations with Humana. It is possible that estimates of such recoveries could change and the effect of the change could be material.

Accounts receivable from Humana represents the combined effect of the Company's interpretation of the contract with the HMO and its payment patterns. Collection times on these accounts typically exceed normal collection periods reflecting the need to reconcile the different interpretations and the HMO's cash management practices.

### **Goodwill**

The Company has made several acquisitions in the past that included a significant amount of goodwill. Under accounting principles generally accepted in the United States of America in effect through December 31, 2001, these assets were amortized over

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their useful lives and tested periodically to determine if they were recoverable from operating earnings on a discounted basis over their useful lives.

Effective January 1, 2002, goodwill is accounted for under SFAS No. 142, Goodwill and Other Intangible Assets. The new rules eliminate amortization of goodwill but subject these assets to impairment tests. Management is required to make assumptions and estimates, such as the discount factor, in determining fair value. Such estimated fair values might produce significantly different results if other reasonable assumptions and estimates were to be used.

### **Quarter ended March 31, 2004**

#### **Results of Operations**

The Company generated revenues of \$38.5 million for the quarter ended March 31, 2004 compared to \$36.9 million in the prior year quarter, an increase of \$1.7 million (4.5%). Net income for the 2004 quarter was \$1.4 million, compared to net income of \$716,000 for the quarter ended March 31, 2003, an improvement of \$729,000 or 101.9%. The 2003 quarter included approximately \$249,000 in losses related to its discontinued pharmacy operations, compared to \$46,000 in the current year quarter. On a basic per share basis, net income was \$0.03 for the quarter ended March 31, 2004, compared to per share net income of \$0.02 in the prior year quarter.

The Company operated two business segments in 2003, managed care and direct medical services (PSN) and pharmacy. The Company disposed of its pharmacy division in November 2003 and, accordingly, the operations of the pharmacy division are shown as losses from discontinued operations. The remaining PSN segment, prior to allocation of corporate overhead, reported an increase in its income as a percentage of revenue, from 6.3% in the first quarter of 2003 to 6.9% in the current year period.

#### **Revenues**

Revenues for the quarter ended March 31, 2004 increased nearly \$1.7 million (4.5%) over the prior year, from \$36.9 million to \$38.5 million. PSN revenues from Humana increased 4.8%, from \$36.5 million to \$38.2 million. Approximately \$3.4 million in incremental revenues were generated by governmental funding increases ranging from an estimated 9.8% in Daytona and 15% in Palm Beach County. These increases were partially offset by declines in the number of patients in our Daytona and South Florida networks, resulting in approximately \$942,000 in reduced funding. In addition, effective August 1, 2003 the Company cancelled its risk arrangement with one of its South Florida centers due to noncompliance with the Company's policies and procedures, resulting in a funding decrease of \$710,000.

Total Medicare Advantage lives declined approximately 1,600 members from March 31, 2003 to a membership of approximately 25,200 at March 31, 2004. Approximately 500 of the decline resulted from the terminated Broward County center, with the other 1,100 attributable to attrition. However, as a result of the increased funding provided by the Medicare Modernization Act, or MMA, which was signed into law in December 2003, the Company believes this trend will reverse and enrollment in its network will increase over the balance of 2004. The funding increases are intended to both offset medical cost inflation and to allow enhanced plan benefit design to encourage increased participation in Medicare Advantage plans.

Non-Humana revenue for Metcare's wholly owned physician practices in the first quarter of 2004 declined \$97,000 over the same period in 2003, to a total of \$308,000. The Company operated six physician practices and an oncology center in both quarters.

#### **Expenses**

Operating expenses for the quarter ended March 31, 2004 increased \$1.4 million (3.9%) over the prior year quarter, from \$35.5 million to \$36.9 million. Operating expenses other than direct medical costs and medical supplies, which correlate to revenue, decreased 2.9% over the prior year quarter.

Direct medical costs, the largest component of expense, represents costs associated with providing services of the PSN operation including direct medical payments to physician providers, hospitals and ancillaries on a capitated or fee for service basis. Direct medical costs for the first quarter of 2004 were \$33.2 million compared to \$31.9 million for 2003, an increase of 4.4%. The increase reflects the results of a flu season that was the severest in four years, resulting in increased hospital admissions and lengths of stay, combined with overall increases in health care costs over the past year.

Salaries and benefits for the quarter was virtually the same as the prior year's total of \$1.9 million. An increase of approximately \$102,000 resulted from the hire of an oncologist in late 2004, whereas in 2003 a consultant was utilized. Additionally, savings of approximately \$168,000 were realized through the closure of the Company's hospitalist program in early 2003. Salary increases combined with increased benefit costs accounted for the balance of the incremental expense.

Medical supplies were \$511,000 for the 2004 quarter, compared to \$429,000 in 2003. Medical supply costs are incurred in all the

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Company's medical offices, but most prominently in the Company's Daytona oncology offices, accounting for 91.2% of the 2004 expense. The 2004 quarter included \$31,000 of incremental expense relating to the purchase of flu vaccine for its Daytona network.

Depreciation and amortization for the quarter ended March 31, 2004 totaled \$123,000, a 26.8% decrease over the prior year total of \$167,000, as many of the Company's fixed assets are fully depreciated.

Rents and leases for the quarter ended March 31, 2004 increased \$44,000 over the prior year quarter. When the Company negotiated the lease for its new corporate office effective January 2003, it received certain rent concessions in the first quarter of 2003.

Consulting expense for the quarter decreased approximately \$265,000 (65.1%), from \$407,000 in 2003 to \$142,000 in 2004. Of the reduction, \$103,000 resulted from the hiring of an oncologist, whereas in the prior year a consultant was utilized. In addition, approximately \$114,000 in savings was realized through a reduction in marketing and administrative consultants and the closure of the Company's hospitalist program in early 2003.

General and administrative expenses for the 2004 quarter amounted to \$702,000, an increase of \$133,000 over the prior year quarter. Legal and accounting expenses increased \$168,000 primarily related to the Company's restructuring activities. Insurance costs increased \$87,000 reflective of increased insurance costs for policies renewed mid-2003. Savings in other areas partially offset these increases.

Other income and expenses for the quarter included a decrease in interest expense of \$232,000 from the prior year due to the decreased average amount of debt and IRS obligations carried by the Company in the 2004 quarter as compared to the prior year.

Losses from the discontinued pharmacy operations for the quarter, was \$46,000 in 2004 as compared to \$249,000 in 2003. The pharmacy operations were sold in November 2003.

## **Liquidity and Capital Resources**

During the quarter, the Company reduced its current liabilities from \$7.8 million to \$2.5 million and its total liabilities from \$9.7 million to \$3.3 million. Most significantly, the Company settled its longstanding payroll tax obligation. The Company's net worth totaled \$5.0 million at March 31, 2004 compared to a deficit of \$503,000 at December 31, 2003. Additionally, working capital improved from a deficit of \$2.4 million at year-end 2003 to a surplus of \$2.1 million at March 31, 2004.

Also during the quarter, the Company issued 290,980 shares of common stock for the exercise of stock options, board compensation and loan fees. In addition, the Company issued 1,869,070 shares of common stock for the conversion of \$1,015,000 of long-term debt and 5,005,000 shares in a private placement related to its IRS settlement, as discussed below. The shares were sold at \$0.60 per share and these issuances were completed pursuant to exception from registration under the Securities Act of 1933.

In addition, the Company repaid \$709,000 of long-term debt that was due in the quarter and finalized an extension, for payment over twenty-four months, of approximately \$1.2 million in additional debt due May 2004.

In 2000, the Company negotiated an installment plan with the Internal Revenue Service (IRS) related to unpaid payroll tax liabilities, including accrued interest and penalties. Under the plan the Company was required to make monthly installments of \$100,000 on the amount in arrears. The agreement expired and the full amount was deemed due upon demand.

In February 2004, the Company was successful in negotiating a settlement with the IRS on its outstanding payroll tax liabilities for an amount totaling approximately \$3.3 to \$3.4 million. To date, \$3.2 million of this settlement has been paid with the balance to be paid once the IRS has determined the final settlement amount.

### **Comparison of Fiscal 2003 and Fiscal 2002**

#### **Introduction**

Revenues for the year ended December 31, 2003 totaled \$143.9 million compared to \$140.1 million in the prior year. Net income was \$4.4 million for the year ended December 31, 2003 compared to a net loss of \$17.1 million in 2002. On a per share basis, the Company earned \$0.13 for the year ended December 31, 2003, compared to a loss of \$0.56 in the prior year. Income from continuing operations amounted to \$5.9 million in 2003, compared to a net loss of \$13.9 million in 2002. Results for 2002 included significant adjustments to direct medical costs of approximately \$6.6 million, imputed interest expense of \$1.2 million and \$520,000 in write-downs of accounts receivable from medical practices closed in prior years.

Included in the 2003 and 2002 years were \$1.5 million and \$3.2 million, respectively, of losses related to the discontinued operations. The Company operated two business segments in 2003, managed care and direct medical services (PSN) and pharmacy. It



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operated a third segment in 2002, the clinical laboratory business, which was disposed of in July 2002. The pharmacy business was established in 2001 and sold in November 2003.

As discussed in the audited financial statements, the PSN segment reported a gain of \$11.5 million before allocated overhead of \$3.7 million for 2003, compared to a loss of \$5.0 million in 2002 and a gain of \$6.1 million in 2001. Segment revenues for the same time periods were \$143.9 million, \$140 million and \$128.2 million, respectively. Expenses, which include direct medical costs and supplies, physician salaries and other costs relating to the operations of medical practices, were \$132.2 million, \$147.2 million, and \$122.7 million for the years ended December 31, 2002, 2001 and 2000, respectively.

## **Revenues**

Revenues for the year ended December 31, 2003 increased \$3.8 million or 2.7% over the prior year, from \$140.1 million to \$143.9 million. PSN revenues from Humana increased 2.8%, from \$138.5 million to \$142.3 million. Approximately \$12.1 million in incremental revenues were generated by funding increases resulting from the renegotiation of the Company's contract with Humana in the Daytona market, combined with governmental funding increases of approximately 1.8%. These increases were partially offset by a decline in the number of patients in our Daytona network, resulting in approximately \$6.7 million in reduced funding. In connection with the renegotiation of its Daytona HMO contract, the Company was no longer at risk for the HMO's commercial membership effective January 1, 2003, resulting in lost revenue of approximately \$3.1 million for the year, but increased profitability as this line of business had been unprofitable.

The Company's South Florida centers reported a net increase in PSN revenues from Humana of \$1.6 million over the prior year period, with \$1.4 million in increases from a new center in Broward County, which the Company assumed management of in October 2002, and \$1.9 million due to increased membership at its Boca Raton medical office. Effective August 1, 2003 the Company cancelled its risk arrangement with the Broward County center due to noncompliance with the Company's policies and procedures. These revenue increases were partially offset by \$1.7 million in decreases due to net decreased membership in the Company's other South Florida medical centers.

Total Medicare Advantage lives declined approximately 1,700 members from year-end 2002 to a membership of approximately 25,500 at December 31, 2003. Approximately 500 of these belong to the terminated Broward County center, with the other 1,200 attributable to attrition.

Non-Humana revenue for Metcare's wholly owned physician practices in 2003 remained the same as the prior year, \$1.6 million. The Company operated six physician practices and an oncology center in each of the years.

## **Expenses**

Operating expenses for the year ended December 31, 2003 decreased \$14.3 million (9.5%) over the prior year, from \$151.0 million to \$136.7 million. Operating expenses other than direct medical costs and medical supplies, which correlate to revenue, decreased 12.5% over the prior year due in part to several cost cutting measures undertaken by the Company in late 2002 and 2003.

Direct medical costs, the largest component of expense, represents costs associated with providing services of the PSN operation including direct medical payments to physician providers, hospitals and ancillaries on a capitated or fee for service basis. Direct medical costs for 2003 were \$121.0 million compared to \$133.6 million for 2002, a decrease of \$12.6 million, or 9.4%, despite a \$3.8 million increase in HMO revenues. A savings of \$3.5 million in expenses was realized in 2003 due to no longer being at risk for commercial membership in conjunction with the Company's renegotiated Daytona HMO contract. Included in 2002 were significant adjustments to direct medical costs of

approximately \$6.6 million relating to prior years. The Company was able to obtain its own stop-loss insurance in the Daytona market in 2003, accounting for additional savings estimated at approximately \$2.4 million.

Salaries and benefits for 2003 increased 1.9% over 2002, from \$7.7 million to \$7.8 million. Increases were comprised of approximately \$400,000 in management and staff bonuses, increases of \$378,000 in the Company's growing Boca Raton medical and Daytona oncology offices and \$67,000 related to the Company's Daytona operations. Offsetting the increases were approximately \$139,000 in savings resulting from the closure of two unprofitable medical practices in 2002 and \$676,000 related to the termination of the Company's hospitalist program in the first quarter.

Medical supplies were \$2.1 million for 2003, compared to \$1.9 million in 2002, as the 2002 expense only represented ten months of operations for the Company's Daytona oncology offices. Medical supply costs are incurred in all the Company's medical offices, but most prominently in the Company's Daytona oncology offices, accounting for 94.0% of the 2003 expense.

Depreciation and amortization for the year ended December 31, 2003 totaled \$655,000, a 30.8% decrease over the prior year total of \$946,000. The prior year included \$429,000 in amortization and write-offs of financing costs, compared to \$164,000 in the current year.

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Rent and leases for the year ended December 31, 2003 totaled \$1.0 million, a \$162,000 increase over 2002. Approximately \$100,000 of the increase resulted from increased rent at the Company's new corporate offices, with another \$119,000 arising from the expansion of the aforementioned Boca Raton and oncology medical offices. These increases were offset in part by \$56,000 in savings resulting from the closure of the medical practices previously mentioned.

Consulting expense for the year decreased approximately \$1.3 million, or 49.3%, from \$2.7 million in 2002 to \$1.4 million in 2003. These savings resulted in part from \$273,000 in reductions of consulting services connected with the Company's pharmacy and HMO development efforts. Further savings were achieved through the discontinued use of medical consultants in the Company's hospitalist program in the first quarter of 2003 amounting to \$973,000, a \$314,000 reduction in marketing consultants and \$81,000 in savings due to a closed medical practice in July 2002. These reductions were partially offset by \$303,000 in increases related to the development of the Company's oncology practice.

General and administrative expenses for the year decreased \$492,000, or 16.1%, from the \$3.0 million reported in the year ended December 31, 2002. The result of cost cutting measures undertaken by the Company in the second half of 2002 and 2003, decreases were recognized in a wide number of expense categories, most significantly in legal and accounting. These reductions were partly offset by an increase in insurance costs amounting to \$158,000.

Other income and expenses for 2003 included a decrease in interest expense of \$1.1 million from the prior year, as 2002 included \$1.2 million of imputed interest due to beneficial conversion features on convertible notes. The difference of \$100,000 is due to the increased average amount of debt carried by the Company in 2003 as compared to the prior year.

Loss from discontinued operations for the year, which includes the Company's pharmacy division in 2003 and both the pharmacy and clinical laboratory in 2002, was \$1.7 million in 2003 compared to \$2.4 million in 2002. The 2003 year also included a \$290,000 gain on the disposal of the pharmacy division, while 2002 reported a \$834,000 loss on the disposal of the clinical laboratory.

## **Comparison of Fiscal 2002 and 2001**

### **Introduction**

The Company generated revenues of \$140.1 million for the year ended December 31, 2002 compared to \$128.2 million in the prior year, and incurred a net loss of \$17.1 million for the year ended December 31, 2002 compared to a net loss of \$369,000 for the year ended December 31, 2001. On a per share basis, losses were \$0.56 and \$0.02 for the years ended December 31, 2002 and December 31, 2001, respectively. Included in 2002 are significant adjustments to direct medical costs of approximately \$6.6 million, imputed interest expense of \$1.2 million, \$520,000 in write-downs of accounts receivable remaining on medical practices closed in prior years and \$3.2 million in losses related to the discontinued operations of the Company's clinical laboratory and pharmacy businesses.

Generally accepted accounting principles (GAAP) require the Company to make certain revenue and cost estimates with regards to its contracts with the HMO. Programs with the HMO are complex and at times subject to various interpretations. These revenue and cost estimates may be settled for amounts different than previously estimated or the Company's estimate could change by amounts that could be material to the financial statements. The nature of the relationship with the HMO is, and has been such, that certain estimates made by the Company are based upon verbal agreements with, or representations from the HMO regarding retroactive adjustments to amounts previously credited or charged to Metcare's fund balance. These estimates are particularly likely to change as policy, and/or personnel, at Humana changes. In connection with a change in Humana's management during 2002, deterioration in the relationship

with Humana in the fourth quarter of 2002, and other factors, during 2002 Metcare recorded additional medical costs of approximately \$6.6 million related to amounts that were included in accounts receivable at December 31, 2001. Conversely in 2001, upon favorable resolution of unsettled medical costs, Metcare recorded a reduction to medical costs of approximately \$1.9 million.

In the fourth quarter of 2002 the Company incurred significant increases in Part A (hospital) and related costs due to the loss of a hospital contract by Humana in the Company's Daytona network. In response to the increased costs, management approached Humana in the fourth quarter of 2002 seeking to renegotiate its contract. The Company successfully completed an amendment to offset the cost increases, allowing the Daytona market to be financially viable. The amendment was effective January 1, 2003 and provides for increased funding in addition to other financial concessions. In return, the Company made certain concessions, a portion of which related to the charge to direct medical expenses discussed above.

In conjunction with a convertible debenture financing completed in May 2002, the Company incurred charges to interest of approximately \$1.2 million. These charges were necessary as the holder may convert the debt at any time into company stock at a price lower than it was at the issuance of the debt.

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As discussed in the audited financial statements, the Company operated in three segments for fiscal years 2002 and 2001; managed care and direct medical services (PSN), pharmacy and clinical laboratory. The largest of these, the PSN division, reported a loss before allocated overhead of \$5.0 million for 2002, compared to profits of \$6.1 million in 2001 and \$4.5 million in 2000. Revenues for the same time periods were \$140.1 million, \$128.2 million and \$119.0 million, respectively. Expenses, which include direct medical costs and supplies, physician salaries and other costs relating to the operations of medical practices, were \$147.0 million, \$122.7 million and \$114.5 million for the years ended December 31, 2002, 2001 and 2000, respectively.

During 2001 the Company formed its pharmacy division. For the years ended December 31, 2002 and 2001, the pharmacy division reported losses, before allocation of corporate overhead, of \$1.8 million and \$744,000, respectively. For those same periods, revenues were \$12.9 million compared to \$2.8 million, while expenses, which include the costs of pharmaceuticals and other related expenses, were \$15.8 million and \$3.8 million for 2002 and 2001, respectively. The pharmacy was disposed of in November 2003 and, accordingly, the operations of this division are included in the loss from operations of discontinued business segments.

In the third quarter of 2002, the Company decided to dispose of its third segment, its clinical laboratory. Accordingly, in the year ended December 31, 2002, the Company recognized \$1.4 million in losses on discontinued operations, compared to losses of \$559,000 in 2001 and \$95,000 in 2000.

## **Revenues**

Revenues for the year ended December 31, 2002 increased \$11.9 million, or 9.3%, over the prior year, from \$128.2 million to \$140.1 million. PSN revenues, the core of the Company's business, increased 9.1%, from \$126.9 million to \$138.5 million, due primarily to funding increases from revisions to the Balanced Budget Act of approximately \$7.5 million and approximately \$4.0 million resulting from increased membership. In addition, revenues for 2002 included \$635,000 of fee-for-service billings relating to the Company's newly formed Daytona oncology practice. Offsetting these increases were decreases in revenue from the closure of certain medical practices in 2002 and the second half of 2001 of \$388,000.

## **Expenses**

Operating expenses for the year ended December 31, 2002 increased approximately 20.0%. Direct medical costs, the largest component of expense, represent certain costs associated with providing services of the PSN operation including direct medical payments to physician providers, hospitals and ancillaries on a capitated or fee-for-service basis. Direct medical costs for 2002 were \$133.6 million compared to \$114.6 million for 2001. During the year the Company implemented several utilization initiatives, including its hospitalist, partners in quality (PIQ), and oncology programs, in an effort to improve patient care and reduce its medical costs. In the fourth quarter, the Company incurred significant increases in Part A (hospital) and related costs due to the loss of a hospital contract by Humana in the Company's Daytona network. In response to the increased costs, management renegotiated the Company's contract with the Humana. The Company successfully completed an amendment, which offset the cost increases, allowing the Daytona market to be financially viable. The amendment was effective January 1, 2003 and provided for increased funding in addition to other financial concessions.

Salaries and benefits for the year increased 26.7% over 2001, from \$6.1 million to \$7.7 million. PSN expansion in South Florida accounted for approximately \$415,000 in increases while expansion of the services the Company provides in its Daytona market in an effort to improve patient care and control medical costs accounted for another \$1.2 million of increases. Salary increases, increases in medical insurance premiums and a bolstering of staffing throughout the Company accounted for the balance of the increase, which was partially offset by \$269,000 in savings achieved by the closure of two unprofitable medical practices.

Medical supplies were \$1.9 million for 2002, compared to \$63,000 in 2001, due to the implementation of the Company's oncology practice in early 2002. Medical supply costs are incurred in all the Company's medical offices, but most prominently in the Company's two Daytona oncology offices, accounting for 96.8% of the 2002 supplies expense.

Depreciation and amortization for the year ended December 31, 2002 totaled \$946,000, an increase of \$101,000 over the prior year. The increase is due primarily to depreciation on fixed assets acquired in 2002 as well as the amortization recorded on certain financing costs incurred during the year.

Rent and leases for the year ended December 31, 2002 totaled \$854,000, a \$97,000 increase over 2001. The aforementioned new operations accounted for a majority of the increase, with the balance resulting from annual increases in rent in our corporate and medical offices. This was offset in part by \$84,000 in savings resulting for the closure of the medical practices previously mentioned.

Consulting expense increased approximately \$1.6 million, from \$1.1 million in 2001 to nearly \$2.7 million in 2002. Of the increase, \$1.3 million was incurred in the Company's Hospitalist, Oncology and Utilization/Quality Assurance/Management programs, which

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are designed to lower direct medical costs while improving patient care. In addition, approximately \$386,000 of incremental expense was incurred in connection with investment banking and advisory services.

General and administrative expenses increased from \$2.3 million in 2001 to \$3.0 million in 2002, an increase of \$770,000. Costs associated with the Company's oncology and hospitalist programs and other PSN expansion accounted for \$411,000 in incremental expense. Increases also were incurred in accounting and legal fees (\$245,000) and insurance (\$158,000). The prior year also included approximately \$313,000 in accounts payable write-offs and settlements relating to discontinued operations. These increases were partially offset by the savings of \$115,000 resulting from the closure of a medical practice in the second half of 2001 and a \$196,000 decrease in billing and collection fees from 2001 to 2002 resulting from the renegotiation and eventual cancellation of the Company's contract with an outside billing company in the second half of 2001.

Other income and expenses for the year ended December 31, 2002 included write downs of accounts receivable from medical practices closed in prior years of \$520,000 and \$3.2 million in losses on discontinued operations relating to the Company's clinical laboratory and pharmacy divisions. Interest expense increased \$1.8 million for the year, due in large part to the previously mentioned charge of \$1.2 million incurred in conjunction with a Convertible Debenture financing completed in May 2002. The balance of the increase is due to the increased amount of debt carried by the Company at December 31, 2002 as compared to the prior year.

## **Liquidity and Capital Resources**

For the year ended December 31, 2003 the Company reported a profit of \$4.4 million and over \$2.1 million in positive cash flows from operations, significant improvements over the prior year results. These results combined with proceeds from the sale of the Company's pharmacy business and convertible debt conversions have enabled the reduction in liabilities by more than \$7.3 million during the year, with additional reductions occurring in the first quarter of 2004 as detailed below. Prior to 2003, however, the Company had historically sustained negative cash flows from operations, in part as a result of the Company's diversification efforts, including the pharmacy and clinical laboratory operations. In 2003 the Company determined to refocus on its core managed care business. Although the Company expects its cash flow from operations to continue to be positive, there can be no assurance that this will occur. In the absence of continuing positive cash flows from operations or obtaining additional debt or equity financing, the Company may have difficulty meeting current and long-term obligations.

In the fourth quarter of 2002 the Company incurred significant increases in Part A (hospital) and related costs due to the loss of a hospital contract by Humana in the Company's Daytona network. In response to the increased costs, management successfully renegotiated its Daytona contract, allowing it to be financially viable. The amendment was effective January 1, 2003 and provided for increased funding in addition to other financial concessions. The 2003 results reflect the effects of the contract revision.

During the first quarter of 2003, the Company borrowed an additional \$500,000 from an existing lender on a short-term note bringing the total balance to \$1 million, which note was due August 21, 2003. The note was renegotiated during the year extending the due date and was subsequently paid down to \$620,000 at December 31, 2003. The balance of this note was repaid in the first quarter of 2004.

The Company borrowed \$1.3 million from Humana during the first half of 2003, which amount was repaid over the course of the year.

The Company sold the operations of its pharmacy division in November 2003 for a cash price of \$3.1 million plus the assumption of approximately \$1.1 in liabilities. The pharmacy incurred losses of \$1.5 million and \$1.8 million in 2003 and 2002, respectively. The Company believes that this sale will result in both improved profitability and cash

flows.

During 2003, approximately \$1.1 million of long-term debt was paid through the issuance of 2.3 million shares, as provided for in the terms of the Convertible Notes with the investors. In January 2004, the remaining balance of \$715,000 on a Convertible Note was paid in full through the issuance of 1.3 million shares of common stock. In March 2004, two Notes due August 2004 totaling \$300,000 were repaid through the issuance of approximately 611,000 shares of common stock. Additionally, the Company's remaining significant note payable for \$1.2 million due May 2004 was extended, with payments due over a twenty-four month period beginning June 2004.

In February 2004 the Company successfully negotiated a settlement with the Internal Revenue Service (IRS) on outstanding payroll tax liabilities for an amount totaling approximately \$3.3 to \$3.4 million. \$3.2 million of this settlement has been paid with the balance to be paid once the IRS has determined the final settlement amount.

In conjunction with its IRS settlement, in February 2004 the Company raised approximately \$3 million through the issuance of approximately 5.0 million shares of common stock under a private placement offering. The proceeds went toward the settlement of the IRS obligations.



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Membership in Medicare Advantage programs (previously Medicare+Choice) has declined as a percentage of Medicare eligible lives over the last several years, principally the result of decreased funding which has negatively impacted plan benefits. Although the Company has seen growth in its membership through its expansion of its relationship with Humana, Metcare has experienced gradual attrition in membership commensurate with the industry. Net membership decreases from attrition were approximately 1,200 or 4.4% in 2003. The Company expects this trend to reverse with the passage of the Medicare Modernization Act in late 2003. Among a number of sweeping changes to Medicare, the legislation is intended to substantially increase participation in Medicare Advantage through increased funding commitments. Beginning with an average increase of 10.6% in 2004, this stimulus allows plans to improve benefits and attract new enrollees. With total 2004 premium increases of approximately 9.8% in Daytona and 17.8% in South Florida, and the resulting benefit enhancements, the Company expects its Medicare membership to grow. As well, Metcare expects that opportunities to expand into other Florida markets will develop as Humana and other Medicare HMO s grow their respective businesses.

The underlying economics of the Medicare Modernization Act may also provide sufficient incentive for companies such as Metcare to directly enter the Medicare Advantage business. The Company is currently evaluating its opportunities in the Florida, particularly in underserved markets, and may file for its own Medicare HMO license in 2004. The decision to enter this business would necessarily be based on a number of factors including analysis of the opportunity, consideration of alternative strategies and availability of necessary capital.

## **INFLATION AND CHANGING PRICES**

### **Dependency on Reimbursement by Third-Parties**

The Medicare and Medicaid programs are subject to statutory and regulatory changes, retroactive and prospective rate adjustments, administrative rulings and funding restrictions, any of which could have the effect of limiting or reducing reimbursement levels. A substantial portion of our managed care revenues are based upon Medicare reimbursable rates. Any changes that limit or reduce Medicare reimbursement levels could have a material adverse effect on our business. Further, significant changes have or may be made in the Medicare program, which could have a material adverse effect on our business, results of operations, prospects, financial results, financial condition or cash flows. In addition, the Congress of the United States may enact unfavorable legislation, which could adversely affect operations by, among other things, decreasing Medicare reimbursement rates.

## **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk generally represents the risk of loss that may result from the potential change in value of a financial instrument as a result of fluctuations in interest rates and market prices. We do not currently have any trading derivatives nor do we expect to have any in the future. We have established policies and internal processes related to the management of market risks which we use in the normal course of our business operations.

### **Interest Rate Risk**

The fair market value of long-term debt is subject to interest rate risk. While changes in market interest rates may affect the fair value of our fixed-rate long-term debt, we believe a change in interest rates would not have a material impact on our financial condition, future results of operations or cash flows.

### **Intangible Asset Risk**

We have a substantial amount of intangible assets. Although at December 31, 2003 we believe our intangible assets are recoverable, changes in the economy, the business in which we operate and our own relative performance could change the assumptions used to evaluate intangible asset recoverability. We continue to monitor those assumptions and their consequent effect on the estimated recoverability of our intangible assets.

## **BUSINESS**

### **Description of Business**

#### **Introduction**

Metropolitan Health Networks, Inc. provides healthcare benefits to over 25,000 Medicare Advantage members (formerly Medicare+Choice) in Central and South Florida under full-risk contracts with Humana, Inc., the second largest participant in this Medicare program. Metcare entered into this business in 1999, operating a Provider Service Network (PSN), also known as a Managed Service Organization (MSO).

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The PSN includes thirty-three (33) primary care physician practices. Metcare owns six of these practices; the balance are independently owned and operated under capitation contracts with the Company. In addition to the primary care practices, the PSN contracts with specialists, ancillary service providers, and hospitals. The Company also owns and operates an oncology practice, which is part of the network.

Under its risk agreements, Metropolitan receives credit for a significant percentage of the monthly Medicare premiums received by Humana from the Centers for Medicare and Medicaid Services (CMS) and is obligated to provide all of the covered healthcare benefits for the member lives. To the extent the costs of providing such benefits is less than the related premiums received, Metropolitan profits. Conversely, if the costs exceed related premiums, the Company loses money. The Company re-insures against catastrophic losses and certain diseases annually on a per member basis. The annual stop-loss limits are \$100,000 and \$40,000 per member in the Daytona and South Florida markets, respectively.

The Medicare Advantage business accounts for the majority of the Company's revenues. In addition, Metcare cares for commercial insurance members and fee for service patients in its wholly owned practices.

## **Background**

The Company was incorporated in the State of Florida in January 1996, and began operations as a physician practice group. During the late 1990's Metcare acquired a number of physician practices and ancillary service providers. In late 1999, the group practice strategy was abandoned in connection with a change in the senior management team.

The first managed care risk contract was secured with Humana in 1999. In 2000, an additional contract was subsequently secured to manage all of Humana's Medicare Advantage lives in the Daytona, Florida area (Flagler and Volusia Counties). The Daytona contract currently accounts for over 19,000 lives or 77% of the Company's total Medicare Advantage lives. The balance of the Company's Humana lives reside in South Florida (Palm Beach, Broward and Miami-Dade Counties).

Metropolitan renegotiated its most significant contract with Humana, in Daytona, effective January 1, 2003. This renegotiation increased the percentage of Medicare premium received by Metcare and resolved a number of contractual disputes.

Metcare acquired a diagnostic laboratory business, renamed Metlabs, Inc., in 2000. This operation was subsequently shut down in 2002. The Company formed Metcare Rx, a pharmacy business, in 2001. This business was sold in November 2003.

Metropolitan's Board of Directors replaced the Company's President and CEO in March 2003, and subsequently adopted a strategy to focus its resources and energies on its core managed care business. In December 2003, the Medicare Prescription Drug Improvement and Modernization Act of 2003 (the Medicare Modernization Act or MMA) was signed into law, which, among other changes, is significantly increasing funding for the Medicare Advantage program beginning in 2004. Included in the MMA was the establishment of a significant federal marketing budget to promote the Medicare Advantage program. The stated goal is to triple enrollment in this program over the next several years.

## **Industry**

A report issued in early 2004 by CMS estimated that national healthcare spending in the United States was nearly \$1.7 trillion, or \$5,800 for every American, in 2003. The CMS report projected that healthcare spending, which today

accounts for more than 15% of the national economy, would grow to \$3.4 trillion by 2013, more than 18% of projected Gross Domestic Product. The principal drivers for this growth include continued cost-increasing medical innovation, rising price inflation, continued strong demand for prescription drugs and the aging baby-boomer demographics. The CMS projections did not give effect to the December 2003 Medicare Modernization Act, other than to note that new legislation is not anticipated to have a large impact on overall spending but is expected to cause sizable shifts in payment sources.

Medicare currently provides healthcare benefits to 41 million elderly and disabled Americans, and was established in 1965. This number is expected to more than double by 2030. The newly renamed Medicare Advantage program (formerly Medicare+Choice) represents private health plans participation in the Medicare program. Under Medicare Advantage plans, private insurers provide care under contracts with Medicare. These plans represent an alternative to traditional fee-for-service Medicare and by definition must provide enhanced benefits in exceeding traditional Medicare by at least 30%. Some of these enhancements include prescription drugs, eye exams, hearing aids and routine physical exams. Out-of-pocket cost for the beneficiary may be lower and choice of physicians is typically restricted to the plan's network.

This participation of private health plans under risk contracts began in the 1980's and grew to a peak membership in 2000 when Medicare HMOs covered 6.3 million lives. Today, private plans account for slightly more than 10% of Medicare members, down from a peak penetration of 18%. The Balanced Budget Act of 1997 resulted in significant funding decreases causing the

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number of participating plans to drop from 346 in 1998 to 151 in 2003. The exodus of managed care companies from Medicare left many of its beneficiaries without a private plan option.

The Medicare Modernization Act, or MMA, was signed into law in December 2003, and provides sweeping changes to the Medicare program. At an estimated cost of over \$400 billion for the next ten years, the new law provides for a Medicare prescription drug offering beginning in 2006, establishes new tax-advantaged Health Savings Account regulation and makes significant changes to the old Medicare+Choice (now Medicare Advantage) program. The changes to the Medicare Advantage program were a response to the decreased managed care participation in Medicare and the resulting lack of choice for Medicare beneficiaries. The MMA made favorable changes to the premium rate calculation methodology and generally provides for program rates that will better reflect the increased cost of medical services provided to Medicare beneficiaries. The new rates for 2004 were announced in January 2004 reflecting an average increase of 10.6%, which will be reflected in funding beginning in March 2004. The funding increases are intended to both offset medical cost inflation and to allow enhanced plan benefit design to encourage increased participation in Medicare Advantage plans.

## **Markets**

Metcare currently provides healthcare services to nearly 6,000 Medicare Advantage beneficiaries in South Florida (Palm Beach, Broward and Miami-Dade Counties) and to over 19,000 members in the Daytona area (Flagler and Volusia Counties). Behind only California, which has nearly 4 million Medicare eligibles, Florida has the second largest Medicare population in the U.S. with almost 3 million lives. However, California's Medicare Advantage penetration is approximately 30% while Florida's is only 20%. The most significant counties in terms of Medicare Advantage membership currently include Palm Beach, Broward, Miami-Dade and Volusia. Florida's Medicare population is expected to grow to 4 million by 2015.

## **Business Model**

Metcare provides turnkey healthcare services to Medicare Advantage beneficiaries who participate in the Medicare Advantage program through Humana, Inc. Our current agreements with Humana have one-year terms and renew automatically for additional one-year terms unless terminated for cause or on 180-days prior notice. Humana is paid a certain premium per member, per month, for its Medicare Advantage members by Medicare under its contract with CMS. The monthly amount varies by patient, county and severity of health status. Humana, in turn, allocates a majority of this amount to Metcare for all patients cared for by Metcare.

Metcare serves over 25,000 patients enrolled by Humana, Inc. in South and Central Florida. Metcare's Provider Service Network (PSN) operates predominantly as an affiliated model as contrasted with a staff model in which the physician practices are owned and operated by the risk provider. Under the Company's model, the physicians maintain their independence but are aligned with a professional staff that assists in providing high quality, cost effective health care. Metcare's PSN is comprised of 33 primary care physician practices, six of which the Company owns. The others are independent practices that are contracted with on a capitated-basis. Under these agreements, Metcare pays the physician a set amount per member, per month, to provide the necessary primary care services on a risk basis. The monthly amount is negotiated and is subject to change based on certain quality metrics under the Company's Partners In Quality (PIQ) program. In addition to primary care physicians, the Company's PSN contracts with specialists, ancillary service providers and hospitals. These providers deliver services to the Company's patients based on certain fee schedules and care requirements. Metcare has capitated (fixed cost) certain high volume specialties, averaging the cost on a per member, per month basis; the others are paid on a contractual fee-for-service basis.

Metropolitan does not pay or process any of the payments to its PSN physicians or other providers. All claims processing is handled directly by Humana. The Company does review and approve claims in advance of payment

(prospective payment review). Incorrect claims are identified and corrected prior to payment by the Company's claims suspense staff. Paid claims are reviewed again and errors are handled and recovered by Metcare's contestation staff. The Company regularly monitors and measures Humana's claims escrow pools, or allocations for claims incurred but not yet reported (IBNR), for accuracy and underfunding.

Metropolitan is certified as a Utilization Review Agent by Florida's Agency for Health Care Administration. Utilization review is a process whereby multiple data are analyzed and considered to ensure that appropriate health services are provided in a cost-effective manner. Factors include the risks and benefits of a medical procedure, the cost of providing those services, specific payer coverage guidelines, and historical outcomes of healthcare providers such as physicians and hospitals.

The Company has developed a proprietary care management model, Partners In Quality (PIQ), which was implemented in 2002. PIQ is based on the principle that optimal clinical outcomes depend on multiple factors including perceptions of care, efficient utilization of healthcare resources, evidence-based medical treatment and appropriate follow-up. This model is used to manage and compensate the Company's primary care physicians in caring for Metcare's patients. The PIQ program measures performance based on quality metrics including patient satisfaction, disease state management of high-risk, chronically ill patients, increased frequency of

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physician-patient encounters, and enhanced medical record documentation. Metropolitan believes this focus provides a competitive advantage as a provider service network.

## **Competition**

The healthcare industry is highly competitive and is subject to continuing changes in the provisioning of services and the selection and compensation of providers. The Company competes with national, regional and local companies in providing its services. Metcare competes with other risk providers for Humana's business, and Humana competes with other HMO's in securing and serving patients in the Medicare Advantage program.

## **Growth Initiatives**

Membership in Medicare Advantage programs (previously Medicare +Choice) has declined as a percentage of Medicare eligible lives over the last several years, principally the result of decreased funding which has negatively impacted plan benefits. Although the Company has seen growth in its membership through its expansion of its relationship with Humana, Metcare has experienced gradual attrition in membership commensurate with the industry. Net membership decreases from attrition were approximately 1,200 or 4.4% in 2003. The Company expects this trend to reverse with the passage of the Medicare Modernization Act in late 2003. With operations focused in Florida, the nation's second largest Medicare market, the Company expects incremental membership growth in its current markets. Among a number of sweeping changes to Medicare, the legislation is intended to substantially increase participation in Medicare Advantage through increased funding commitments. Beginning with an average increase of 10.6% in 2004, this stimulus allows plans to improve benefits and attract new enrollees. The Company's 2004 premium increases are approximately 9.8% in Daytona and 17.8% in South Florida, a significant portion of which will be utilized to enhance plan benefits. As well, Metcare expects that opportunities to expand into other Florida markets will develop as Humana and other Medicare HMO's grow their respective businesses.

The underlying economics of the Medicare Modernization Act may also provide sufficient incentive for companies such as Metcare to directly enter the Medicare Advantage business. The Company is currently evaluating its opportunities in Florida, particularly in underserved markets, and may file for its own Medicare HMO license in 2004. The decision to enter this business would necessarily be based on a number of factors including analysis of the opportunity, consideration of alternative strategies and availability of necessary capital.

## **Employees**

As of December 31, 2003, the Company had approximately 100 full-time employees, of which 31 were employed at the Company's executive offices. No employees of the Company are covered by a collective bargaining agreement or are represented by a labor union. The Company considers its employee relations to be good.

## ***Description of Property***

Our offices are located at 250 Australian Avenue South, Suite 400, West Palm Beach, Florida where we occupy 13,211 square feet at a current monthly rent of \$15,700 pursuant to a lease expiring March 31, 2008.

The Company has a satellite office in Daytona Beach with 5,700 square feet and monthly rent of \$8,600. The lease expires September 30, 2006.

The managed care division leases 6 offices in Florida with an aggregate monthly rental of \$28,800 with expiration dates ranging from one to five years.

None of the Company's properties are leased from affiliates.

***Legal Proceedings***

The Company is a party to various claims arising in the ordinary course of business. Management believes that the outcome of these matters will not have a materially adverse effect on the financial position or the results of operations of the Company.

In June 2003, the Company was informed that the U.S. Attorneys' Office in Wilmington, Delaware was conducting an investigation of the Company. The Company fully cooperated with the U.S. Attorneys' Office and on February 9, 2004 the investigation was terminated.

***Submission of Matters to a Vote of Security Holders***



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No matter was submitted to a vote of the security holders, through the solicitation of proxies or otherwise, during the twelve months ended December 31, 2003.

**Selected Financial Data**

Set forth below is our selected historical consolidated financial data for the five fiscal years ended December 31, 2003. The selected historical consolidated financial data should be read in conjunction with our consolidated financial statements and accompanying notes.

|  | <b>For the Years Ended December 31,</b> |                 |                |                |                |
|--|---|-----------------|----------------|----------------|----------------|
|  | <b>2003</b>                             | <b>2002</b>     | <b>2001</b>    | <b>2000*</b>   | <b>1999</b>    |
| Net revenues   | \$ 143,874,488                          | \$ 140,063,566  | \$ 128,186,307 | \$ 119,047,520 | \$ 18,501,497  |
| Income (Loss) from continuing Operations                 | \$ 5,861,303                            | \$ (13,865,800) | \$ 997,990     | \$ 4,417,862   | \$ (7,841,805) |
| Income (Loss) from continuing operations per share basic | \$ 0.17                                 | \$ (0.46)       | \$ 0.04        | \$ 0.26        | \$ (1.09)      |
| Cash dividend declared                                   |   |                 |                |                |                |
| <b>Financial Position</b>                                |   |                 |                |                |                |
| Total assets   | \$ 9,223,729                            | \$ 10,158,911   | \$ 17,379,262  | \$ 11,159,834  | \$ 11,944,747  |
| Long term obligations, including current portion         | \$ 2,983,576                            | \$ 5,603,370    | \$ 1,821,705   | \$ 1,664,961   | \$ 9,370,948   |

\* The financial data for 2000 includes the operations of Metlabs, Inc. which was discontinued in 2002.

\*\* The financial data for the years ended 2003, 2002, 2001 and 2000 are presented on a calendar year with the Company's year-end being December 31. The financial data for the year ended 1999 is presented on a fiscal year with the Company's year-end being June 30.

*Directors, Executive Officers, Promoters and Control Persons of the Registrant; Compliance with Section 16(A) of the Exchange Act.*

As of the date of this filing, the directors, control persons and executive officers of the Company are as follows

| <b>Name</b>                 | <b>Age</b> | <b>Title</b>   |
|-----------------------------|------------|--|
| Michael M. Earley           | 48         | President and Chief Executive Officer, Director      |
| Debra A. Fimmel             | 42         | Vice President and Chief Operating Officer, Director |
| David S. Gartner, CPA       | 46         | Chief Financial Officer                              |
| Roberto L. Palenzuela, Esq. | 40         | General Counsel and Secretary                        |
| Karl Sachs, CPA             | 68         | Director   |

|                         |    |          |
|-------------------------|----|----------|
| Martin Harrison, M.D.   | 51 | Director |
| Salomon E. Melgen, M.D. | 50 | Director |

MICHAEL M. EARLEY, was appointed President and Chief Executive Officer on March 10, 2003 and previously served as a Director of the Company from June 2000 to March 2001. Mr. Earley has been an advisor to public and privately owned companies, acting in a variety of management roles since 1997. He was President of Collins Associates, an institutional money management firm,

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and a principal and owner of Triton Group Management, Inc., which provided financial and management advisory services to a variety of clients. From 1986 to 1997, he served in a number of senior management roles including CEO and CFO of Intermark, Inc. and Triton Group Ltd.; both publicly traded diversified holding companies. Mr. Earley received undergraduate degrees in Accounting and Business Administration from the University of San Diego. From 1978 to 1983, he was an audit and tax staff member of Ernst & Whinney.

DEBRA A. FINNEL, Vice President and Chief Operating Officer has been associated with the Company since January 1999. She has twenty years of healthcare experience in the South Florida market, specializing in managed care and risk contracting, including five years as Regional Director with FamilyCare, Inc., the largest affiliate of IMC, Florida's first Medicare+Choice HMO. Prior to joining the Company, Ms. Finnel was President and Chief Operating Officer of Advanced HealthCare Consultants, Inc., which managed and owned physician practices in multiple states and provided turnaround consulting to managed care providers, MSOs, IPAs and hospitals. She also has extensive experience in provider contracting, claims administration and customer service. Ms. Finnel has had an affiliated provider relationship with Humana Medical Plans since their inception in the Florida market in 1986 and has developed strong relationships with many senior healthcare executives throughout Florida, as well as state and federal government.

DAVID S. GARTNER, CPA joined the Company in November 1999 as its Chief Financial Officer. He has over twenty years experience in accounting and finance, including thirteen years of specialization in the healthcare industry. Previously, Mr. Gartner served for two years as Chief Financial Officer of Medical Specialists of the Palm Beaches, Inc., a large Palm Beach County multi-practice, multi-specialty group of 40 physicians. Prior to Medical Specialists, he held the position of Chief Financial Officer at National Consulting Group, Inc., a treatment center licensed for 140 inpatient beds in New York and Florida, from 1991 to 1998. Mr. Gartner is a member of the American Institute of Certified Public Accountants and is a graduate of the University of Buffalo, where he received his BS in Accounting.

ROBERTO L. PALENZUELA, ESQ. was appointed General Counsel and Secretary in March of 2004. Mr. Palenzuela served as General Counsel and Secretary of Continucare Corporation from May 2002 through March 2004. From 1994 to 2003, Mr. Palenzuela served as an officer and director of Community Health Plan of the Rockies, Inc., a health maintenance organization based in Denver, Colorado. Community Health Plan of the Rockies, Inc. filed for protection under Chapter 11 of the federal bankruptcy laws on November 15, 2002, and was released from Chapter 11 on December 16, 2002. From March 1999 through June 2001, Mr. Palenzuela served as General Counsel of Universal Rehabilitation Centers of America, Inc. (n/k/a Universal Medical Concepts, Inc.), a physician practice management company.

DR. MARTIN HARRISON was appointed as a Director of the Company in November 2000. He served as an advisor to the Board for the past year. He has been practicing medicine in South Florida and specializes in preventive and occupational medicine. Dr. Harrison completed his undergraduate training at the University of Illinois and postgraduate and residency training at Johns Hopkins University, as well as his Masters in Public Health. Dr. Harrison has also been on the Faculty of both the University and Medical School. He is currently the owner of H30, Inc. a privately held Research & Biomedical Company.

DR. SALOMON E. MELGEN was appointed as a director of the Company in September 2002. He is a Board Certified Ophthalmologist and the founding Director of Vitreo-Retinal Consultants, specializing in diseases and surgery of the vitreous and retina. He has participated in the research and co-authorship of many published medical reports. Dr. Melgen was accepted as a Fellow of Vitreoretinal Diseases at Harvard Medical School, Massachusetts Eye and Ear Infirmary, Eye Research Institute and Retina Associates in Boston, Massachusetts. He is a Director of the American Board of Eye Surgery and is a clinical scientific associate at The Schepens Eye Research Institute, Harvard Medical School. Dr. Melgen has been awarded the highest honor from the government of the Dominican Republic for

his charitable work.

KARL SACHS, CPA rejoined the Board of Directors in September 2002 after previously serving as a Director of the Company from March 1999 to December 2001. He is a founding partner of the Miami-based public accounting firm of Sachs & Focaracci, P.A. A certified public accountant for more than thirty years, Mr. Sachs is a member of the American Institute of Certified Public Accountants, Personal Financial Planning and Tax Sections; Florida Institute of Certified Public Accountants; and the National Association of Certified Valuation Analysts. The firm of Sachs & Focaracci, P.A. serves the financial and tax needs of its diverse clients in addition to providing litigation support services. Mr. Sachs is a qualified litigation expert for the U.S. Federal District Court, U.S. District Court, U.S. Bankruptcy Court and Circuit Courts of Dade and Broward Counties and has previously served as an auditor for the Internal Revenue Service. He is a graduate of the University of Miami where he received his BS in Business Administration.

### **Board of Directors**

Each director is elected at the Company's annual meeting of shareholders and holds office until the next annual meeting of stockholders, or until the successors are elected and qualified. At present, the Company's bylaws provide for not less than one director. Currently, there are five directors in the Company. The bylaws permit the Board of Directors to fill any vacancy and such director may serve until the next annual meeting of shareholders or until his successor is elected and qualified. Officers are elected by the Board of

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Directors and their terms of office are, except to the extent governed by employment contracts, at the discretion of the Board. There are no family relations among any officers or directors of the Company. The officers of the Company devote full time to the business of the Company. In 2003, the Board of Directors held sixteen meetings and there were no votes by Unanimous Written Consent.

The Board has adopted a Code of Business Conduct and Ethics, a copy of which is attached as an exhibit.

## **Board Committees**

The Company has two active committees in 2004, the Audit & Finance Committee and the Executive & Compensation Committee. All actions by these committees shall be subject to the specific directions of the Board of Directors.

The Audit Committee consists of Mr. Sachs, Dr. Melgen and Dr. Harrison. The Audit Committee selects the independent auditors; reviews the results and scope of the audit and other services provided by the Company's independent auditors and reviews and evaluates the Company's internal control functions. As an advisory function of the committee, members also participate in financings, review budgets prior to presentation to the Board of Directors and review budget vs. actual reports. The board of directors has determined that Mr. Sachs is the audit committee financial expert, as such term is defined under federal securities law, and is independent. Mr. Sachs is an expert by virtue of his extensive career in the financial and accounting business.

The Executive and Compensation Committee may exercise the power of the Board of Directors in the management of our business and affairs at any time when the Board of Directors is not in session. The Executive Committee shall, however, be subject to the specific directions of the Board of Directors. The committee also makes recommendations to the Board of Directors regarding the compensation for our executive officers and consultants. It is currently composed of Dr. Harrison, Mr. Sachs and Dr. Melgen. All actions of the Executive Committee require a unanimous vote.

## **Compensation of Directors**

The Company reimburses all Directors for their expenses in connection with their activities as Directors of the Company. The Directors make themselves available to consult with the Company's management. Currently, two of the five Directors of the Company are also employees of the Company and do not receive additional compensation for their services as Directors. A compensation and stock option agreement has been adopted for the Company's outside Directors in the amount of \$36,000 per year, paid quarterly. All outside directors have received 40,000 options upon joining the Board, of which 20,000 vest immediately and the remaining 20,000 vests after one year. These options are priced at the market value of the effective date of board membership.

**Table of Contents****Executive Compensation.**

The following tables present information concerning the cash compensation and stock options provided to the Company's Chief Executive Officer and each additional executive officer whose total annualized compensation exceeded \$100,000 for the year ended December 31, 2003.

**SUMMARY COMPENSATION TABLE  
ANNUAL COMPENSATION**

| Name and<br>Principal Position                                    | Fiscal<br>Year | Salary (\$) | Other<br>Annual<br>Compensation<br>Bonus (\$) | Securities<br>Underlying<br>Options<br>Compensation<br>(S) | All<br>other<br>SARs(\$) | Compensation |
|---|----------------|-------------|---|--|--------------------------|--------------|
| Michael M. Earley*<br>President, and Chief<br>Executive Officer   | 2003           | 117,821     |   |  |                          | 117,821      |
| Fred Sternberg*<br>Chairman of the Board,<br>President, CEO       | 2003           | 68,778      | 9,600   |  |                          | 78,378       |
|   | 2002           | 309,736     | 9,600   |  |                          | 319,336      |
|   | 2001           | 224,905     | 9,600   |  |                          | 234,505      |
| Debra A. Finnel<br>Vice President and Chief<br>Operating Officer  | 2003           | 249,026     | 118,000                                       |  |                          | 367,026      |
|   | 2002           | 249,849     | 18,000  |  |                          | 267,849      |
|   | 2001           | 227,884     | 18,000  |  |                          | 245,884      |
| David S. Gartner, CPA<br>Secretary and Chief<br>Financial Officer | 2003           | 143,767     | 6,000   |  |                          | 149,767      |
|   | 2002           | 120,000     | 6,000   |  |                          | 126,000      |
|   | 2001           | 119,423     | 6,000   |  |                          | 125,423      |

\* Fred Sternberg resigned as President & CEO and Michael Earley assumed the positions of the Company's President & CEO effective March 10, 2003

**Options granted in the Year Ended December 31, 2003 to Executives\***

| Name              | Number of<br>Securities<br>Underlying<br>Options/<br>SARs<br>Granted | % of Total<br>Options/<br>SARs<br>Granted to<br>Employees<br>in<br>Fiscal Year | Exercise<br>of<br>Base<br>Price<br>(\$/Share) | Expiration<br>Date |
|-------------------|--|--|---|--------------------|
| Michael M. Earley | 116,667  | 5.7%   | \$0.35  | 12/31/08           |
| Michael M. Earley | 116,667  | 5.7%   | \$0.35  | 12/31/09           |
| Michael M. Earley | 116,666  | 5.7%   | \$0.35  | 12/31/10           |
| Debra A. Finnel   | 350,000  | 17.2%  | \$0.35  | 9/22/08            |
| David S. Gartner  | 180,000  | 8.8%   | \$0.35  | 9/22/08            |

\*See discussion of Fred Sternberg termination agreement.

There were 880,000 options granted to executive employees for the year ended December 31, 2003, none for the year ended December 31, 2002 and 300,000 for the year ended December 31, 2001.

**Aggregated Fiscal Year-End Option Value Table**

The following table sets forth certain information concerning unexercised stock options as of December 31, 2003. No stock appreciation rights were granted or are outstanding.

| Name              | Number Of Unexercised Options Held at 12/31/03 |                             |                      | Value Of Unexercised In-the-Money Options at 12/31/03 (1) |               |
|-------------------|--|-----------------------------|----------------------|---|---------------|
|                   | Shares Exercisable                             | Shares Acquired On Exercise | Shares Unexercisable | Exercisable   | Unexercisable |
| Michael M. Earley | 181,667  | 181,667                     | 233,333              | \$ 66,233   | \$95,667      |
| Debra A. Finnel   | 700,000  | 700,000                     | 100,000              | \$182,500   |               |
| David S. Gartner  | 180,000  | 180,000                     |                      | \$ 73,800   |               |

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- (1) The closing sale price of the Common Stock on December 31, 2003 as reported by OTCBB was \$0.76 per share. Value is calculated by multiplying (a) the difference between \$0.76 and the option exercisable price by (b) the number of shares of Common Stock underlying.

*Employment Agreements*

**FRED STERNBERG**

In January 2000, the Company entered into an employment agreement, subsequently amended, with Fred Sternberg, the Company's President, Chief Executive Officer and a director. The term of the agreement was for five years from the effective date. The annual salary under the Agreement was \$150,000. Effective April 1, 2001, the salary was increased to \$250,000 per year. Additionally, Mr. Sternberg was granted options to purchase 300,000 shares of Common Stock at \$0.30 per share and options to purchase 360,000 shares of Common stock at \$0.50 per share upon the signing of the Agreement. Additional longevity options were granted at the rate of 25,000 options per year of employment at a price of \$1.00 per share. The Agreement also provided for an additional 700,000 options at \$0.75 per share vesting on various dates over the life of the Contract.

The Agreement also provided, among other things, for (i) participation in any profit-sharing or retirement plan and in other employee benefits applicable to employees and executives of the Company; (ii) an automobile allowance of \$800 per month and fringe benefits commensurate with the duties and responsibilities of Mr. Sternberg and (iii) benefits in the event of death or disability. The Agreement also contains certain non-disclosure and non-competition provisions.

Under the terms of the Agreement, the Company could terminate the employment of Mr. Sternberg either with or without cause. If the Company without good cause terminated the Agreement, the Company would be obligated to continue to pay Mr. Sternberg's salary and any current and future bonuses that would have been earned under the agreement. Mr. Sternberg would also be entitled to all stock options earned or not yet earned through the full term of the Agreement.

Mr. Sternberg resigned as President and Chief Executive Officer effective March 10, 2003. The Company and Sternberg reached agreement with respect to the terms and conditions of the settlement of Mr. Sternberg's employment agreement, which ran through December 2004. The total settlement, which was substantially less than what was due under the remainder of Sternberg's contract, provides that Sternberg will receive consideration including \$180,000 payable over the twelve months ending June 30, 2004, certain insurance benefits and options to purchase 300,000 of the Company's common stock at \$0.46, the current market price at date of grant.

**MICHAEL M. EARLEY**

Effective January 1, 2004, the Company entered into an employment agreement with Michael M. Earley, President and Chief Executive Officer. The term of the agreement is for one year and shall automatically renew on the anniversary date. The agreement calls for an annual salary of \$250,000, a monthly auto allowance of \$800 and certain other fringe benefits commensurate with Mr. Earley's responsibilities. In addition, the agreement also calls for discretionary annual increases, bonuses and options as determined by the Company's Board of Directors.

**DEBRA A. FINNEL**

In January 2001, the Company entered into an employment agreement with Debra A. Finnel, Vice President and Chief Operating Officer. The term of the agreement is five years and calls for an annual salary of \$225,000, which was increased to \$250,000 on July 1, 2001. Ms. Finnel is also eligible to receive a discretionary bonus and was granted options to purchase 300,000 shares of Common Stock at \$1.00 per share with vesting over three years. The



Agreement also calls for an automobile allowance of \$1,500 per month and fringe benefits commensurate with Ms. Finnel's responsibilities as well as certain non-compete provisions.

### **Compensation Committee Interlocks and Insider Participation**

During the year ended December 31, 2003, the following individuals served as members of the Company's compensation committee; Dr. Martin Harrison, Dr. Salomon Melgen and Karl Sachs.

With the exception of Dr. Martin Harrison and Dr. Salomon Melgen (as disclosed in Item 13), none of the members of the Compensation Committee were, or have ever been, employed by the Company or received any compensation from the Company other than in their capacity as director.

### **Board Compensation Committee Report on Executive Compensation**

During the year ended December 31, 2003, the following individuals served as members of the Company's compensation committee; Dr. Martin Harrison, Dr. Salomon Melgen and Karl Sachs. In addition, Randolph Pohlman, Ph.D. served on the committee from January 1, 2003 to March 5, 2003.

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The compensation committee is responsible for the review and negotiation of all executive employment agreements, incentive bonuses and equity compensation. In 2003, the salaries of the COO and former CEO were determined by contracts that were negotiated in prior fiscal years as discussed above. In early 2004, the committee negotiated a contract with Michael M. Earley, President and CEO, as discussed above. Incentive bonuses and equity compensation paid to executives are at the sole discretion of the board of directors and the compensation committee and, for the fiscal year ended December 31, 2003, \$100,000 in incentive bonuses and 880,000 stock options were granted to executives.

The following table sets forth certain information regarding the Company's Common Stock beneficially owned at April 30, 2004 (i) by each person who is known by the Company to own beneficially 5% or more of the Company's common stock; (ii) by each of the Company's directors; and (iii) by all executive officers and directors as a group.

| Name of Beneficial Owner                                | Amount of Beneficial Ownership | Percentage of Class |
|---|--------------------------------|---------------------|
| Martin Harrison, M.D. (1)                               | 5,525,100                      | 12.09%              |
| Karl Sachs (2)  | 808,503                        | 1.77                |
| Debra Finnel (3)  | 750,000                        | 1.64                |
| David S. Gartner (4)                                    | 280,000                        | 0.61                |
| Salomon Melgen, M.D                                     | 1,014,127                      | 2.22                |
| Michael M. Earley (5)                                   | 201,607                        | 0.44                |
| Directors and Executive Officers as a Group (6 persons) | 8,579,337                      | 18.78               |

- (1) Includes (1) 4,464,920 shares held by Dr. Harrison, (2) 900,000 shares held by H30, Inc., a corporation which Dr. Harrison is a Director, (3) 40,000 shares issuable upon exercise of options at a price of \$0.91 until November 2, 2006 and (4) 70,000 shares issuable upon exercise of options at a price of \$0.70 until December 19, 2008. Does not include 56,000 shares issuable upon exercise of options at prices ranging from \$6.938 to \$7.938 per share with expirations from April 2004 until April 18, 2005.
- (2) Includes 172,500 shares issuable upon the exercise of options at a price of \$0.35, expiring in September 2008 and 57,500 shares issuable upon the exercise of options at a price of \$0.35 that expiring in December 2008.
- (3) Includes (1) 50,000 shares held by Debra Finnel, (2) 150,000 shares issuable upon the exercise of options at \$0.50 per share, expiring between October 2005 and October 2007, (3) 200,000 shares issuable upon the exercise of options at a price of \$1.00, expiring between 1/1/07 and 1/1/08 and (4) 350,000 shares issuable upon the exercise of options at a price of \$0.35, expiring in September of 2008. Does not include 100,000 shares issuable upon the exercise of options at a price of \$1.00 that have not yet vested.
- (4) Includes 180,000 shares issuable upon the exercise of options at a price of \$0.35, expiring in September 2008.
- (5) Includes (1) 40,000 shares issuable upon the exercise of options at a price of \$0.30 per share, expiring between June 2005 and June 2006, (2) 25,000 shares issuable upon the exercise of options at a price of \$2.00 per share, expiring in September 2005 and (3) 116,667 shares issuable upon the exercise of options at a price of \$0.35 per share, expiring in December 2008. Does not include 233,333 shares issuable upon the exercise of options at a price of \$0.35 per share that have not yet vested.



**Table of Contents****Equity Compensation Plan**

The following table details information regarding the Company's existing equity compensation plans as of December 31, 2003:

|   | (a)   | (b)   | (c)   |
|---|---|---|---|
|   | Number of securities<br>to be<br>issued upon exercise<br>of<br>outstanding options,<br>warrants<br>and rights | Weighted-average<br>exercise<br>price of<br>outstanding<br>options,<br>warrants and<br>rights | Number of<br>securities<br>remaining<br>available for<br>future issuance<br>under equity<br>compensation<br>plans (excluding<br>securities<br>reflected in<br>column (a)) |
| Equity compensation plans<br>Approved by security holders     | 2,000,000   | \$ 0.43   |   |
| Equity compensation plans not<br>Approved by security holders | 8,253,242   | \$ 1.22   |   |
| Total   | 10,253,242  |   |   |

During 2003, 2,750,400 options were issued to employees and directors of the Company upon board approval. Of these, 971,867 were issued without the approval of security holders.

***Certain Relationships and Related Transactions.***

The Company, for the current year ending December 31, 2003, paid a company owned by Dr. Salomon Melgen, a shareholder and director, \$393,000 for services rendered as a physician in the Company's provider network. The fees paid were usual and customary for the services provided.

The Company, for the current year ending December 31, 2003, paid Dr. Martin Harrison, a shareholder and director, \$25,000 for consulting services.

All future transactions between the Company and any officer, director or 5% shareholder will be on terms no less favorable than could be obtained from independent third parties and will be approved by a majority of the independent disinterested directors of the Company.

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**DESCRIPTION OF SECURITIES**

As of April 30, 2004, we had authorized 80,000,000 shares of par value \$0.001 common stock, with 45,712,960 shares issued and outstanding. Additionally, we have authorized 10,000,000 shares of preferred stock, with 5,000 shares issued and outstanding.

**Common Stock**

The holders of Common Stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voted for the election of directors can elect all of the directors. The holders of Common Stock are entitled to receive dividends when, as and if declared by the Board of Directors out of funds legally available therefore. In the event of our liquidation, dissolution or winding up, the holders of Common Stock are entitled to share ratably in all assets remaining available for distribution to them after payment of liabilities and after provision has been made for each class of stock, if any, having preference over the Common Stock. Holders of shares of Common Stock, as such, have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to Common Stock. All of the outstanding shares of Common Stock are, and the shares of Common Stock offered hereby, will be duly authorized, validly issued, fully paid and non-assessable.

**Preferred Stock**

We are authorized to issue 10,000,000 shares of Preferred Stock with such designation, rights and preferences, as may be determined from time to time by the Board of Directors. Accordingly, the Board of Directors is empowered, without stockholder approval, to issue Preferred Stock with dividend, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of the Common Stock. In the event of issuance, the Preferred Stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control.

We have designated a Series A class of preferred stock and a Series B class of preferred stock. A summary of their material terms, rights and preferences are the following:

***Series A***

We have designated 9,993,000 shares of our preferred stock as Series A preferred stock, par value \$.001. There are currently 5,000 Series A preferred shares issued and outstanding. Each share of Series A preferred stock has a stated value of \$100 and pays dividends equal to 10% of the stated value per annum. At December 31, 2003, the aggregate and per share amounts of cumulative dividend arrearages were approximately \$316,667 (\$63 per share).

Each share of Series A preferred stock is convertible into shares of common stock at the option of the holder at the lesser of 85% of (1) the average closing bid price of the common stock for the ten trading days immediately preceding the conversion or (2) \$6.00. We have the right to deny conversion of the Series A preferred stock, at which time the holder shall be entitled to receive additional cumulative dividends at 5% per annum in addition to the initial dividend rate of 10% per annum.

In addition, we have the right, exercisable at any time upon 10 trading days notice to the holders of the Series A preferred stock given at any time after the expiration of two years after the date of issuance to redeem all or any portion of the shares of Series A preferred stock which have not previously been converted or redeemed, at a price equal to 105% of the product of (1) the number of shares of preferred stock then held by the holder, and (2) the stated value.

In the event of any liquidation, dissolution or winding up of our company, holders of the Series A preferred stock are entitled to receive a liquidating distribution before any distribution may be made to holders of our common stock and other Series of our preferred stock.

The Series A preferred share holders have no voting rights, except as provided under Florida law.

***Series B***

We have designated 7,000 shares of our preferred stock as Series B preferred stock, with a stated value of \$1,000 per share. During the year ended June 30, 1998, 1,200 shares of Series B preferred stock were issued, however there are currently no Series B shares outstanding. Holders of the Series B preferred stock are entitled to receive, whether declared or not, cumulative dividends equal to 5% per annum. Each share of Series B preferred stock is convertible into such number of fully paid and nonassessable shares of common stock as is determined by dividing the stated value by the conversion price. The conversion price shall be the lesser of the market price, as defined or \$4.00. From September 1998 to October 1999, all of our outstanding Series B preferred shares were converted into 3,597,305 shares of our common stock at various prices. The Series B preferred shares do not contain voting rights, except as provided under Florida law.

**Table of Contents****Transfer Agent**

The Transfer Agent for our shares of Common Stock is Florida Atlantic Stock Transfer, Tamarac, Florida

**SELLING SECURITY HOLDERS**

This prospectus relates in part to the registration of shares of our common stock underlying certain convertible securities held by various parties listed below. We will not receive any proceeds from the sale of the shares by the selling shareholders. The selling shareholders may resell the shares they acquire by means of this prospectus from time to time in the public market. The costs of registering the shares offered by the selling shareholders are being paid by us. The selling shareholders will pay all other costs of the sale of the shares offered by them.

**Private Placement**

In February 2004, we issued an aggregate of 5,004,999 shares of common stock to 24 accredited and 1 non-accredited investors, for \$0.60 per share. We received \$3,003,000 in proceeds from the sale of these shares. The shares of common stock were issued under the exemption from registration provided by Section 4(2) of the Securities Act. The investors received current information about the Company and had the opportunity to ask questions about the Company. The investors purchased the shares for investment purposes and the shares they received were marked with the appropriate restrictive legend.

**Michael Rosenbaum**

In March 2004, Michael Rosenbaum exercised his option to convert a 6% Convertible Debenture dated October 1, 2002 in the amount of \$168,000 to stock. The stock was converted at \$0.43 per shares and 390,698 shares of common stock were issued.

In March 2004, we issued 220,000 shares of common stock to Michael Rosenbaum for \$0.60 per share. The shares of common stock were paid for by the delivery to the Company of a Promissory Note issued by the Company to Michael Rosenbaum in the principal amount of \$132,000 marked Paid in Full. The shares of common stock were issued under the exemption from registration provided by Section 4(2) of the Securities Act.

**Global Capital Funding Group, L.P.**

In March 2004, 100,000 shares of common stock were issued to Global Capital Funding Group, L.P. as a fee in connection with an extension of a Promissory Note that was due May 24, 2004. The extension provides for repayment of \$1.2 million over a two-year period with monthly payments in the amount of \$50,000. A final balloon payment of the remaining unpaid balance plus accrued interest, if any, is due on May 24, 2006.

| <b>Name of Shareholder</b>             | <b>Common Shares<br/>Offered in the Offering</b> |                   | <b>Common Shares<br/>Owned After<br/>Offering</b> |                   |
|--|--|-------------------|---|-------------------|
|  | <b>Number</b>                                    | <b>Percentage</b> | <b>Number</b>                                     | <b>Percentage</b> |
| Global Capital Funding Group, L.P. (1) | 100,000  | *                 | 0   | *                 |
| Michael Rosenbaum                      | 610,698  | 1.34%             | 0   | *                 |

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|                                    |         |       |   |   |
|------------------------------------|---------|-------|---|---|
| Active Investors II (2)            | 850,000 | 1.86% | 0 | * |
| Active Investors III (2)           | 850,000 | 1.86% | 0 | * |
| Robert Arkin                       | 330,000 | *     | 0 | * |
| Pamela O Connor                    | 330,000 | *     | 0 | * |
| Michael Cahr                       | 333,333 | *     | 0 |   |
| Michelle Cahr                      | 83,333  | *     | 0 | * |
| Red and Kathy Scott Trust          | 200,000 | *     | 0 | * |
| PJC & Associates, Ltd. (3)         | 100,000 | *     | 0 | * |
| Avenue Asset Partners (4)          | 50,000  | *     | 0 | * |
| C. Richard Stafford                | 50,000  | *     | 0 | * |
| Mitchell L. Silverman              | 83,333  | *     | 0 | * |
| Barry N. Wish                      | 150,000 | *     | 0 | * |
| Daniel J. Kraus                    | 50,000  | *     | 0 | * |
| Salomon Melgen, M.D. (6)           | 500,000 | 1.09% | 0 | * |
| Karl M. Sachs & Donna B. Sachs (7) | 80,000  | *     | 0 | * |



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| Name of Shareholder                       | Common Shares<br>Offered in the Offering |            | Common Shares<br>Owned After<br>Offering |            |
|---|--|------------|--|------------|
|   | Number                                   | Percentage | Number                                   | Percentage |
| Allen J. Rapoport                         | 40,000                                   | *          | 0  | *          |
| Luis Rodriguez-Molina                     | 80,000                                   | *          | 0  | *          |
| Robert S. Lamont & Paula T. Lamont        | 30,000                                   | *          | 0  | *          |
| Ellen Bellet Gelberg & Stanley S. Gelberg | 30,000                                   | *          | 0  | *          |
| Lisa Nora Interian & Alberto Interian     | 15,000                                   | *          | 0  | *          |
| Jan S. Neiman & Marlene L. Neiman         | 30,000                                   | *          | 0  | *          |
| Berman & Berman, P.A. (5)                 | 10,000                                   | *          | 0  | *          |
| Ralph L. Focaracci                        | 80,000                                   | *          | 0  | *          |
| Roger W. Miller                           | 150,000                                  | *          | 0  | *          |
| Jan Loeb                                  | 500,000                                  | 1.09%      | 0  | *          |

\* Represents less than 1% of the issued and outstanding shares as of April 30,2004.

- (1) Lewis N. Lester has investment and voting control over the shares held by Global Capital Funding Group, L.P.
- (2) Carl N. Singer has investment and voting control over the shares held by Active Investors II and Active Investors III.
- (3) Red Scott has investment and voting control over the shares held by PJC & Associates, Ltd.
- (4) George Parry has investment and voting control over the shares held by Avenue Asset Partners.
- (5) David Berman has investment and voting control over the shares held by Berman & Berman, P.A.
- (6) Director
- (7) Karl M. Sachs is a Director of the Company.

#### **PLAN OF DISTRIBUTION**

The selling security holders and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling security holders may use any one or more of the following methods when selling shares:

ordinary brokerage transactions  
and transactions in which the  
broker-dealer solicits purchasers;

block trades in which the  
broker-dealer will attempt to sell  
the shares as agent but may  
position and resell a portion of the  
block as principal to facilitate the

transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

short sales;

broker-dealers may agree with the selling security holders to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale; and

any other method permitted pursuant to applicable law.

The selling security holders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus. Broker-dealers engaged by the selling security holders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling security holders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling security holders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved.

The selling security holders may from time to time pledge or grant a security interest in some or all of the shares or common stock or warrants owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus, or under an amendment to this prospectus

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under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933 amending the list of selling security holders to include the pledgee, transferee or other successors in interest as selling security holders under this prospectus.

The selling security holders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The selling security holders and any broker-dealers or agents that are involved in selling the shares may be deemed to be underwriters within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. The selling security holders have informed us that they do not have any agreement or understanding, directly or indirectly, with any person to distribute the common stock.

We are required to pay all fees and expenses incident to the registration of the shares. We have agreed to indemnify the selling security holders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

### **SHARES ELIGIBLE FOR FUTURE SALE**

As of April 30, 2004, we have 45,711,008 shares of common stock issued and outstanding. This does not include shares that may be issued upon exercise of options or warrants.

We cannot predict the effect, if any, that market sales of common stock or the availability of these shares for sale will have on the market price of our shares from time to time. Nevertheless, the possibility that substantial amounts of common stock may be sold in the public market could negatively damage and affect market prices for our common stock and could damage our ability to raise capital through the sale of our equity securities.

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Florida Business Corporation Act (the Corporation Act ) permits the indemnification of directors, employees, officers and agents of Florida corporations. Our Articles of Incorporation (the Articles ) and Bylaws provide that we shall indemnify our directors and officers to the fullest extent permitted by the Corporation Act.

The provisions of the Corporation Act that authorize indemnification do not eliminate the duty of care of a director, and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Florida law. In addition, each director will continue to be subject to liability for (a) violations of criminal laws, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (b) deriving an improper personal benefit from a transaction, (c) voting for or assenting to an unlawful distribution and (d) willful misconduct or conscious disregard for our best interests in a proceeding by or in the right of a shareholder. The statute does not affect a director's responsibilities under any other law, such as the Federal securities laws.

The effect of the foregoing is to require us to indemnify our officers and directors for any claim arising against such persons in their official capacities if such person acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding,

had no reasonable cause to believe his conduct was unlawful.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers or persons in control pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the act and is therefore unenforceable.